CERTIFICATION

I, Atty. Juan Antonio M. Evangelista, with office address at 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City, Corporate Secretary of Robinsons Land Corporation, with SEC Registration number 93269-A and principal office address at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila, hereby state under oath that:

1. On behalf of the Corporation, I have caused this SEC Form 20-IS (Definitive Information Statement for the 2022 Annual Shareholders Meeting of the Corporation) to be prepared;

2. I have read and understood its contents which are true and correct as of my own personal knowledge and/or based on true records;

3. The Corporation will comply with the requirements set forth in SEC Notice May 12, 2021 for a complete and official submission of reports and/or documents through electronic mail;

4. I am fully aware that documents filed online which require pre-evaluation and/or processing fees shall be considered complete and officially received only upon payment of the filing fee; and

5. The email account designated by the Corporation pursuant to SEC Memorandum Circular no. 28, series of 2020 shall be used by the Corporation in its online submissions to the Corporate Governance and Finance Department of the SEC.

In witness whereof, I have hereunto set my hand this April 20, 2022 at Pasig City.

Juan Antonio Evangelista

ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

Subscribed and sworn to before me this 20th day of April 2022 at Pasig City, affiant exhibiting to me his Driver's License with No. K03-89-011595.

Doc No. 222
Page No. 44
Book No. 10
Series of 2022.

ATTY. MA. CLARISSE S. OSTERIA
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 229, Extended until June 30, 2022
by virtue of Bar Matter No. 3795 dated Sept. 28, 2021
12F Cyberscape Alpha Sapphire &
Garnet Rds. Ortigas Center, Pasig City
Roll of Attorneys No. 69885; June 1, 2017
PTR No. 8207772, January 24, 2022; Pasig City
IBP No. 171121; December 21, 2021; Makati Chapter
MCLE Compliance No. VI – 0015914; April 14, 2022

COVER SHEET

9 3 2 6 9 - A

SEC Registration Number

ROBINSONS LAND CORPORATION

(Company's Full Name)

LEVEL 2, GALLERIA CORPORATE CENTER
EDSA CORNER ORTIGAS AVENUE,
QUEZON CITY, METRO MANILA

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

Atty. Juan Antonio M. Evangelista
Corporate Secretary

(Contact Person)

8397-1888

(Company Telephone Number)

1 2 **3 1**

Month *Day*

(Fiscal Year)

2 0 - I S

(Form Type)

Last Wednesday of May

Month *Day*

(Annual Meeting)

Definitive Information Statement

Issuer of Securities under
SEC-BED Order No.125,Series of 1989; SEC-BED Order No.435, Series of 1989; SEC-BED Order No.523,Series of 1993; SEC-BED Order No.524 Series of 1993;SEC-BED Order No. 572, Series of 1995; SEC-BED Order No. 057, Series of 1997; SEC-CFD Order No. 128, Series of 2006; SEC-MSRD Order No 71, Series of 2015

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

Remarks: Please use BLACK ink for scanning purposes.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
MAY 12, 2022

Notice is hereby given that the Annual Meeting of the Stockholders of **ROBINSONS LAND CORPORATION** ("Corporation") will be held on May 12, 2022 at 1:00 p.m. via remote communication in accordance with the rules of the Securities and Exchange Commission.

The Agenda for the meeting is as follows:

1. Proof of notice of the meeting and existence of a quorum
2. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 13, 2021
3. Presentation of annual report and approval of the financial statements for the preceding year
4. Amendment of Article II of the Corporation's Articles of Incorporation (Primary Purpose)
5. Election of the Board of Directors
6. Appointment of External Auditor
7. Ratification of the acts of the Board of Directors and its committees, officers and management
8. Consideration of such other matters as may properly come during the meeting
9. Adjournment

A brief explanation of the agenda item which requires stockholders' approval is provided herein. The Information Statement to be sent to the stockholders shall contain more details regarding the rationale and explanation for each agenda item.

In light of current conditions and in support of the efforts to contain the outbreak of COVID-19, stockholders may only attend the meeting via remote communication. Stockholders intending to participate via remote communication must notify the Corporation by email to corp.secretary@robinsonsland.com on or before May 4, 2022.

Stockholders who wish to cast their votes may do so via the method provided for voting *in absentia*, subject to validation procedures, or by accomplishing the attached proxy form. The procedures for attending the meeting via remote communication and for casting votes in absentia are explained further in the Information Statement.

Shareholders who wish to vote by proxy shall send a soft copy of the duly accomplished proxy via email to corp.secretary@robinsonsland.com or a physical copy to the Office of the Corporate Secretary, 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City, not later than May 4, 2022. Validation of proxies shall be held on May 6, 2022. **We are not soliciting proxies.**

Only stockholders of record of the Companies as of April 4, 2022 shall be entitled to vote.

By Authority of the Chairman:

JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

ROBINSONS LAND

ANNUAL MEETING OF STOCKHOLDERS
MAY 12, 2022

EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL

The Corporation has established a procedure for the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code. A stockholder or member who participates through remote communication or votes in absentia shall be deemed present for purposes of quorum.

The following is a summary of the guidelines for voting and participation in the meeting:

(i) Stockholders may attend the meeting by viewing the livestream at this link: https://bit.ly/RLC_ASM2022. The livestream shall be broadcast via Microsoft Teams. Please refer to Annex "D" of the Information Statement for detailed guidelines for participation via remote communication.

(ii) Questions and comments on the items in the Agenda may be sent to corp.secretary@robinsonsland.com. Questions or comments received on or before May 4, 2022 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.

(iii) Each item in the agenda for approval of the stockholders will be shown on the screen during the livestreaming as the same is taken up at the meeting.

(iv) Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before May 4, 2022:

   a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary;

   OR

   b. By voting *in absentia*, subject to validation procedures. Please refer to Annex "D" of the Information Statement for the detailed procedure for registration and voting *in absentia*.

(v) Stockholders may cast their votes on any item in the agenda for approval by sending their proxies appointing the Chairman of the meeting to the Corporate Secretary by email to corp.secretary@robinsonsland.com or hard copies to the Office of the Corporate Secretary, 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City on or before May 4, 2022.

   a. Stockholders holding shares through a broker may course their proxies through their respective brokers, which shall issue a certification addressed to the Corporate Secretary and duly signed by their authorized representative/s, stating the number of shares being voted and the voting instructions on the matters presented for approval.

   b. Stockholders may also send their duly-executed proxies directly to the Corporate Secretary. The proxies shall be sent together with the following supporting documents:

      i. Government-issued identification (ID) of the Stockholder;

      ii. For Stockholders with joint account: The proxy form must be signed by all joint stockholders. Alternatively, they may submit a scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to sign the proxy.

iii. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.

(vi) Stockholders intending to participate via remote communication who have not sent their proxies or voted *in absentia* must notify the Corporation by email to corp.secretary@robinsonsland.com on or before May 4, 2022 in order to be counted for quorum. The email should contain the following:
   a. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder;
   b. Government-issued identification (ID) of the Stockholder.

(vii) For purposes of quorum, the following stockholders shall be deemed present:
   a. Those who sent in their proxies before the deadline;
   b. Those who voted in absentia before the cut off time; and
   c. Those who notified the Corporation before the deadline of their intention to participate via remote communication.

(viii) The Office of the Corporate Secretary shall tabulate all votes received and an independent third party will validate the results. During the meeting, the Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The votes for each item for approval under the agenda will be shown on the screen.

Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 13, 2021

Copies of the minutes will be distributed before the meeting and will be presented to the stockholders for approval.

Presentation of annual report and approval of the financial statements for the preceding year

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

Amendment of Article II of the Corporation's Articles of Incorporation (Primary Purpose)

The proposed amendments to the primary purpose of the Corporation pertain to the following:

• The inclusion of office developments, subdivisions, dormitories, industrial facilities, logistics facilities and integrated developments in the types of real properties to be sold, acquired, built, constructed, developed, leased and disposed of by the Corporation; and

• The addition of the following activities to the primary purpose - the purchase, acquisition, dealing in and holding for investment or otherwise, any or all properties of every kind and description, and wherever situated, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities and obligations of any corporation or corporations, associations, domestic or foreign.

Election of Board of Directors

After having undergone the nomination process as conducted by the Corporate Governance Committee, the nominees for election as members of the Board of Directors, including independent directors, will be presented to the stockholders. The profiles of the nominees shall be provided in the Information Statement to be sent to the Stockholders. The members of the Board of Directors of the Corporation shall be elected by plurality vote.

Appointment of External Auditor

The Corporation's external auditor is SyCip Gorres Velayo & Co. and will be nominated for reappointment for the current fiscal year.

Ratification of the acts of the Board of Directors and its committees, officers and management

Ratification of the acts of the Board of Directors and its committees, officers and management of the Corporation since the last annual stockholders' meeting up to the current stockholders' meeting, as duly recorded in the corporate books and records of the Corporation, will be requested.

Consideration of such other matters as may properly come during the meeting

The Chairman will open the floor for comments and questions from the stockholders which were sent by email on or before May 4, 2022. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.

WE ARE NOT SOLICITING YOUR PROXY

Stockholders who wish to cast their votes may do so via the method provided for voting *in absentia*, or by accomplishing the proxy form provided below. The detailed procedure for casting votes *in absentia* may be found in Annex D of the Information Statement.

Stockholders who wish to vote by proxy shall send the proxies by email to corp.secretary@robinsonsland.com or hard copies to the Office of the Corporate Secretary, 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Road, Ortigas Center, Pasig City on or before May 4, 2022.

P R O X Y

The undersigned stockholder of **ROBINSONS LAND CORPORATION** (the "Corporation"), hereby appoints the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Annual Meeting of the Stockholders of the Corporation to be held on **May 12, 2022** and adjournments and postponements thereof, for the purpose of acting on the following matters as fully to all intents and purposes as she/he/it might do if present and acting in person, and hereby ratifying and confirming all that the said attorney shall lawfully do or cause to be done by virtue of these presents:

1. Approval of the Minutes of the Annual Meeting of the stockholders held on May 13, 2021
   _____ Yes _____ No _____Abstain

2. Approval of the financial statements for the preceding year
   _____ Yes _____ No _____Abstain

3. Election of Board of Directors

	Yes	No	Abstain
1. James L. Go	_____	_____	_____
2. Lance Y. Gokongwei	_____	_____	_____
3. Frederick D. Go	_____	_____	_____
4. Patrick Henry C. Go	_____	_____	_____
5. Johnson Robert G. Go, Jr.	_____	_____	_____
6. Robina Y. Gokongwei-Pe	_____	_____	_____
Independent Directors			
7. Roberto F. de Ocampo	_____	_____	_____
8. Omar Byron T. Mier	_____	_____	_____
9. Bienvenido S. Bautista	_____	_____	_____

4. Amendment of Article II of the Articles of Incorporation (Primary Purpose)

   _____ Yes _____ No _____Abstain

5. Appointment of SyCip Gorres Velayo & Co. as external auditor
   _____ Yes _____ No _____Abstain

6. Ratification of the acts of the Board of Directors and its committees, officers and management

   _____ Yes _____ No _____Abstain

7. At his/her discretion, the proxy named above is authorized to vote upon such matters as may properly come during the meeting

   _____ Yes _____ No _____Abstain

PRINTED NAME OF THE STOCKHOLDER

SIGNATURE OF STOCKHOLDER / AUTHORIZED SIGNATORY

ADDRESS OF STOCKHOLDER

CONTACT TELEPHONE NUMBER

DATE

This proxy shall continue until such time as the same is withdrawn by me through notice in writing delivered to the Corporate Secretary at least three (3) working days before the scheduled meeting on May 12, 2022.

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. IN ADDITION TO THE ABOVE REQUIREMENTS FOR CORPORATIONS, A PROXY FORM GIVEN BY A BROKER OR CUSTODIAN BANK IN RESPECT OF SHARES OF STOCK CARRIED BY SUCH BROKER OR CUSTODIAN BANK FOR THE ACCOUNT OF THE BENEFICIAL OWNER MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER OR CUSTODIAN BANK HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.

ROBINSONS LAND

CERTIFICATE

I, **JUAN ANTONIO M. EVANGELISTA**, of legal age, Filipino, with office address at the 12th Floor, Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City, Metro Manila, hereby certify that:

1. I am the duly elected and qualified Corporate Secretary of Robinsons Land Corporation (the "Corporation") with principal office address at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City; and

2. There are no directors, independent directors, or officers of the Corporation who are currently appointed in any governmental agency or is an employee of any government agency.

Juan Antonio Evangelista

ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 05 2022 at City of Pasig, affiant exhibiting to me his Driver's License with No. K03-89-011595.

Doc No. 184;
Page No. 38;
Book No. 10;
Series of 2022.

ATTY. MA. CLARISSE S. OSTERIA
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 229; Extended until June 30, 2022
by virtue of Bar Matter No. 3795 dated Sept. 28, 2021
12F Cyberscape Alpha, Sapphire &
Garnet Rds. Ortigas Center, Pasig City
Roll of Attorneys No. 69885; June 1, 2017
PTR No. 8207772; January 24, 2022; Pasig City
IBP No. 171121; December 21, 2021; Makati Chapter
MCLE Compliance No. VI – 0015914; April 14, 2022

ROBINSONS LAND CORPORATION ("RLC")

PROFILES OF THE NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS FOR THE YEAR 2022

1. Name : James L. Go
   Age : 82
   Designation : Chairman Emeritus

   Business experience and education:

   James L. Go is the Chairman Emeritus and a member of the Board of Directors of Robinsons Land Corporation (RLC). He is also the Chairman Emeritus of Universal Robina Corporation and JG Summit Olefins Corporation. He is the Chairman of JG Summit Holdings, Inc. (JGSHI) and Cebu Air, Inc. He is also the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation and Vice Chairman of Robinsons Retail Holdings, Inc. He is a Director of Universal Hotels and Resorts, Inc. He is the President and a Trustee of the Gokongwei Brothers Foundation, Inc., and a Trustee of Universal Cultural Foundation, Inc. and Robinsons Land Foundation, Inc. He has been a Director of PLDT, Inc. since November 3, 2011. He is a member of the Technology Strategy and Risk Committees and Advisor of the Audit Committee of the Board of Directors of PLDT, Inc. 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.

2. Name : Lance Y. Gokongwei
   Age : 55
   Designation : Chairman

   Business experience and education:

   Lance Y. Gokongwei is the Chairman of RLC. He is also the Chairman of Universal Robina Corporation, Robinsons Retail Holdings, Inc., Altus Property Ventures, Inc., Universal Hotels and Resorts, Inc., Robinsons Bank Corporation, and JG Summit Olefins Corporation. He is the President and Chief Executive Officer of JG Summit Holdings, Inc. and Cebu Air, Inc. He is the Vice Chairman and Director of Manila Electric Company, and a Director of RL Commercial REIT, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, Shakey's Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and Endeavor Acquisition Corporation. He is a Trustee and the Chairman of the Gokongwei Brothers Foundation, Inc., Robinsons Land Foundation, Inc. and Universal Cultural 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.

3. Name : Frederick D. Go
   Age : 52
   Designation : President and Chief Executive Officer

   Business experience and education:

   Frederick D. Go is the President and Chief Executive Officer of RLC. He concurrently serves as the President and Chief Executive Officer of Altus Property Ventures, Inc. and the President of Universal Hotels and Resorts, Inc. He is also the Chairman of RL Commercial REIT, Inc. and the Luzon International Premier Airport Development Corporation. He is a Trustee and the President of Robinsons Land Foundation, Inc. and Universal Cultural Foundation, Inc. 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 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 is a Director of Cebu Air, Inc., Manila Electric

Company, JG Summit Olefins Corporation, and Cebu Light Industrial Park. He also serves as the Vice Chairman of the Philippine Retailers Association. He received a Bachelor of Science degree in Management Engineering from the Ateneo de Manila University.

4. Name : Patrick Henry C. Go
Age : 51
Designation : Director

Business experience and education:

Patrick Henry C. Go was elected as a Director of RLC on January 17, 2000. He is the President and Chief Executive Officer of JG Summit Olefins Corporation and a Director and Executive Vice President of Universal Robina Corporation. He is also a Director of JG Summit Holdings, Inc., Robinsons Bank Corporation, Universal Hotels and Resorts, Inc. 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.

5. Name : Johnson Robert G. Go, Jr.
Age : 57
Designation : Director

Business experience and education:

Mr. Johnson Robert G. Go, Jr. 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.

6. Name : Robina Y. Gokongwei-Pe
Age : 60
Designation : Director

Business experience and education:

Robina Gokongwei-Pe was elected as a Director of RLC on May 5, 2005. She is the President and Chief Executive Officer of Robinsons Retail Holdings, Inc. She is also a Director of JG Summit Holdings, Inc., Robinsons Bank Corporation, Cebu Air, Inc. and Universal Hotels and Resorts, Inc. She is a Trustee and the secretary of the Gokongwei Brothers Foundation, Inc. and a Trustee and Vice Chairman of the Immaculate Concepcion Academy Scholarship Fund. She is also a Trustee of Universal Cultural Foundation, Inc. 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 was a former Trustee of the Ramon Magsaysay Awards Foundation. She attended the University of the Philippines-Diliman from 1978 to 1981 and obtained a Bachelor of Arts degree (Journalism) from New York University in 1984. She is married to Perry Pe, a lawyer.

7. Name : Bienvenido S. Bautista
Age : 74
Designation : Independent Director

Business experience and education:

Bienvenido S. Bautista was elected as an Independent Director of RLC on May 13, 2021. He has been President or Managing Director of many companies in the Pharmaceutical and Fast-Moving Consumer Goods Industries: Universal Robina Corporation, Kraft Foods South/Southeast Asia, San Miguel Beer, San

Miguel Foods, Kraft General Foods Philippines, Warner Lambert Indonesia and Philippine International Trading Corporation – Pharma. Currently he is an Independent Director of Flexo Manufacturing Corporation, Mega Global Corporation, Directories Philippines Inc. and YMCA Makati. He is Chair of the Audit Committee of the Ateneo De Manila University. He is a Fellow of the Institute of Corporate Directors and currently is a member of the teaching faculty; was a former Trustee, where he was the Chair of the Fellows Committee. He was a Director of Ayala Pineridge Corporation where he was president for 7 years, and Director of QBE Seaboard Insurance where he was the chair of Related Third-Party Transactions Committee. He was a Director of Goldilocks Bakeshop where he was Head of the Finance and Business Development Committee and member of the Audit Committee. He was also a Chairman and Director of DPP Ventures (Domino's Pizza). He was part of the start-up of the Luxid Rotary Microfinance and Credit Cooperative in Pasig where he was Coop Secretary. Mr. Bautista graduated from the Ateneo De Manila University with a degree in Economics and took his MBM from the Ateneo Graduate School of Business. Mr. Bautista was the first Asian and Filipino to be appointed Chair of the Board of Trustees of the Jakarta International School, he is an Agora Awardee for Excellence in Marketing Management, a CEO Excel awardee for Excellence and Boss of the Year given by the Philippine Association of Secretaries.

8. Name : Omar Byron T. Mier
Age : 75
Designation : Independent Director

Business experience and education:

Omar Byron T. Mier 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. 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, and Bachelor of Arts in Economics. He also completed all the academic requirements and passed the comprehensive exams for Master of Arts in Economics in UP Graduate School of Economics. He is a Certified Public Accountant.

9. Name : Roberto F. De Ocampo
Age : 76
Designation : Independent Director

Business experience and education:

Roberto F. de Ocampo was elected as an Independent Director of RLC on May 28, 2003. He is the former Secretary of Finance and 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),Vice Chairman of the Makati Business Club, Chairman of the Foundation for Economic Freedom (FEF) and past President of MAP. As Secretary of Finance of the Republic of the Philippines from 1994-1998 during the presidency of Fidel V. Ramos he was named Global 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 and Chairman of the Land Bank during the Ramos Administration. Dr. de Ocampo was a member of the Board of 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 Most Excellent Order of the British Empire (OBE), by France as a Chevalier (Knight) of the

Legion d'Honneur, and by the Vatican as Knight of the Holy Sepulchre of Jerusalem. He is the recipient of many other awards including Ten Outstanding Young Men Award (TOYM) for helping pioneer the Philippine national electrification program and establish the National Electrification Administration (NEA), Philippine Legion of Honor, Association of Development Financing Institutions in Asia and the Pacific (ADFIAP) Man of the Year, CEO Excel Award, several Who's Who Awards and the 2006 Asian Human Resources Development 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, the Emerging Markets Forum, and The Global Reporting Initiative (GRI), the foremost global authority on sustainability reporting (based in Amsterdam) wherein he became the first Asian and first Filipino to be elected to its board.

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
Information Statement Pursuant to Section 20
of the Securities Regulation Code

1. Check the appropriate box:

   Preliminary Information Statement
   ✓ Definitive Information Statement

2.	Name of Registrant as specified in its charter	:	**ROBINSONS LAND CORPORATION (the "Corporation")**
3.	Province, country or other jurisdiction of incorporation or organization	:	**Metro Manila, Philippines**
4.	SEC Identification Number	:	**SEC Registration No. 93269-A**
5.	BIR Tax Identification Code:	:	**TIN No. 000-361-376-000**
6.	Address of principal office	:	**Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila 1605**
7.	Registrant's telephone number, including area code	:	**(632) 8397-1888**
8.	Date, time and place of the meeting of security holders	:	**May 12, 2022** **1:00 P.M.** **Via remote communication at https://bit.ly/RLC_ASM2022 in accordance with the rules of the Securities and Exchange Commission**
9.	Approximate date on which copies of the Information Statement are first to be sent or given to security holders	:	**April 20, 2022**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	**Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (as of March 31, 2022)**
Common Stock, P1.00 par value	**5,115,239,185**
Registered bonds payable	**PhP25,190,280,000.00**

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes ____✓______ No _______

Robinsons Land Corporation's common stock is listed on the Philippine Stock Exchange.

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

Date Time and Place of Meeting	:	**May 12, 2022** **1:00 P.M.** **Via remote communication at https://bit.ly/RLC_ASM2022 in accordance with the rules of the Securities and Exchange Commission**
Complete Mailing Address of Principal Office	:	**Level 2, Galleria Corporate Center,** **EDSA corner Ortigas Avenue,** **Quezon City, Metro Manila**
Approximate date on which copies of the Information Statement are first to be sent or given to security holders	:	**April 20, 2022**

The report is attached to this SEC Form 20-IS (Definitive Information Statement) is the management report to shareholders required under SRC Rule 20 to accompany the SEC Form 20-IS and is hereafter referred to as the "Management Report."

(a) Disclosure requirements under Section 49 of the Revised Corporation Code

List of Required Information	Reference Material
(1) Description of the voting and vote tabulation procedures used in the previous meeting.	Please refer to Item 19 of this Definitive Information Statement and the Minutes of the Annual Meeting of the Shareholders held on May 13, 2021 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsland.com
(2) A description of the opportunity given to stockholders to ask questions and a record of the questions asked and answers given in the previous meeting	Please refer to Item 15 of this Definitive Information Statement and the Minutes of the Annual Meeting of the Shareholders held on May 13, 2021 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsland.com
(3) The matters discussed and resolutions reached in the previous meeting	Please refer to Item 15 of this Definitive Information Statement and the Minutes of the Annual Meeting of the Shareholders held on May 13, 2021 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsland.com
(4) A record of the voting results for each agenda item in the previous meeting	Please refer to the Minutes of the Annual Meeting of the Shareholders held on May 13, 2021 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsland.com
(5) A list of the directors or trustees, officers and stockholders or members who attended the previous meeting	Please refer to the Minutes of the Annual Meeting of the Shareholders held on May 13, 2021 which may be viewed and/or downloaded at the website of the Corporation at www.robinsonsland.com
(6) Information in the interest of good corporate governance and the protection of minority stockholders	Please refer to the Corporate Governance Manual at the website of the Corporation at www.robinsonsland.com
(7) Material information on the current stockholders, and their voting rights	Please refer to Item 4 of this Definitive Information Statement.
(8) A detailed, descriptive, balanced and comprehensible assessment of the Corporation's performance, which shall include information on any material change in the Corporation's business, strategy, and other affairs	Please refer to SEC Form 17-A (Annual Report) of the Corporation for the fiscal year ended December 31, 2021 which can be accessed at the website of the Corporation at www.robinsonsland.com
(9) A financial report for the preceding year, which shall include financial statements duly signed and certified in	Please refer to the attached Audited Financial Statements for the fiscal year ended December 31, 2021. A copy of the SEC

accordance with this Code and the rules the Commission may prescribe, a statement on the adequacy of the corporation's internal controls or risk management systems, and a statement of all external audit and non-audit fees	Form 17-A (Annual Report) of the Corporation for the fiscal year ended December 31, 2021 can be accessed at the website of the Corporation at www.robinsonsland.com
(10) An explanation of the dividend policy and the fact of payment of dividends or the reasons for nonpayment thereof	For the dividend policy, please refer to the disclosure filed by the Corporation with the PSE last June 28, 2018 on the adoption of a new dividend policy, effective 2019.
(11) Director profiles which shall include, among others, their qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representations in other corporations	The profiles of the Nominees For Election to the Board of Directors for the Year 2022, can be found in Item 5 and Profiles of the Nominees section of this Definitive Information Statement
(12) A director attendance report, indicating the attendance of each director at each of the meetings of the board and its committees and in regular or special stockholder meetings.	For the attendance of the directors at the meetings of the Board of Directors held in 2021, please refer to pages 10 of this Definitive Information Statement.
(13) Appraisals and performance reports for the board and the criteria and procedure for assessment.	Please refer to the Corporate Governance Manual at the website of the Corporation at www.robinsonsland.com
(14) A director compensation report prepared in accordance with applicable the rules and regulations	Please refer to Item 6 of this Definitive Information Statement.
(15) Director disclosures on self-dealings and related party transactions	Please refer to Item 5 (g) of this Definitive Information Statement.
(16) The profiles of directors nominated or seeking election or reelection	The profiles of the Nominees for Election to the Board of Directors for the Year 2022, can be found in Item 5 and Profiles of the Nominees section of this Definitive Information Statement.

(b) Date of the Annual Meeting

Under Section 5 of Article VII of the By-Laws of the Corporation, the Annual Meeting of the Shareholders shall be held on the last Wednesday of May. However, the said provision of the By-Laws also provides that the Board of Directors may, by majority vote and for good cause reset the annual meeting to another date. Pursuant to such authority under the By-Laws, on March 8, 2022 the Board of Directors, by unanimous vote, approved that the 2022 Annual Meeting of the Shareholders of the Corporation be scheduled on May 12, 2022.

WE ARE NOT SOLICITING PROXIES.

Item 2. Rights of Shareholders; Dissenters' Right of Appraisal

The Corporation recognizes the right of all shareholders to be treated fairly and equally whether they are controlling, minority, local or foreign. The Corporation respects the rights of shareholders as provided under the Revised Corporation Code and other laws, and as stated in its Articles of Incorporation and By-Laws.

Any stockholder of the Corporation may exercise his appraisal right against the proposed actions which qualify as instances giving rise to the exercise of such right pursuant to and subject to the compliance with the requirements and procedure set forth under Title X of the Revised Corporation Code of the Philippines.

There are no matters to be acted upon by the stockholders at the Annual Meeting of the Stockholders to be held on May 12, 2022 which would require the exercise of the appraisal right.

Item 3. Interest of Certain Persons in or Opposition to Matters to be acted upon

None of the following persons have any substantial interest, direct or indirect, in any matter to be acted upon other than election to office:

1. Directors or officers of the Corporation at any time since the beginning of the last fiscal year;
2. Nominees for election as directors of the Corporation;
3. Associate of any of the foregoing persons.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) Voting securities entitled to be voted at the meeting:

The list of shareholders of the Corporation as of April 4, 2022, the record date set for the Annual Meeting of the Shareholders, was provided by transfer agent and was filed with the Philippine Stock Exchange (PSE) in accordance with the requirements of the PSE. Based on the records, the Corporation has 5,115,239,185 outstanding shares as of March 31, 2022. Every stockholder shall be entitled to one vote for each share of stock held as of the established record date.

Article II, Section 1 of the By-Laws of the Corporation states that the directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which the quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to be cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing his votes on the same principle among any number of candidates.

(b) Record date:

All stockholders of record as of April 4, 2022 are entitled to notice and to vote at the Corporation's Annual Meeting of the Stockholders.

Article VII, Section 8 of the By-Laws of the Corporation states that for purposes of determining the stockholders entitled to notice of, or to vote or be voted at any meeting of stockholders or any adjournments thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other proper determination of stockholders, the Board of Directors may provide that the stock and transfer books be closed for a stated period, which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(c) Election of Directors:

Article II, Section 1 (a) of the By-Laws provides that the directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for the year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes as the same principle among any number of candidates.

In accordance with Section 23 of the Revised Corporation Code, shareholders entitled to vote shall have the right to vote the number of shares of stock standing in their own names, as of the record date, based on the books and records of the transfer agent of the Corporation. The said shareholder may: (a) vote such number of shares for as many persons as there are directors to be elected; (b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or (c) distribute them on the same principle among as many candidates as may be seen fit: provided, that the total number of votes cast shall not exceed the number of shares owned by the shareholders as shown in the books and records of the transfer agent of the Corporation multiplied by the whole number of directors to be elected.

(d) Security Ownership of Certain Record and Beneficial Owners and Management

1. **Security Ownership of Certain Record and Beneficial Owners of more than 5% of the Corporation's voting securities as of March 31, 2022**

Title of Class	Names and addresses of record owners and relationship with the Corporation	Names of beneficial owner and relationship	Citizenship	No. of shares held	% to total outstanding

		with record owner			
Common	JG Summit Holdings, Inc. 43/F Robinsons Equitable Tower, ADB Avenue corner Poveda Road, Pasig City (stockholder)	same as record owner (see note 1)	Filipino	3,166,806,886	61.90%
Common	PCD Nominee Corporation (Filipino) 37/F The Enterprise Center Tower 1 Cor. Paseo de Roxas, Ayala Avenue Makati City (stockholder)	PCD Participants and their clients (see note 2)	Filipino	987,046,544	19.29%
Common	PCD Nominee Corporation (Non-Filipino) 37/F The Enterprise Center Tower 1 Cor. Paseo de Roxas, Ayala Avenue Makati City (stockholder)	PCD Participants and their clients (see note 2)	Non-Filipino	936,305,797	18.30%

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 of JGSHI is Mr. James L. Go and Mr. Lance Y. Gokongwei is the President and Chief Executive Officer of JGSHI.

[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 Corporation, Inc. (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, "Citibank N.A.", "Deutsche Bank Manila-Clients" and "The HongKong and Shanghai Banking Corp. Ltd.- Clients Account" hold for various trust accounts the following shares of the Corporation as of March 31, 2022:

	No. of shares held	% to total outstanding
Citibank N.A.	428,413,361	8.37%
Deutsche Bank Manila – Clients Acct.	397,106,092	7.76%
The Hongkong and Shanghai Banking Corp. Ltd. – Clients' Acct.	278,105,277	5.43%

Voting instructions may be provided by the beneficial owners of the shares.

2. Security Ownership of Management as of March 31, 2022

Title of Class	Name of beneficial owner	Position	Amount & nature of beneficial ownership (Direct)	Citizen ship	% to Total Outstanding
A. Executive Officers [1]					
Common	1. James L. Go	Director, Chairman Emeritus	13,246,811	Filipino	0.25%
Common	2. Lance Y. Gokongwei	Director, Chairman	2,471,438	Filipino	0.04%
Common	3. Frederick D. Go	Director, President and Chief Executive Officer	3,900,000	Filipino	0.7%
Common	4. Faraday D. Go	Executive Vice President	253,738	Filipino	*
Common	5. Jericho P. Go	Senior Vice President and Business Unit (BU) General Manager	0	Filipino	*
Common	6. Arlene G. Magtibay	Senior Vice President and BU General Manager	0	Filipino	*
	Sub-Total		19,871,987		0.39%

B. Other directors, executive officers and nominees					
Common	7. Patrick Henry C. Go	Director	10,000	Filipino	*
Common	8. Robina Y. Gokongwei-Pe	Director	2,351,531	Filipino	0.4%
Common	9. Johnson Robert G. Go, Jr.	Director	1	Filipino	*
Common	10. Roberto F. De Ocampo	Director (Independent)	1	Filipino	*
Common	11. Omar Byron T. Mier	Director (Independent)	1	Filipino	*
Common	12. Bienvenido S. Bautista	Director (Independent)	100	Filipino	*
Common	15. Arthur G. Gindap	Senior Vice President and Business Unit General Manager	25,373	Filipino	*
Common	16. Kerwin Max S. Tan	Chief Financial Officer, Chief Risk Officer and Compliance Officer	550,000	Filipino	0.01%
	Sub-Total		2,937,007		0.05%
C. All directors and executive officers & nominees as a group unnamed			22,808,994		0.44%

Notes:
[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 the five (5) most highly compensated executive officers as of February 28, 2022.
* less than 0.01%

3. Shares owned by Foreigners

The total number of shares owned by foreigners as of March 31, 2022 is 936,578,782.

4. Voting Trust Holder of 5% or more - as of March 31, 2022

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

5. Changes in Control

There has been no change in the control of the Corporation since the beginning of its last fiscal year. The information as of February 28, 2022 on "Security Ownership of Certain Beneficial Owners and Management" are found on Part II, Item 13 of the Management Report.

Item 5. Directors and Executive Officers

(a) Directors and Corporate Officers

Information required hereunder is incorporated by reference to the section entitled "Directors and Executive Officers of the Registrant" on Part III, Item 14 of the Management Report.

(b) Board Nomination and Election Policy

The Corporate Governance Committee shall oversee the process for the nomination and election of the Board of Directors.

The Corporate Governance Committee shall pre-screen and shortlist all candidates nominated to become members of the Board of Directors in accordance with the list of qualifications and disqualifications as defined in the Corporation's Revised Corporate Governance Manual with due consideration of the requirements of the Revised Corporation Code, the Securities Regulation Code ("SRC"), the Revised Code of Corporate Governance and relevant SEC Circulars such as the SEC Memorandum Circular No. 16, Series of 2002, the SEC Memorandum Circular No. 19, Series of 2016, as may be amended, relating to the Board of Directors.

The list of the nominees for directors as determined by the Corporate Governance Committee shall be final and no other nomination shall be entertained or allowed after the final list of nominees is prepared.

The members of the Corporate Governance Committee of the Corporation are the following:

1. Bienvenido S. Bautista (Independent Director) - Chairman
2. Omar Byron T. Mier (Independent Director)

3. Roberto F. De Ocampo (Independent Director)

The following individuals have been nominated for election as directors, including independent directors at the Annual Meeting of Stockholders on May 12, 2022:

1. James L. Go
2. Lance Y. Gokongwei
3. Frederick D. Go
4. Robina Y. Gokongwei-Pe
5. Patrick Henry C. Go
6. Johnson Robert G. Go, Jr.
7. Bienvenido S. Bautista (Independent)
8. Omar Byron T. Mier (Independent)
9. Roberto F. De Ocampo (Independent)

Since the last Annual Stockholders' Meeting, none of the directors have resigned or declined to stand for re-election to the Board since the date of the last annual meeting of security holders due to a disagreement with the Corporation on any matter relating to its operations, policies or practices. Consequently, none of the directors have furnished the Corporation with a letter describing such disagreement.

(c) Independent Directors

The Corporation has adopted the provisions of SRC Rule 38 on the nomination and election of independent directors and the Amended By-Laws of the Corporation substantially state the requirements on the nomination and election of independent directors set forth in SRC Rule 38.

Presented below is the Final List of Candidates for Independent Directors:

1. ***Omar Byron T. Mier***, 75, 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. 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, and Bachelor of Arts in Economics. He also completed all the academic requirements and passed the comprehensive exams for Master of Arts in Economics in UP Graduate School of Economics. He is a Certified Public Accountant.

2. ***Bienvenido S. Bautista***, 74, has been President or Managing Director of many companies in the Pharmaceutical and Fast-Moving Consumer Goods Industries: Universal Robina Corporation, Kraft Foods South/Southeast Asia, San Miguel Beer, San Miguel Foods, Kraft General Foods Philippines, Warner Lambert Indonesia and Philippine International Trading Corporation – Pharma. Currently he is an Independent Director of Flexo Manufacturing Corporation, Mega Global Corporation, Directories Philippines Inc. and YMCA Makati. He is Chair of the Audit Committee of the Ateneo De Manila University. He is a Fellow of the Institute of Corporate Directors and currently is a member of the teaching faculty; was a former Trustee, where he was the Chair of the Fellows Committee. He was a Director of Ayala Pineridge Corporation where he was president for 7 years, and Director of QBE Seaboard Insurance where he was the chair of Related Third-Party Transactions Committee. He was a director of Goldilocks Bakeshop where he was Head of the Finance and Business Development Committee and member of the Audit Committee. He was also a Chairman and Director of DPP Ventures (Domino's Pizza). He was part of the start-up of the Luxid Rotary Microfinance and Credit Cooperative in Pasig where he was Coop Secretary. Mr. Bautista graduated from the Ateneo De Manila University with a degree in Economics and took his MBM from the Ateneo Graduate School of Business. Mr. Bautista was the first Asian and Filipino to be appointed Chair of the Board of Trustees of the Jakarta International School, he is an Agora Awardee for Excellence in Marketing Management, a CEO Excel awardee for Excellence and Boss of the Year given by the Philippine Association of Secretaries.

3. ***Roberto F. de Ocampo***, 76, was elected as an independent director of RLC on May 28, 2003. He is the former Secretary of Finance and 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),Vice Chairman of the Makati Business Club, Chairman of the Foundation for Economic Freedom (FEF) and past President of MAP. As Secretary of Finance of the Republic of the Philippines from 1994-1998 during the presidency of Fidel V. Ramos he was named Global 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 and Chairman of the Land Bank during the Ramos Administration. Dr. de Ocampo was a member of the Board of 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 Most Excellent Order of the British Empire (OBE), by France as a Chevalier (Knight) of the Legion d'Honneur, and by the Vatican as Knight of the Holy Sepulchre of Jerusalem. He is the recipient of many other awards including Ten Outstanding Young Men Award (TOYM) for helping pioneer the Philippine national electrification program and establish the National Electrification Administration (NEA), Philippine Legion of Honor, Association of Development Financing Institutions in Asia and the Pacific (ADFIAP) Man of the Year, CEO Excel Award, several Who's Who Awards and the 2006 Asian Human Resources Development 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, the Emerging Markets Forum, and The Global Reporting Initiative (GRI), the foremost global authority on sustainability reporting (based in Amsterdam) wherein he became the first Asian and first Filipino to be elected to its board.

   Mr. De Ocampo's expertise and many years of experience have been invaluable to the management of the Corporation. In compliance with SEC Memorandum Circular (MC) No. 19, Series of 2016 which limits the term of independent directors to nine (9) years reckoned from 2012, the affirmative vote of stockholders representing majority of the Corporation's total outstanding capital stock for the election of Mr. De Ocampo shall be deemed approval of the stockholders for him to serve as independent director for the ensuing year, as required under the aforementioned SEC MC.

In accordance with SEC Memorandum Circular No. 5, Series of 2017, the Certification of Independent Directors executed by the aforementioned independent directors of the Corporation are attached hereto as Annex "A" (Robero F. de Ocampo), Annex "B" (Omar Byron T. Mier), and Annex "C" (Bienvenido S. Bautista).

The nominees for Independent Directors were nominated by JG Summit Holdings, Inc., the controlling shareholder of the Corporation owning 61.90% of the Corporation's total outstanding capital stock as of March 31, 2022. None of the nominees for Independent Directors of the Corporation are related to JG Summit Holdings, Inc.

(d) Significant Employees

There are no persons who are not executive officers of the Corporation who are expected by the Corporation to make a significant contribution to the business.

(e) Family Relationships

James L. Go is the uncle of Lance Y. Gokongwei
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

(f) Involvement in Certain Legal Proceedings of directors and executive officers

To the best of the Corporation's knowledge and belief and after due inquiry, and except as otherwise disclosed, none of the Corporation's directors, nominees for election as director or executive officer in the past five (5) years up to the date of this report:

1. Has any petition filed by or against any business of which such person was a general partner or executive officer either at the time of bankruptcy or within a two-year period of that time;

2. Has been convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses;

3. Has been subjected to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; or

4. Has been found by a domestic or foreign court of competent jurisdiction (in a civil action), the Philippine Securities and Exchange Commission or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

(g) Certain Relationships and Related Party Transactions

1. Related Party Transactions with Parent Company, Joint Venture Companies and Affiliates

The Corporation, in the regular conduct of its business, had engaged in transactions with its major stockholder, JG Summit Holdings, Inc. its subsidiaries, joint venture companies, and affiliates. (See Note 20 of the Audited Consolidated Financial Statements as of December 31, 2021 attached to the Management Report)

Information on the parent of the Corporation, the basis of control, and the percentage of voting securities owned as of March 31, 2022:

Parent Company	Number of Shares Held	% Held
JG Summit Holdings, Inc.	3,166,806,886	61.90%

2. Directors Disclosures on Self-Dealing and Related Party Transactions

No transaction, without proper disclosure, was undertaken by the Corporation in which any director, executive officer, or any nominee for election as director was involved or had a direct or indirect material interest.

Directors, officers and employees of the Corporation are required to promptly disclose any business or family-related transactions with the Corporation to ensure that potential conflicts of interest are surfaced and brought to the attention of management.

3. Appraisals and Performance Report for the Board

The attendance of the directors at the meetings of the Board of Directors held in 2021 is as follows:

Name	No. of Meetings Attended/ Held	Attendance Percentage
James L. Go	5/6	83.33%
Lance Y. Gokongwei	6/6	100.00%
Frederick D. Go	6/6	100.00%
Patrick Henry C. Go	5/6	83.33%
Johnson Robert G. Go, Jr	5/6	83.33%
Robina Y. Gokongwei-Pe	5/6	83.33%
Roberto F. De Ocampo	5/6	83.33%
Omar Byron T. Mier	5/6	83.33%
Bienvenido S. Bautista	3/3*	100.00%

**Elected on May 13, 2021*

The Board has established committees to assist in exercising its authority in monitoring the performance of the Corporation in accordance with its Revised Corporate Governance Manual, Code of Business Conduct and related SEC Circulars. The Corporate Governance Committee of the Corporation oversees the performance evaluation of the Board and its committees and management.

Item 6. Compensation of Directors and Executive Officers

(a) Summary Compensation Table

The following tables identify the Corporation's Chief Executive Officer and the five most highly compensated executive officers and summarize their aggregate compensation for the two most recent fiscal years and the ensuing year:

			Calendar Year 2021			
			Salary	*Bonus*	**Others*	*Total*
A.	CEO and five most compensated executive officers		P58,543,834	P1,500,000	P700,000	P60,743,834
	Name	Position				
1.	James L. Go	Director, Chairman Emeritus				
2.	Frederick D. Go	Director, President and Chief Executive Officer				
3.	Faraday D. Go	Executive Vice President				
4.	Jericho P. Go	Senior Vice President and BU General Manager				
5.	Arlene G. Magtibay	Senior Vice President and BU General Manager				
6.	Lance Y. Gokongwei	Director, Chairman				
B.	All other officer and directors as a group unnamed		P101,720,954	P3,500,000	P1,600,000	P106,820,954

			Calendar Year 2020			
			Salary	*Bonus*	**Others*	*Total*
A.	CEO and five most compensated executive officers		P55,856,422	P1,500,000	P725,000	P58,081,422
	Name	Position				
1.	James L. Go	Director, Chairman Emeritus				
2.	Frederick D. Go	Director, President and Chief Executive Officer				
3.	Faraday D. Go	Executive Vice President				
4.	Jericho P. Go	Senior Vice President and BU General Manager				
5.	Arlene G. Magtibay	Senior Vice President and BU General Manager				
6.	Lance Y. Gokongwei	Director, Chairman				
B.	All other officer and directors as a group unnamed		P97,943,499	P3,500,000	P1,625,000	P103,068,499

The following table lists the name of the Corporation's Chief Executive Officer and the five most highly compensated executive officers and summarized their aggregate compensation for the ensuing year:

			Calendar Year 2022**			
			Salary	*Bonus*	**Others*	*Total*
A.	CEO and five most compensated executive officers		P61,192,217	P1,500,000	P700,000	P63,392,217
	Name	Position				
1.	James L. Go	Director, Chairman Emeritus				
2.	Frederick D. Go	Director, President and Chief Executive Officer				
3.	Faraday D. Go	Executive Vice President				
4.	Jericho P. Go	Senior Vice President and BU General Manager				
5.	Arlene G. Magtibay	Senior Vice President and BU General Manager				
6.	Lance Y. Gokongwei	Director, Chairman				
B.	All other officers and directors as a group unnamed		P109,757,813	P3,500,000	P1,600,000	P114,857,813

**Per Diem*

*** Estimated*

(b) Compensation of Directors

1. Standard Arrangements

Other than payment of reasonable per diem, there are no standard arrangements pursuant to which directors of the Corporation are compensated, or are to be compensated, directly or indirectly, for any services provided as a director for the last completed fiscal year and the ensuing year.

2. Other Arrangements

There are no other arrangements pursuant to which any director of the Corporation was compensated, or is to be compensated, directly or indirectly, during the Corporation's last completed fiscal year, and the ensuing year, for any service provided as a director.

(c) Employment Contracts and Termination of Employment and Change-in-Control Arrangement

There are no special employment contracts between the Corporation and the named executive officers.

There are no compensatory plan or arrangement with respect to a named executive officer.

(d) Warrants and Options Outstanding

There are no outstanding warrants or options held by the Corporation's Chief Executive Officer, the named executive officers, and all officers and directors as a group.

Item 7. Independent Public Accountants

The Corporation's independent public accountant is the accounting firm of SyCip, Gorres, Velayo & Co. (SGV & Co.) The same accounting firm is tabled for reappointment for the current year at the annual meeting of stockholders. The representatives of the principal accountant have always been present at prior years' meetings and are expected to be present at the current year's annual meeting of stockholders. They may also make a statement and respond to appropriate questions with respect to matters for which their services were engaged.

The current handling partner of SGV & Co. has been engaged by the Corporation as of the fiscal year 2018 and is expected to be rotated every seven (7) years in accordance with SRC Rule 68, as amended.

<u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>

There are no changes in and disagreements with accountants on accounting and financial disclosure.

The incumbent members of the Audit Committee of the Corporation are the following:

1. Omar Byron T. Mier (Independent Director) – Chairman
2. Roberto F. De Ocampo (Independent Director)
3. Bienvenido S. Bautista (Independent Director)
4. James L. Go – Advisory Member

The incumbent members of the Board Risk Oversight Committee are the following:

1. Roberto F. De Ocampo (Independent Director) - Chairman
2. Omar Byron T. Mier (Independent Director)
3. Bienvenido S. Bautista (Independent Director)
4. Frederick D. Go

The incumbent members of the Related Party Transaction Committee are the following:

1. Bienvenido S. Bautista (Independent Director) – Chairman
2. Roberto F. De Ocampo (Independent Director)
3. Omar Byron T. Mier (Independent Director)

Item 8. None.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Items 9 - 14. None.

D. OTHER MATTERS

Item 15. Action with respect to reports

The following are included in the agenda of the Annual Meeting of the Stockholders for the approval of the stockholders:

1. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 13, 2021
2. Presentation of annual report and approval of the financial statements for the preceding year
3. Amendment of Article II of the Corporation's Articles of Incorporation (Primary Purpose)
4. Election of Board of Directors
5. Appointment of External Auditor
6. Ratification of the acts of the Board of Directors and its committees, officers and management

The matters approved and recorded in the Minutes of the Annual Meeting of the Stockholders last May 13, 2021 are as follows:

1. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 14, 2020
2. Presentation of annual report and approval of the financial statements for the preceding year
3. Amendment of the Articles of Incorporation to reduce the Board Seats from 11 to 9
4. Election of Board of Directors
5. Appointment of External Auditor
6. Ratification of the acts of the Board of Directors and its committees, officers and management

The 2021 Annual Meeting of the Shareholders was held via remote communication and was attended by the shareholders, the Board of Directors, and various officers of the Corporation. The shareholders were allowed vote on each agenda item presented to them for approval, with the number of votes approving each agenda item indicated in their respective sections in the Minutes. The shareholders were also given the opportunity through electronic mail to ask questions, express opinion, and make suggestions on various issues related to the Corporation. In compliance with Section 49 of the Revised Corporation Code, the Minutes of the Annual Meeting of the Shareholders held on May 13, 2021 and the 2021 Definitive Information Statement contain the following: (a) a description of the voting and tabulation procedures used in the meeting, (b) a description of the opportunity given shareholders to ask questions and a description of the nature of the questions, (c) matters discussed and resolutions reached and the record of the voting results for each agenda item and (d) a list of the directors and shareholders who attended the meeting. The Minutes of the Annual Meeting of the Shareholders held on May 13, 2021 may be viewed and/or downloaded at the website of the Corporation at **https://www.robinsonsland.com/minutes-of-annual-stockholders-meeting/**.

Brief description of material matters approved by the Board of Directors and Management and disclosed to the SEC and PSE since the last Annual Meeting of the Stockholders held on May 13, 2021 for ratification by the stockholders:

Date of Board Approval	Description
May 13, 2021	Results of the Organizational Meeting of the Board of Directors
November 4, 2021	Property-for-share swap and execution of a Deed of Assignment between RLC and Robinsons Logistix and Industrials, Inc. ("RLII") for the transfer of assets consisting of land and industrial assets for shares in RLII Approval of the creation and implementation of a share buyback program involving up to Philippine Pesos: Three Billion (P3,000,000,000.00) worth of the RLC's common shares, with the following terms and conditions: a. The objectives of the share buyback program are to enhance shareholder value and to manifest confidence in RLC's value

	and prospects through the repurchase of the common shares of the RLC b. Subject to appropriate disclosures to the Philippine Stock Exchange ("PSE") and the Securities and Exchange Commission ("SEC"), the share buyback program shall commence upon approval by the Board and shall end upon utilization of the above-mentioned amount, or as may otherwise be determined by the Board; c. The share buyback program will not involve any active and widespread solicitation from the stockholders and will be implemented in the open market through the trading facilities of the PSE; d. Mr. Frederick D. Go, President and Chief Executive Officer, and/or Mr. Kerwin Max S. Tan, Chief Financial Officer of RLC, have been authorized by the Board to implement the program and approve settlement instructions in relation to the buyback; e. The share buyback program will not affect any of RLC's prospective and existing projects and investments; and f. Any significant development in the share buyback program will be duly disclosed to the SEC and the PSE.
March 8, 2022	Approval of the sale of Cybergate Bacolod to RL Commercial REIT, Inc. (RCR) via cash at a target dividend yield of 6.68% or equivalent to Seven Hundred Thirty-Four Million Pesos (Php734,000,000.00), as endorsed by the Related Party Transaction Committee Approval of the infusion of Cyberscape Gamma to RCR at a target dividend yield of 5.64% or equivalent to Five Billion Eight Hundred Eighty-Eight Million Pesos (Php5,888,000,000.00) via Property-for-Share Swap in accordance with Section 40(c)(2) of the Tax Code, as endorsed by the Related Party Transaction Committee Declaration of cash dividends at Php0.50 per common share. The cash dividends will be payable on May 13, 2022 to stockholders on record as of April 19, 2022. Amendments to the Insider Trading Policy to shorten the mandatory trading blackout period The conduct of RLC's 2022 Annual Stockholders' Meeting (ASM) in a fully virtual format on May 12, 2022 at 1:00 p.m., which shall include all necessary and related arrangements thereto, and setting of April 4, 2022 as the record date for stockholders who are entitled to attend and vote at the ASM, subject to applicable rules and regulations of the Securities and Exchange Commission. Stockholders may only attend the meeting via remote communication and are authorized to vote in absentia.

Items 16. None.

Item 17. Amendment of Charter, By-Laws or Other Documents.

The Articles of Incorporation will be amended to reflect the following changes in the Corporation's primary purpose:

Article	From	To

Two	SECOND. – That the primary purpose for which the corporation is formed is: To engage in the business of selling, acquiring, building, constructing, development, leasing, disposing of real properties such as land, buildings, shopping malls, commercial centers, housing projects of all types, hotels, motels, and other variants, mixed-use property projects, industrial estates, infrastructure projects, amusement and recreation parks or theme parks, and property development of all kinds and nature.	SECOND. – That the primary purpose for which the corporation is formed is: To engage in the business of selling, acquiring, building, constructing, development, leasing, disposing of real properties such as land, buildings, shopping malls, commercial centers, office developments, subdivisions, housing projects of all types, hotels, motels, dormitories, and other variants, industrial facilities, logistics facilities, mixed-use property projects, industrial estates, infrastructure projects, integrated developments, amusement and recreation parks or theme parks, and property development of all kinds and nature, and to purchase, acquire, deal in and hold for investment or otherwise, any or all properties of every kind and description, and wherever situated, including shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities and obligations of any corporation or corporations, associations, domestic or foreign.

The amendment is included in the agenda of the Annual Stockholders' Meeting for the approval of stockholders of record owning at least two-thirds (2/3) of the outstanding capital stock pursuant to Section 15 of the Revised Corporation Code.

Item 18. None.

Item 19. Voting Procedures

(a) The vote required for approval or election:

Pursuant to Article VII, Section 3 of the By-Laws of the Corporation, no stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the outstanding capital stock is presented or represented thereat, except in those cases in which the Corporation law requires the affirmative vote of a greater proportion.

(b) The method by which votes will be counted:

Article VII Section 4 of the By-Laws provides that at each meeting of the stockholders, every stockholder, in person or by proxy, shall be entitled to vote the number of shares registered in his name which has voting rights upon the matter in question.

Article VII Section 2 of the By-Laws also provides that stockholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to and received by the Corporate Secretary for inspection and recording not later than five (5) working days before the time set for the meeting, except such period shall be reduced to one (1) working day for meetings that are adjourned due to lack of the necessary quorum. No proxy bearing a signature which is not legally acknowledged by the Corporate Secretary shall be honored at the meetings. Proxies shall be valid and effective for five (5) years, unless the proxy provides for a shorter period, and shall be suspended for any meeting wherein the stockholder appears in person.

Pursuant to Article II Section 1 of the By-Laws, the directors of the Corporation shall be elected by plurality vote at the annual meeting of the stockholders for that year at which a quorum is present. At each election for directors, every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates.

Sections 23 and 57 of the Revised Corporation Code provides that the Corporation may allow a stockholder to cast his vote *in absentia* via modes which the Corporation shall establish, taking into account the Corporation's scale, number of shareholders or members, structure and other factors consistent with the basic right of corporate suffrage.

The Secretary shall record all the votes and proceedings of the stockholders and of the Directors in a book kept for that purpose.

The detailed procedure for casting votes in absentia may be found in Annex "D" of this Information Statement.

Item 20. Participation of Stockholders by Remote Communication

In support of the efforts to contain the outbreak of COVID-19 and to ensure the safety and welfare of its stockholders, directors, officers, and employees, the Corporation will dispense with the physical attendance of stockholders at the meeting and will allow attendance only by remote communication. The livestream of the meeting shall be viewable at the following web address**:** https://bit.ly/RLC_ASM2022

In order for the Corporation to properly conduct validation procedures, stockholders who have <u>not</u> sent their proxies or voted *in absentia* who wish to participate via remote communication must notify the Corporation by email to **corp.secretary@robinsonsland.com** before May 4, 2022.

Please refer to Annex "D" for the detailed guidelines for participation via remote communication and the procedures for registration and casting votes *in absentia.*

<u>Additional Information Required by the SEC Pursuant to paragraph (4) of SRC Rule 20 (Disclosures to stockholders prior to meeting)</u>

Market Price for the Corporation's Common Equity and Related Stockholder Matters

The information on market prices, holders, dividends and other related stockholder matters as of March 8, 2022 are incorporated by reference to Part II, Item 6 of the Management Report.

Restriction that Limits the Payment of Dividends on Common Shares None.

Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

Not Applicable. All shares of the Corporation are listed in the Philippine Stock Exchange.

Additional information as of March 31, 2022 are as follows:

1. Market Price (April 1, 2021 to March 31, 2022)

High	Low	Close
P20.50	P15.32	P20.50

The market price of the Corporation's common equity as of March 31, 2022 was P20.50.

2. The number of shareholders of record as of March 31, 2022 is 1,045.

Common shares outstanding as of March 31, 2022 were 5,115,239,185 shares with a par value of P1.00 per share.

3. List of the Top 20 Stockholders of the Corporation as of March 31, 2022:

No.	Name of Stockholder	Outstanding Shares	Percentage
1	JG Summit Holdings, Inc.	3,166,806,886.00	61.909263%
2	PCD Nominee Corp - Filipino	987,046,544.00	19.296195%
3	PCD Nominee Corp - Non-Filipino	936,305,797.00	18.258578%

4	Cebu Liberty Lumber	2,203,200.00	0.042877%
5	James L. Go	2,139,011.00	0.041628%
6	Faith Gokongwei Lim	1,666,437.00	0.032431%
7	Hope Gokongwei Tang	1,666,437.00	0.032431%
8	Lisa Gokongwei Cheng	1,666,437.00	0.032431%
9	Robina Gokongwei Pe	1,666,437.00	0.032431%
10	Marcia Yu Gokongwei	1,666,436.00	0.032431%
11	Frederick Dy Go	1,356,501.00	0.026399%
12	Quality Investments & Sec. Corp.	903,000.00	0.017573%
13	Alberto Mendoza And/Or Jeanie Mendoza	532,800.00	0.010369%
14	Robina Yu Gokongwei	360,000.00	0.007006%
15	Chs Capital Holdings Corp.	350,000.00	0.006811%
16	Samuel C. Uy	324,000.00	0.006305%
17	Frederick D. Go	286,026.00	0.005566%
18	Ong Tiong	204,996.00	0.003989%
19	Lisa Yu Gokongwei	180,000.00	0.003503%
20	FEBTC #103-00507	156,240.00	0.003041%

Requirements of Part III(A) of Annex C

Discussion of the manner by which the Corporation calculates or identifies its Key Performance Indicators

The Corporation sets certain performance measures to gauge its operating performance periodically and to assess its overall state of corporate health. Listed below are the major performance measures, which the Corporation has identified as reliable performance indicators.

Below is a summary of the Corporation's key performance indicators:

	2020	**2019**
Gross revenues	P28.03 Billion	P33.87 Billion
EBIT	8.49 Billion	12.28 Billion
EBITDA	13.68 Billion	17.25 Billion
Net income	5.26 Billion	8.69 Billion
Earnings per share	1.01	1.67
Net book value per share	19.61	24.31
Current ratio	1.49:1	1.37:1
Debt-to-equity ratio	0.53:1	0.43:1
Interest coverage ratio	3.70:1	6.98:1
Asset to equity ratio	2.10:1	1.90:1
Operating margin ratio	0.30:1	0.36:1

The above summary is likewise provided in Part I (Page 63) of the Management Report.

The Corporation calculates or identifies the indicators using the following formulas:

Ratio	**Formula**
Current ratio	Current Assets Current liabilities
Acid test ratio (Quick ratio)	(Cash and cash equivalents + Current receivables + Other current assets) Current liabilities
Solvency ratios	Earnings before interest, taxes, depreciation and amortization (Short-term loans + Long-term loans)
Debt-to-equity ratio	(Short-term loans+Long-term loans) Equity attributable to equity holders of the Parent Company
Asset-to-equity ratio	Total assets Total Equity
Interest coverage ratio	Earnings before interest and taxes Interest expense + Capitalized interest expense
Return on equity	Net income attributable to equity holders of Parent Company Equity attributable to equity holders of the Parent Company

Return on assets	Net income attributable to equity holders of Parent Company Total Assets
Net profit margin	Earnings before interest and taxes Total revenues

Please refer to Annex 68-E (Schedule of Financial Soundness Indicators as of December 31, 2021) of the Audited Financial Statements of the Corporation for further details.

Also found below, under *Causes for Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item,* is a detailed discussion as regards said indicators.

Material Commitments for Capital Expenditures, General Purpose of such commitments, expected sources of funds for such expenditures

The Group has contractual commitments and obligations for the construction and development of investment properties and property and equipment items aggregating PhP13,749 Million and PhP15,155 Million as of December 31, 2021 and 2020, respectively. Moreover, the Group has contractual obligations amounting to PhP4,865 million and PhP7,386 million as of December 31, 2021 and 2020, respectively, for the completion and delivery of real estate units that have been presold. The Group plans to fund its capital expenditure requirements through a combination of internally-generated funds and debt.

Causes for Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item

Below are summary tables and discussions of horizontal and vertical analysis of the financial position and financial performance:

i. Year ended December 31, 2020 versus same period in 2019

RESULTS OF OPERATION

	2020	2019	Horizontal Analysis Increase (Decrease)		Vertical Analysis 2020	Vertical Analysis 2019
REVENUE						
Real Estate Operations						
Rental income	10,617,088,269	15,420,499,255	(4,803,410,986)	(31.1%)	37.9%	45.5%
Real estate sales	11,850,184,276	9,028,944,073	2,821,240,203	31.2%	42.3%	26.7%
Amusement income	218,910,438	2,151,785,393	(1,932,874,955)	(89.8%)	0.8%	6.4%
Others	4,256,717,447	4,831,527,429	(574,809,982)	(11.9%)	15.2%	14.3%
	26,942,900,430	31,432,756,150	(4,489,855,720)	(14.3%)	96.1%	92.8%
Hotel Operations	1,083,317,112	2,432,639,988	(1,349,322,876)	(55.5%)	3.9%	7.2%
	28,026,217,542	33,865,396,138	(5,839,178,596)	(17.2%)	100.0%	100.0%
COSTS						
Real Estate Operations						
Cost of rental services	5,340,635,930	5,363,923,175	(23,287,245)	(0.4%)	19.1%	15.8%
Cost of real estate sales	6,161,235,541	4,235,325,163	1,925,910,378	45.5%	22.0%	12.5%
Cost of amusement services	92,678,800	956,468,868	(863,790,068)	(90.3%)	0.3%	2.8%
Others	3,001,624,388	4,840,401,406	(1,838,777,018)	(38.0%)	10.7%	14.3%
	14,596,174,659	15,396,118,612	(799,943,953)	(5.2%)	52.1%	45.5%
Hotel Operations	1,347,774,077	2,089,588,261	(741,814,184)	(35.5%)	4.8%	6.2%
	15,943,948,736	17,485,706,873	(1,541,758,137)	(8.8%)	56.9%	51.6%
	12,082,268,806	16,379,689,265	(4,297,420,459)	(26.2%)	43.1%	48.4%
GENERAL AND ADMINISTRATIVE EXPENSES	3,588,403,755	4,096,793,400	(508,389,645)	(12.4%)	12.8%	12.1%
INCOME BEFORE OTHER INCOME (LOSSES)	8,493,865,051	12,282,895,865	(3,789,030,814)	(30.8%)	30.3%	36.3%
OTHER INCOME (LOSSES)						
Interest income	239,358,482	287,417,657	(48,059,175)	(16.7%)	0.9%	0.8%
Gain (loss) on foreign exchange	(151,057,904)	1,017,983	(152,075,887)	(14938.9%)	(0.5%)	0.0%
Interest expense	(1,576,998,829)	(1,052,823,418)	(524,175,411)	49.8%	(5.6%)	(3.1%)
Others - net	1,097,316	(11,724,324)	12,821,640	(109.4%)	0.0%	(0.0%)
	(1,487,600,935)	(776,112,102)	(711,488,833)	91.7%	(5.3%)	(2.3%)
INCOME BEFORE INCOME TAX	7,006,264,116	11,506,783,763	(4,500,519,647)	(39.1%)	25.0%	34.0%
PROVISION FOR (BENEFIT FROM) INCOME TA	1,746,899,885	2,814,174,005	(1,067,274,120)	(37.9%)	6.2%	8.3%
NET INCOME	5,259,364,231	8,692,609,758	(3,433,245,527)	(39.5%)	18.8%	25.7%

RLC generated total gross revenues of ₱28.03 billion for calendar year 2020, a decrease of 17.2% from ₱33.87 billion the previous year. EBIT and EBITDA declined by 30.8% to ₱8.49 billion and 20.7% to ₱13.68 billion, respectively. Meanwhile, net income ended at ₱5.26 billion, 39.5% lower compared to calendar year 2019.

Robinsons Malls accounted for 30% of total company revenues to close at ₱8.49 billion in 2020, 48.1% lower versus previous year. Rental concessions were provided to support the recovery of partner tenants affected by temporary mall closures and quarantine restrictions. EBITDA declined at 53.4% to ₱4.11 billion. Meanwhile, additional depreciation from new malls that opened in 2019 dragged EBIT by 92.2% to ₱0.40 billion.

Office Buildings Division finished the year strong and contributed 21% to total company revenues. The success of leasing activities for new developments and rental escalations in existing office buildings grew revenues by 8.1% to ₱5.94 billion versus the same period last year. EBITDA accelerated 11.5% to ₱5.08 billion, while EBIT surged 12.2% to ₱4.18 billion.

In 2020, the Company adopted a new accounting treatment on revenue recognition for its Residential Division. Realized revenues were booked at 10% equity versus the previous threshold of 15% equity to be consistent with the practice of most property companies in the Philippines. As a result, realized revenues rose 32.8% to ₱12.13 billion, while EBITDA and EBIT surged 40.1% and 41.3% to ₱4.16 billion and ₱4.07 billion, respectively.
The Hotels and Resorts Division managed to post revenues of ₱1.08 billion or 4% of total company revenues as against last year's ₱2.43 billion. The 55.5% decrease in hotel revenues was due to the massive contraction in demand and limited operations as a result of the COVID-19 pandemic. EBITDA fell 78.2% to ₱0.15 billion on the back of fixed overhead cost; while additional depreciation from hotels opened in calendar year 2019 resulted to a negative EBIT of ₱0.26 billion.

The IID Division posted ₱0.39 billion of revenues, down by 14.0% from last year's ₱0.46 billion. Its industrial leasing business generated ₱0.24 billion revenues, up by 71.4% mainly from the additional revenues from its first Calamba warehouse. Meanwhile, developmental revenues dropped 50.7% drop to ₱0.16 billion in 2020 from ₱ 0.32 billion last year due to the high-base effect of the partial recognition in 2019 of the gain on sale of land to JV Company that was formed with DMCI. EBITDA and EBIT for calendar year 2020 ended at ₱0.24 billion and ₱ 0.19 billion, respectively.

Interest income was lower at ₱0.24 billion from ₱0.29 billion last year due to lower average balance of cash and cash equivalents during the calendar year 2020.

Cost of rental services was flat at ₱5.34 billion in calendar year 2020. On the other hand, cost of real estate sales went up by 45.5% to ₱6.16 billion from ₱4.24 billion last year due to increase in realized sales brought about by the change in full equity threshold from 15% to 10%. Cost of amusement services declined by 90.3% to ₱0.09 billion following the temporary suspension of cinema operations as a result of lockdown measures implemented starting March 2020 due to COVID-19 pandemic. Other expenses under Real Estate Operations decreased by 75.6% due to lower level of activities in 2020 as a result of the implementation of community quarantine.

Hotel expenses dropped 35.5% to ₱1.35 billion attributable to limited operations as a result of the movement and travel restrictions implemented.

General and administrative expenses declined by 12.4% to ₱3.59 billion owing to the Company's cost rationalization initiatives to temper the impact on the Company's bottom line of the significant drop in revenues. 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.

FINANCIAL POSITION

	2020	2019	Horizontal Analysis Increase (Decrease)		Vertical Analysis 2020	2019
ASSETS						
Current Assets						
Cash and cash equivalents	14,004,258,784	7,060,438,523	6,943,820,261	98.3%	6.5%	3.7%
Receivables	14,430,226,330	6,154,007,152	8,276,219,178	134.5%	6.7%	3.2%
Subdivision land, condominium and residential units for sale	41,251,901,420	36,062,897,387	5,189,004,033	14.4%	19.2%	19.0%
Other current assets	9,266,903,518	7,501,779,810	1,765,123,708	23.5%	4.3%	4.0%
Total Current Assets	**78,953,290,052**	**56,779,122,872**	**22,174,167,180**	**39.1%**	**36.7%**	**29.9%**
Noncurrent Assets						
Noncurrent receivables	7,861,430,860	11,520,497,445	(3,659,066,585)	(31.8%)	3.7%	6.1%
Investment properties	109,418,090,261	103,799,140,203	5,618,950,058	5.4%	50.8%	54.7%
Property and equipment	8,507,694,022	8,896,623,535	(388,929,513)	(4.4%)	4.0%	4.7%
Investments in joint ventures	2,372,704,894	2,350,181,648	22,523,246	1.0%	1.1%	1.2%
Right-of-use assets	1,112,302,766	1,172,104,695	(59,801,929)	(5.1%)	0.5%	0.6%
Other noncurrent assets	6,975,212,202	5,133,539,363	1,841,672,839	35.9%	3.2%	2.7%
Total Noncurrent Assets	**136,247,435,005**	**132,872,086,889**	**3,375,348,116**	**2.5%**	**63.3%**	**70.1%**
	215,200,725,057	**189,651,209,761**	**25,549,515,296**	**13.5%**	**100.0%**	**100.0%**
LIABILITIES AND EQUITY						
Current Liabilities						
Accounts payable and accrued expenses	14,864,324,397	14,355,044,330	509,280,067	3.5%	6.9%	7.6%
Short term loans	-	8,491,700,000	(8,491,700,000)	(100.0%)	0.0%	4.5%
Current portion of loans payable	6,655,000,000	155,000,000	6,500,000,000	4193.5%	3.1%	0.1%
Contract liabilities, deposits and other current liabilities	31,332,429,313	17,312,530,855	14,019,898,458	81.0%	14.6%	9.1%
Income tax payable	122,862,687	1,030,917,681	(908,054,994)	(88.1%)	0.1%	0.5%
Total Current Liabilities	**52,974,616,397**	**41,345,192,866**	**11,629,423,531**	**28.1%**	**24.6%**	**21.8%**
Noncurrent Liabilities						
Contract liabilities, deposits and other noncurrent liabilities	7,768,276,299	9,299,966,465	(1,531,690,166)	(16.5%)	3.6%	4.9%
Loans payable - net of current portion	46,948,778,783	34,560,272,176	12,388,506,607	35.8%	21.8%	18.2%
Deferred tax liabilities - net	4,791,021,943	4,368,107,776	422,914,167	9.7%	2.2%	2.3%
Total Noncurrent Liabilities	**59,508,077,025**	**48,228,346,417**	**11,279,730,608**	**23.4%**	**27.7%**	**25.4%**
	112,482,693,422	**89,573,539,283**	**22,909,154,139**	**25.6%**	**52.3%**	**47.2%**
Equity						
Equity attributable to equity holders of the Parent Company						
Capital Stock	5,193,830,685	5,193,830,685	-	-	2.4%	2.7%
Additional paid-in capital	39,041,328,236	39,041,328,236	-	-	18.1%	20.6%
Other comprehensive income						
Remeasurements of net defined benefit liability - net of tax	(181,085,495)	(943,880)	(180,141,615)	19085.2%	(0.1%)	(0.0%)
Fair value reserve of financial assets at FVOCI - net of tax	66,002,704	78,012,917	(12,010,213)	(15.4%)	0.0%	0.0%
Cumulative translation adjustment	(102,703,543)	41,302,360	(144,005,903)	(348.7%)	(0.0%)	0.0%
Retained Earnings						
Unappropriated	31,821,949,324	28,155,279,155	3,666,670,169	13.0%	14.8%	14.8%
Appropriated	26,000,000,000	27,000,000,000	(1,000,000,000)	(3.7%)	12.1%	14.2%
	101,839,321,911	**99,508,809,473**	**2,330,512,438**	**2.3%**	**47.3%**	**52.5%**
Minority Interest in a Consolidated Subsidiary	878,709,724	568,861,005	309,848,719	54.5%	0.4%	0.3%
Total Equity	**102,718,031,635**	**100,077,670,478**	**2,640,361,157**	**2.6%**	**47.7%**	**52.8%**
TOTAL LIABILITIES AND EQUITY	**215,200,725,057**	**189,651,209,761**	**25,549,515,296**	**13.5%**	**100.0%**	**100.0%**

In 2020, the Company paid off all of its short-term loans. However, on July 17, 2020, the Company issued bonds with an aggregate principal amount of ₱13.19 billion which obtained the highest credit rating of "PRS Aaa with a stable outlook" and was well-received by the debt capital markets. Together with the availment of long-term bank loans, the bond issuance caused interest expense to surge by 49.8% to ₱1.58 billion from ₱1.05 billion last year.

As of December 31, 2020, total assets of the Group stood at ₱215.20 billion, a growth of 13.5% from ₱ 189.65 billion the previous year.

Cash and cash equivalents increased by 98.3% to ₱14.00 billion mainly from net cash flows provided by operations and net cash flows from financing activities on the back of the proceeds from the bond issuance and long-term loan availment; offset by capital expenditures.

Receivables (current and noncurrent-net) increased by 26.1% to ₱22.29 billion mainly due to increase in trade receivables by ₱5.05 billion or 32.5% as a result of additional revenues recognized from the change in the accounting treatment of residential sales.

Subdivision land, condominium and residential units for sale grew by 14.4% to ₱41.25 billion due to higher level of capital expenditures.

Other current assets increased by 23.5% to ₱9.27 billion from ₱7.50 billion last year mainly due to increase in cash under escrow which will mainly be used for the construction of real estate inventories and land acquisitions, increase in net input VAT and prepaid expenses.

Investment properties - net grew by 5.4% to ₱109.42 billion due to land acquisitions, ongoing construction and development of real estate properties, net of depreciation during the year.

Right-of-use (ROU) assets totaling ₱1.11 billion as of December 31, 2020 declined by 5.1% mainly due to amortization. ROU assets was initially recognized in 2019 following the Company's adoption of PFRS 16 as a lessee. ROU assets represent the right to use the underlying asset during the lease term.

Other noncurrent assets jumped by 35.9% to ₱6.98 billion from ₱5.13 billion last year mainly due to higher level of advances to lot owners.

Loans payable (current and noncurrent) posted a net increase of 24.1% to ₱53.60 billion mainly due to the bonds issued and long-term bank loans availed during the calendar year as aforementioned in the previous paragraphs; offset by the payment of all short-term debts.

Deposits (current and noncurrent) and Other liabilities increased by 47.0% to ₱39.10 billion primarily due to additional deposits from real estate buyers and lessees for new malls and offices.

The increase in deferred tax liabilities - net of 9.7% to ₱4.79 billion is mainly attributed to the tax effect of the excess of real estate revenue based on percentage-of-completion over real estate revenue based on tax rules.

Equity attributable to equity of the Parent Company as of December 31, 2020 stood at ₱101.84 billion. It grew slightly by 2.3% from ₱99.51 billion last year due to earnings in 2020 amounting to ₱5.26 billion, tempered by the payment of cash dividends of ₱2.60 billion.

A summary of RLC's key performance indicators for the calendar year follows:

	2020	2019
Gross revenues	₱28.03 billion	₱33.87 billion
EBIT	8.49 billion	12.28 billion
EBITDA	13.68 billion	17.25 billion
Net income	5.26 billion	8.69 billion
Earnings per share	1.01	1.67
Net book value per share	19.61	24.31
Current ratio	1.49:1	1.37:1
Debt-to-equity ratio	0.53:1	0.43:1
Interest coverage ratio	3.70:1	6.98:1
Asset to equity ratio	2.10:1	1.90:1
Operating margin ratio	0.30:1	0.36:1

NOTES:

1. **Earnings per Share** is computed as Net Income over Equity attributable to equity holders of the Parent Company
2. **Net Book Value per Share** is computed as Total Shareholders' Equity over total common shares outstanding.
3. **Current Ratio** is computed as Current Assets over Current Liabilities.
4. **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
5. **Interest Rate Coverage Ratio** is computed as Earnings before interest and taxes (EBIT) over interest expensed and capitalized from financial indebtedness.
6. **Asset-to-Equity Ratio** is computed as Total Assets over Total Shareholders' Equity.
7. **Operating Magin Ratio** is computed as EBIT over Total revenues

Capital additions and additions to subdivision land, condominium and residential units for sale for the calendar year ended December 31, 2020 amounted to ₱20.33 billion, funding of which was sourced from proceeds from borrowings and internally-generated funds.

ii. **Year ended December 31, 2021 versus same period in 2020**

RESULTS OF OPERATION

	2021	2020	Horizontal Analysis Increase (Decrease)		Vertical Analysis 2021	2020
REVENUE						
Real Estate Operations						
Rental income	11,056,317,537	10,617,088,269	439,229,268	4.1%	30.3%	37.9%
Real estate sales	19,018,114,407	11,850,184,276	7,167,930,131	60.5%	52.0%	42.3%
Amusement income	3,389,267	218,910,438	(215,521,171)	-98.5%	0.0%	0.8%
Others	5,259,520,752	4,256,717,447	1,002,803,305	23.6%	14.4%	15.2%
	35,337,341,963	26,942,900,430	8,394,441,533	31.2%	96.7%	96.1%
Hotel Operations	1,202,075,617	1,083,317,112	118,758,505	11.0%	3.3%	3.9%
	36,539,417,580	28,026,217,542	8,513,200,038	30.4%	100.0%	100.0%
COSTS						
Real Estate Operations						
Cost of rental services	5,575,048,630	5,340,635,930	234,412,700	4.4%	15.3%	19.1%
Cost of real estate sales	13,344,164,863	6,161,235,541	7,182,929,322	116.6%	36.5%	22.0%
Cost of amusement services	1,595,616	92,678,800	(91,083,184)	-98.3%	0.0%	0.3%
Others	3,082,655,128	3,001,624,388	81,030,740	2.7%	8.4%	10.7%
	22,003,464,237	14,596,174,659	7,407,289,578	50.7%	60.2%	52.1%
Hotel Operations	1,374,542,038	1,347,774,077	26,767,961	2.0%	3.8%	4.8%
	23,378,006,275	15,943,948,736	7,434,057,539	46.6%	64.0%	56.9%
	13,161,411,305	12,082,268,806	1,079,142,499	8.9%	36.0%	43.1%
GENERAL AND ADMINISTRATIVE EXPENSES	3,447,602,751	3,588,403,755	(140,801,004)	-3.9%	9.4%	12.8%
INCOME BEFORE OTHER INCOME (LOSSES)	9,713,808,554	8,493,865,051	1,219,943,503	14.4%	26.6%	30.3%
OTHER INCOME (LOSSES)						
Interest Income	167,105,094	239,358,482	(72,253,388)	-30.2%	0.5%	0.9%
Gain (loss) on foreign exchange	177,950,080	(151,057,904)	329,007,984	-217.8%	0.5%	-0.5%
Interest expense	(1,579,589,238)	(1,576,998,829)	(2,590,409)	0.2%	-4.3%	-5.6%
Others - net	919,244	1,097,316	(178,072)	-16.2%	0.0%	0.0%
	(1,233,614,820)	(1,487,600,935)	253,986,115	-17.1%	-3.4%	-5.3%
INCOME BEFORE INCOME TAX	8,480,193,734	7,006,264,116	1,473,929,618	21.0%	23.2%	25.0%
PROVISION FOR (BENEFIT FROM) INCOME TAX	(20,448,589)	1,746,899,885	(1,767,348,474)	-101.2%	-0.1%	6.2%
NET INCOME	8,500,642,323	5,259,364,231	3,241,278,092	61.6%	23.3%	18.8%
OTHER COMPREHENSIVE INCOME (LOSS)						
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods						
Cumulative translation adjustment	137,924,510	(144,005,903)	281,930,413	-195.8%	0.4%	-0.5%
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods						
Remeasurements of net defined benefit liability	(22,682,959)	(257,345,164)	234,662,205	-91.2%	-0.1%	-0.9%
Fair value reserve of financial assets at FVOCI	50,225,927	(17,157,447)	67,383,374	-392.7%	0.1%	-0.1%
Income tax effect	(6,885,742)	82,350,783	(89,236,525)	-108.4%	0.0%	0.3%
	20,657,226	(192,151,828)	212,809,054	-110.8%	0.1%	-0.7%
Total Other Comprehensive Income (Loss)	8,659,224,059	4,923,206,500	3,736,017,559	75.9%	23.7%	17.6%

RLC generated total gross revenues of ₱36.54 billion for calendar year 2021, an increase of 30.4% from ₱28.03 billion the previous year with strong organic growth fuelled by improved customer demand across RLC's core businesses, the sale of parcels of land within the Bridgetowne East Destination Estate, and the continued success of the Chengdu Ban Bian Jie project in China. EBIT and EBITDA increased by 14.4% to ₱9.71 billion and 9.4% to ₱14.96 billion, respectively. This translated to a consolidated net income of ₱8.50 billion, 61.6% greater versus the same period last year. Meanwhile, net income attributable to equity shareholders of the parent entity rose by 53.2% to ₱8.06 billion.

As at January 1, 2021, the Company adopted PIC Q&A 2018-12 on Accounting for Common Usage Service Area (CUSA) retrospectively. Under PIC Q&A No. 2018-12 , the Company determined that it is acting as a principal for CUSA and air-conditioning services because it retains the right to direct the service provider of maintenance, janitorial and security to the leased premises, and air-conditioning, respectively. As a result, revenues from CUSA and air-conditioning charges are presented gross of related expenses in the statement of comprehensive income for the years ending 2021, 2020 and 2019.

Robinsons Malls accounted for 23% of total company revenues to close at ₱8.25 billion in 2021, 2.7% lower versus previous year. The performance of the Company's lifestyle centers continued to rebound since the implementation of quarantine restrictions in March last year. The steep slump in mall revenues continued to shrink sequentially every quarter. Meanwhile, EBITDA and EBIT decreased by 6.1% to ₱ 3.86 billion and 52.6% to ₱0.19 billion, respectively, as cash operating expenses are flattish while depreciation and amortization dropped by 0.9%.

Encouraged by the resilient IT-BPM industry, Robinsons Offices finished the year strong and contributed 18% to consolidated revenues. Stable and high occupancy across existing assets, as well as rental escalations, carried revenues to a 9.2% increase to end at ₱6.49 billion. EBITDA closed at ₱5.66 billion, while EBIT ended at ₱4.73 billion, up by 11.4% and 13.1%, respectively.

In 2021, the Company embarked on a rebranding strategy and launched "*RLC Residences*" – a single, integrated brand identity for its vertical projects. RLC Residences and Robinsons Homes posted combined realized revenues of ₱6.34 billion in 2021, contributing 17% to consolidated revenues. EBITDA and EBIT ended at ₱2.27 billion and ₱2.14 billion, respectively.

Chengdu Ban Bian Jie, accounted for 30% or ₱10.94 billion of the Company's total revenues following the turnover of the residential units from Phase 1 after its successful launch in 2018. Both EBITDA and EBIT ended at ₱1.04 billion. 95% of the entire project have been sold, while construction for Phase 2 is almost complete. Furthermore, RLC has recovered 89% of its invested capital with the repatriation of US$200 million in 2021.

With the gradual easing of travel restrictions and the re-opening of some tourist destinations, Robinsons Hotels and Resorts received demand for quarantine accommodations and long-stay bookings. Accounting for 3% of consolidated revenues, hotel revenues rose 11.0% to ₱1.20 billion versus a year ago. EBITDA accelerated 60.3% to ₱0.25 billion on the back of operational efficiencies; while depreciation from new hotels dragged EBIT to a loss of ₱0.17 billion.

Robinsons Logistics and Industrial Facilities, capitalized on the rising opportunities in the logistics sector and achieved a 49.5% surge in revenues in 2021 to ₱0.35 billion. Similarly, EBITDA and EBIT climbed 76.2% and 88.8% to ₱0.32 billion and ₱0.25 billion, respectively.

Meanwhile, the Company crystalized the value of its destination estates from the sale of prime lots to Shang Robinsons Properties, Inc. (SRPI) and RHK Land Corporation (RHK), two of the most recognized real estate names in Asia. Realized revenues registered at ₱2.97 billion in 2021 yielding an EBITDA of ₱1.55 billion and EBIT of ₱1.54 billion. SRPI and RHK acquired a total of over 2.6 hectares of land inside the 31-hectare master-planned Bridgetowne Destination Estate.

Interest income was lower at ₱0.17 billion from ₱0.24 billion last year due to lower average balance of cash and cash equivalents during the calendar year 2021.

Cost of real estate sales went up by 116.6% to ₱13.34 billion from ₱6.16 billion last year due to increase as a function of increased realized sales. Cost of amusement services declined by 98.3% to ₱0.02 billion as most of cinema operations remained suspended following IATF protocols.

Gain or loss from foreign exchange mainly relates 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.
Gain from insurance pertains to claims collected from insurance providers during the year.

FINANCIAL POSITION

	2021	2020	Horizontal Analysis Increase (Decrease)		Vertical Analysis 2021	2020
ASSETS						
Current Assets						
Cash and cash equivalents	18,649,773,784	14,004,258,784	4,645,515,000	33.2%	8.2%	6.5%
Receivables	15,493,189,403	14,430,226,330	1,062,963,073	7.4%	6.8%	6.7%
Subdivision land, condominium and residential units for sale - at cost	37,679,441,733	41,251,901,420	(3,572,459,687)	-8.7%	16.5%	19.2%
Other current assets	4,754,523,164	9,266,903,518	(4,512,380,354)	-48.7%	2.1%	4.3%
Total Current Assets	76,576,928,084	78,953,290,052	(2,376,361,968)	-3.0%	33.6%	36.7%
Noncurrent Assets						
Noncurrent receivables	7,549,521,416	7,861,430,860	(311,909,444)	-4.0%	3.3%	3.7%
Investment properties	124,939,053,875	109,418,090,261	15,520,963,614	14.2%	54.8%	50.8%
Property and equipment	8,689,979,440	8,507,694,022	182,285,418	2.1%	3.8%	4.0%
Investments in joint ventures	2,590,847,311	2,372,704,894	218,142,417	9.2%	1.1%	1.1%
Right-of-use assets	1,198,810,590	1,112,302,766	86,507,824	7.8%	0.5%	0.5%
Other noncurrent assets	6,404,798,306	6,975,212,202	(570,413,896)	-8.2%	2.8%	3.2%
Total Noncurrent Assets	151,373,010,938	136,247,435,005	15,125,575,933	11.1%	66.4%	63.3%
TOTAL ASSETS	227,949,939,022	215,200,725,057	12,749,213,965	5.9%	100.0%	100.0%
LIABILITIES AND EQUITY						
Current Liabilities						
Accounts payable and accrued expenses	17,699,187,206	14,864,324,397	2,834,862,809	19.1%	7.8%	6.9%
Contract liabilities, deposits and other current liabilities	19,792,723,248	31,332,429,313	(11,539,706,065)	-36.8%	8.7%	14.6%
Income tax payable	30,520,299	122,862,687	(92,342,388)	-75.2%	0.0%	0.1%
Current portion of loans payable	10,790,500,000	6,655,000,000	4,135,500,000	62.1%	4.7%	3.1%
Total Current Liabilities	48,312,930,753	52,974,616,397	(4,661,685,644)	-8.8%	21.2%	24.6%
Noncurrent Liabilities						
Loans payable - net of current portion	36,252,364,144	46,948,778,783	(10,696,414,639)	-22.8%	15.9%	21.8%
Deferred tax liabilities - net	3,237,136,115	4,791,021,943	(1,553,885,828)	-32.4%	1.4%	2.2%
Contract liabilities, deposits and other noncurrent liabilities	9,797,543,987	7,768,276,299	2,029,267,688	26.1%	4.3%	3.6%
Total Noncurrent Liabilities	49,287,044,246	59,508,077,025	(10,221,032,779)	-17.2%	21.6%	27.7%
Total Liabilities	97,599,974,999	112,482,693,422	(14,882,718,423)	-13.2%	42.8%	52.3%
Equity						
Equity attributable to equity holders of the Parent Company						
Capital Stock	5,193,830,685	5,193,830,685	-	0.0%	2.3%	2.4%
Additional paid-in capital	39,040,182,917	39,041,328,236	(1,145,319)	0.0%	17.1%	18.1%
Treasury stock	(438,191,348)	-	(438,191,348)	-100.0%	-0.2%	0.0%
Equity reserves	17,701,192,360	-	17,701,192,360	100.0%	7.8%	0.0%
Other comprehensive income:						
Remeasurements of net defined benefit liability - net of tax	(143,416,050)	(181,085,495)	37,669,445	-20.8%	-0.1%	-0.1%
Fair value reserve of financial assets at FVOCI - net of tax	48,990,485	66,002,704	(17,012,219)	-25.8%	0.0%	0.0%
Cumulative adjustment	35,220,967	(102,703,543)	137,924,510	-134.3%	0.0%	0.0%
Retained Earnings						
Unappropriated	39,068,956,487	31,821,949,324	7,247,007,163	22.8%	17.1%	14.8%
Appropriated	25,500,000,000	26,000,000,000	(500,000,000)	-1.9%	11.2%	12.1%
	126,006,766,503	101,839,321,911	24,167,444,592	23.7%	55.3%	47.3%
Minority Interest in a Consolidated Subsidiary	4,343,197,520	878,709,724	3,464,487,796	394.3%	1.9%	0.4%
Total Equity	130,349,964,023	102,718,031,635	27,631,932,388	26.9%	57.2%	47.7%
TOTAL LIABILITIES AND EQUITY	227,949,939,022	215,200,725,057	12,749,213,965	5.9%	100.0%	100.0%

As of December 31, 2021, total assets of the Group stood at ₱227.95 billion, a growth of 5.9% from ₱ 215.20 billion the previous year.

Cash and cash equivalents increased by 33.2% to ₱18.65 billion mainly from internally-generated funds and gross proceeds from the landmark initial public offering of RLC's real estate investment trust, RL Commercial REIT, Inc. amounting to ₱23.43 billion; offset by capital expenditures for the year.

Subdivision land, condominium and residential units for sale decreased by 8.7% to ₱37.68 billion mainly due to the recognition of revenues from Chengdu Ban Bian Jie project.

Other current assets decreased by 48.7% to ₱4.75 billion from ₱9.27 billion last year mainly due to the release from escrow of cash held for land acquisitions, decrease in net input VAT and advances to lot owners and amortization of prepaid expenses.

Investment properties - net grew by 14.2% to ₱124.94 billion mainly due to investments in land as well as capital expenditures incurred for the ongoing construction and development of real estate properties, net of depreciation during the year.

Investments in joint ventures increased by 9.2% to ₱2.59 billion from ₱2.37 last year due to the investment in GoTyme.

Right-of-use (ROU) assets totaling ₱1.20 billion as of December 31, 2021 increased by 7.8% mainly due to new lease contracts entered into during the year.

Other noncurrent assets dropped by 8.2% to ₱6.40 billion from ₱6.98 billion last year mainly due to lower level of advances to lot owners.

Accounts payable and accrued expenses totaling ₱17.70 billion grew by 19.1% versus last year's ₱14.86 billion due to higher level of capital expenditures.

Loans payable (current and noncurrent) posted a net decrease of 12.2% to ₱47.04 billion mainly due to the settlement of a long-term bank loan.

Deposits (current and noncurrent) and Other liabilities declined by 24.3% to ₱29.59 billion primarily due to the decrease in deposits from real estate buyers.

The decrease in deferred tax liabilities - net of 32.4% to ₱3.24 billion is mainly attributable to the adjustment in the deferred income tax provision accumulated in previous years arising from the reduction in corporate income tax from 30% to 25% pursuant to the enactment of the CREATE law.

Equity attributable to shareholders of the Parent Company as of December 31, 2021 stood at ₱126.01 billion. It grew by 23.7% from ₱101.84 billion last year from the earnings in 2021 amounting to ₱8.50 billion and equity reserves from the sale of investment in RCR amounting to ₱17.70 billion, reduced by the payment of cash dividends of ₱1.30 billion and repurchase of shares vaued at ₱0.44 billion under the Company's share buyback program.

A summary of RLC's key performance indicators for the calendar year follows:

	2021	2020
Gross revenues	₱36.54 billion	₱28.03 billion
EBIT	9.71 billion	8.49 billion
EBITDA	14.96 billion	13.68 billion
Net income	8.50 billion	5.26 billion
Earnings per share[1]	1.55	1.01
Net book value per share[2]	24.37	19.61
Current ratio[3]	1.59:1	1.49:1
Debt-to-equity ratio[4]	0.37:1	0.53:1
Interest coverage ratio[5]	4.19:1	3.70:1
Asset to equity ratio[6]	1.75:1	2.10:1
Operating margin ratio[7]	0.27:1	0.30:1

Notes:

[1] Earnings per Share is computed as Net Income over Equity attributable to equity holders of the Parent Company

[2] Net Book Value per Share is computed as Total Shareholders' Equity over total common shares outstanding.

[3] Current Ratio is computed as Current Assets over Current Liabilities.

[4] 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

[5] Interest Rate Coverage Ratio is computed as Earnings before interest and taxes (EBIT) over interest expensed and capitalized from financial indebtedness.

[6] Asset-to-Equity Ratio is computed as Total Assets over Total Shareholders' Equity.

[7] Operating Margin Ratio is computed as EBIT over Total revenues

Capital additions and additions to subdivision land, condominium and residential units for sale for the calendar year ended December 31, 2021 amounted to ₱27.31 billion, funding of which was sourced from proceeds from borrowings and internally-generated funds.

Please refer to Item 9 of the Management Report.

Item 9 (Management Discussion and Analysis of Financial Condition and Results of Operation) includes a vertical and horizontal analysis of the financial position and financial performance of the Group including discussion of the material changes for each line item in the presented financial statements.

External Audit Fees

As regards the nature of the services provided under "All Other Fees", the same pertains to services rendered by SGV & Co. for the tabulation of shareholder votes during the Corporation's Annual Shareholders' Meeting.

The purpose of the Audit Committee is to provide oversight over the Corporation's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. The Committee shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets.

For the approval policies and procedures for services rendered by external auditors, please refer to Note 31 (Financial Risk Management Objectives and Policies) of the Audited Financial Statements).

Punongbayan & Araullo (P&A) is the external auditor of a former subsidiary of the Corporation, Altus Property Ventures, Inc. (APVI). Prior to the deconsolidation of APVI from the Group in 2019, it rendered external audit services to the former. In 2021 and 2020, there were no services rendered by P&A to the Group.

<u>Discussion on compliance with leading practices on corporate governance</u>

a) Evaluation System to Determine Level of Compliance

The Corporate Governance Committee oversees the development and implementation of corporate governance principles and policies. It is tasked with the implementation of a Corporate Governance Framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as the business and regulatory environment. In addition, this Committee has oversight functions over the evaluation of the performance of the Board and its Committees and Management and ensures that its business processes and practices are consistent with the provisions of the Corporate Governance Manual.

(b) Measures for Compliance

The Corporation complies with its Corporate Governance Manual which contains relevant provisions of the Code of Corporate Governance and submits the required reports in compliance with the rules and regulation of the SEC and the PSE.

SEC Memorandum Circular No. 15, Series of 2017 mandates all listed companies to submit an Integrated Annual Corporate Governance Report (I-ACGR) on May 30 of the following year for every year that such companies remain listed in the PSE, subject to such extension of the date of submission as may be allowed by the SEC. Beginning 2018, the I-ACGR replaced the ACGR and the PSE's Corporate Governance Disclosure Report.

(c) Deviation from Corporate Governance Manual

The Compliance Officer of the Corporation is not aware of any material deviation from the Corporate Governance Manual.

(d) Plans to Improve Corporate Governance

Continuous improvement and monitoring of governance and management policies have been undertaken to ensure that RLC observes good governance and management practices. This is to assure the shareholders that RLC conducts its business with the highest level of integrity, transparency and accountability. The Corporation adheres to the principles and practices of good corporate governance, as embodied in its Revised Corporate Governance Manual, Code of Business Conduct and related SEC Circulars.

ROBINSONS LAND CORPORATION, AS REGISTRANT, WILL PROVIDE WITHOUT CHARGE, UPON WRITTEN REQUEST, A COPY OF THE REGISTRANT'S ANNUAL REPORT ON SEC FORM 17-A. SUCH WRITTEN REQUESTS SHOULD BE DIRECTED TO THE CORPORATE SECRETARY, 12/F ROBINSONS CYBERSCAPA ALPHA, SAPPHIRE AND GARNET ROADS, ORTIGAS CENTER, PASIG CITY, METRO MANILA, PHILIPPINES.

(Signature Page Follows)

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge, I certify that the information set out in this report is true, complete and correct. This report is signed in the City of Pasig on April 20, 2022.

ROBINSONS LAND CORPORATION

FREDERICK D. GO
President and Chief Executive Officer

Annex "A"

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **Roberto F. De Ocampo**, Filipino, of legal age and a resident of 121 Victoria cor. Homonhon Sts. Magallanes, Makati City, hereby certify that:

1. I am a nominee for independent director of Robinsons Land Corporation and have been its independent director since May 8, 2003.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
RFO Center for Public Finance and Regional Economic Cooperation	Chairman of the Board of Advisors	June 10, 2006
Philippine Veterans Bank	Chairman and CEO	July 9, 2013
MoneyTree Publishing Inc.	Chairman	February 10, 2007
Stradcom Corporation	Chairman	March 10, 2004
Public Finance Institute of the Philippines	Chairman	August 3, 2007
Intervest Projects Inc. (IPI)	Chairman	September 20, 2013
New Rural Bank of Agoncillo (NAGON)	Chairman	June 30, 2016
British Alumni Association	Chairman	January 29, 2003
Libera International Advisory Board (London)	Chairman	July 5, 2013
Foundation for Economic Freedom	Chairman	April 18, 2012
BPI Investment Management Inc. (BIMI)	Chairman	October 8, 2014
Center for Philippines Futuristic Studies and Management Inc.	Chairman	March 1, 2014
La Costa Development	Vice-Chairman	July 9, 2007
Makati Business Club	Vice-Chairman	April 20, 2006
Centennial Group (Washington), D.C.	Founding Director	January 5, 1999
Emerging Markets Forum	Founding Director	August 1, 2005
Pacific Gaming Investments Pte. Ltd.	Independent Director	November 14, 2010
Bankard, Inc.	Independent Director	July 28, 2006
EEI Corporation	Independent Director	March 16, 2005
House of Investments	Independent Director	June 5, 2000
Beneficial Life Insurance Co., Inc.	Independent Director	October 30, 2008
Robinsons Land Corporation	Independent Director	May 28, 2003
SPC Power Corporation	Independent Director	November 25, 2002
DFNN Inc.	Independent Director	June 14, 1999
Investment & Capital Corporation of the Philippines (ICCP)	Independent Director	July 27, 2011
South Forbes City College	Director	September 10, 2016
Business For Sustainable Development	Board Member	February 2, 2015
The Conference Board (New York)	Member, Global Advisory Board	May 7, 2004
Corporate Governance Institute of the Philippines	Member, Global Advisory Board	January 5, 2004
Philippine Cancer Society	Member, Global Advisory Board	April 6, 1998

Ramos Peace and Development Foundation	Member, Board of Trustees	February 3, 1999
SGV Foundation	Member, Board of Trustees	January 10, 1999
Trilateral Commission	Member, Asia Pacific Group Representing ASEAN	March 9, 2000
Philippine Quality & Production Movement Inc.	Member, Board of Advisers	August 15, 2012

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Robinsons Land Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/ officer/ substantial shareholder of Robinsons Land Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name of director/ officer/ substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any criminal or administrative investigation or proceeding pending in court:

Name of director/ officer/ substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Robinsons Land Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done this APR 04 2022 ___ of ___ 2022.

ROBERTO F. DE OCAMPO
Affiant

APR 04 2022

SUBSCRIBED AND SWORN to me before this ___ day of ____ 2022, the affiant exhibiting to me his ______________________.

Doc. No. 178;
Page No. 37;
Book No. 10;
Series of 2022.

ATTY. MA. CLARISSE S. OSTERIA
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 229; Extended until June 30, 2022
by virtue of Bar Matter No. 3795 dated Sept. 23, 2021
12F Cyberscape Alpha, Sapphire &
Garnet Rds. Ortigas Center, Pasig City
Roll of Attorneys No. 69885; June 1, 2017
PTR No. 8207772; January 24, 2022; Pasig City
IBP No. 171121; December 21, 2021; Makati Chapter
MCLE Compliance No. VI – 0015914; April 14, 2022

Annex "B"

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **Omar Byron T. Mier**, Filipino, of legal age and a resident of 26 San Pablo Rd., Philamlife Homes, Quezon City, hereby certify that:

1. I am a nominee for independent director of Robinsons Land Corporation and have been its independent director since August 13, 2015.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	**Position/ Relationship**	**Period of Service**
Robinsons Bank Corporation	Director	February 2, 2015 to present
Legazpi Savings Bank	Director	February 2, 2015 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Robinsons Land Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/ officer/ substantial shareholder of Robinsons Land Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name of director/ officer/ substantial shareholder	**Company**	**Nature of relationship**
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any criminal or administrative investigation or proceeding pending in court:

Name of director/ officer/ substantial shareholder	**Company**	**Nature of relationship**
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Robinsons Land Corporation of any changes in the above-mentioned information within five days from its occurrence.

APR 04 2022

Done this ___ of ___ 2022.

OMAR BYRON T. MIER
Affiant

APR 04 2022

SUBSCRIBED AND SWORN to me before this ___ day of ____ 2022, the affiant exhibiting to me his ____________________.

Doc. No. 179;
Page No. 37;
Book No. 10;
Series of 2022.

ATTY. MA. CLARISSE S. OSTERIA
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 229; Extended until June 30, 2022
by virtue of Bar Matter No. 3795 dated Sept. 28, 2021
12F Cyberscape Alpha, Sapphire &
Garnet Rds. Ortigas Center, Pasig City
Roll of Attorneys No. 69885; June 1, 2017
PTR No. 8207772; January 24, 2022; Pasig City
IBP No. 171121; December 21, 2021; Makati Chapter
MCLE Compliance No. VI – 0015914; April 14, 2022

Annex "C"

CERTIFICATION OF INDEPENDENT DIRECTORS

I, **Bienvenido S. Bautista**, Filipino, of legal age and a resident of 19 Libra Street, Bel Air Village, Makati City, hereby certify that:

1. I am a nominee for independent director of Robinsons Land Corporation and have been its independent director since May 13, 2021.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/ Organization	Position/ Relationship	Period of Service
Directories Philippines Inc.	Independent Director	2011-present
Flexo Manufacturing Corporation	Independent Director	2012-present
YMCA Makati	Independent Director	2017-present
Mega Global Corporation	Independent Director	2021-present
Ateneo De Manila University	Chair of the Audit Committee	2017-present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Robinsons Land Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/ officer/ substantial shareholder of Robinsons Land Corporation and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

Name of director/ officer/ substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any criminal or administrative investigation or proceeding pending in court:

Name of director/ officer/ substantial shareholder	Company	Nature of relationship
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Robinsons Land Corporation of any changes in the above-mentioned information within five days from its occurrence.

APR 04 2022

Done this ____ of ____ 2022.

Bienvenido S. Bautista
Affiant

APR 04 2022

SUBSCRIBED AND SWORN to me before this ___ day of ____ 2022, the affiant exhibiting to me his ____________________.

Doc. No. 180;
Page No. 37;
Book No. 10;
Series of 2022.

ATTY. MA. CLARISSE S. OSTERIA
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 229; Extended until June 30, 2022
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Roll of Attorneys No. 69885; June 1, 2017
PTR No. 8207772; January 24, 2022; Pasig City
IBP No. 171121; December 21, 2021; Makati Chapter
MCLE Compliance No. VI – 0015914; April 14, 2022

ANNEX "D"

ANNUAL MEETING OF THE STOCKHOLDERS
OF
ROBINSONS LAND CORPORATION

REGISTRATION AND PROCEDURE FOR
VOTING *IN ABSENTIA*
AND
PARTICIPATION VIA REMOTE COMMUNICATION

I. VOTING *IN ABSENTIA*

Robinsons Land Corporation (the "Corporation") has established a procedure for the registration of and voting *in absentia* by stockholders at the annual meeting, as allowed under Sections 23 and 57 of the Revised Corporation Code.

1. Stockholders as of April 4, 2022 (the "Stockholder/s") may register by sending an email to corp.secretary@robinsonsland.com with the following supporting documents:
    a. For individual Stockholders:
        i. Government-issued identification (ID) of the Stockholder;
        ii. For Stockholders with joint accounts: A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account.
        iii. If holding shares through a broker, the certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.

    b. For corporate Stockholders:
        i. Secretary's Certificate authorizing the designated representative to vote the shares owned by the corporate Stockholder;
        ii. Government-issued identification (ID) of the designated representative.
        iii. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such Stockholder.

    Registration shall be open from April 19 to April 26, 2022.

2. Registration shall be validated by the Office of the Corporate Secretary in coordination with the Stock Transfer Agent of the Corporation. Once the Stockholder has been successfully validated, the Stockholder shall be officially registered for the annual meeting and a digital ballot shall be generated for the Stockholder which shall be sent to the email address used by the Stockholder for registration.

3. The registered Stockholder may then proceed to fill out the ballot with the votes. All items in the agenda for approval shall be shown one at a time and the registered Stockholder may vote Yes, No, or Abstain. The vote is considered cast for all the registered Stockholder's shares.

4. Once voting on all the agenda items is finished, the registered Stockholder is encouraged to review the votes before submitting the ballot. The Stockholder can then proceed to submit the accomplished ballot by clicking the 'Submit' button. A summary of the votes cast shall be sent to the email address of the registered Stockholder. Once the ballot has been submitted, votes may no longer be changed. Multiple submissions of the digital ballot under the same shareholder for the same shares shall be invalidated.

5. Voting *in absentia* shall be open from April 27 to May 4, 2022.

6. The Office of the Corporate Secretary shall tabulate all votes cast *in absentia* together with the votes cast by proxy, and an independent third party will validate the results.

7. Stockholders who register and vote on the website for voting *in absentia* are hereby deemed to have given their consent to the collection, use, storing, disclosure, transfer, sharing and general processing of their personal data by the Corporation and by any other relevant third party for the purpose of electronic voting *in absentia* for the Annual Stockholders' Meeting and for all other purposes for which the Stockholder can cast his/her/its vote as a stockholder of the Corporation.

II. PARTICIPATION VIA REMOTE COMMUNICATION

1. Stockholders may attend the meeting on May 12, 2022 at 1:00 P.M. via the following link: http://bit.ly/RLC_ASM2022. The meeting shall be broadcast live via Microsoft Teams, which may be accessed either on the web browser or on the Microsoft Teams app. Those who wish to view the broadcast may sign in using any Microsoft amount or may join the stream anonymously.

2. Stockholders who have not sent their proxies or registered and voted *in absentia* ("Unregistered Stockholders") may still attend the meeting through the broadcast link. In order to be counted for the determination of quorum, Unregistered Stockholders are requested to notify the Corporation by e-mail to corp.secretary@robinsonsland.com on or before May 4, 2022 of their intention to participate in the meeting by remote communication.

   For validation purposes, the notification email from the Stockholder shall contain the following:
   a. Government-issued identification (ID) of the shareholder
   b. If holding shares through a broker, certification from the broker stating the name of the beneficial owner and the number of shares owned by such shareholder;

3. For purposes of quorum, only the following Stockholders shall be counted as present:
   a. Stockholders who have registered and voted *in absentia* before the cutoff date;
   b. Stockholders who have sent their proxies before the deadline;
   c. Stockholders who have notified the Corporation of their intention to participate in the meeting by remote communication before the deadline.

4. Questions and comments on the items in the Agenda may be sent to corp.secretary@robinsonsland.com Questions or comments received on or before May 4, 2022 may be responded to during the meeting. Any questions not answered during the meeting shall be answered via email.

ROBINSONS LAND CORPORATION
YOUR DREAMS. OUR FOUNDATION.

March 08, 2022

DECLARATION OF AUTHENTICITY

Securities and Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

I, **KERWIN MAX S. TAN**, designated as Chief Financial, Risk and Compliance Officer of **Robinsons Land Corporation and Subsidiaries**, with contact number (632) 8397-1888 and office address at 14th Floor, Robinsons Cyberscape Alpha, Sapphire and Garnet Road, Ortigas Center, Pasig City, do hereby certify the authenticity of the attached SEC 17-A Annual Report with attached audited consolidated financial statements for the years ended December 31, 2021, 2020 and 2019.

Ktan

Kerwin Max S. Tan
Chief Financial, Risk and Compliance Officer

C O V E R   S H E E T

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

9 3 2 6 9 - A

COMPANY NAME

ROBINSONS LAND CORPORATION AND SUBSIDIARIES

PRINCIPAL OFFICE *(No. / Street / Barangay / City / Town / Province)*

Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila

Form Type	Department requiring the report	Secondary License Type, If Applicable
AAFS	**SEC**	**N/A**

COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
corp.secretary@robinsonsland.com	**8397-1888**	**N/A**

No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
1,048	**Last Wednesday of May**	**12/31**

CONTACT PERSON INFORMATION

The designated contact person ***MUST*** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Mr. Kerwin Max S. Tan	**Kerwin@robinsonsland.ph**	**8397-1888**	**N/A**

CONTACT PERSON's ADDRESS

14 Floor Robinsons Cyberscape Alpha cor. Sapphire & Garnet Road Ortigas Center, Pasig City

NOTE 1 : *In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.*

2 : *All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.*

SEC Number 93269-A
File Number

ROBINSONS LAND CORPORATION
AND SUBSIDIARIES

(Company's Full Name)

Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue,
Quezon City, Metro Manila

(Company's Address)

8397-1888

(Telephone Number)

DECEMBER 31

(Calendar Year Ending)
(month & day)

FORM 17-A (ANNUAL REPORT)

Form Type

Amendment Designation (if applicable)

December 31, 2021

Period Ended Date

CN 000452-R-Listed

(Secondary License Type and File Number)

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the calendar year ended : **December 31, 2021**

2. SEC Identification Number : **93269-A**

3. BIR Tax Identification No. **000-361-376-000**

4. Exact name of issuer as specified in its charter

   ROBINSONS LAND CORPORATION

5. **Manila, Philippines**
   Province, Country or other jurisdiction of incorporation or organization

6. (SEC Use Only)
   Industry Classification Code:

7. **Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila, 1605**
   Address of principal office Postal Code

8. **8397-1888**
   Issuer's telephone number, including area code

9. **N.A** ……………………………………………………………
   Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA2

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	5,170,265,785 shares
Registered bonds payable	₱25,190,280,000.00

11. Are any or all of these securities listed on a Stock Exchange.

    Yes [✓] No [ ]

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange **Common Shares**

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [✓] No [ ]

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [✓] No [ ]

13. Aggregate market value of the voting stock held by non-affiliates:
₱38,092,469,356.80

TABLE OF CONTENTS

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

a) Overview

Robinsons Land Corporation (RLC, the Parent Company or the Company) is a stock corporation organized under the laws of the Philippines and has fifteen (15) subsidiaries.

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

The Group has 2,303 and 2,623 permanent full-time employees as of December 31, 2021 and 2020, 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 commerical centers, offices, hotels and industrial facilities; and the development of integrated developments and 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 seven (7) business divisions:

- **Robinsons Malls** (or Commercial Centers Division) develops, leases and manages lifestyle commercial centers or shopping malls throughout the Philippines. As of December 31, 2021, RLC operates fifty-three (53) shopping malls, comprising nine (9) malls in Metro Manila and forty-four (44) malls in other urban areas throughout the Philippines, and has another one (1) new mall and one (1) expansion in the planning and development stage for completion in the coming year.

- **The Residential Division** develops and sells residential developments for sale/pre-sale. As of December 31, 2021, RLC's Residential Division has eighty two (82) residential condominium buildings/towers/housing projects under its ***RLC Residences*** brand and thirty-nine (39) housing subdivisions under its ***Robinsons Homes*** brand, of which ninety-eight (98) have been completed and twenty-three (23) are still ongoing. It currently has several projects in various stages for future development that are scheduled for completion in the next one (1) to six (6) years.

- **Robinsons Offices** (or Office Buildings Division) develops office buildings for lease. As of December 31, 2021, this division has completed twenty-eight (28) office developments. These are located in Quezon City, Mandaluyong City, Cebu City, Ilocos Norte, Tarlac City, Naga City, Davao City and Iloilo City. We also have office projects in the Central Business Districts of Pasig City, Makati City and Taguig City. Furthermore, to ensure business growth and continuity, the Company has a robust pipeline of new offices for completion the following year.

- **Robinsons Hotels and Resorts** (or Hotels and Resorts Division) has a diverse portfolio covering the following brand segments: upscale deluxe hotels, mid-market boutique city and resort hotels, essential service value hotels, and luxury resorts. As of December 31, 2021, RLC operated twenty (21) hotels and resort for a total of 3,230 rooms in strategic metropolitan and urbanized locations consisting of eleven (11) Go Hotels, six (6) Summit Hotels and Resorts, one (1) Grand Summit Hotel, and three (3) international deluxe brands. In 2021, RLC unveiled its very own upscale deluxe hotel brand, Grand Summit Hotel in General Santos City. Grand Summit Hotel Gensan boasts 102 deluxe guest rooms, a wide range of amenities, and its own all-day dining restaurant, Café Summit. A welcome addition to the South Cotabato region, Grand Summit Hotel Gensan is RLC's first own lifestyle and celebrations hotel. RLC currently has a lineup of developments for the expansion of its portfolio of hotels and resorts.

- **Robinsons Logistics and Industrial Facilities** (RLX) focuses on industrial leasing under RLX Logistics and Facilities (RLX). As of December 31, 2021, RLX has seven (7) industrial facilities in its portfolio in key strategic locations Calamba City, Laguna, Muntinlupa City, Cainta, Rizal, San Fernando City, Pampanga, and Mexico City, Pampanga. It now has presence within the National Capital Region, and in both the North and South of Metro Manila. RLX will work towards becoming the fastest growing logistics facility provider in the country with additional warehouses in the pipeline.

- **Integrated Developments Division** (IDD) focuses on strategic land bank acquisition in collaboration with corporate land acquisition, exploration of real-estate infrastructure projects, and partnerships that create growth opportunities. IDD cautiously advanced with the development of its landmark premier destination estate---the 30.6-hectare ***Bridgetowne*** in Pasig and Quezon City; the 18-hectare ***Sierra Valley*** in Cainta and Taytay, Rizal, and the 216-hectare ***Montclair*** in Porac and Angeles, Pampanga. RLC will continue to make substantial progress in its landmark destination estates. To strengthen earnings, the division will likewise explore innovative real estate formats, new business ventures, and strategic partnerships for its mixed-use developments.

- **Chengdu Ban Bian Jie** is the Company's residential development with minor commercial component located in Chendu, China. It is RLC's first international foray spanning across 8.5 hectares of land acquired in 2016 through a public auction.

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 succesful 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.

On November 19, 2010, the Board of Directors approved the increase in the authorized capital stock of RLC from 3,000,000,000 common shares into 8,200,000,000 commons shares, with a par value of one peso (₱1) 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 BOD 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 ₱1.00 per share, to all stockholders as of record date January 31, 2018. The Company intends to use 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 obtained the approval of the BOD of the Philippine Stock Exchange, Inc. (PSE) for the listing and trading of the rights shares on January 10, 2018, while the PSE's confirmation of exempt transaction covering the offer was obtained on December 14, 2017. The following are 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 has 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 BOD of the Parent Company approved the declaration of property dividend, of up to One Hundred Million (100,000,000) common shares of Altus Property Ventures, Inc. (APVI) (formerly Altus San Nicolas Corp.) in favor of the registered shareholders (the Receiving Shareholders) of the Parent 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 Parent 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%.

As of December 31, 2021, JG Summit, RLC's controlling shareholder, owned approximately 61.25% of RLC's outstanding shares.

b) Business

RLC has seven (7) business divisions as follows:

i. Robinsons Malls

Robinsons Malls develops, leases and manages lifestyle centers throughout the Philippines. It accounted for ₱8.25 billion or 23% of RLC's revenues and ₱3.86 billion or 26% of RLC's EBITDA in calendar year 2021 and ₱8.49 billion or 30% of RLC's revenues and ₱4.11 billion or 30% of RLC's EBITDA in calendar year 2020. As of December 31, 2021 and 2020, Robinsons Malls had assets valued on a historical cost less depreciation basis at ₱93.13 billion and ₱77.61 billion, respectively.

Robinsons Malls continued to be affected by the pandemic. Footfall was still lower in 2021 compared to pre-pandemic level and rental concessions were still given to tenants, particularly during the months of March to April and August to September when the government imposed stricter community quarantines. However, during the last quarter of the year, the malls' performance perked up because of the easing up of quarantine restrictions and the widespread vaccination, including the vaccination of minors below 18 years old.

To encourage customers to visit, Robinsons Malls launched several traffic-generating programs such as alfresco dining, outdoor activities in open areas, bicycle parking and repair stations, and most of all, supporting the government in its vaccination drive by offering free spaces for LGU vaccinations.

In September, the Company's 53rd mall was opened, Robinsons Place La Union. Featuring surfing decors and ocean murals, Robinsons Place La Union is the biggest mall in the province with a wide variety of fashion outlets and dining establishments. The full-service lifestyle center takes pride in showcasing the best of the Ilocos Region. This was followed in December by the opening of the expansion of its Dumaguete mall. Furthermore, Robinsons Place Tacloban was reopened after its rehabilitation.

The table below sets out certain key details of RLC's mall portfolio as of December 31, 2021:

Name	Location	Calendar 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	82
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 Expansion	Brgy. 1 San Francisco, San Nicolas, Ilocos Norte	2009	45
Robinsons Cybergate Cebu	Don Gil Garcia St., Capitol, Cebu City	2009	19

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	28
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	50
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	77
Robinsons North Tacloban………….	Brgy. Abucay, Tacloban City, Leyte	2017	56
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	68
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
Robinsons Place La Union…………	Brgy. Sevilla, McArthur Highway, San Fernando City, La Union	2021	35
Total			**3,036**

The main revenue stream of Robinsons Malls is derived from the lease of commercial spaces and it comprises 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 malls business shall continue to be a major driver for the Company's growth in the future.

As of calendar year 2021, the Company has one (1) new mall and one (1) expansion in the planning and development stage for completion in the coming year. The Company's business plan Robinsons Malls over the next five years, subject to market conditions, is to sustain its growth momentum via development of new lifestyle centers and expansion of existing ones.

The Company also leases commercial properties to affiliated companies. Rental income arising from the lease of commercial properties to affiliated companies amounted to about ₱2.41 billion and ₱2.10 billion for the calendar years ended December 31, 2021 and 2020, respectively.

ii. Residential Division

The Residential Division focuses on the construction and sale of residential condominiums under its ***RLC Residences*** brand, and house and lot and subdivision projects under its ***Robinsons Homes*** brand. The Division accounted for ₱6.34 billion or 17% of RLC's revenues and ₱2.27 billion or 15% of RLC's EBITDA in calendar year 2021, and ₱12.13 billion or 43% of RLC's revenues and ₱4.16 billion or 31% of RLC's EBITDA in calendar year 2020. As of December 31, 2021 and 2020, the Company's Residential Division had assets valued on a historical cost less depreciation basis at ₱41.41 billion and ₱45.15 billion, respectively.

The Residential Division is categorized into two (2) brands. The different brands differ in terms of target market, location, type of development and price ranges to allow clear differentiation among markets. These two brands are:

- RLC Residences
- Robinsons Homes

1) RLC RESIDENCES

RLC Residences is the new brand that integrates Robinsons Luxuria, Robinsons Residences, and Robinsons Communities to provide a seamless customer journey for its clients. The brand primary focus is to build beautiful and well designed residential condominiums in key urban areas and central business districts. The brand redefined its new core offering under its enhanced customer-centric value propositions: Raise, Live and Connect. Raise stands for raising living standards through elevated design and quality standards, elegant lobbies, and global design and property consultants. Live is all about living smart and productive through the digital solutions for a hassle-free condo-living experience and the introduction of work-from-home nooks and smart home features integrated within the units. Lastly, Connect promotes meaningful connections through amenities for bonding and the convenience of being near life's essentials.

As part of the new brand's efforts to provide a more customer-centric service to its clients and to answer the growing need to do transactions safely at home due to the pandemic, RLC Residences introduced multiple digital innovation such as the myRLC Homeowners Portal (for RLC Residences property residents) and Buyer's Portal (for property buyers) in order to help them access their accounts in real time and accomplish other obligations at the comforts of their home such as payments and gate pass filings. The myRLC Homeowners Portal also provides easier access to the Ring Rob Concierge, RLC Residences' exclusive service for residents where they can book for home services online such as water delivery, laundry, interior design, and more. For potential clients, RLC Residences also has its virtual gallery of its model units that clients may access anytime, anywhere.

In terms of home offerings, RLC Residences also integrated home upgrades in its new properties. These upgrades are the inclusion of work-from-home provisions in all units, smart home features, pantry and storage areas inside the unit, bike parking areas and allotment of more open spaces within the development among others.

Currently, there are eighty-two (82) residential projects under its portfolio, of which sixty-eight (68) are completed while fourteen (14) are still under construction.

Key details of the RLC Residences residential projects are set forth in the table below:

Name	Storeys	Number of Units
Current projects		
Acacia Escalades - Building B	16	414
Aurora Escalades Tower	21	800
Cirrus	40	1,371
Galleria Residences Cebu Tower 2	22	352
Galleria Residences Cebu Tower 3	22	299
Gateway Regency Studios	28	836
Sierra Valley Gardens – Building 1	16	383
Sierra Valley Gardens – Building 2	16	383
SYNC S Tower	25	598
SYNC Y Tower	39	939
The Residences at The Westin Manila Sonata Place [(1)]	50	344
The Sapphire Bloc East Tower	44	665
The Sapphire Bloc South Tower	44	665
Woodsville Crest Oak Building	9	261
Completed projects		
Acacia Escalades – Building A	14	383
One Adriatico Place	37	572
Two Adriatico Place	37	546
Three Adriatico Place	37	537
Amisa Private Residences Tower A [(1)]	14	131
Amisa Private Residences Tower B [(1)]	18	155
Amisa Private Residences Tower C [(1)]	18	189
Axis Residences - Tower A	45	873
Axis Residences - Building B	45	792
Azalea Place Cebu	25	408
Bloomfields Novaliches*	2	461
Centennial Place*	2	50
Chimes Greenhills Residences	39	397
East of Galleria	45	693
Escalades at 20th Avenue - Tower 1	13	120
Escalades at 20th Avenue - Tower 2	13	120
Escalades at 20th Avenue - Tower 3	13	120
Escalades at 20th Avenue - Tower 4	13	120
Escalades at 20th Avenue - Tower 5	13	120
Escalades at 20th Avenue - Tower 6	13	120
Escalades East Tower	13	269
Escalades South Metro - Tower A	9	176

Escalades South Metro - Tower B	9	176
Fifth Avenue Place	38	611
Galleria Regency [(1)] [(2)]	13	101
Galleria Residences Cebu Tower 1	22	270
Gateway Garden Heights	32	549
Gateway Garden Ridge	15	373
Gateway Regency	30	463
McKinley Park Residences	45	391
One Gateway Place	28	413
Otis 888 Residences	3	195
Robinsons Place Residences 1	38	388
Robinsons Place Residences 2	38	388
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 Fort Residences	30	242
The Magnolia Residences Tower A	37	378
The Magnolia Residences Tower B	39	419
The Magnolia Residences Tower C	39	433
The Magnolia Residences Tower D	37	420
The Pearl Place - Tower A	39	653
The Pearl Place - Tower B	39	640
The Radiance Manila Bay North Tower	35	538
The Radiance Manila Bay South Tower	35	597
The Sapphire Bloc North Tower	38	412
The Sapphire Bloc West Tower	38	416
The Trion Towers - Building 1	49	694
The Trion Towers - Building 2	50	725
The Trion Towers – Building 3	50	636
Vimana Verde Residences Tower A	6	20
Vimana Verde Residences Tower B	6	20
Vimana Verde Residences Tower C	6	45
Wellington Courtyard - Bldg A	5	34
Wellington Courtyard - Bldg B	5	34
Wellington Courtyard - Bldg C	6	45
Wellington Courtyard - Bldg D	6	41
Wellington Courtyard - Bldg E	5	38
Woodsville Residences*	2	185
Woodsville Viverde Mansions - Bldg 1	9	72
Woodsville Viverde Mansions - Bldg 2	9	96
Woodsville Viverde Mansions - Bldg 3	11	89
Woodsville Viverde Mansions - Bldg 4	13	108
Woodsville Viverde Mansions - Bldg 5	9	72
Woodsville Viverde Mansions - Bldg 6	9	64

[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*

Woodsville Viverde Mansions - Bldg 8	9	72

**Townhouse development*

RLC Resicences' projects are detailed as follows:

1. ***The Residences at The Westin Manila Sonata Place (legal name Sonata Premier)*** is the first Westin-branded Residences in Southeast Asia and the final residential tower in the Sonata Place mixed-use community. Recognized as the 2018-2019 Best Residential High-Rise Development Philippines by the Asia Pacific Property Awards. Recipient of Highly Commended award under Best High-End Condo Development (Metro Manila) category in 2020 PropertyGuru Asia Property Awards (Philippines) and 2021 Highly Commended under Best Condo Interior Design category of the same award-giving body. The development also received the 2021 Best Luxury Condo Development distinction from DOT Property Awards.

2. ***Galleria Regency*** is part of the Galleria mixed-use development which includes the Robinsons Galleria mall, two office buildings (Galleria Corporate Center and Robinsons - Equitable Tower) and two 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. 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. The property is the award winner of the Leisure Development Category by International Property Awards / Asia Pacific Property Awards in 2020. In 2021, FIABCI Philippines Property & Real Estate recognized AmiSa Private Residences as the Gold Awardee for High-Rise Building Category in the Visayas Region.

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

6. ***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 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.

7. ***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.

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

9. ***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 masterplanned to include Robinsons Magnolia mall, Summit Hotel and four (4) residential buildings. Recognized in 2013 by the International Property Awards for Asia Pacific as the Best Mixed-Use Development in the Philippines. 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. In 2021, the development is hailed winner in the Best Mega Mixed-Use Architectural Design category by PropertyGuru Asia Property Awards (Philippines) and later on recognized as the Country Winner under the Best Mixed-Use Architectural Design of PropertyGuru Asia Property Awards. The Magnolia Residences also received the GOLD AWARD for High Rise Buildings Category-National Capital Region from FIABCI Philippines Property & Real Estate Awards.

10. ***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.

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

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

13. ***The Trion Towers 1, 2 and 3*** compose the three-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.

14. ***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.

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

16. ***The Sapphire Bloc*** is a four-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). In 2021, the project received the Highly Commended distinction from PropertyGuru Asia Property Awards (Philippines) under the Best High-End Condo Development (Metro Manila) category.

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

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

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

20. ***Galleria Residences Cebu Towers 1, 2 and 3*** is the three-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. Highly commended by Property Guru Philippine Property Awards as the Best High Rise Condo Development in Cebu for 2019 and Best High-End Condo Development (Metro Cebu) in 2021.

21. ***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.

22. ***Woodsville Crest Oak*** is a mid-rise residential development situated within the Woodsville Complex in Merville, Paranaque. The Oak Building is the first of the eight towers of this project.

23. ***Escalades at 20th Avenue Towers 1 to 6*** - 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, 120 per building; Building 1 consists of twelve (12) storeys composed of ten (10) residential floors, ground amenity floor and basement parking. While Building 2 to 6 are composed of ten (10) residential floors and a ground parking area.

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

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

26. ***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.

27. ***The Pearl Place*** is a two-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.

28. ***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.

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

30. ***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. Recipient of the FIABCI Philippines Property and Real Estate Awards Silver Award for Outstanding Developer in the Residential High Rise Category for 2019.

31. ***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.

32. ***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.

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

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

35. ***Centennial Place*** - This 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.

36. ***Cirrus*** - First residential development in the premier township development, Bridgetowne East, located at Rosario, Pasig City. Recognized by DOT Property Awards as the Best High Rise Development for 2019.

37. ***SYNC S and Y 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 DOT Property Awards as the Best Value for Money Development in 2019 and is the recipient of the Highly Commended award under the Best Condo Architectural Design category by PropertyGuru Asia Property Awards (Philippines).

38. ***Sierra Valley Garden - Buildings 1 & 2*** is the first phase of residential development in the mixed-used development located at the boundary of Cainta & Taytay, Rizal. The property received the Highly Commended distinction from PropertyGuru Asia Property Awards (Philippines) under the Best Mid-End Condo Development (Metro Manila category) in 2020, while DOT Property Awards recognized it as the Best Mid-Rise Condo Development in 2021.

With the ever-changing needs of the target market, RLC Residences will continue to raise the game in the residential category with its upgraded home offerings, digital transformation, intensified campaigns, and innovative initiatives catering to the evolving needs of its clients.

2) ROBINSONS HOMES

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

As of December 31, 2021, Robinsons Homes has thirty nine (39) projects in its portfolio. Nine (9) of these projects are on-going construction. Key details of RLC's projects in Robinsons Homes as of calendar year 2021 are set forth in the table below:

Name	Location	Started [1]	Approximate Gross Land Area [2]	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

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

Name	Location	Started (1)	Approximate Gross Land Area (2)	Number of Lots/Units
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
Forbes Estates Lipa………………..	Lipa, Batangas	December 2020	21.0	221

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 enclaves: a.) Robinsons Homes East, a project with about 3,000 mixed houseand-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 commercial lots with a minimum size of 216 sqm/unit.

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 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 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. ***Mirada Dos.*** This Spanish-themed clustered parkhomes 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.

17. ***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.

18. ***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.

19. ***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.

20. ***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.

21. ***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.

22. ***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.

23. ***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 conveninetly located less than 5 minutes away from the Mactan International Airport and offers a picturesque sea view right from your own home.

24. ***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.

25. ***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.

26. ***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.

27. ***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.

28. ***Bloomfields Heights Lipa.*** A 12.4-hectare premium residential development located in Brgy. Tibig, Lipa City, Batangas. This masterplanned 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.

29. ***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.

30. ***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.

31. ***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.

32. ***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.

33. ***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.

34. ***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.

35. ***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.

36. ***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.

37. ***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.

38. ***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.

39. ***Forbes Estates Lipa.*** The flagship development under the premier Forbes Estates brand. This 21-hectare luxury residential development of 221 lots is complimented by a 1-hectare Forbes Club amenity, a Forbes Park, and a community lifestyle center.

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.

The Company's primary focus is to build more house and lot developments in Luzon and target the affordable to mid-cost market segment. It will continue to be on the lookout for growth opportunities in the Visayas and Mindanao regions.

iii. Robinsons Offices

Robinsons Offices develops office buildings for lease. It accounted for ₱6.49 billion or 18% of RLC's revenues and ₱5.66 billion or 38% of RLC's EBITDA in calendar year 2021, and ₱5.94 billion or 21% of RLC's revenues and ₱5.08 billion or 37% of RLC's EBITDA in calendar year 2020. As of December 31, 2021 and 2020, Robinsons Offices had assets valued on a historical cost less depreciation basis at ₱33.48 billion and ₱28.49 billion, respectively.

RLC engages outside architects and engineers for the design of its office developments. Due to the sustained growth from the IT Business Process Management (IT-BPM) sector and increasing office space demand from multinational and logistic companies despite the COVID-19 pandemic, 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.

In its effort to be environmentally responsive, Robinsons Offices has built sustainable, green office buildings over the years. The projects are Leadership in Energy and Environmental Design (LEED) certified. The US Green Building Council registered LEED buildings are: Tera Tower (LEED Gold), Exxa Tower (LEED Silver), Zeta Tower (LEED Silver) and recently Giga Tower (LEED Gold).

The contactless building features that the Company has incorporated into its office buildings, to ensure the health, safety and overall well-being of its occupiers include: metal detectors with built in thermal scanners, infrared activated alcohol and soap dispensers among others. Also, the Company installed microbial film on frequently touched surfaces, foot bath at entrances, hand sanitation stations and foot decals to encourage social distancing to help prevent the spread of viruses.

For our upcoming offices in Metro Manila, Robinsons Offices has enhanced the contactless features of the development by incorporating in its design the inclusion of destination control elevators, QR code activated turnstiles and phone application enabled visitor management systems.

The Company plans to apply and register the new and upcoming buildings in Metro Manila with LEED. It has also taken the necessary steps to ensure that its indoor air quality will meet and possibly exceed standards set by the government.

In 2021, Robinsons Offices completed three new offices namely Bridgetowne East Campus 1, home to the Philippines' largest telco neutral data center occupying about 18,000 sqm of GLA and is located within the Bridgetowne Destination Estate in Quezon City, Cybergate Iloilo 1 (located within the Robinsons Place Pavia Complex in Iloilo City) and Cybergate Omega (located within the Ortigas Central Business District). These three new offices increased net leasable area by 12% to 688,600 square meters and brought the total count of office developments located in central business districts and in key cities across the country to twenty-eight (28).

For 2022, the Company is targeting to increase its leaseable area with the completion of new office developments.

Meanwhile, the Company continues to strengthen its portfolio of flexible workspace business called '*work.able'*. work.able offers plug and play workspaces to clients who are looking for flexible office solutions such as private offices, venues for meetings and events and co-working spaces. As of December 31, 2021, the Company has five (5) work.able centers located in Ortigas CBD in Pasig City, Quezon City and Taguig City. In November 2021, another mulitinational company signed up for a Build-to-Suit work.able deal at Cyber Omega, a testament on the strong demand and resiliency of the business. This new site is targeted to be completed by March 2022.

The table below sets out certain key details of RLC's office portfolio as of December 31, 2021:

Name	Location	Size & Designation
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

Name	Location	Size & Designation
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
Robinsons Luisita Office 3…………………	Luisita, Tarlac City	28 storeys
Cybergate Delta 2…………………………....	JP Laurel Ave., Davao City	28 storeys
Bridgetowne East Campus 1………………	Bridgetowne, C5 Road, Quezon City	3 storeys
Cyber Omega………………………………...	Pearl Drive, Ortigas Center, Pasig City	29 storeys
Cybergate Iloilo 1……………………………	Brgy. Ungka, Pavia, Iloilo City	7 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, 2021, approximately 85% of the Galleria Corporate Center had been sold while the remaining areas, which are owned by RLC, had a 70% 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, 2021, 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 95% occupancy rate as of December 31, 2021.

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 99% occupancy rate as of December 31, 2021.

4. ***Robinsons Cybergate Center Tower 1.*** This is an 18-storey office building complex located at Pioneer St., Mandaluyong. The office building has an 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 85% occupancy rate as of December 31, 2021.

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, 2021.

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 99% occupancy rate as of December 31, 2021.

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 87% occupancy rate as of December 31, 2021.

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 floors located on top of the mall with an approximate gross leasable area of 7,000 sqm. As of December 31, 2021, 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 100% occupancy rate as of December 31, 2021.

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 98% occupancy rate as of December 31, 2021.

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 100% occupancy rate as of December 31, 2021.

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, 2021.

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. As of December 31, 2021, this is 40% occupied.

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 occupany rate of 100% as of December 31, 2021.

15. ***Robinsons Luisita Office.*** This build to suit development consists of a 3-storey of dedicated office space to a BPO client. The space was commited 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, 2021, 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 it's 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, 2021, 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, 2021 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 it had a 99% occupancy rate as of December 31,2021.

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, 2021, 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, 2021 and as of the same period, it had an occupancy rate of 100%.

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.

22. ***Robinsons Luisita Office 2.*** This build to suit development consists of a 2-storey of dedicated office space to a BPO client. The space was commited 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, 2021, 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 it had an occupancy rate of 97% as of December 31, 2021.

24. ***Robinsons Luisita Office 3.*** This build to suit development consists of 3-storeys and is solely occupied by a BPO client. The space was pre-commited and was custom-built based on the requirement of the client. It has a leasable area of 5,600 sqm and was completed last October 2020. As of December 31, 2021, the building has an occupancy rate of 100%.

25. ***Cybergate Delta 2.*** This is a 7-storey office project located within Robinsons Cyberpark along JP. Laurel Avenue in Davao City. This is a PEZA registered IT Park. Furthermore, the development sits on a property that is a little more than a hectare. The development has its own commercial spaces to support its office tenants' food and dining requirements. It has a leasable area of approximately 15,400 sqm and was completed last December 2020. As of December 31, 2021, it had an occupancy rate of 53%.

26. ***Bridgetowne East Campus 1.*** This is a 3-story development within the Bridgetowne Destination Estate in Quezon City. The building is fully leased

by the largest data agnostic center in the Philippines. As of December 31, 2021, it is 100% occupied.

27. ***Cyber Omega.*** This prime office developoment is located along Pearl Drive, Ortigas Center in Pasig City. It is a 29-storey office development, with retail spaces at the ground floor. The building is completed late this year with a leasable area of 43,900 sqm and it is 36% occupied as of December 31, 2021.

28. ***Cybergate Iloilo Tower 1.*** This 7-storey office development is completed within 4Q 2021. It is located within the Robinsons Place Pavia complex with a leasable area of 12,700 sqm. As of December 31, 2021, it has an occupancy of 37%.

As of calendar year 2021, the Company has six (6) office projects in the planning and development stage and for completion in the succeeding year.

iv. Robinsons Hotels and Resorts

Robinsons Hotels and Resorts owns, develops, and operates hotels and resorts within Metro Manila, and urbanized and targeted tourist destinations in the Philippines. Its revenue and EBITDA contribution to RLC in calendar year 2021 was ₱1.20 billion or 3% and ₱0.25 billion or 2%, respectively. For the previous calendar year 2020, revenue and EBITDA contribution to RLC was ₱1.08 billion or 4% and ₱0.15 billion or approximately 1%, respectively. As of December 31, 2021 and 2020, the Robinsons Hotels and Resorts had assets valued on a historical cost less depreciation basis at ₱10.52 billion and ₱10.03 billion, respectively.

Robinsons Hotels and Resorts carries the following brand segments:

1. *Upscale 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. In October 2021, RLC inaugurated its first lifestyle and celebrations hotel brand, Grand Summit Hotel, in General Santos City, South Cotabato. Grand Summit Hotel Gensan is an upscale deluxe hotel brand, equipped with MICE facilities and a wide array of amenities for recreation and events, as well as its own all-day dining restaurant, Café Summit.

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 Hotels brand, which caters to smart and busy travellers. 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 four (4) Go Hotels present in Manila Airport Road, Ermita Manila, Timog-Quezon City, and North EDSA-Quezon City. Combined, the four Go Hotels account for 804 rooms.

The table below sets out certain key details of RLC's company-owned portfolio of hotels and resorts as of December 31, 2021:

Name	Location	Number of Operational Rooms
Crowne Plaza Manila Galleria ….	Ortigas Avenue, Cor ADB Avenue, Quezon City	262
Holiday Inn Manila Galleria……….	One ADB Avenue, Ortigas Center, Pasig City	262
Dusit Thani Mactan Cebu Resort..	Punta Engaño, Mactan Island, Cebu City	270
Grand Summit Hotel Gensan…….	Honorio Arriola corner Arradaza Streets, General Santos City	68
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		**3,230**

In 2021, RLC operated a maximum of 18 of its 21 hotel properties in the midst of a global pandemic that crippled the hospitality and tourism industries. Occupancy rates in these operational hotels ranged from 5% to 100% as of December 31, 2021. The launch of Grand Summit Hotel Gensan added 68 operational rooms, bringing total room keys to a total of 3,230.

In response to the challenges brought about by quarantine measures, RLC repurposed its accommodation facilities and offered relevant solutions to customers. Summit Hotels and Resorts and Go Hotels launched 'Working-On-the-Go Private Offices' to offer affordable private office packages for the growing work-at-home population. Go Hotels also rolled out long-stay services under the 'Just-Got-Home' program, which primarily attracted urban professionals looking for a budget-friendly place that is in close proximity to their workplaces and other key establishments. As quarantine accommodation facilities grew in need during the pandemic, RLC's various hotel properties secured accreditation from government agencies in order to offer comfortable and safe quarantine rooms for returning overseas workers, balikbayans, and the like. Four of its properties, Summit Galleria Cebu, Dusit Thani Mactan Cebu, Crowne Plaza Manila Galleria, and Holiday Inn Manila Galleria secured Multiple-Use Establishment accreditation from the Department of Tourism and Department of Health. This allowed the four hotels to serve both quarantine and non-quarantine guest accommodations.

In preparation for the anticipated recovery of the Philippine tourism and hospitality industry, the Hotels and Resorts Division is geared up to add room keys to its portfolio in 2022 with the openings of Summit Hotel Naga, Go Hotel Naga, Go Hotel Tuguegarao, and the remaining rooms of Grand Summit Hotel Gensan. In the same year, RLC intends to launch Fili Urban Resort, the Philippines' first ever five-star homegrown hotel brand. These new properties will push total hotel room count to over 3,600 rooms by the end of 2022.

v. Robinsons Logistics and Industrial Facilities

Robinsons Logistics and Industrial Facilities (RLX)'s total net leasable area reached 167,000 square meters as of December 31, 2021. It generated ₱0.35 billion or 1% of RLC's revenues and ₱0.32 billion or 2% of RLC's EBITDA in calendar year 2021, and ₱0.24 billion or approximately 1% of

RLC's revenues and ₱0.18 billion or approximately 2% of RLC's EBITDA in calendar year 2020. As of December 31, 2021 and 2020, RLX had assets valued on a historical cost less depreciation basis at ₱5.74 billion and ₱4.60 billion, respectively.

The accelerated growth of e-Commerce in the Philippines significantly increased demand for logistics facilities with new specifications. RLC capitalized on this opportunity and supplied the need for logistics facilities with capabilities and features tailor-fit for Fast-Moving Consumer Goods (FMCG) and e-Commerce companies, among others. Key specifications of these facilities include high ceilings, raised flooring, loading docks with roll up doors, high strength flooring, and complete Fire Detection and Alarm Systems (FDAS), and fire protection systems. Through all these, RLC ensures the longevity and safety of its logistics facilities, and enables optimized operations for customers.

In 2021, RLX completed three (3) new logistics facilities located in Muntinlupa City, San Fernando City, Pampanga, and Mexico City, Pampanga. These new facilities, along with previously completed projects in Calamba City, Laguna, have cemented RLX in key strategic locations. It now has presence within the National Capital Region, and in both the North and South of Metro Manila.

The three new logistics facilities increased gross leasable area to about 167,000 square meters, bringing the total count of industrial warehouses nationwide to seven (7). All RLX projects, except RLX Mexico which was completed in December 2021, are fully leased out.

RLX is on track to becoming the fastest growing logistics facility provider in the country with additional warehouses in the pipeline. To further accelerate the growth of GLA, RLX is exploring purchasing existing logistics facilities and upgrading these facilities to meet RLX design standards. As it looks to expand its reach and support more businesses, exceptional service continues to be of utmost priority.

The table below sets out certain key details RLX Industrial warehouse portfolio as of December 31, 2021:

Name	Location	Size
RLX Sucat 1 ……………………………..…	East Service Road, Brgy Sucat, Muntinlupa City	33,150 sqm
RLX Calamba 1 …………….……….…	Barangay Maunong, Calamba City, Laguna	55,374 sqm
RLX Sucat 2 ……………………………..…	Meralco Avenue, Brgy Sucat, Muntinlupa City	8,558 sqm
RLX Sierra Valley ……………………..…	Ortigas Extension, Cainta, Rizal	4,888 sqm
RLX San Fernando ………………….....	Barangay Malpitic, San Fernando City, Pampanga	44,476 sqm

Name	Location	Size
RLX Mexico ………….………………...	Barangay Lagundi, Mexico City, Pampanga	20,085 sqm

The Company's completed industrial warehouse are described as follows:

1. RLX Sucat 1. This is a distribution center located along the East Service Road, Barangay Sucat, Muntinlupa City. This is located directly after the Sucat Toll gate of SLEX. The warehouse is situated in a 4.5 Hectare property with covered area of 33,150 sqm. As of December 31, 2021, the warehouse is fully leased out (100% occupancy).

2. RLX Calamba 1. This is an industrial compound comprised of two (2) distribution centers and a technical school. The facility is located in Barangay Maunong and Samsim, Calamba City, Laguna. The compound is situated in a 8.6 Hectare property with covered area of 55,374 sqm. As of December 31, 2021, the warehouse is fully leased out (100% occupancy).

3. RLX Sierra Valley. This is a warehouse located at Sierra Valley, an integrated development by RLC located along Ortigas Avenue Extension, Cainta, Rizal. This warehouse facility has a total covered area of 4,888 sqm. As of December 31, 2021, the warehouse is fully leased out (100% occupancy).

4. RLX Sucat 2. This is a distribution center located along Meralco Avenue, Barangay Sucat, Muntinlupa City. This is located less than 1 km after the Sucat Toll gate of SLEX. The warehouse is situated in a 1.2 Hectare property with covered area of 8,558 sqm. As of December 31, 2021, the warehouse is fully leased out (100% occupancy).

5. RLX San Fernando. This is a distribution center located along Tourism Road, Barangay Malpitic, San Fernando City, Province of Pampanga. This is located 1 km away from McArthur Highway. The warehouse is situated in a 6.1 Hectare property with covered area of 44,476 sqm. As of December 31, 2021, the warehouse is fully leased out (100% occupancy).

6. RLX Mexico. This is a distribution center located along Baragany Lagundi, Mexico City, Province of Pampanga. This is located 2 km away from San Fernando Exit of NLEX. The warehouse is situated in a 3.1 Hectare property with covered area of 20,085 sqm. As of December 31, 2021, the warehouse is 60% leased out.

vi. Integrated Developments Division

In 2021, Integrated Developments Division (IDD) remained focused on strategic land bank acquisition in collaboration with corporate land acquisition, exploration of real-estate infrastructure projects, and partnerships that creates growth opportunities. IDD accounted for ₱2.97 billion or 8% of RLC's revenues and ₱1.55 billion or 10% of RLC's EBITDA in calendar year 2021, and ₱0.16 billion or 1% of RLC's revenues and ₱0.06 billion or 0.4% of RLC's EBITDA in calendar year 2020. As of December 31, 2021 and 2020, IDD had assets valued on a historical cost less depreciation basis at ₱26.10 billion and ₱16.87 billion, respectively.

Notwithstanding the effects of COVID-19, IDD cautiously advanced with the development of its premier destination estates *Bridgetowne*--the 30.6-hectare property that connects the cities of Pasig and Quezon, *Sierra Valley*--the 18-hectare property in Cainta and Taytay, Rizal, and *Montclair*—the 216-hectare property in Porac and Angeles, Pampanga.

With Bridgetowne's Phase 1 substantially completed, the demolition of existing structures on the Phase 2 parcel was the group's primary focus to jump-start development of its second phase. On the other hand, Sierra Valley's interim retail thrived in 2021 achieving a leased rate of 100%, 90% of which began operating within 2021. Finally, Montclair substantially completed construction of its new interchange connecting to SCTEX. Once operational, the new interchange will ease access from Montclair to major transportation infrastructures including Clark Airport, Subic Freeport, NLEX, TPLEX, and the future Malolos-Clark Railway project.

RLC will continue to make substantial progress in its landmark destination estates. To strengthen earnings, the division will likewise explore innovative real estate formats, new business ventures, and strategic partnerships for its mixed-use developments.

vii. Chengdu Ban Bian Jie

Building on its well-established expertise and reputation in the Philippines, RLC expanded its presence beyond local shores and launched its first international venture with a residential project in Chengdu City, China. The city of Chengdu, the capital of Sichuan Province, is the fifth largest city in China with over 16 million residents and is considered as one of the richest urban areas in the country. RLC's Ban Bian Jie Project is strategically located in Wuhou District, the largest of the five inner districts of Chengdu. Situated next to the majestic sceneries of the Jiang An River and Yong Kang Forest Park, the project's prime location and quality features make it an attractive and preferred choice for employees and families.

The Chengdu Ban Bian Jie project is a residential development with a total gross floor area of approximately 220,000 square meters. Comprised of a series of carefully designed high-rise towers, townhouses and shops, Chengdu Ban Bian Jie caters to the sophisticated, discerning lifestyle of the upper-middle-class market. The project features an entertainment area for children, and various sports facilities, including gyms and a swimming pool, to suit even the most active residents. With its convenient proximity to the main Chengdu Shuangliu International Airport, the sprawling community offers entertainment centers, a shopping complex, and relaxation areas, such as the clubhouse and ecological gardens, for rest and recreation.

In 2021, RLC recognized ₱10.94 billion in realized revenues from the project, following the turnover of condominium units in Phase 1. 95% of the project has been sold, while construction for Phase 2 has reached 97% completion. In addition, Chengdu Ban Bian Jie completely sold-out Phase 2 of its residential units as it sustained the market's confidence and strong positive response. Furthermore, RLC has recovered 89% of its invested capital with the repatriation of US$200 million in 2021. With the encouraging success of its first international venture, Robinsons Land is committed to demonstrating its expertise in building iconic projects and elevating lifestyle experiences both in and beyond the Philippines. As of December 31, 2021 and 2020, Chengdu Ban Bian Jie had assets valued on a historical cost less depreciation basis at ₱17.56 billion and ₱32.44 billion, respectively.

Percentage of realized revenues from foreign sales from Philippine residential projects and from Chengdu Ban Bian Jie to total consolidated revenues for calendar years 2021, 2020 and 2019 are 32.02%, 7.78% and 4.68%, respectively while percentage of realized revenues from foreign sales to consolidated net income for calendar years 2021, 2020 and 2019 are 137.64%, 41.43% and 18.24%, respectively.

c) Significant Subsidiaries

As of December 31, 2021, RLC has fifteen (15) 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 Parent 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 Parent 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, RLGBLC, RLPMI, RLFMI and Malldash.

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. ***RL Commercial REIT, Inc. (formerly Robinsons Realty and Management Corporation).*** RL Commercial REIT, Inc. was registered with the SEC on May 16,1988 and became listed in the Philippine Stock Exchange on September 14, 2021 primarily to engage in the business of a real estate investment trust as provided under Republic Act No. 9856 (the Real Estate Investment Trust Act of 2009), including its implementing rules and regulations (the "REIT Act"), and other applicable laws, which business includes, among others, to own, invest in, purchase, acquire, hold, possess, lease construct, develop, alter improve, operate, manage, administer, sell, assign, convey, encumber in whole and in part, or otherwise deal in and dispose of, income-generating real estate, whether freehold or leasehold, within and outside of the Philippines.

3. ***Robinsons Properties Marketing & Management Corporation.*** Robinsons Properties Marketing & Management Corporation (RPMMC) was incorporated on November 25,1998, has a registered share capital of 1,000,000 and is 100%-owned by the Parent 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) Ltd.*** Robinsons (Cayman) Ltd (RCL) was incorporated in Cayman Islands, British West Indies on March 25, 1997 with a registered authorized capital stock of US$50,000.00 at $1.00 per share, 1,000 shares of which is subscribed and paid up by the Parent 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 Parent 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 Parent 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 Parent 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, 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 Parent 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, has a registered share capital of 1,000,000,000 with a par value of ₱1.00 per share, 500,000,000 shares of which is subscribed and paid up by the Parent 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 oppurtenances.

10. ***Bacoor R and F Land Corporation.*** Bacoor R&F Land Corporation (BRFLC) was incorporated on October 15, 2018, has a registed share capital of 10,000,000 with a par value of ₱100.00 per share, 4,000,000 shares of which is subscribed and paid up by Parent 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, has a registed share capital of 5,000,000,000

and is 51%-owned by the Parent 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.

12. ***RL Property Management, Inc.*** RL Property Management, Inc. (RLPMI) was incorporated on April 12, 2021, has a registered share capital of 10,000,000 and is 100%-owned by the Parent Company. RLPMI's principal business is to to engage in the business of providing services in relation to property management, lease management, marketing, project management, including tenant services, care and maintenance of physical structures, securing and administering routine management services, formulating and implementing leasing strategies, enforcing tenancy conditions, ensuing compliance with relevant government regulations with respect to the managed property, and formulating and implementing policies and programs in respects of building management, maintenance and improvement, initiating refurbishment and monitoring thereof, and such other duties and functions necessary and incidental to property management.

13. ***RL Fund Management, Inc.*** RL Fund Management, Inc. (RLFMI) was incorporated on May 28, 2021, has a registered share capital of 50,000,000 and is 100%-owned by the Parent Company. RLFMI's principal business is to engage in the business of providing fund management services to real estate investment trust (REIT) companies, as provided under Republic Act No. 9856 (the Real Estate Investment Trust Act of 2009), including its implementing rules and regulations.

14. ***Malldash Corp.*** (Malldash) was registered with the SEC on July 16, 2021, has a registered share capital of 40,000,000 and is 100%-owned by the Parent Company. Malldash's principal business is engage in, develop, operate, and maintain the business of providing Information Technology (I.T.) solutions; to develop, operate, and maintain an electronic marketplace that will allow for business to business integration to consumer electronic commerce solutions; to provide solutions for merchant to consumer/user product delivery and/or fulfillment; to provide logistic services and digital services; and to do other things necessary or convenient for carrying out into effect the foregoing purpose.

15. ***Robinsons Logistix and Indutrials, Inc.*** On April 5, 2021, Robinsons Logistix and Industrials, Inc. was incorporated to engage in and carry on a business of logistics and to develop buildings, warehouses, industrial and logistics facilities, among others. The Company has a registered share capital of 10,000,000,000 and is 100%-owned by the Parent Company.

On July 31, 2019, the BOD of the Parent 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 Parent 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 Parent 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%.

d) Competition

i. Robinsons Malls

RLC has two 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. In terms of total assets and equity accounts as of September 30, 2021, the mall segment of SMPHI has ₱415.4 billion and ₱135.4 billion while the mall segment of ALI has ₱208.6 billion and ₱125.9 billion, respectively. 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 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 its strength is 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.

ii. Residential Division

1. *RLC Residences*

RLC Residences continues to develop beautiful, well-designed, high-quality homes catered to young professionals, starting and growing families under the BC1 segment looking for a home in the city that they can proudly call their own. Competitors such as Alveo Land, MEG, Filinvest Land, Inc. (FLI), and Ortigas & Co. target the young professionals and starting families under this bracket. There are also a number of players who try to compete in this segment of the market with one or two projects. Projects under RLC Residences remain among the top of mind developments as a result of growing experienced sales and distribution networks and convenient locations. Projects are located within Central Business Districts or RLC's mixed-use development.

RLC Residences 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, they are companies like Avida Land (AL), FLI, SMPHI, and DMCI Homes. As of September 30, 2021, total assets and equity accounts amounted to ₱193.8 billion and ₱89.2 billion, respectively, for FLI while total assets and equity accounts of SMPHI as of September 30, 2021 amounted to ₱770.2 billion and ₱325.7 billion, respectively. Based on public records and independent industry reports and its own market knowledge, the Company believes that it is among the top five 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.

The brand strives to compete with developers who have already established their names in tapping the elite market. RLC Residences aims to increase its share of this 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. ROCK's total assets and equity accounts as of September 30, 2021 amounted to ₱64.7 billion and ₱25.8 billion, respectively; CPGI's total assets and equity accounts as of September 30, 2021 amounted to ₱54.8 billion and ₱22.1 billion, respectively, while MEG's total assets and equity accounts as of September 30, 2021 amounted to ₱377.6 billion and ₱211.8 billion, respectively.

2. *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 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). Total assets and equity accounts of VLL as of September 30, 2021 amounted to ₱306.7 billion and ₱111.4 billion, respectively.

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.

iii. Robinsons Offices

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 SM.

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 Business Process Management (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.

iv. Robinsons Hotels and Resorts

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.

RLC continues to solidify its position and ability to serve travellers 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.

v. Robinsons Logistics and Industrial Facilities

Even before the Covid-19 pandemic, demand for logistics facilities has been on the rise in the country and this demand further increased during the pandemic. Under its RLX Logistics Facilities brand, the RLX develops excellent quality logistics facilities in industrial centers of growth around the Philippines. The biggest competitors of RLC in the development of logistics facilities are Ayalaland Logistics Holdings Corp. and Double Dragon Properties Corp.

vi. Integrated Developments Division

RLC is an accomplished developer of integrated developments. RLC has developed four 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. Furthermore, it continues to develop its destination estates namely Bridgetowne, Sierra Valley and Montclair. IDD remains focused on this fast growing development format.

Despite the Covid-19 pandemic, major developers are still into integrated developments. 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.

IDD will harness opportunities for synergies with RLC’s other business units: Robinsons Malls, Residential, Robinsons Hotels and Resorts, and Robinsons Offices. 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.

e) 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.

f) Customers

RLC has a broad base of customers, comprised of both local and foreign individuals, and institutional clients. The Company is not dependent on a single or a few customers, the loss or any of which would have a material adverse effect on the business taken as a whole.

g) Employees and Labor

As of December 31, 2021, RLC and its subsidiaries have a total of 7,260 employees, including 2,303 permanent full-time managerial and support employees and approximately 4,957 contractual and agency employees, grouped by business divisions as follows:

Business	Permanent Employees	Contract Employees	Total Employees
Robinsons Malls	1,126	4,053	5,179
Robinsons Offices	120	299	419
Residential Division	427	249	676
Robinsons Hotels and Resorts	609	296	905
Robinsons Logistics and Industrial Facilities	4	10	14
Integrated Developments Division	17	50	67
Total	**2,303**	**4,957**	**7,260**

The 2,303 permanent full-time managerial and support employees of RLC and its subsidiaries as of December 31, 2021 by function is as follows:

Function	No. of Permanent Employees
Operational	948
Administrative	809
Technical	546
Total	**2,303**

The Company foresees an increase in its manpower complement to 2,418 permanent employees in the ensuing twelve (12) months.

Some of the Robinsons Hotels and Resorts employees are covered by a collective bargaining agreement which will mature on September 30, 2025 for Holiday Inn Manila Galleria. Summit Circle Cebu (formerly Cebu Midtown Hotel) has ongoing discussion for the new CBA perioed October 1, 2021 to September 30, 2026. 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.

h) 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 shopping mall, office and warehouse leases, 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.

Robinsons Malls 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 Information Technology-Business Process Management (IT-BPM) outsourcing sector drives office space demand which fuels the performance and profitability of Robinsons Offices. 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.

Robinsons Hotels and Resorts, 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.

Global pandemics (such as the COVID-19 outbreak) and economic/political uncertainties in the Philippines may have adverse effects on consumer spending habits, construction costs, availability of labor and materials and other factors affecting the Company and its businesses. Notably, global health outbreaks can also have a potential material impact on tourism and hospitality sector as well as the demand for shopping mall spaces given the travel restrictions and social-distancing protocols. 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.

ADDITIONAL REQUIREMENTS AS TO CERTAIN ISSUES OR ISSUER

Not Applicable

Item 2. 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 their capital resources. Not only does this encourage raw land development for future projects but it also provides them exclusive development and marketing rights.

As of December 31, 2021, 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 City	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
Taguig City	Residential	No encumbrances
Malabon City	Mall	No encumbrances
San Juan City	Residential/Hotel	No encumbrances
Metro Manila area	Land bank	No encumbrances
Luzon		
La Union	Residential/Mall	No encumbrances
Pangasinan	Mall	No encumbrances
Bulacan	Mall	No encumbrances
Nueva Ecija	Mall	No encumbrances
Pampanga	Mall/Warehousing facility	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/Mall/Warehousing facility	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/Warehousing facility	No encumbrances
Luzon area	Land bank	No encumbrances
Visayas		
Iloilo	Mall	No encumbrances
Negros Occidental	Mall/Hotel	No encumbrances
Cebu	Hotel/ 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/Hotel	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

BUILDING AND IMPROVEMENTS		
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 City	Mixed-use (mall/hotel/residential/office)	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/Warehousing facility	No encumbrances
Las Pinas City	Mall	No encumbrances
Taguig City	Residential/Office Building	No encumbrances
Malabon City	Mall	No encumbrances
San Juan City	Residential/Hotel	No encumbrances
Luzon		
La Union	Residential/Mall	No encumbrances
Pangasinan	Mall	No encumbrances
Bulacan	Mall	No encumbrances
Nueva Ecija	Mall	No encumbrances
Pampanga	Mall/Warehousing facility	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	Mall/Residential/Warehousing facility	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/Warehousing facility	No encumbrances
Visayas		
Iloilo	Mall/Mixed-use (mall/hotel)/Office Building	No encumbrances
Negros Occidental	Mall/Hotel	No encumbrances
Cebu	Hotel/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
Mindanao		
Misamis Oriental	Mall/Residential	No encumbrances
Davao Del Sur	Mall/Hotel/Office Building	No encumbrances
South Cotabato	Mall/Residential/Hotel	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
China		
Chengdu	Residential	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 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 2021, 2020 and 2019. Total amortization of ROU assets and total interest expense on lease liabilities amounted to ₱59.45 million and ₱152.76 million, respectively, or a total ₱212.21 million expense in 2021, ₱59.80 million and ₱147.01 million, respectively, or a total ₱206.81 million expense in 2020 and ₱56.26 million and ₱145.56 million, respectively, or a total ₱201.82 million expense in 2019.

For calendar year 2022, the Company has appropriated approximately ₱25.50 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.

Item 3. Legal Proceedings

The Company and its subsidiaries and affiliates are not parties to, and their respective properties are not the subject of, any material pending legal proceeding that could be expected to have a material adverse effect on their financial results or operations.

Item 4. Submission of Matters to A Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of the calendar year covered by this report.

Item 5. 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.

For the shopping malls owned by the Company, RLC has ensured that it is compliant with all of the above regulations.

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 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) Hotels

To encourage inbound investments and economic growth, the Philippine Board of Investments (BOI) as operated by the Department of Trade and Industry (DTI), provides tax incentive packages to eligible businesses operating in the Philippines. Enterprises that provide tourism-related services fall under the eligible industries for these incentives.

All hotels and resorts operated by the Company are compliant with the Hotel Code and registered with the Board of Investments.

Since the onset of the COVID-19 pandemic in 2021, the Philippine hospitality industry has been subjected to various implementing rules and regulations set by the government's Inter-Agency Task Force (IATF) and Department of Tourism. These guidelines are regularly updated according to the requirements of community quarantine classifications intended to manage and curb the pandemic.

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 15 June 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 ₱65.09 million, ₱45.34 million and ₱44.83 million in calendar years 2021, 2020 and 2019, respectively.

g) Effect of COVID-19 on the Business

RLC is cognizant of COVID-19's potential material impact on its financial performance, the execution of its plans and strategies, and its customers and employees should the situation persist in the longer-term. Nonetheless, its broad business footprint and diversified revenue stream helped cushion the blow of this unprecedented event on the Company.

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 6. Market Information

As of December 31, 2021, the Company has an authorized capital stock of ₱8,200,000,000 consisting of 8,200,000,000 Common Shares, each with a par value of ₱1.00.

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 calendar years are set forth below.

	2021			2020			2019		
Quarter	**High**	**Low**	**Close**	**High**	**Low**	**Close**	**High**	**Low**	**Close**
1	18.10	17.70	17.96	15.68	14.42	14.84	24.80	24.25	24.50
2	17.70	17.26	17.28	17.48	16.82	17.48	26.45	25.65	26.35
3	16.20	15.90	16.00	14.40	14.20	14.20	24.90	24.05	24.50
4	19.20	18.56	19.20	21.40	20.45	21.20	28.15	27.20	27.55

Additional information as of March 8, 2022 are as follows:

Market Price	**Period**	**High**	**Low**	**Close**	**Market Capitalization**
	Jan. to Mar. 2022	₱19.60	₱18.74	₱19.00	₱97,526,131,415

Item 7. 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.

RLC declared cash dividends for each of the calendar years 2021, 2020 and 2019.

On May 8, 2022, the Company declared a cash dividend of ₱0.50 per share from unrestricted Retained Earnings as of December 31, 2021 to all stockholders on record as of April 19, 2022, which will be paid out on May 13, 2022.

In 2021, the Company declared a cash dividend of ₱0.25 per share from unrestricted Retained Earnings as of December 31, 2020 to all stockholders on record as of May 26, 2021, which were paid out on June 21, 2021.

In 2020, the Company declared a cash dividend of ₱0.50 per share from unrestricted Retained Earnings as of December 31, 2019 to all stockholders on record as of June 10, 2020 and October 1, 2020, which were paid out in two tranches on July 13, 2020 and October 27, 2020, respectively.

In 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.

RLC's unappropriated retained earnings include accumulated equity in undistributed net earnings of subsidiaries amounting to ₱5.99 billion and ₱3.62 billion as of December 31, 2021 and 2020, 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 ₱25.50 billion as of December 31, 2021.

Furthermore, retained earnings are restricted for payment of dividends to the extent of the amount appropriated for expansion totaling ₱26.00 billion as of December 31, 2020.

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.

Item 8. Principal Shareholders

JG Summit, RLC's controlling shareholder, owns approximately 61.25% of RLC's outstanding shares as at December 31, 2021.

The following table sets forth the Company's top twenty (20) shareholders and their corresponding number of shares held as of December 31, 2021:

	Name of Stockholders	Number of Shares Subscribed	% of Total Outstanding Shares
1	J.G. Summit Holdings, Inc.	2,496,114,787	48.28%
3	PCD Nominee Corporation (Filipino)	1,010,598,888	19.55%
2	PCD Nominee Corporation (Non-Filipino)	966,102,652	18.69%
4	JG Summit Holdings, Inc.	670,692,099	12.97%
5	John Gokongwei, Jr.	8,124,721	0.16%
6	Cebu Liberty Lumber	2,203,200	0.04%
7	James L. Go	2,139,011	0.04%
8	Frederick Dy Go	1,356,501	0.03%
9	Elizabeth Y. Gokongwei &/or John Gokongwei, Jr.	988,000	0.02%
10	Quality Investments & Sec Corp.	903,000	0.02%
11	Alberto Mendoza &/or Jeanie Mendoza	532,800	0.01%
12	Elizabeth Yu Gokongwei	499,500	0.01%
13	Robina Y. Gokongwei-Pe	360,000	0.01%
14	CHS Capital Holdings Corp.	350,000	0.01%
13	Samuel C. Uy	324,000	0.01%
16	John L. Gokongwei, Jr.	300,000	0.01%
17	Frederick D. Go	286,026	0.01%
18	Ong Tiong	204,996	0.00%
19	Lisa Yu Gokongwei	180,000	0.00%
20	FEBTC #103-00507	156,240	0.00%
	OTHERS	7,849,364	0.15%
	Total	**5,170,265,785**	**100.00%**

Item 9. Management Discussion and Analysis of Financial Condition and Results of Operation

a) Results of Operations and Financial Condition

RLC derives its revenues from real estate operations and hotel operations. Revenues from real estate operations account for approximately 97% of the Company's total revenues in 2021 and are derived from the lease of commercial spaces in the various malls, the lease of space in office buildings and industrial facilities, the sale of residential units from the Company's various housing projects and the sale of parcels of land. Approximately 3% of total revenues are derived from hotel operations.

i. Year ended December 31, 2021 versus same period in 2020

RLC generated total gross revenues of ₱36.54 billion for calendar year 2021, an increase of 30.4% from ₱28.03 billion the previous year with strong organic growth fuelled by improved customer demand across RLC's core businesses, the sale of parcels of land within the Bridgetowne East Destination Estate, and the continued success of the Chengdu Ban Bian Jie project in China. EBIT and EBITDA increased by 14.4% to ₱9.71 billion and 9.4% to ₱14.96 billion, respectively. This translated to a consolidated net income of ₱8.50 billion, 61.6% greater versus the same period last year. Meanwhile, net income attributable to equity shareholders of the parent entity rose by 53.2% to ₱8.06 billion.

As at January 1, 2021, the Company adopted PIC Q&A 2018-12 on Accounting for Common Usage Service Area (CUSA) retrospectively. Under PIC Q&A No. 2018-12 , the Company determined that it is acting as a principal for CUSA and air-conditioning services because it retains the right to direct the service provider of maintenance, janitorial and security to the leased premises, and air-conditioning, respectively. As a result, revenues from CUSA and air-conditioning charges are presented gross of related expenses in the statement of comprehensive income for the years ending 2021, 2020 and 2019.

Robinsons Malls accounted for 23% of total company revenues to close at ₱ 8.25 billion in 2021, 2.7% lower versus previous year. The performance of the Company's lifestyle centers continued to rebound since the implementation of quarantine restrictions in March last year. The steep slump in mall revenues continued to shrink sequentially every quarter. Meanwhile, EBITDA and EBIT decreased by 6.1% to ₱3.86 billion and 52.6% to ₱0.19 billion, respectively, as cash operating expenses are flattish while depreciation and amortization dropped by 0.9%.

Encouraged by the resilient IT-BPM industry, Robinsons Offices finished the year strong and contributed 18% to consolidated revenues. Stable and high occupancy across existing assets, as well as rental escalations, carried revenues to a 9.2% increase to end at ₱6.49 billion. EBITDA closed at ₱5.66

billion, while EBIT ended at ₱4.73 billion, up by 11.4% and 13.1%, respectively.

In 2021, the Company embarked on a rebranding strategy and launched "*RLC Residences*" – a single, integrated brand identity for its vertical projects. RLC Residences and Robinsons Homes posted combined realized revenues of ₱6.34 billion in 2021, contributing 17% to consolidated revenues. EBITDA and EBIT ended at ₱2.27 billion and ₱2.14 billion, respectively.

Chengdu Ban Bian Jie, accounted for 30% or ₱10.94 billion of the Company's total revenues following the turnover of the residential units from Phase 1 after its successful launch in 2018. Both EBITDA and EBIT ended at ₱1.04 billion. 95% of the entire project have been sold, while construction for Phase 2 is almost complete. Furthermore, RLC has recovered 89% of its invested capital with the repatriation of US$200 million in 2021.

With the gradual easing of travel restrictions and the re-opening of some tourist destinations, Robinsons Hotels and Resorts received demand for quarantine accommodations and long-stay bookings. Accounting for 3% of consolidated revenues, hotel revenues rose 11.0% to ₱1.20 billion versus a year ago. EBITDA accelerated 60.3% to ₱0.25 billion on the back of operational efficiencies; while depreciation from new hotels dragged EBIT to a loss of ₱0.17 billion.

Robinsons Logistics and Industrial Facilities, capitalized on the rising opportunities in the logistics sector and achieved a 49.5% surge in revenues in 2021 to ₱0.35 billion. Similarly, EBITDA and EBIT climbed 76.2% and 88.8% to ₱0.32 billion and ₱0.25 billion, respectively.

Meanwhile, the Company crystalized the value of its destination estates from the sale of prime lots to Shang Robinsons Properties, Inc. (SRPI) and RHK Land Corporation (RHK), two of the most recognized real estate names in Asia. Realized revenues registered at ₱2.97 billion in 2021 yielding an EBITDA of ₱1.55 billion and EBIT of ₱1.54 billion. SRPI and RHK acquired a total of over 2.6 hectares of land inside the 31-hectare master-planned Bridgetowne Destination Estate.

Interest income was lower at ₱0.17 billion from ₱0.24 billion last year due to lower average balance of cash and cash equivalents during the calendar year 2021.

Cost of real estate sales went up by 116.6% to ₱13.34 billion from ₱6.16 billion last year due to increase as a function of increased realized sales. Cost of amusement services declined by 98.3% to ₱0.02 billion as most of cinema operations remained suspended following IATF protocols.

Gain or loss from foreign exchange mainly relates 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.

Gain from insurance pertains to claims collected from insurance providers during the year.

As of December 31, 2021, total assets of the Group stood at ₱227.95 billion, a growth of 5.9% from ₱215.20 billion the previous year.

Cash and cash equivalents increased by 33.2% to ₱18.65 billion mainly from internally-generated funds and gross proceeds from the landmark initial public offering of RLC's real estate investment trust, RL Commercial REIT, Inc. amounting to ₱23.43 billion; offset by capital expenditures for the year.

Subdivision land, condominium and residential units for sale decreased by 8.7% to ₱37.68 billion mainly due to the recognition of revenues from Chengdu Ban Bian Jie project.

Other current assets decreased by 48.7% to ₱4.75 billion from ₱9.27 billion last year mainly due to the release from escrow of cash held for land acquisitions, decrease in net input VAT and advances to lot owners and amortization of prepaid expenses.

Investment properties - net grew by 14.2% to ₱124.94 billion mainly due to investments in land as well as capital expenditures incurred for the ongoing construction and development of real estate properties, net of depreciation during the year.

Investments in joint ventures increased by 9.2% to ₱2.59 billion from ₱2.37 last year due to the investment in GoTyme.

Right-of-use (ROU) assets totaling ₱1.20 billion as of December 31, 2021 increased by 7.8% mainly due to new lease contracts entered into during the year.

Other noncurrent assets dropped by 8.2% to ₱6.40 billion from ₱6.98 billion last year mainly due to lower level of advances to lot owners.

Accounts payable and accrued expenses totaling ₱17.70 billion grew by 19.1% versus last year's ₱14.86 billion due to higher level of capital expenditures.

Loans payable (current and noncurrent) posted a net decrease of 12.2% to ₱47.04 billion mainly due to the settlement of a long-term bank loan.

Deposits (current and noncurrent) and Other liabilities declined by 24.3% to ₱29.59 billion primarily due to the decrease in deposits from real estate buyers.

The decrease in deferred tax liabilities - net of 32.4% to ₱3.24 billion is mainly attributable to the adjustment in the deferred income tax provision accumulated in previous years arising from the reduction in corporate income tax from 30% to 25% pursuant to the enactment of the CREATE law.

Equity attributable to shareholders of the Parent Company as of December 31, 2021 stood at ₱126.01 billion. It grew by 23.7% from ₱101.84 billion last year from the earnings in 2021 amounting to ₱8.50 billion and equity reserves from the sale of investment in RCR amounting to ₱17.70 billion, reduced by the payment of cash dividends of ₱1.30 billion and repurchase of shares vaued at ₱0.44 billion under the Company's share buyback program.

A summary of RLC's key performance indicators for the calendar year follows:

	2021	2020
Gross revenues	₱36.54 billion	₱28.03 billion
EBIT	9.71 billion	8.49 billion
EBITDA	14.96 billion	13.68 billion
Net income	8.50 billion	5.26 billion
Earnings per share	1.55	1.01
Net book value per share	24.37	19.61
Current ratio	1.59:1	1.49:1
Debt-to-equity ratio	0.37:1	0.53:1
Interest coverage ratio	4.19:1	3.70:1
Asset to equity ratio	1.75:1	2.10:1
Operating margin ratio	0.27:1	0.30:1

Capital additions and additions to subdivision land, condominium and residential units for sale for the calendar year ended December 31, 2021 amounted to ₱27.31 billion, funding of which was sourced from proceeds from borrowings and internally-generated funds.

ii. Year ended December 31, 2020 versus same period in 2019

RLC generated total gross revenues of ₱28.03 billion for calendar year 2020, a decrease of 17.2% from ₱33.87 billion the previous year. EBIT and EBITDA declined by 30.8% to ₱8.49 billion and 20.7% to ₱13.68 billion, respectively. Meanwhile, net income ended at ₱5.26 billion, 39.5% lower compared to calendary year 2019.

Robinsons Malls accounted for 30% of total company revenues to close at ₱8.49 billion in 2020, 48.1% lower versus previous year. Rental concessions were provided to support the recovery of partner tenants affected by temporary mall closures and quarantine restrictions. EBITDA declined at 53.4% to ₱4.11 billion. Meanwhile, additional depreciation from new malls that opened in 2019 dragged EBIT by 92.2% to ₱0.40 billion.

Office Buildings Division finished the year strong and contributed 21% to total company revenues. The success of leasing activities for new developments and rental escalations in existing office buildings grew revenues by 8.1% to

₱5.94 billion versus the same period last year. EBITDA accelerated 11.5% to ₱5.08 billion, while EBIT surged 12.2% to ₱4.18 billion.

In 2020, the Company adopted a new accounting treatment on revenue recognition for its Residential Division. Realized revenues were booked at 10% equity versus the previous threshold of 15% equity to be consistent with the practice of most property companies in the Philippines. As a result, realized revenues rose 32.8% to ₱12.13 billion, while EBITDA and EBIT surged 40.1% and 41.3% to ₱4.16 billion and ₱4.07 billion, respectively.

The Hotels and Resorts Division managed to post revenues of ₱1.08 billion or 4% of total company revenues as against last year's ₱2.43 billion. The 55.5% decrease in hotel revenues was due to the massive contraction in demand and limited operations as a result of the COVID-19 pandemic. EBITDA fell 78.2% to ₱0.15 billion on the back of fixed overhead cost; while additional depreciation from hotels opened in calendar year 2019 resulted to a negative EBIT of ₱0.26 billion.

The IID Division posted ₱0.39 billion of revenues, down by 14.0% from last year's ₱0.46 billion. Its industrial leasing business generated ₱0.24 billion revenues, up by 71.4% mainly from the additional revenues from its first Calamba warehouse. Meanwhile, developmental revenues dropped 50.7% drop to ₱0.16 billion in 2020 from ₱0.32 billion last year due to the high-base effect of the partial recognition in 2019 of the gain on sale of land to JV Company that was formed with DMCI. EBITDA and EBIT for calendar year 2020 ended at ₱0.24 billion and ₱0.19 billion, respectively.

Interest income was lower at ₱0.24 billion from ₱0.29 billion last year due to lower average balance of cash and cash equivalents during the calendar year 2020.

Cost of rental services was flat at ₱5.34 billion in calendar year 2020. On the other hand, real estate sales went up by 45.5% to ₱6.16 billion from ₱4.24 billion last year due to increase in realized sales brought about by the change in full equity threshold from 15% to 10%. Cost of amusement services declined by 90.3% to ₱0.09 billion following the temporary suspension of cinema operations as a result of lockdown measures implemented starting March 2020 due to COVID-19 pandemic. Other expenses under Real Estate Operations decreased by 75.6% due to lower level of activities in 2020 as a result of the implementation of community quarantine.

Hotel expenses dropped 35.5% to ₱1.35 billion attributable to limited operations as a result of the movement and travel restrictions implemented.

General and administrative expenses declined by 12.4% to ₱3.59 billion owing to the Company's cost rationalization initiatives to temper the impact on the Company's bottom line of the significant drop in revenues.

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.

In 2020, the Company paid off all of its short-term loans. However, on July 17, 2020, the Company issued bonds with an aggregate principal amount of ₱13.19 billion which obtained the highest credit rating of “PRS Aaa with a stable outlook” and was well-received by the debt capital markets. Together with the availment of long-term bank loans, the bond issuance caused interest expense to surge by 49.8% to ₱1.58 billion from ₱1.05 billion last year.

As of December 31, 2020, total assets of the Group stood at ₱215.20 billion, a growth of 13.5% from ₱189.65 billion the previous year.

Cash and cash equivalents increased by 98.3% to ₱14.00 billion mainly from net cash flows provided by operations and net cash flows from financing activities on the back of the proceeds from the bond issuance and long-term loan availment; offset by capital expenditures.

Receivables (current and noncurrent-net) increased by 26.1% to ₱22.29 billion mainly due to increase in trade receivables by ₱5.05 billion or 32.5% as a result of additional revenues recognized from the change in the accounting treatment of residential sales.

Subdivision land, condominium and residential units for sale grew by 14.4% to ₱41.25 billion due to higher level of capital expenditures.

Other current assets increased by 23.5% to ₱9.27 billion from ₱7.50 billion last year mainly due to increase in cash under escrow which will mainly be used for the construction of real estate inventories and land acquisitions, increase in net input VAT and prepaid expenses.

Investment properties - net grew by 5.4% to ₱109.42 billion due to land acquisitions, ongoing construction and development of real estate properties, net of depreciation during the year.

Right-of-use (ROU) assets totaling ₱1.11 billion as of December 31, 2020 declined by 5.1% mainly due to amortization. ROU assets was initially recognized in 2019 following the Company’s adoption of PFRS 16 as a lessee. ROU assets represent the right to use the underlying asset during the lease term.

Other noncurrent assets jumped by 35.9% to ₱6.98 billion from ₱5.13 billion last year mainly due to higher level of advances to lot owners.

Loans payable (current and noncurrent) posted a net increase of 24.1% to ₱53.60 billion mainly due to the bonds issued and long-term bank loans availed during the calendar year as aforementioned in the previous paragraphs; offset by the payment of all short-term debts.

Deposits (current and noncurrent) and Other liabilities increased by 47.0% to ₱39.10 billion primarily due to additional deposits from real estate buyers and lessees for new malls and offices.

The increase in deferred tax liabilities - net of 9.7% to ₱4.79 billion is mainly attributed to the tax effect of the excess of real estate revenue based on percentage-of-completion over real estate revenue based on tax rules.

Equity attributable to equity of the Parent Company as of December 31, 2020 stood at ₱101.84 billion. It grew slightly by 2.3% from ₱99.51 billion last year due to earnings in 2020 amounting to ₱5.26 billion, tempered by the payment of cash dividends of ₱2.60 billion.

A summary of RLC's key performance indicators for the calendar year follows:

	2020	2019
Gross revenues	₱28.03 billion	₱33.87 billion
EBIT	8.49 billion	12.28 billion
EBITDA	13.68 billion	17.25 billion
Net income	5.26 billion	8.69 billion
Earnings per share	1.01	1.67
Net book value per share	19.61	24.31
Current ratio	1.49:1	1.37:1
Debt-to-equity ratio	0.53:1	0.43:1
Interest coverage ratio	3.70:1	6.98:1
Asset to equity ratio	2.10:1	1.90:1
Operating margin ratio	0.30:1	0.36:1

Capital additions and additions to subdivision land, condominium and residential units for sale for the calendar year ended December 31, 2020 amounted to ₱20.33 billion, funding of which was sourced from proceeds from borrowings and internally-generated funds.

iii. Year ended December 31, 2019 versus same period in 2018

RLC generated total gross revenues of ₱33.87 billion for calendar year 2019, an increase of 3.7% from ₱32.65 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 last year.

Robinsons Malls accounted for ₱16.35 billion of the real estate revenues for the year versus ₱14.82 billion last year or an 10.3% 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 22.0% to ₱5.49 billion from ₱4.50 billion over the same period last year. 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 this year versus ₱8.66 billion last year, 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 last year'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 last year's EBITDA recovered with a 4.3% increase this year at ₱0.70 billion.

The IID Division accounted for ₱0.46 billion revenues, generated from lease of warehouse 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 last year 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 ₱0.29 billion from ₱0.16 billion last year 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 last year 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 last year. The opening of new malls raised the level of depreciation expense of Robinsons Malls by ₱0.20 billion or 5.7%; while completion of new office buildings increased depreciation expense of the Office Buildings Division by ₱0.12 billion or 17.1%. Furthermore, cinema expense rose by 5.6% or ₱0.05 billion 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 last year 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.

As of December 31, 2019, total assets of the Group stood at ₱189.65 billion, a growth of 8.9% from ₱174.16 billion last year.

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 17.1% or ₱2.58 billion to ₱17.67 billion mainly due to increase in trade receivables 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 last year 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 last year mainly due to higher level of advances to lot owners, suppliers and contractors.

Deposits and other liabilities (current and noncurrent) totaling ₱26.61 billion increased by 11.3% from ₱23.91 billion last year mainly due to increase in reservation sales during the year and additional deposits from lessees for new malls and offices and the recognition of lease liabilities under PFRS 16.

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 Parent Company.

Equity attributable to equity of the Parent Company as of December 31, 2019 stood at ₱99.51 billion. It grew by 6.4% from ₱93.51 billion last year 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.

A summary of RLC's key performance indicators for the calendar year follows:

	2019	2018
Gross revenues	₱33.87 billion	₱32.65 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	24.31	18.00
Current ratio	1.37:1	1.65:1
Debt-to-equity ratio	0.43:1	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	0.36:1	0.14:1

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.

Item 10. Trends, Events or Uncertainties that have had or that are reasonably expected to affect revenues and income

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.

Item 11. Financial Statements

The consolidated financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules (page 96) are filed as part of this Form 17-A (pages 97 to 239).

Item 12. Information on Independent Accountant and Other Related Matters

a) External Audit Fees and Services

Audit and Audit-Related Fees

The table below sets forth the aggregate fees billed to the Company for each of the last two years for professional services rendered by Sycip, Gorres Velayo & Co. and Punongbayan & Araullo :

Particulars	2021	2020
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................	**₱6,637,906**	**₱5,549,800**
All other fees..	**45,000**	**99,415**
TOTAL	**₱6,682,906**	**₱5,649,215**

There were no other significant professional services rendered by the external auditors during the period.

b) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no disagreements with the external auditors of the Company on accounting and financial disclosures.

Item 13. Security Ownership of Certain Record and Beneficial Owners and Management

a) Security Ownership of Certain Record and Beneficial Owners

As of December 31, 2021, the following are the owners of the Company's common stock in excess of 5% of total outstanding shares:

Title of Class	Name and addresses of record owners and relationship with the Company	Names of beneficial owner and relationship with record owner	Citizenship	No. of shares held	% to Total Outstanding
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	61.25%
Common	PCD Nominee Corporation [2] (Non-Filipino) 37/F Tower I, The Enterprise Center 6766 Ayala Ave. corner Paseo de Roxas, Makati City (stockholder)	PCD Participants and their clients (see note 2)	Non-Filipino	1,010,598,888	19.55%
Common	PCD Nominee Corporation (Filipino) 37/F Tower I, The Enterprise Center 6766 Ayala Ave. corner Paseo de Roxas, Makati City (stockholder)	PCD Participants and their clients (see note 2)	Filipino	966,102,652	18.69%

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 Corporation, Inc. (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, 2021:

	No. of shares held	% to total outstanding
Deutsche Bank Manila-Clients	424,087,289	8.20%
Citibank N.A.	442,204,584	8.55%
The Hongkong and Shanghai Banking Corp. Ltd. - Clients Acct.	262,610,395	5.08%

Voting instructions may be provided by the beneficial owners of the shares.

b) Security Ownership Of Management as of December 31, 2021

Title of Class	Name of Beneficial Owner	Position	Amount & nature of beneficial ownership	Citizenship	% to Total Outstanding
A. Executive Officers (see note 1)					
Common	1. James L. Go	Director, Chairman Emeritus	13,246,811	Filipino	0.26%
Common	2. Lance Y. Gokongwei	Director, Chairman	805,001	Filipino	0.02%
Common	3. Frederick D. Go	Director, President and Chief Executive Officer	3,900,000	Filipino	0.06%
Common	4. Faraday D. Go	Executive Vice President	253,738	Filipino	*
Common	5. Jericho P. Go	Senior Vice President and Business Unit General Manager	–	Filipino	*
Common	6. Arlene G. Magtibay	Senior Vice President and Business Unit General Manager	–	Filipino	*
	Sub-Total		**18,205,550**		**0.35%**
B. Other Directors, Executive Officers and Nominees					
Common	7. Patrick Henry C. Go	Director	10,000	Filipino	*
Common	8. Robina Y. Gokongwei-Pe	Director	685,094	Filipino	0.01%
Common	9. Johnson Robert G. Go, Jr.	Director	1	Filipino	*
Common	10. Roberto F. de Ocampo	Director (Independent)	1	Filipino	*
Common	12. Omar Byron T. Mier	Director (Independent)	1	Filipino	*
Common	13. Bienvenido S. Bautista	Director (Independent)	100	Filipino	*
Common	14. Arthur G. Gindap	Senior Vice President and General Manager	25,373	Filipino	*
Common	15. Kerwin Max S. Tan	Chief Financial Officer and Compliance Officer	550,000	Filipino	0.01%
	Subtotal		**1,270,570**		**0.02%**
C. All directors and executive officers as a group unnamed			**19,476,120**		**0.37%**

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, 2021.

* less than 0.01%

c) Voting Trust Holder of 5% or more - as of December 31, 2021

There are no persons holding more than 5% of a class under a voting trust or similar agreement.

d) Changes in Control

There has been no change in control of the Company since December 31, 2021.

PART III- CONTROL AND COMPENSATION INFORMATION

Item 14. Directors and Executive Officers of the Registrant

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 eleven members, of which four are independent directors.

The table below sets forth Board of Directors and Executive Officers of the Company as of December 31, 2021:

Name	Age	Position	Citizenship
James L. Go	82	Director, Chairman Emeritus	Filipino
Lance Y. Gokongwei	55	Director, Chairman	Filipino
Frederick D. Go	52	Director, President & Chief Executive Officer	Filipino
Patrick Henry C. Go.................	51	Director	Filipino
Johnson Robert G. Go, Jr.	57	Director	Filipino
Robina Y. Gokongwei-Pe..........	60	Director	Filipino
Roberto F. de Ocampo………..	76	Director (Independent)	Filipino
Bienvenido S. Bautista………..	74	Director (Independent)	Filipino
Omar Byron T. Mier……………	75	Director (Independent)	Filipino
Faraday D. Go…………………	46	Executive Vice President and Business Unit General Manager	Filipino
Kerwin Max S. Tan...................	52	Chief Financial Officer	Filipino
John Richard B. Sotelo………..	42	Senior Vice President and Business Unit General Manager	Filipino
Arlene G. Magtibay	59	Senior Vice President and Business Unit General Manager	Filipino
Arthur Gerrard D. Gindap…….	60	Senior Vice President and Business Unit General Manager	Filipino
Ma. Socorro Isabelle V. Aragon-Gobio…………………..	48	Senior Vice President and Business Unit General Manager	Filipino
Jericho P. Go.......................….	50	Senior Vice President and Business Unit General Manager	Filipino
Ronald De Guzman Paulo........	56	Senior Vice President and Head-Corporate Construction Management	Filipino
Armando A. Racelis III.............	42	Business Unit General Manager	Filipino
Corazon L. Ang Ley……………	54	Business Unit General Manager	Filipino

Name	Age	Position	Citizenship
Constantino C. Felipe…………	59	Vice President	Filipino
Anna Katrina C. De Leon ……..	36	Vice President - Group Controller	Filipino
Juan Antonio M. Evangelista	50	Corporate Secretary	Filipino
Ma. Clarisse S. Osteria………..	33	Assistant Corporate Secretary	Filipino

The above directors and officers have served their respective offices since May 13, 2021. The independent directors of the Company are Mr. Roberto F. de Ocampo, Mr. Omar Byron T. Mier and Mr. Bienvenido S. Bautista. Atty. Juan Antonio M. Evangelista and Atty. Ma. Clarisse S. Osteria were appointed as Corporate Secretary and Assistant Corporate Secretary, respectively, effective June 3, 2021.

A brief description of the directors and executive officers' business experience and other directorships held in other reporting companies are provided as follows:

a) Directors' and Key Officers' Experience

James L. Go, 82, is the Chairman Emeritus of Robinsons Land Corporation. He is the Chairman of JG Summit Holdings, Inc. (JGSHI) and Cebu Air, Inc. He is also the Chairman and Chief Executive Officer of Oriental Petroleum and Minerals Corporation and Vice Chairman of Robinsons Retail Holdings, Inc. He is the Chairman Emeritus of Universal Robina Corporation and JG Summit Olefins Corporation. He is also the President and Trustee of the Gokongwei Brothers Foundation, Inc. He has been a Director of PLDT, Inc. since November 3, 2011. He is a member of the Technology Strategy and Risk Committees and Advisor of the Audit Committee of the Board of Directors of PLDT, Inc. He was elected a Director of Manila Electric Company on December 16, 2013. Mr. James L. Go received his Bachelor of Science Degree and Master of Science Degree in Chemical Engineering from Massachusetts Institute of Technology, USA.

Lance Y. Gokongwei, 55, is the Chairman of Robinsons Land Corporation He is the President and Chief Executive Officer of JGSHI and Cebu Air, Inc. and the Chairman of Universal Robina Corporation, Robinsons Land Corporation, Robinsons Retail Holdings, Inc., Altus Property Ventures, Inc., Robinsons Bank Corporation, and JG Summit Olefins Corporation. He is the Vice Chairman and Director of Manila Electric Company, and a Director of RL Commercial REIT, Inc., Oriental Petroleum and Minerals Corporation, Singapore Land Group Limited, Shakey's Asia Pizza Ventures, Inc., AB Capital and Investment Corporation, and Endeavor Acquisition Corporation. He is a Trustee and the 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, 52, 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, 51, was elected as a director of RLC on January 17, 2000. He is the President and Chief Executive Officer of JG Summit Olefins Corporation and a Director and Executive Vice President of Universal Robina Corporation. He is also a Director of JG Summit Holdings, Inc., Robinsons Bank 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., 57, 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, 60, was elected as a director of RLC on May 5, 2005. She is the President and Chief Executive Officer of Robinsons Retail Holdings, Inc. She is also a director of JG Summit Holdings, Inc., Robinsons Land Corporation, Robinsons Bank Corporation and Cebu Air, Inc. She is a trustee and the secretary of the Gokongwei Brothers Foundation, Inc. and a trustee and Vice Chairman of the Immaculate Concepcion 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 was a former Trustee of the Ramon Magsaysay Awards Foundation. She attended the University of the Philippines-Diliman from 1978 to 1981 and obtained a Bachelor of Arts degree (Journalism) from New York University in 1984. She is married to Perry Pe, a lawyer.

Roberto F. de Ocampo, 76, was elected as an independent director of RLC on May 28, 2003. He is the former Secretary of Finance and 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), Vice Chairman of the Makati Business Club, Chairman of the Foundation for Economic Freedom (FEF) and past President of MAP. As Secretary of Finance of the Republic of the Philippines from 1994-1998 during the presidency of Fidel V. Ramos he was named Global 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 and Chairman of the Land Bank during the Ramos Administration. Dr. de Ocampo graduated from De La Salle College and Ateneo de Manila University, received an MBA from the University of Michigan, holds a post-graduate diploma in Development Administration from the London School of Economics, and has four doctorate degrees (Honoris Causa) conferred 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 Most Excellent Order of the British Empire (OBE), by France as a Chevalier (Knight) of the Legion d'Honneur, and by the Vatican as Knight of the Holy Sepulchre of Jerusalem. He is the recipient of many other awards including Philippine Legion of Honor, ADFIAP Man of the Year, Ten Outstanding Young Men Award, CEO Excel 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, and The Global Reporting Initiative (GRI).

Omar Byron T. Mier, 75, 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. 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 also completed all the academic requirements and passed the comprehensive exams for Master of Arts in Economics in UP Graduate School of Economics. He is a Certified Public Accountant.

Bienvenido S. Bautista, 74, has been President or Managing Director of many companies in the Pharmaceutical and Fast-Moving Consumer Goods Industries: Universal Robina Corporation, Kraft Foods South/Southeast Asia, San Miguel Beer, San Miguel Foods, Kraft General Foods Philippines, Warner Lambert Indonesia and Philippine International Trading Corporation – Pharma. Currently he is an Independent Director of Flexo Manufacturing Corporation, Mega Global Corporation, Directories Philippines Inc. and YMCA Makati. He is Chair of the Audit Committee of the Ateneo De Manila University. He is a Fellow of the Institute of Corporate Directors and currently is a member of the teaching faculty; was a former Trustee, where he was the Chair of the Fellows Committee. He was a Director of Ayala Pineridge Corporation where he was president for 7 years, and Director of QBE

Seaboard Insurance where he was the chair of Related Third-Party Transactions Committee. He was a director of Goldilocks Bakeshop where he was Head of the Finance and Business Development Committee and member of the Audit Committee. He was also a Chairman and Director of DPP Ventures (Domino's Pizza). He was part of the start-up of the Luxid Rotary Microfinance and Credit Cooperative in Pasig where he was Coop Secretary. Mr. Bautista graduated from the Ateneo De Manila University with a degree in Economics and took his MBM from the Ateneo Graduate School of Business. Mr. Bautista was the first Asian and Filipino to be appointed Chair of the Board of Trustees of the Jakarta International School, he is an Agora Awardee for Excellence in Marketing Management, a CEO Excel awardee for Excellence and Boss of the Year given by the Philippine Association of Secretaries.

Faraday D. Go, 46, was appointed as Executive Vice President of Robinsons Land Corporation 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, *52,* 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 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.

Arlene G. Magtibay, 59, is the Senior Vice President and Business Unit General Manager of the Commercial Centers Division of Robinsons Land Corporation. She has 32 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, 60, is 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.

Jericho P. Go, 50, is the Senior Vice President and Business Unit General Manager of Robinsons Offices. He is concurrently the President and CEO of RL Commercial REIT Inc., and member of its Board of Directors, President and CEO of Robinsons DoubleDragon Corp. and member of the Board of Directors of Robinsons Equitable Tower Condominium Corporation, Robinsons Summit Center Condominium Corporation and Galleria Corporate Center Condominium Corporation. He has over 28 years of experience in the field of real estate and was responsible for filing and registering the Philippines' very first IT park with the Philippine Economic Zone Authority (PEZA) way back in 1997. This ushered in the establishment of IT parks and buildings all over the country and aided the growth of IT & BPO in the Philippines. 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.

Ma. Soccorro Isabelle V. Aragon-Gobio, 48, 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.

John Richard B. Sotelo, 42, was appointed as Senior Vice President and Business Unit General Manager of the Residential Division of Robinsons Land Corporation effective August 1, 2021. He has 20 years of expertise in sales, marketing, business and brand strategy development, and general management from various industries including fast-moving consumer goods, electronics, beauty and cosmetics, appliances, and management consulting. He is a Finance Management graduate of De La Salle University Manila.

Engr. Ronald de Guzman Paulo, 56, is currently Senior Vice President and Head, Corporate Construction Management, of Robinsons Land Corporation. The corporate construction management group was created under the office of the President/COO. Its objective is to improve the overall project and construction management performance of all projects, from design management, procurement management, construction and post construction. Prior to rejoining RLC in 2019, Ronald's first stint with the company was in 1997 as a project manager for one of RLC's mall project. He was involved in the development and completion of at least 20 commercial centers. He rose through the ranks and in 2007 was appointed as Corporate Project Director for Robinsons Land China, overseeing the project implementation of various mixed-use projects of the company in several key cities in China. Ronald moved to Megawide Construction Corp as its Vice President for Operations in 2012. In 2016, he was promoted as Executive Vice President and Head of Construction. He was instrumental in the successful completion of multiple residential, office and hotel projects. He was also involved in the implementation of several PPP projects of Megawide. Ronald is a licensed Civil Engineer and has a Masters Degree in

Business Administration from the De La Salle University Graduate School of Business and Economics.

Armando Antonio A. Racelis III, 42, is the Vice President and Business Unit General Manager of Robinsons Homes. He has 20 years of expertise in Sales, Marketing, Product Planning and General Management, 16 years of which is in real estate. Prior to joining RLC, he held various roles in Alveo Land and SM Development Corporation where he established its International Sales operations. He received a Bachelor of Science degree in Management from the Ateneo de Manila University and is a PRC-licensed Real Estate Broker.

Corazon L. Ang Ley, 55, is the Corporate Land Acquisition Head for RLC. She's held various positions and functions within RLC during her 29 years of service including her 3 year stint in China. She is also a Board Member of several companies namely Altus Mall Ventures, Inc., Robinsons Realty and Management Corp., Robinsons Recreation Corp, Robinsons Land Foundation Inc., RL Property Management, Inc. and RL Logistix and Industrials, Inc. She graduated from the University of the Philippines - Asian Institute of Tourism in 1987.

Anna Katrina C. De Leon*,* 36, was appointed as Vice President - Group Controller of RLC. Concurrently, she handles RLC's subsidiaries and is an active member of RLC's Investor Relations Team since 2013. She was also appointed as Vice President - Group Controller of Altus Property Ventures, Inc., a publicly-listed entity; and as the President and Chief Executive Officer of RL Fund Management, Inc., a wholly-owned subsidiary of RLC. 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.

Constantino Felipe, 59, 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.

Atty. Juan Antonio M. Evangelista, 50, is the Corporate Secretary of the RLC. He is also the Corporate Secretary of Altus Property Ventures, Inc. He handles various corporate secretarial functions of a number of companies within the Group. He obtained his Juris Doctor degree from Xavier University -Ateneo de Cagayan in 1998. He was admitted to the Philippine Bar in 1999.

Atty. Ma. Clarisse S. Osteria, 33, is the Assistant Corporate Secretary of Robinsons Land Corporation. Atty. Osteria was previously Assistant Legal Counsel with the Residential Division of the Company. She graduated from the University of the Philippines - College of Law in 2016 and University of the Philippines – College of Mass Communication in 2010, where she earned her Juris Doctor and BA Journalism (Cum Laude) degrees, respectively. She was admitted to the Philippine Bar in 2017.

b) Involvement In Certain Legal Proceedings of Directors and Executive Officers

None of the members of RLC's Board nor its executive officers are involved in any criminal, bankruptcy or insolvency investigations or proceedings for the past five (5) years.

c) 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

Item 15. Executive Compensation

a) Summary Compensation Table

The following table identifies RLC's Chief Executive Officer and the five (5) most highly compensated executive officers and summarizes their aggregate compensation as of calendar year ended December 31, 2021.

		Calendar Year 2021			
Name	*Position*	*Salary*	*Bonus*	**Others*	*Total*
A. CEO and five most highly compensated executive officers		P 58,543,834	P 1,500,000	P 700,000	P 60,743,834
Name	*Position*				
1. James L. Go	Director, Chairman Emeritus				
2. Frederick D. Go	Director, President and Chief Executive Officer				
3. Faraday D. Go	Executive Vice President and BU General Manager				
4. Jericho P. Go	Senior Vice President and BU General Manager				
5. Arlene G. Magtibay	Senior Vice President and BU General Manager				
6. Lance Y. Gokongwei	Director, Chairman				
B. All other officers and directors as a group unnamed		P 101,720,954	P 3,500,000	P 1,600,000	P 106,820,954

The following table identifies RLC's Chief Executive Officer and the five (5) most highly compensated executive officers and summarizes their aggregate compensation as of calendar year ended December 31, 2020.

		Calendar Year 2020			
Name	*Position*	*Salary*	*Bonus*	**Others*	*Total*
A. CEO and five most highly compensated executive officers		P 55,856,422	P 1,500,000	P 725,000	P 58,081,422
Name	*Position*				
1. James L. Go	Director, Chairman Emeritus				
2. Frederick D. Go	Director, President and Chief Executive Officer				
3. Faraday D. Go	Executive Vice President and BU General Manager				
4. Jericho P. Go	Senior Vice President and BU General Manager				
5. Arlene G. Magtibay	Senior Vice President and BU General Manager				
6. Lance Y. Gokongwei	Director, Chairman				
B. All other officers and directors as a group unnamed		P 97,943,499	P 3,500,000	P 1,625,000	P 103,068,499

** Per diem*

The following table lists the name of the Company's Chief Executive Officer and the five most highly compensated executive officers and summarized their aggregate compensation for the ensuing year:

		Calendar Year 2022**			
Name	*Position*	*Salary*	*Bonus*	**Others*	*Total*
A. CEO and five most highly compensated executive officers		P 61,192,217	P 1,500,000	P 700,000	P 63,392,217
Name	*Position*				
1. James L. Go	Director, Chairman Emeritus				
2. Frederick D. Go	Director, President and Chief Executive Officer				
3. Faraday D. Go	Executive Vice President and BU General Manager				
4. Jericho P. Go	Senior Vice President and BU General Manager				
5. Arlene G. Magtibay	Senior Vice President and BU General Manager				
6. Lance Y. Gokongwei	Director, Chairman				
B. All other officers and directors as a group unnamed		P 109,757,813	P 3,500,000	P 1,600,000	P 114,857,813

** Per diem*
*** Estimated*

b) 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.

c) 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.

d) Any employment contract between the company and named executive officer

There are no special employment contracts between the registrant and the named executive officers.

e) 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.

Item 16. 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, 2021, JG Summit held 61.25% 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 Robinsons Bank and Cebu Pacific Air, Inc. Rental income paid to RLC by affiliates amounted to ₱2.41 billion and ₱2.10 billion for the years ended December 31, 2021 and 2020, 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 ₱11.79 billion and ₱1.55 billion as of December 31, 2021 and 2020, respectively.

In 2019, the Company has entered into contracts to sell parcels of land to the joint venture companies it had formed with Shang Properties, Inc., Hong Kong Land Group and DMCI Project Developers, Inc.

Furthermore, 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 as well as details on the sale of land to joint venture companies, see Note 20 to the Company's financial statements as of and for the calendar years ended December 31, 2021 and 2020.

PART IV. 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.

PART V – SUSTAINABILITY REPORT

Robinsons Land Corporation has prepared its Sustainability Report covering the period January 1, 2021 to December 31, 2021 in accordance with the Global Reporting Initiative (GRI) Standards. The Company's Sustainability Report can be accessed via **https://www.robinsonsland.com/sustainability**.

ROBINSONS LAND
CORPORATION
YOUR DREAMS, OUR FOUNDATION

12th FLOOR, CYBERSCAPE ALPHA, SAPPHIRE AND GARNET ROADS, ORTIGAS CENTER, PASIG CITY
TEL. NO.: 8397-1888

January 14, 2022

SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex, Roxas Boulevard, Pasay City
Attention: **Hon. Vicente Graciano P. Felizmenio, Jr.**
Director, Markets and Securities Regulation Department

PHILIPPINE STOCK EXCHANGE, INC.
6th Floor, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City
Attention: **Ms. Janet A. Encarnacion**
Head, Disclosure Department

Subject: **Annual Progress Report on the Application of Proceeds from the Sale of Shares in RL Commercial REIT, Inc. via Secondary Offering**

Gentlemen:

In compliance with the disclosure requirements of the Philippine Stock Exchange, we submit herewith Robinsons Land Corporation's (RLC) first annual progress report on the application of proceeds received from the sale of its shares in RL Commercial REIT, Inc. via secondary offering for the year ended December 31, 2021. Further attached is the report of RLC's external auditor.

As of December 31, 2021, the remaining balance of the proceeds from the secondary offering amounts to Seventeen Billion Twenty-One Million Two Hundred Eighty-Seven Thousand Three Hundred Fifty-Nine and 71/100 **(₱17,021,287,359.71)**.

The details are as follows:

Gross proceeds as of September 14, 2021		₱21,561,472,800.00
Add: Receipt of proceeds from overallotment shares		1,867,588,470.00
Less:	Disbursements for Initial Public Offering expenses	747,542,016.33
	Disbursements for capital expenditures (***Annex A***)	5,660,231,893.96
Total Disbursements		6,407,773,910.29
Balance of proceeds as of December 31, 2021		**₱17,021,287,359.71**

Thank you.

Very truly yours,

Ktan

KERWIN MAX S. TAN
Chief Financial, Risk and Compliance Officer

REPUBLIC OF THE PHILIPPINES)
PASIG CITY).SS

SUBSCRIBED AND SWORN to before me in this JAN 14 2022, Affiant exhibiting before me the following competent proof of identity: Pass P6594??B

ATTY. NATALIE JOYCE P. ESTACIO
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 84 (2021-2022)
12F Cyberscape Alpha Sapphire and
Garnet Roads, Ortigas, Pasig City
Roll of Attorneys No. 69249; May 31, 2017
IBP Lifetime Member Roll No. 016702, RSM Chapter
MCLE Compliance No. VI-0020642, April 14, 2022
PTR No. 7247294/01-14-21/Pasig City

Doc No. 179
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Series of 2022.

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Annex A

Disbursements for Capital Expenditures
For the Period Covering September 14, 2021 to December 31, 2021

Date	Project Name	Amount
9/14/2021-12/21/2021	SYNC - S Tower	201,347,986.59
9/15/2021-12/24/2021	The Residences at The Westin Manila Sonata Place	78,946,281.80
9/15/2021-12/16/2021	Bloomfields General Santos	5,019,445.38
9/16/2021-11/29/2021	RP Dumaguete Expansion Phase 1	16,764,387.75
9/16/2021-12/29/2021	Galleria Residences - Tower 2	64,929,744.84
9/16/2021-12/31/2021	NuStar Hotel and Mall (Cebu Integrated Resort)	1,415,218,429.31
9/17/2021-12/20/2021	Iloilo Towers	184,393,895.23
9/17/2021-12/29/2021	Galleria Residences - Tower 1	44,009,287.63
9/17/2021-12/31/2021	Summit Hotel GenSan	90,160,215.72
9/20/2021-12/22/2021	Acacia Escalades - Building B	37,962,056.18
9/20/2021-12/14/2021	Cirrus	104,029,037.30
9/20/2021-12/21/2021	Sierra Valley Gardens - Building 1 and 2	203,881,390.31
9/20/2021-12/20/2021	The Magnolia Residences - Tower D	10,491,260.37
9/20/2021-12/23/2021	The Sapphire Bloc - East Tower	178,613,597.87
9/20/2021-12/24/2021	Westin Sonata Hotel	116,982,352.25
9/20/2021-11/09/2021	Brighton Bacolod	2,833,267.22
9/24/2021-12/22/2021	Opus	82,012,732.70
9/24/2021-12/20/2021	RP Gapan	186,074,322.33
9/24/2021-12/20/2021	RP La Union	70,861,908.75
9/24/2021-12/14/2021	Summit Hotel Naga / Go Hotels Naga	20,406,740.76
9/24/2021-12/20/2021	Montclair	143,703,798.80
9/24/2021-12/20/2021	Gateway Regency Studios	83,427,173.55
9/24/2021-12/23/2021	The Radiance Manila Bay - South Tower	12,413,910.06
9/29/2021	Robinsons DoubleDragon Corp.	6,946,785.65
10/05/2021-12/20/2021	GBF 1 & 2	340,518,163.97
10/06/2021-12/23/2021	Galleria Residences - Tower 3	48,172,184.03
10/08/2021-12/23/2021	Springdale Angono (SPA2)	37,222,550.10
10/11/2021-12/07/2021	Southsquare Village	5,345,062.20
10/11/2021-12/20/2021	RP Antipolo Expansion	136,176,861.48
10/11/2021-12/21/2021	RLX Mexico	134,061,540.12
10/11/2021-12/20/2021	Land acquisition (Pasig City)	594,655,186.75
11/15/2021	Terrazo At Robinsons Vineyard	826,473.21
11/29/2021-12/20/2021	Land acquisitions (various locations)	299,615,863.75
12/20/2021	Investment in Shang Robinsons Properties, Inc.	702,208,000.00
TOTAL		**₱5,660,231,893.96**

Ktan

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SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

STRICTLY CONFIDENTIAL

REPORT OF FACTUAL FINDINGS

Robinsons Land Corporation
Level 2, Galleria Corporate Center
EDSA corner Ortigas Avenue
Quezon City, Metro Manila

Attention: **Mr. Kerwin Max S. Tan**
Chief Financial, Risk and Compliance Officer

Dear Mr. Tan:

We have performed the procedures agreed with you and enumerated below with respect to the attached Annual Progress Report as at **December 31, 2021** covering periods from **September 14, 2021 to December 31, 2021** on the application of proceeds from the sale of your shares in **RL Commercial REIT, Inc.** via secondary offering and overallotment of **Robinsons Land Corporation** (the "Company") on **September 14, 2021** and **October 13, 2021,** respectively. The procedures were performed solely to enable the Company to comply with the Philippine Stock Exchange, Inc.'s (PSE) requirement to submit an external auditor's certification on the information being presented by the Company relating to the use of proceeds. Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400, *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*. These agreed-upon procedures and results thereof are summarized as follows:

1. Obtain the Annual Progress on application of proceeds from the sale of your shares in RL Commercial REIT, Inc. via secondary offering (the "Schedule") and perform the following:

   - Check the mathematical accuracy of the Schedule;

   - Compare the net proceeds received in the Schedule to the bank statement and journal voucher noting the date received and amount recorded;

   - Compare the additions and disbursements in the Schedule with the schedule of application of proceeds;

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- On a sample basis, trace additions and disbursements to the supporting documents such as progress billings, bank statements, invoices, and official receipts, and agree the amount to the accounting records;

- On a sample basis, inquire into and identify the nature of the additions and disbursements. Check if the disbursements were classified consistently according to its nature based on the schedule of planned use of proceeds from the secondary offering.

We report our findings below:

1. We checked the mathematical accuracy of the Schedule. No exceptions noted.

2. We compared the net proceeds received in the Schedule to the bank statement and journal voucher noting the date received and amount recorded. No exceptions noted.

3. We compared the additions and disbursements in the Schedule with the schedule of application of proceeds. No exceptions noted.

4. On a sample basis, we traced additions and disbursements to the supporting documents such as progress billings, bank statements, invoices, and official receipts, and agreed the amount to the accounting records. We noted that the Company disbursed a total of ₱6,407,773,910.29 for the periods from September 14, 2021 up to December 31, 2021. No exceptions noted.

5. On a sample basis, we inquired into and identified the nature of the additions and disbursements. We checked if the disbursements were classified consistently according to its nature based on the schedule of planned use of proceeds from the secondary offering. No exceptions noted.

Because the above procedures do not constitute either an audit or a review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standards on Review Engagements (PSRE), respectively, we do not express any assurance on the accounts of the Company or its financial statements, taken as a whole.

Had we performed additional procedures or performed an audit or review of the financial statements in accordance with PSA or PSRE, other matters might have come to our attention that would have been reported to you.

Our report is intended solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes. This report relates only to the report on the Company's use of proceeds from the offering and items specified above and do not extend to any financial statements of the Company taken as a whole.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 0664-AR-4 (Group A)
November 11, 2019, valid until November 10, 2022
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-073-2020, December 3, 2020, valid until December 2, 2023
PTR No. 8534357, January 4, 2021, Makati City

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

I certify that on JAN 14 2022, before me a notary public duly authorized in the city named above to take acknowledgments, personally appeared:

Name	Competent Evidence of Identity	Date / Place Issued
Michael C. Sabado	P1178919B	March 25, 2019/DFA

who were identified by me through competent evidence of identity to be the same person described in the foregoing instrument, who acknowledged before me that their signatures on the instrument were voluntarily affixed by them for the purposes stated therein, and who declared to me that they have executed the instrument as their free and voluntary act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and affix my notarial seal on the date and at the place above written.

Doc. No. 180;
Page No. 37;
Book No. 03;
Series of 2022.

ATTY. NATALIE JOYCE P. ESTACIO
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 84 (2021-2022)
12F Cyberscape Alpha Sapphire and
Garnet Roads, Ortigas, Pasig City
Roll of Attorneys No. 69249; May 31, 2017
IBP Lifetime Member Roll No. 016702, RSM Chapter
MCLE Compliance No. VI-0020642, April 14, 2022
PTR No. 7247294/01-14-21/Pasig City

PART VII - EXHIBITS AND SCHEDULES

Item 17. Exhibits And Reports On SEC Form 17-C

(A) Exhibits-See Accompanying Index To Exhibits (Page 240)

The following exhibit is filed as a separate section of this report:

(Exhibit 18) Subsidiaries Of The Registrant (page 241)

The other exhibits, as indicated in the Index to exhibits are either not applicable to the Company or does not require an answer.

(B) Reports on SEC Form 17-C (Current Report)

Following is a list of corporate disclosures of RLC filed under SEC Form 17-C for the period from January 1, 2021 to December 31, 2021:

Date of Disclosure	Subject Matter
March 2, 2021	PSE Disclosure Form 4-31 - Press Release
March 2, 2021	PSE Disclosure Form 4-30 - Material Information/Transactions
March 18, 2021	PSE Disclosure Form 4-3 – Amendment to the Articles of Incorporation
March 18, 2021	PSE Disclosure Form 7-1 – Notice of Annual Meeting of Stockholders
May 6, 2021	PSE Disclosure Form 6-1 – Declaration of cash dividend
May 7, 2021	PSE Disclosure Form 4-31 – Press Release
May 13, 2021	PSE Disclosure Form 4-24 – Result of Annual Stockholders' Meeting
May 13, 2021	PSE Disclosure Form 4-25 – Results of the Organizational Meeting
May 13, 2021	PSE Disclosure Form 4-3 – Amendment to the Articles of Incorporation
May 13, 2021	PSE Disclosure Form 4-24 - Results of Annual Stockholders' Meeting
May 17, 2021	PSE Disclosure Form 4-31 – Press Release
June 3, 2021	PSE Disclosure Form 4-8 – Cessation of term and appointment of officers
August 2, 2021	PSE Disclosure Form 4-8 – Cessation of Term
August 5, 2021	PSE Disclosure Form 4-31 – Press Release
August 5, 2021	PSE Disclosure Form 4-8 – Appointment of Officer
August 20, 2021	PSE Disclosure Form 13-1 – Change in Shareholdings of Directors and Principal Officers
September 9, 2021	PSE Disclosure Form 13-1 – Change in Shareholdings of Directors and Principal Officers
September 17, 2021	PSE Disclosure Form 13-1 – Change in Shareholdings of Directors and Principal Officers
September 21, 2021	PSE Disclosure Form 13-1 – Change in Shareholdings of Directors and Principal Officers
September 30, 2021	PSE Disclosure Form 13-1 – Change in Shareholdings of Directors and Principal Officers
October 13, 2021	PSE Disclosure Form 13-1 – Change in Shareholdings of Directors and Principal Officers
November 2, 2021	PSE Disclosure Form 14-1 - Invitation to the Analyst Briefing of

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of QUEZON CITY MAR 3 0 2022

By:

Lance Y. Gokongwei
Chairman
(Acts as Principal Financial Officer)
3-8-2022

Frederick D. Go
President & Chief Executive Officer
3-8-2022

Kerwin Max S. Tan
Chief Financial, Risk and Compliance Officer
3-8-2022

Anna Katrina C. De Leon
VP - Group Controller/
Principal Accounting Officer
3-8-2022

Juan Antonio M. Evangelista
Corporate Secretary
3-8-2022

SUBSCRIBED AND SWORN to before me this ________ day of __________ 2022, affiant(s) exhibiting to me his/their Residence Certificate, as follows:

NAMES	RES. CERT. NO.	DATE OF ISSUE	PLACE OF ISSUE
Lance Y. Gokongwei	P6235422B	Feb. 05, 2021 - Feb. 04, 2031	DFA NCR Central
Frederick D. Go	P6269618B	Feb. 12, 2021 - Feb. 11, 2031	DFA NCR Central
Kerwin Max S. Tan	P6391979B	Feb. 26, 2021 - Feb. 25, 2031	DFA NCR Central
Anna Katrina C. De Leon	P4268459B	Dec. 26, 2019 - Dec. 25, 2029	DFA Malolos
Juan Antonio M. Evangelista	Driver's License No. K03-89-011595	Valid until Jun. 6, 2023	Manila

Doc No. 446;
Page No. 91;
Book No. 86;
Series of 2022

ATTY. CONCEPCION E. VILLARENA
Notary Public for Quezon City
Until December 31, 2022
PTR No. 2442851 / January 3, 2022 Q.C
IBP No. 167802 / November 25, 2021 Q.C
Roll No. 30457 / 05-09-1980
MCLE VI-0030379 / 02-21-2020
ADM. MATTER No. NP-005 (2022-2023)
TIN NO. 131-942-754

ROBINSONS LAND CORPORATION AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY SCHEDULES SEC FORM 17-A

CONSOLIDATED FINANCIAL STATEMENTS

SUPPLEMENTARY SCHEDULES

ROBINSONS LAND CORPORATION

YOUR DREAMS. OUR FOUNDATION.

12F, Robinsons Cyberscape Alpha, Sapphire and Garnet Roads Ortigas Center, Pasig City Philippines
Telephone Numbers: (632) 397-1888 / 397-0101

March 08, 2022

Securities and Exchange Commission
Ground Flr - North Wing, PICC Secretariat Building,
Philippine International Convention Center (PICC) Complex,
Roxas Boulevard, Pasay City.

The management of Robinsons Land Corporation and Subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, for the years ended December 31, 2021, 2020 and 2019, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, as has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process. The Board of Directors reviews and approves the financial statements, including the schedules attached therein, and submits the same to the stockholders.

Sycip, Gorres, Velayo and Co. (SGV), the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Lance Y. Gokongwei
Chairman

Frederick D. Go
President and Chief Executive Officer

Kerwin Max S. Tan
Chief Financial, Risk and Compliance Officer

SUBSCRIBED AND SWORN to before me this day MAR 30 2022 at Q.C.

Signed this ___ day of ______.
Doc. No. 494
Page No. 91
Book No. 84
Series of 2022

ATTY. CONCEPCION ... VILLARENA
Notary Public for Quezon City
Until December 31, 2022
PTR No. 2442851 / January 3, 2022 Q.C
IBP No. 167802 / November 25, 2021 Q.C
Roll No. 30457 / 05-09-1980
MCLE VI-0030379 / 02-21-2020
ADM. MATTER No. NP-005 (2022-2023)
TIN NO. 131-942-754

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Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Robinsons Land Corporation
Level 2, Galleria Corporate Center
EDSA corner Ortigas Avenue, Quezon City, Metro Manila

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Robinsons Land Corporation (the Parent Company) and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group as of December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 are prepared in all material respects, in accordance with the Philippine Financial Reporting Standards (PFRSs), as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission, as described in Note 2 to the consolidated financial statements.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 2 to the consolidated financial statements which indicates that the consolidated financial statements have been prepared are in accordance with PFRSs, as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission in response to the COVID-19 pandemic. The impact of the application of the financial reporting reliefs on the 2021 consolidated financial statements are discussed in detail in Note 2. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Real Estate Revenue Recognition

The Group's revenue recognition process, policies and procedures are significant to our audit because these involve the application of significant judgment and estimation in the following areas: (1) assessment of the probability that the Group will be able to collect the consideration from the buyer; (2) application of the input method as the measure of progress of project completion in determining the revenue to be recognized; (3) determination of the actual costs incurred as cost of sales; and (4) recognition of costs to obtain a contract. In the Group's China operations, revenue is recognized at the end of the project when the contract has been substantially completed and acceptance of the buyer of the real estate inventory sold. Significant judgment is required to determine that the project is completed or substantially completed.

In evaluating whether collectability of the amount of consideration is probable, the Group considers the significance of the buyer's initial payments (or buyer's equity) in relation to the total contract price. Collectability is also assessed by considering factors such as past collection history with the buyer, age and pricing of the property. Management regularly evaluates the historical sales cancellations and back-outs, after considering the impact of the COVID-19 pandemic, if such would continue to support the Group's current threshold of buyers' equity before commencing revenue recognition.

In determining the transaction price, the Group considers the selling price of the real estate property and other fees and charges collected from the buyers that are not held on behalf of other parties.

In measuring the progress of its performance obligation over time, the Group uses the input method. Under this method, progress is measured based on actual costs incurred on materials, labor, and actual overhead relative to the total estimated development costs of the real estate project. The Group uses the cost accumulated by the accounting department to determine the actual costs incurred. The estimation of the total costs of the real estate project requires technical inputs by project engineers.

In determining the actual costs incurred to be recognized as cost of sales, the Group estimates costs incurred on materials, labor and overhead which have not yet been billed by the contractor.

The Group identifies sales commission after contract inception as the cost of obtaining the contract. For contracts which qualified for revenue recognition, the Group capitalizes the total sales commission due to sales agent as cost to obtain contract and recognizes the related commission payable. The Group uses the percentage-of-completion (POC) method in amortizing sales commission consistent with the Group's revenue recognition policy.

In 2021, the Group's real estate revenue and costs include revenue recognition from the Group's real estate operations in China. In recording its revenues, taking into account the contract terms, business practice and the legal and regulatory environment in China, it uses Completed Contract method (CCM) in accordance with PFRS 15. Under this method, all the revenue and profit associated with the sale of the real estate inventories is recognized only after the completion of the project.

The disclosures related to the real estate revenue are included in Note 21 to the consolidated financial statements.

Audit Response

We obtained an understanding of the Group's revenue recognition process, policies and procedures.

For the buyers' equity, we evaluated management's basis of the buyer's equity by comparing this to the historical analysis of sales cancellations and back-outs of buyers with accumulated payments above the collection threshold. We also considered the impact of the COVID-19 pandemic to the level of cancellations during the year. We traced the analysis to supporting documents such as deed of cancellation.

For the determination of the transaction price, we obtained an understanding of the nature of other fees charged to the buyers. For selected contracts, we agreed the amounts excluded from the transaction price against the expected amounts required to be remitted to the government based on existing tax rules and regulations (e.g., documentary stamp taxes, transfer taxes and real property taxes).

For the application of the input method in determining real estate revenue and for determining cost of sales, we obtained an understanding of the Group's processes for determining the POC, including the cost accumulation process, and for determining and updating total estimated costs, and performed tests of the relevant controls on these processes. We assessed the competence and objectivity of the project engineers by reference to their qualifications, experience and reporting responsibilities. For selected projects, we traced costs accumulated, including those incurred but not yet billed costs, to the supporting documents such as purchase order, billings and invoices of contractors and other documents evidencing receipt of materials and services from suppliers and contractors. We visited selected project sites and made relevant inquiries, including inquiries on how the COVID-19 pandemic affected the POC during the period, with project engineers. We performed test computation of the percentage of completion calculation of management. For selected projects, we obtained the approved total estimated costs and any revisions thereto and the supporting details such as capital fulfillment plan, capital expenditure requests and related executive committee approvals. We likewise performed inquiries with the project engineers for the revisions.

For the recognition of cost to obtain a contract, we obtained an understanding of the sales commission process. For selected contracts, we agreed the basis for calculating the sales commission capitalized and portion recognized in profit or loss, particularly (a) the percentage of commission due against contracts with sales agents, (b) the total commissionable amount (i.e., net contract price) against the related contract to sell, and (c) the POC used in calculating the sales commission against the POC used in recognizing the related revenue from real estate sales.

For the revenue recognition of the Group's real estate operations in China reported under CCM, we coordinated with the non-EY auditors of the Group in China on certain audit procedures and shared information that may be relevant to their audit. However, we have no responsibility for the procedures they performed or for their report. Also, we coordinated with our EY network firm in China (EY Hua Ming Chengdu Office) to perform planning, risk identification and review of audit procedures performed by the non-EY auditors of the Group in China. Based on the reports obtained and reviewed, the non-EY auditors in China performed tests of the relevant controls on revenue process, verified the revenue and costs recognized, obtained and assessed relevant licenses including communications to buyers that real estate inventories are ready for acceptance, obtained signed notice of acceptance or equivalent documentation from the buyers, obtained and evaluated accomplishment reports, and validated that the revenue and costs are recognized in the correct period.

Recoverability of Property and Equipment and Right-of-Use Assets of Hotels and Resorts Segment

In view of the continuing community quarantines and restricted travel, the Group's hotels division continues to be adversely affected by the lower number of guests and reduced room rates, both of which have significantly impacted the revenues reported for this segment. Also, many restaurants remained closed or allowed limited operations which impacted the food and beverage revenues of this segment. These events and conditions are impairment indicators requiring the assessment of the recoverable amount of the hotel division's property and equipment and right-of-use assets, which involves significant judgment, estimation and assumptions about occupancy rates, average room rates, gross margin, as well as external inputs such as discount rate. In addition, because of the COVID-19 pandemic, there is the heightened level of uncertainty on the future economic outlook and market forecast. Accordingly, such impairment assessment and testing is a key audit matter in our audit.

The disclosures in relation to property and equipment and right-of-use assets are included in Note 5 to the consolidated financial statements.

Audit Response

We involved our internal specialist in evaluating the methodology and the assumptions used in estimating the recoverable amount. These assumptions include occupancy rates, average room rates, gross margin as well as external inputs such as discount rate. We compared the key assumptions used such as occupancy rates, average room rates and gross margin against industry forecasts and with historical information, adjusted to take into consideration the impact associated with the COVID-19 pandemic. We tested the discount rate by comparing against market data. We also reviewed the Group's disclosures about those assumptions to which the outcome of the impairment test is most sensitive; specifically, those that have the most significant effect on the determination of the recoverable amount of property and equipment and right-of-use assets.

Other Information

Management is responsible for Other Information. Other Information comprises the information included in SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 but does not include the consolidated financial statements and our auditor's report thereon. SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover Other Information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the Other Information identified above when it becomes available and, in doing so, consider whether such information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRSs, as modified by the application of financial reporting relief issued and approved by the SEC as described in Note 2 to the consolidated financial statements, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in accordance with PFRSs, as modified by the application of financial reporting relief issued and approved by the SEC as described in Note 2 to the consolidated financial statements.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Michael C. Sabado.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 0664-AR-4 (Group A)
November 11, 2019, valid until November 10, 2022
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-073-2020, December 3, 2020, valid until December 2, 2023
PTR No. 8854360, January 3, 2022, Makati City

March 8, 2022

ROBINSONS LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31	
	2021	2020
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7, 20 and 31)	**₱18,649,773,784**	₱14,004,258,784
Receivables (Notes 4, 8, 20, 31 and 32)	**15,493,189,403**	14,430,226,330
Subdivision land, condominium and residential units for sale (Note 9)	**37,679,441,733**	41,251,901,420
Other current assets (Notes 10, 31 and 32)	**4,754,523,164**	9,266,903,518
Total Current Assets	**76,576,928,084**	78,953,290,052
Noncurrent Assets		
Noncurrent receivables (Notes 4, 8, 20, 31 and 32)	**7,549,521,416**	7,861,430,860
Investment properties (Note 11)	**124,939,053,875**	109,418,090,261
Property and equipment (Note 12)	**8,689,979,440**	8,507,694,022
Investments in joint ventures (Note 30)	**2,590,847,311**	2,372,704,894
Right-of-use assets (Note 34)	**1,198,810,590**	1,112,302,766
Other noncurrent assets (Notes 13, 20, 31 and 32)	**6,404,798,306**	6,975,212,202
Total Noncurrent Assets	**151,373,010,938**	136,247,435,005
	₱227,949,939,022	₱215,200,725,057
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses (Notes 14, 31, 32 and 34)	**₱17,699,187,206**	₱14,864,324,397
Contract liabilities, deposits and other current liabilities (Notes 4, 15, 20, 31, 32 and 34)	**19,792,723,248**	31,332,429,313
Income tax payable	**30,520,299**	122,862,687
Current portion of loans payable (Notes 16, 31 and 32)	**10,790,500,000**	6,655,000,000
Total Current Liabilities	**48,312,930,753**	52,974,616,397
Noncurrent Liabilities		
Loans payable - net of current portion (Notes 16, 31 and 32)	**36,252,364,144**	46,948,778,783
Deferred tax liabilities - net (Note 27)	**3,237,136,115**	4,791,021,943
Contract liabilities, deposits and other noncurrent liabilities (Notes 4, 17, 20, 29, 31, 32 and 34)	**9,797,543,987**	7,768,276,299
Total Noncurrent Liabilities	**49,287,044,246**	59,508,077,025
	₱97,599,974,999	₱112,482,693,422

(Forward)

	December 31	
	2021	2020
Equity		
Equity attributable to equity holders of the Parent Company		
Capital stock (Note 19)	**₱5,193,830,685**	₱5,193,830,685
Additional paid-in capital (Note 19)	**39,040,182,917**	39,041,328,236
Treasury stock (Notes 19)	**(438,191,348)**	–
Equity reserves (Note 19)	**17,701,192,360**	–
Other comprehensive income:		
Remeasurements of net defined benefit liability - net of tax (Note 29)	**(143,416,050)**	(181,085,495)
Fair value reserve of financial assets at FVOCI - net of tax (Notes 8, 13 and 32)	**48,990,485**	66,002,704
Cumulative translation adjustment (Note 4)	**35,220,967**	(102,703,543)
Retained earnings (Note 18)		
Unappropriated	**39,068,956,487**	31,821,949,324
Appropriated	**25,500,000,000**	26,000,000,000
	126,006,766,503	101,839,321,911
Non-controlling interest (Note 2)	**4,343,197,520**	878,709,724
	130,349,964,023	102,718,031,635
	₱227,949,939,022	₱215,200,725,057

See accompanying Notes to Consolidated Financial Statements.

ROBINSONS LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Years Ended December 31		
	2021	2020, (As restated - see Note 3)	2019, (As restated - see Note 3)
REVENUE (Notes 6 and 21)			
Real Estate Operations			
Rental income (Notes 11, 15, 21 and 34)	**₱11,056,317,537**	₱10,617,088,269	₱15,420,499,255
Real estate sales (Notes 5 and 21)	**19,018,114,407**	11,850,184,276	9,028,944,073
Amusement income (Note 21)	**3,389,267**	218,910,438	2,151,785,393
Others (Notes 21 and 30)	**5,259,520,752**	4,256,717,447	4,831,527,429
	35,337,341,963	26,942,900,430	31,432,756,150
Hotel Operations (Note 21)	**1,202,075,617**	1,083,317,112	2,432,639,988
	36,539,417,580	28,026,217,542	33,865,396,138
COSTS (Notes 6 and 22)			
Real Estate Operations			
Cost of rental services	**5,575,048,630**	5,340,635,930	5,363,923,175
Cost of real estate sales (Note 9)	**13,344,164,863**	6,161,235,541	4,235,325,163
Cost of amusement services	**1,595,616**	92,678,800	956,468,868
Others	**3,082,655,128**	3,001,624,388	4,840,401,406
	22,003,464,237	14,596,174,659	15,396,118,612
Hotel Operations (Note 22)	**1,374,542,038**	1,347,774,077	2,089,588,261
	23,378,006,275	15,943,948,736	17,485,706,873
	13,161,411,305	12,082,268,806	16,379,689,265
GENERAL AND ADMINISTRATIVE EXPENSES (Notes 6 and 23)	**3,447,602,751**	3,588,403,755	4,096,793,400
INCOME BEFORE OTHER INCOME (LOSSES)	**9,713,808,554**	8,493,865,051	12,282,895,865
OTHER INCOME (LOSSES)			
Interest income (Notes 7 and 25)	**167,105,094**	239,358,482	287,417,657
Gain (loss) on foreign exchange (Note 31)	**177,950,080**	(151,057,904)	1,017,983
Interest expense (Notes 16, 25 and 34)	**(1,579,589,238)**	(1,576,998,829)	(1,052,823,418)
Others - net (Notes 2 and 12)	**919,244**	1,097,316	(11,724,324)
	(1,233,614,820)	(1,487,600,935)	(776,112,102)
INCOME BEFORE INCOME TAX	**8,480,193,734**	7,006,264,116	11,506,783,763
PROVISION FOR (BENEFIT FROM) INCOME TAX (Note 27)	**(20,448,589)**	1,746,899,885	2,814,174,005
NET INCOME	**8,500,642,323**	5,259,364,231	8,692,609,758
OTHER COMPREHENSIVE INCOME (LOSS)			
Other comprehensive income (loss) to be reclassified to profit or loss in subsequent periods			
Cumulative translation adjustment	**137,924,510**	(144,005,903)	(33,541,621)
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods			
Remeasurements of net defined benefit liability (Note 29)	**50,225,927**	(257,345,164)	50,628,481
Fair value reserve of financial assets at FVOCI (Notes 8 and 13)	**(22,682,959)**	(17,157,447)	98,843,664
Income tax effect (Note 27)	**(6,885,742)**	82,350,783	(44,841,643)
	20,657,226	(192,151,828)	104,630,502
Total Other Comprehensive Income (Loss)	**158,581,736**	(336,157,731)	71,088,881
TOTAL COMPREHENSIVE INCOME	**₱8,659,224,059**	₱4,923,206,500	₱8,763,698,639

(Forward)

	Years Ended December 31		
	2021	2020, (As restated - see Note 3)	2019, (As restated - see Note 3)
Net Income Attributable to:			
Equity holders of Parent Company	**₱8,062,990,250**	₱5,263,683,512	₱8,686,233,159
Non-controlling interests	**437,652,073**	(4,319,281)	6,376,599
	₱8,500,642,323	₱5,259,364,231	₱8,692,609,758
Total Comprehensive Income Attributable to:			
Equity holders of Parent Company	**₱8,221,571,986**	₱4,927,525,781	₱8,757,322,040
Non-controlling interests	**437,652,073**	(4,319,281)	6,376,599
	₱8,659,224,059	₱4,923,206,500	₱8,763,698,639
Basic/Diluted Earnings Per Share (Note 28)	**₱1.55**	₱1.01	₱1.67

See accompanying Notes to Consolidated Financial Statements.

ROBINSONS LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Year Ended December 31, 2021

Attributable to Equity Holders of the Parent Company

	Capital Stock (Note 19)	**Additional Paid-in Capital** (Note 19)	**Treasury Stock** (Notes 18 and 19)	**Equity Reserve** (Note 19)	**Remeasurements of Net Defined Benefit Liability** (Note 29)	**Cumulative Translation Adjustment**	**Fair value reserve of financial assets at FVOCI** (Notes 8 and 13)	**Unappropriated Retained Earnings** (Note 18)	**Appropriated Retained Earnings** (Note 18)	**Total**	**Non-controlling Interest**	**Total Equity**
Balances at January 1, 2021	**₱5,193,830,685**	**₱39,041,328,236**	**₱–**	**₱–**	**(₱181,085,495)**	**(₱102,703,543)**	**₱66,002,704**	**₱31,821,949,324**	**₱26,000,000,000**	**₱101,839,321,911**	**₱878,709,724**	**₱102,718,031,635**
Comprehensive income (loss)												
Net income	–	–	–	–	–	–	–	**8,062,990,250**	–	**8,062,990,250**	**437,652,073**	**8,500,642,323**
Other comprehensive income (loss), net of tax	–	–	–	–	**37,669,445**	**137,924,510**	**(17,012,219)**	–	–	**158,581,736**	–	**158,581,736**
Total comprehensive income (loss)	–	–	–	–	**37,669,445**	**137,924,510**	**(17,012,219)**	**8,062,990,250**	–	**8,221,571,986**	**437,652,073**	**8,659,224,059**
Reversal of appropriation (Note 18)	–	–	–	–	–	–	–	**26,000,000,000**	**(26,000,000,000)**	–	–	–
Appropriation (Note 18)	–	–	–	–	–	–	–	**(25,500,000,000)**	**25,500,000,000**	–	–	–
Acquisition of non-controlling interest	–	–	–	–	–	–	–	**(6,881,245)**	–	**(6,881,245)**	**(470,868,755)**	**(477,750,000)**
Sale of investment in subsidiary	–	–	–	**17,701,192,360**	–	–	–	–		**17,701,192,360**	**3,722,917,059**	**21,424,109,419**
Stock issue costs (Note 19)	–	–	–	–	–	–	–	**(10,644,171)**	–	**(10,644,171)**	**(3,000)**	**(10,647,171)**
Acquisition of treasury stock	–	**(1,145,319)**	**(438,191,348)**	–	–	–	–	–		**(439,336,667)**	–	**(439,336,667)**
Cash dividends (Note 18)	–	–	–	–	–	–	–	**(1,298,457,671)**	–	**(1,298,457,671)**	**(225,209,581)**	**(1,523,667,252)**
Balances at December 31, 2021	**₱5,193,830,685**	**₱39,040,182,917**	**(₱438,191,348)**	**₱17,701,192,360**	**(₱143,416,050)**	**₱35,220,967**	**₱48,990,485**	**₱39,068,956,487**	**₱25,500,000,000**	**₱126,006,766,503**	**₱4,343,197,520**	**₱130,349,964,023**

For the Year Ended December 31, 2020

Attributable to Equity Holders of the Parent Company

	Capital Stock (Note 19)	Additional Paid-in Capital (Note 19)	Treasury Stock	Equity Reserve (Note 19)	Remeasurements of Net Defined Benefit Liability (Note 29)	Cumulative Translation Adjustment	Fair value reserve of financial assets at FVOCI (Notes 8 and 13)	Unappropriated Retained Earnings (Note 18)	Appropriated Retained Earnings (Note 18)	Total	Non-controlling Interest	Total Equity
Balances at January 1, 2020	₱5,193,830,685	₱39,041,328,236	₱–	₱–	(₱943,880)	₱41,302,360	₱78,012,917	₱28,155,279,155	₱27,000,000,000	₱99,508,809,473	₱568,861,005	₱100,077,670,478
Comprehensive income (loss)												
Net income	–	–	–	–	–	–	–	5,263,683,512	–	5,263,683,512	(4,319,281)	5,259,364,231
Other comprehensive income (loss), net of tax	–	–	–	–	(180,141,615)	(144,005,903)	(12,010,213)	–	–	(336,157,731)	–	(336,157,731)
Total comprehensive income (loss)	–	–	–	–	(180,141,615)	(144,005,903)	(12,010,213)	5,263,683,512	–	4,927,525,781	(4,319,281)	4,923,206,500
Reversal of appropriation (Note 18)	–	–	–	–	–	–	–	27,000,000,000	(27,000,000,000)	–	–	–
Appropriation (Note 18)	–	–	–	–	–	–	–	(26,000,000,000)	26,000,000,000	–	–	–
Cash dividends (Note 18)	–	–	–	–	–	–	–	(2,596,915,343)	–	(2,596,915,343)	(10,290,000)	(2,607,205,343)
Stock issue costs (Note 19)	–	–	–	–	–	–	–	(98,000)	–	(98,000)	(42,000)	(140,000)
Additional investment in a subsidiary (Note 2)	–	–	–	–	–	–	–	–	–	–	324,500,000	324,500,000
Balances at December 31, 2020	₱5,193,830,685	₱39,041,328,236	₱–	₱–	(₱181,085,495)	(₱102,703,543)	₱66,002,704	₱31,821,949,324	₱26,000,000,000	₱101,839,321,911	₱878,709,724	₱102,718,031,635

	For the Year Ended December 31, 2019											
	Attributable to Equity Holders of the Parent Company											
	Capital Stock (Note 19)	Additional Paid-in Capital (Note 19)	Treasury Stock	Other Equity Reserve (Note 19)	Remeasurements of Net Defined Benefit Liability (Note 29)	Cumulative Translation Adjustment	Fair value reserve of financial assets at FVOCI (Note 8)	Unappropriated Retained Earnings (Note 18)	Appropriated Retained Earnings (Note 18)	Total	Non-controlling Interest	Total Equity
Balances at January 1, 2019	₱5,193,830,685	₱39,041,328,236	₱–	(₱87,597,873)	(₱36,195,795)	₱74,843,981	₱8,822,352	₱22,703,559,212	₱27,000,000,000	₱93,898,590,798	₱409,114,406	₱94,307,705,204
Comprehensive income (loss)												
Net income	–	–	–	–	–	–		8,686,233,159	–	8,686,233,159	6,376,599	8,692,609,758
Other comprehensive income (loss), net of tax	–	–	–	–	35,439,937	(33,541,621)	69,190,565	–	–	71,088,881	–	71,088,881
Total comprehensive income (loss)	–	–	–	–	35,439,937	(33,541,621)	69,190,565	8,686,233,159	–	8,757,322,040	6,376,599	8,763,698,639
Reversal of appropriation (Note 18)	–	–	–	–	–	–	–	27,000,000,000	(27,000,000,000)	–	–	–
Appropriation (Note 18)	–	–	–	–	–	–	–	(27,000,000,000)	27,000,000,000	–	–	–
Cash dividends (Note 18)	–	–	–	–	–	–	–	(2,596,915,343)	–	(2,596,915,343)	(5,880,000)	(2,602,795,343)
Property dividend (Notes 2, 18 and 19)	–	–	–	87,597,873	(188,022)	–	–	(637,597,873)		(550,188,022)	–	(550,188,022)
Incorporation of a subsidiary (Note 2)	–	–	–	–	–	–	–	–	–	–	159,250,000	159,250,000
Balances at December 31, 2019	₱5,193,830,685	₱39,041,328,236	₱–	₱–	(₱943,880)	₱41,302,360	₱78,012,917	₱28,155,279,155	₱27,000,000,000	₱99,508,809,473	₱568,861,005	₱100,077,670,478

See accompanying Notes to Consolidated Financial Statements.

ROBINSONS LAND CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱8,480,193,734**	₱7,006,264,116	₱11,506,783,763
Adjustments for:			
Depreciation (Notes 11, 12, 22 and 26)	**5,187,515,874**	5,124,896,951	4,910,281,126
Interest expense (Notes 16 and 25)	**1,426,827,563**	1,429,987,739	907,257,726
Provision for impairment losses (Note 23)	–	180,022,673	–
Interest expense on lease liabilities (Notes 25 and 34)	**152,761,675**	147,011,090	145,565,692
Accretion expense on security deposits (Notes 15 and 22)	**45,551,338**	81,719,528	76,293,508
Net movement in pension liabilities (Note 29)	**61,702,893**	47,697,799	62,844,354
Amortization of ROU assets (Notes 26 and 34)	**59,452,150**	59,801,929	56,264,289
Gain on sale of property and equipment (Note 12)	**(401,674)**	(995,352)	(560,459)
Equity in net earnings of joint ventures (Note 30)	**(423,030,583)**	(155,019,617)	(68,305,994)
Loss on deconsolidation (Note 2)	–	–	12,284,783
Interest income (Notes 7 and 25)	**(910,235,893)**	(1,018,455,764)	(610,196,621)
Operating income before working capital changes	**14,080,337,077**	12,902,931,092	16,998,512,167
Decrease (increase) in:			
Receivables - trade	**47,638,911**	(5,143,795,248)	(1,015,408,456)
Subdivision land, condominium and residential units for sale (inclusive of capitalized borrowing cost)	**4,029,671,232**	(3,010,696,866)	(4,487,851,099)
Other current assets	**575,102,981**	(3,391,299,366)	5,696,776,754
Increase (decrease) in:			
Accounts payable and accrued expenses and other noncurrent liabilities	**3,243,529,197**	630,835,247	(40,801,337)
Customers' deposits	**(8,123,969,566)**	12,068,023,008	2,887,232,775
Cash generated from operations	**13,852,309,832**	14,055,997,867	20,038,460,804
Interest received from cash and short-term investments	**170,667,872**	229,308,899	283,605,870
Interest received from installment contract receivables (Notes 21 and 25)	**743,130,799**	779,097,282	322,778,964
Income tax paid	**(1,674,049,835)**	(2,156,571,138)	(2,231,008,815)
Net cash flows provided by operating activities	**13,092,058,668**	12,907,832,910	18,413,836,823
CASH FLOWS FROM INVESTING ACTIVITIES			
Decrease (increase) in:			
Receivables from affiliated companies (Notes 8 & 20)	**(1,824,227,550)**	325,467,476	(1,148,150,529)
Advances to suppliers and contractors (Notes 10 and 13)	**(123,862,331)**	(68,087,976)	(583,995,374)
Other noncurrent assets	**66,081,778**	(86,666,760)	30,353,916
Advances to land owners	**(87,270,338)**	(1,795,473,472)	(1,808,458,201)
Additions to:			
Investment properties (inclusive of capitalized borrowing costs) (Note 11)	**(16,947,985,400)**	(10,173,539,392)	(9,679,041,704)
Property and equipment (Note 12)	**(1,051,515,995)**	(980,913,004)	(1,788,359,350)
Investments in joint ventures (Note 30)	**(200,000,000)**	(65,720,000)	(1,124,368,855)
Investment in subsidiary	**(477,750,000)**	–	–
Proceeds from:			
Issuance of shares by a new subsidiary	–	–	159,250,000
Additional subscription of shares of subsidiary	–	324,500,000	–
Disposal of property and equipment (Note 12)	**401,674**	995,352	560,459
Net cash flows used in investing activities	**(20,646,128,162)**	(12,519,437,776)	(15,942,209,638)

(Forward)

	Years Ended December 31		
	2021	2020	2019
CASH FLOWS FROM FINANCING ACTIVITIES (Note 37)			
Net proceeds from disposal of investment in a subsidiary (Note 2)	**₱22,519,263,729**	₱–	₱–
Proceeds from availments of:			
Short-term loans (Note 16)	**8,500,000,000**	–	8,491,700,000
Loans payable (Note 16)	**–**	19,190,280,000	–
Payments of:			
Cash dividends (Notes 14 and 18)	**(1,548,667,253)**	(2,605,432,058)	(2,602,812,061)
Loans payable (Note 16)	**(6,655,000,000)**	(155,000,000)	(1,806,127,328)
Interest on loans	**(1,561,796,058)**	(1,175,776,834)	(908,519,293)
Interest on lease liabilities	**(30,600,703)**	(13,011,250)	(38,218,003)
Short-term loans (Note 16)	**(8,500,000,000)**	(8,491,700,000)	(896,700,000)
Principal portion of lease liabilities (Note 34)	**(258,172,699)**	(105,447,215)	(98,488,847)
Stock issuance cost (Note 19)	**(10,387,171)**	(140,000)	–
Debt issue cost (Note 16)	**–**	(209,317,145)	–
Acquisition of treasury stock (Note 19)	**(439,336,667)**	–	–
Increase (decrease) in payable to affiliated companies and other noncurrent liabilities (Notes 15 and 17)	**184,281,316**	120,969,629	(95,863,957)
Net cash flows provided by financing activities	**12,199,584,494**	6,555,425,127	2,044,970,511
NET INCREASE IN CASH AND CASH EQUIVALENTS	**4,645,515,000**	6,943,820,261	4,516,597,696
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**14,004,258,784**	7,060,438,523	2,543,840,827
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 7)	**₱18,649,773,784**	₱14,004,258,784	₱7,060,438,523

See accompanying Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate Information

Robinsons Land Corporation (the Parent Company) is a stock corporation organized and incorporated on June 4, 1980 under the laws of the Philippines. The Parent Company and its subsidiaries are collectively referred herein as "the Group".

The Group is engaged in the business of selling, acquiring, developing, operating, leasing and disposing of real properties such as land, buildings, lifestyle commercial centers, office developments, industrial facilities, housing projects, hotels and other variants and mixed-used property projects. The Group is 61.25% owned by JG Summit Holdings, Inc. (JGSHI or the Ultimate Parent Company) and the balance is owned by the public, directors and officers as of December 31, 2021. JGSHI is one of the country's largest conglomerates, with diverse interests in branded consumer foods, agro-industrial and commodity food products, petrochemicals, air transportation and financial services.

The Parent Company's shares of stock are listed and currently traded at the Philippine Stock Exchange (PSE) under the stock symbol "RLC".

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

The consolidated financial statements as of December 31, 2021 and 2020 and for the years ended December 31, 2021, 2020 and 2019 were authorized for issue by the Parent Company's Board of Directors (BOD) on March 8, 2022.

2. Basis of Preparation

The consolidated financial statements of the Group have been prepared under the historical cost basis except for financial assets at fair value through other comprehensive income (FVOCI) that have been measured at fair value. The consolidated financial statements are presented in Philippine Peso (₱), the Parent Company's functional currency. All amounts are rounded to the nearest Peso unless otherwise indicated.

The consolidated financial statements provide comparative information in respect of the previous period and have been prepared under the going concern assumption. While there are recent signs of increased market activity with the easing of quarantine measures in key areas in the Philippines, management believes that the impact of COVID-19 pandemic situation remains fluid and evolving and the pace of recovery remains uncertain.

Statement of Compliance
The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs), as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC) in response to the COVID-19 pandemic.

Deferral of the following provisions of Philippine Interpretations Committee Question & Answer (PIC Q&A) 2018-12, PFRS 15 Implementation Issues Affecting the Real Estate Industry

On December 15, 2020, the Philippine SEC issued SEC Memorandum Circular (MC) No. 34-2020 which further extended the deferral of the following provisions of PIC Q&A 2018-12 until December 31, 2023:

a. Exclusion of land in the determination of percentage of completion (POC) discussed in PIC Q&A No. 2018-12-E
b. Accounting for significant financing component discussed in PIC Q&A No. 2018-12-D
c. Implementation of International Financial Reporting Standards (IFRS) Interpretations Committee (IFRIC) Agenda Decision on Over Time Transfer of Constructed Goods (Philippine Accounting Standards (PAS) 23, *Borrowing Cost*) for Real Estate industry

The exclusion of land in the determination of POC and IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23, *Borrowing Cost*) for Real Estate industry as discussed in PIC Q&A No. 2018-12-E are not applicable to the Group's real estate operations in the Philippines.

The details and the impact of the adoption of the above financial reporting reliefs are discussed in the Adoption of New and Amended Accounting Standards and Interpretations section of Note 3.

PFRSs include Philippine Financial Reporting Standards, Philippine Accounting Standards (PAS) and Interpretations issued by the Philippine Interpretations Committee (PIC).

<u>Basis of Consolidation</u>
The consolidated financial statements comprise the financial statements of the Group as of December 31, 2021 and 2020 and for each of three years in the period ended December 31, 2021, 2020 and 2019.

The consolidated financial statements are prepared for the same reporting period as the Parent Company, using uniform accounting policies for like transactions and other events in similar circumstances.

An investee is included in the consolidation at the point when control is achieved. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company, using consistent accounting policies. All intra-group balances, transactions, unrealized gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests (NCI) pertain to the equity in a subsidiary not attributable, directly or indirectly to the Parent Company. NCI represent the portion of profit or loss and net assets in subsidiaries not owned by the Group and are presented separately in consolidated statement of comprehensive income and consolidated statement of changes in equity and within equity in the consolidated statement of financial position, separately from equity holders of the Parent Company.

Any equity instruments issued by a subsidiary that are not owned by the Parent Company are non-controlling interests, including preferred shares and options under share-based transactions, if any.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction (see Note 4).

If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary, the carrying amount of any non-controlling interest and the cumulative translation differences recorded in equity.
- Recognizes the fair value of the consideration received, the fair value of any investment retained and any surplus or deficit in profit or loss.
- Reclassifies the parent’s share of components previously recognized in other comprehensive income to profit or loss or retained earnings, as appropriate.

The consolidated financial statements include the financial statements of the Parent Company and the following subsidiaries as of December 31, 2021, 2020 and 2019:

	Country of Incorporation	Effective Percentage of Ownership		
		2021	2020	2019
Robinson’s Inn, Inc.	Philippines	**100%**	100%	100%
RL Commercial REIT, Inc. (RCR)*	Philippines	**63%**	100%	100%
Robinsons Properties Marketing & Management Corp.	Philippines	**100%**	100%	100%
Manhattan Buildings and Management Corporation	Philippines	**100%**	100%	100%

	Country of Incorporation	Effective Percentage of Ownership		
		2021	2020	2019
Robinson's Land (Cayman), Ltd.	Cayman Islands	**100%**	100%	100%
Altus Mall Ventures, Inc.	Philippines	**100%**	100%	100%
Bonifacio Property Ventures, Inc. (BPVI)	Philippines	**100%**	100%	100%
Bacoor R and F Land Corporation (BRFLC)	Philippines	**70%**	70%	70%
Altus Angeles, Inc. (AAI)	Philippines	**51%**	51%	51%
GoHotels Davao, Inc. (GDI)	Philippines	**51%**	51%	51%
RLC Resources Ltd. (RLCRL)	British Virgin Island	**100%**	100%	100%
Land Century Holdings Ltd. (LCHL)	Hong Kong	**100%**	100%	100%
World Century Enterprise Ltd. (WCEL)	Hong Kong	**100%**	100%	100%
First Capital Development Ltd. (First Capital)	Hong Kong	**100%**	100%	100%
Chengdu Xin Yao Real Estate Development, Co. Ltd. (Chengdu Xin Yao)	China	**100%**	100%	100%
RLGB Land Corporation (RLGB)	Philippines	**100%**	51%	51%
Robinsons Logistix and Industrials, Inc. (RLII)	Philippines	**100%**	–	–
RL Property Management, Inc. (RLPMI)	Philippines	**100%**	–	–
RL Fund Management, Inc. (RLFMI)	Philippines	**100%**	–	–
Malldash Corp.	Philippines	**100%**	–	–

**formerly Robinsons Realty Management Corporation*

The functional currency of Robinson's Land (Cayman), Ltd. and RLCRL is the US Dollar (US$); LCHL, WCEL and First Capital is the Hong Kong Dollar (HKD); and Chengdu Xin Yao is the Renminbi (RMB).

The voting rights held by the Parent Company in the above subsidiaries is equivalent to its ownership interest.

On June 7, 2019, RLGB Land Corporation (RLGB) was incorporated to develop real estate of all kinds. The Parent Company subscribed 51% of the total capital stock of RLGB while the balance was subscribed by Gokongwei Brothers Foundation (GBF).

On October 18, 2021, GBF's 49% share subscription was rescinded and its invested capital was returned subsequently pursuant to the Rescission Agreement executed between RLGB and GBF. As of December 31, 2021, RLGB became a wholly-owned subsidiary of the Parent Company.

On July 31, 2019, the BOD of the Parent Company approved the declaration, by way of property dividend of up to One Hundred Million (100,000,000) common shares of Altus Property Ventures, Inc. (APVI) in favor of the registered shareholders (the Receiving Shareholders) of the Parent 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 Parent Company, net of applicable final withholding tax. No fractional shares were issued and no shareholder was entitled to any fractional shares. The fair value of the APVI shares is ₱10.10 per share, based on the Valuation and Fairness Opinion rendered by an independent advisor

As a result of the dividend distribution, the Group lost control over APVI. Accordingly, the Group derecognized the related assets and liabilities of APVI and the remaining interest of 6,106,366 shares, representing 6.11% of total common shares of APVI, with an equivalent fair value of ₱61,674,297. This was recognized as financial assets at FVOCI under "Other noncurrent assets" in the consolidated statement of financial position. The resultant loss of ₱12 million was recognized under "Loss on deconsolidation" in the 2019 consolidated statement of comprehensive income.

On April 5, 2021, Robinsons Logistix and Industrials, Inc. was incorporated to engage in and carry on a business of logistics and to develop buildings, warehouses, industrial and logistics facilities, among others.

On April 12, 2021, RL Property Management, Inc. was incorporated primarily to engage in the business of providing services in relation to property management, lease management, marketing, project management, including tenant services, care and maintenance of physical structures, securing and administering routine management services, formulating and implementing leasing strategies, enforcing tenancy conditions, ensuing compliance with relevant government regulations with respect to the managed property, and formulating and implementing policies and programs in respects of building management, maintenance and improvement, initiating refurbishment and monitoring thereof, and such other duties and functions necessary and incidental to property management.

On May 28, 2021, RL Fund Management, Inc. was incorporated to engage in the business of providing fund management services to real estate investment trust (REIT) companies, as provided under Republic Act No. 9856 (the Real Estate Investment Trust Act of 2009), including its implementing rules and regulations.

On July 26, 2021, Malldash Corp. was organized to engage in, develop, operate, and maintain the business of providing Information Technology (I.T.) solutions; to develop, operate, and maintain an electronic marketplace that will allow for business to business integration to consumer electronic commerce solutions; to provide solutions for merchant to consumer/user product delivery and/or fulfillment; to provide logistic services and digital services; and to do other things necessary or convenient for carrying out into effect the foregoing purpose.

On April 15, 2021, the BOD and stockholders of the RCR approved the amendments to the Articles of Incorporation (AOI)of Robinsons Realty and Management Corporation that resulted to: (a) change in corporate name to RL Commercial REIT, Inc.; (b) change in primary purpose to engage in the business of REIT (c) increase in authorized capital stock from One Hundred Million Pesos (₱100,000,000), divided into One Hundred Million (100,000,000) common shares with par value of One Peso (₱1.00) per share, to Thirty-Nine Billion Seven Hundred Ninety-Five Million Nine Hundred Eighty-Eight Thousand Seven Hundred Thirty-Two (39,795,988,732) shares with par value of One Peso (₱1.00) per share.

Further, a Comprehensive Deed of Assignment was executed between RCR and the Parent Company on April 15, 2021 for the assignment, transfer, and conveyance by the Parent Company of several properties (the Assigned Properties) to RCR in the form of buildings and condominium units with an aggregate gross area of Three Hundred Sixty-Five Thousand Three Hundred Twenty-Nine and Eighty-One Hundredths (365,329.81) square meters and with a total value of Fifty-Nine Billion Forty-Six Million Pesos (₱59,046,000,000) in exchange for the issuance of Nine Billion Nine Hundred Twenty-Three Million Nine Hundred Ninety-Seven Thousand One Hundred Eighty-Three (9,923,997,183) shares of the Assigned Properties at One Peso (₱1.00) per share with an aggregate par value of Nine Billion Nine Hundred Twenty-Three Million Nine Hundred Ninety-Seven Thousand One Hundred Eighty-Three Pesos (₱9,923,997,183), with the remaining amount of Forty-Nine Billion One Hundred Twenty-Two Million Two Thousand Eight Hundred Seventeen Pesos (₱49,122,002,817) being treated as additional paid-in capital without issuance of additional shares (the Property-for-Share Swap).

On August 2, 2021, SEC approved the amendments to RCR's AOI and the Property-for- Share Swap. On September 14, 2021, RCR completed its initial public offering, and its common shares were listed and currently traded in the PSE as a REIT entity.

Voting rights held by non-controlling interests on AAI, GDI, BRFLC and RCR are equivalent to 49%, 49%, 30% and 36.51%, respectively. As of December 31, 2021, 2020 and 2019, the Group does not consider these subsidiaries as having material non-controlling interest that would require additional disclosures.

3. Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of new standards effective in 2021. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

The nature and impact of each new standard and amendment are described below:

- Amendment to PFRS 16, *COVID-19-related Rent Concessions beyond 30 June 2021*

  The amendment provides relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:

  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before June 30, 2022; and
  - There is no substantive change to other terms and conditions of the lease.

  A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

  The amendment is effective for annual reporting periods beginning on or after April 1, 2021. Early adoption is permitted.

  The Company availed of the relief and accounted for rental concessions received for some of its land leases as variable lease payments.

- Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform – Phase 2*

  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):

  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component.

The Group shall also disclose information about:

- The nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
- Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

The Group adopted the amendments beginning January 1, 2021.

- Adoption of PIC Q&A 2018-14 on Accounting for Cancellation of Real Estate Sales (as amended by PIC Q&A 2020-05)

  On June 27, 2018, PIC Q&A 2018-14 was issued providing guidance on accounting for cancellation of real estate sales. Under SEC MC No. 3-2019, the adoption of PIC Q&A No. 2018-14 was deferred until December 31, 2020. After the deferral period, real estate companies will adopt PIC Q&A No. 2018-14 and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

  On November 11, 2020, PIC Q&A 2020-05 was issued which supersedes PIC Q&A 2018-14. This PIC Q&A adds a new approach where the cancellation is accounted for as a modification of the contract (i.e., from non-cancellable to being cancellable). Under this approach, revenues and related costs previously recognized shall be reversed in the period of cancellation and the inventory shall be reinstated at cost. PIC Q&A 2020-05 will have to be applied prospectively from approval date of the Financial Reporting Standards Council which was November 11, 2020.

  The adoption of this PIC Q&A did not impact the consolidated financial statements of the Group since it has previously adopted approach 3 in its accounting for sales cancellation which records the repossessed inventory at cost.

- Adoption of PIC Q&A 2018-12 on Accounting for Common Usage Service Area (CUSA)

  On February 14, 2018, the PIC issued PIC Q&A 2018-12 which provides guidance on some implementation issues of PFRS 15, *Revenue from Contracts with Customers* affecting the real estate industry. This includes PIC Q&A No. 2018-12-H which discussed accounting for CUSA charges wherein it was concluded that real estate developers are generally acting as principal for CUSA. On October 25, 2018, the SEC decided to provide relief to the real estate industry by deferring the application of the provisions of the PIC Q&A 2018-12-H for a period of three years or until December 31, 2020. The deferral will only be applicable for real estate transactions.

The Group previously availed of the reliefs provided by the SEC and have accounted for the related revenue net of costs and expenses. As at January 1, 2021, the Group adopted PIC Q&A 2018-12-H retrospectively. The initial adoption has no impact on the Group's consolidated statement of financial position and consolidated statement of cash flows. The impact of initial adoption in the consolidated statement of comprehensive income follows:

Consolidated statement of comprehensive income for the year ended December 31, 2020

	Amounts prepared under		
	PFRS 15	Previous PFRS	Increase
REVENUE			
Real Estate Operations			
Others	₱4,256,717,447	₱1,635,326,439	₱2,621,391,008
COSTS			
Real Estate Operations			
Others	₱3,001,624,388	₱380,233,380	₱2,621,391,008

Consolidated statement of comprehensive income for the year ended December 31, 2019

	Amounts prepared under		
	PFRS 15	Previous PFRS	Increase
REVENUE			
Real Estate Operations			
Others	₱4,831,527,429	₱1,549,966,856	₱3,281,560,573
COSTS			
Real Estate Operations			
Others	₱4,840,401,406	₱1,558,840,833	₱3,281,560,573

- Adoption of PIC Q&A 2018-12-E (as amended by PIC Q&A 2020-02) on Treatment of Uninstalled Materials in the Calculation of the POC

  PIC Q&A 2020-02 was issued by the PIC on October 29, 2020. The latter aims to provide conclusion on the treatment of materials delivered on site but not yet installed in measuring performance obligation in accordance with PFRS 15, *Revenue from Contracts with Customers* in the real estate industry.

  The adoption of this PIC Q&A did not impact the consolidated financial statements of the Group since the prescribed accounting treatment for uninstalled materials is already taken into consideration in the Group's current POC computation using input method.

<u>Standards Issued but not yet Effective</u>
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*

  The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, *Business Combinations* to avoid the issue of potential 'day 2'gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* or Philippine-IFRIC 21, *Levies*, if incurred separately.

  At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*

  The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

  The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*

  The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022.

  The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

- *Annual Improvements to PFRSs* 2018-2020 Cycle

  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

  - Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities*

    The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

    The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment. The amendments are not expected to have a material impact on the Group.

  - Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

    The amendment removes the requirement in paragraph 22 of PAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of PAS 41.

    An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2023

- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

  The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented for annual reporting periods on or after January 1, 2023.

- Amendments to PAS 8, *Definition of Accounting Estimates*

  The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

  An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

  The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

  - Replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies, and
  - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

  The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2024

- Amendments to PAS 1*, Classification of Liabilities as Current or Non-current*

  The amendments clarify paragraphs 69 to 76 of PAS 1, *Presentation of Financial Statements*, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. However, in November 2021, the International Accounting Standards Board (IASB) tentatively decided to defer the effective date to no earlier than January 1, 2024.

Effective beginning on or after January 1, 2025

- 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 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:

  - A specific adaptation for contracts with direct participation features (the variable fee approach)
  - A simplified approach (the premium allocation approach) mainly for short-duration contracts

  On December 15, 2021, the FRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB.

  PFRS 17 is effective for reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

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 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.

The Group is currently assessing the impact of adopting these amendments.

- Deferral of Certain Provisions of PIC Q&A 2018-12, PFRS 15 Implementation Issues Affecting the Real Estate Industry (as amended by PIC Q&As 2020-02 and 2020-04)

  On February 14, 2018, the PIC issued PIC Q&A 2018-12 which provides guidance on some PFRS 15 implementation issues affecting the real estate industry. On October 25, 2018 and February 08, 2019, the SEC issued SEC MC No. 14-2018 and SEC MC No. 3-2019, respectively, providing relief to the real estate industry by deferring the application of certain provisions of this PIC Q&A for a period of three years until December 31, 2020. On December 15, 2020, the Philippine SEC issued SEC MC No. 34-2020 which further extended the deferral of certain provisions of this PIC Q&A until December 31, 2023.

  The PIC Q&A provisions covered by the SEC deferral that the Group availed in 2021 follows:

	Deferral Period
Assessing if the transaction price includes a significant financing component as discussed in PIC Q&A 2018-12-D (as amended by PIC Q&A 2020-04)	Until December 31, 2023

The SEC Memorandum Circulars also provided the mandatory disclosure requirements should an entity decide to avail of any relief. Disclosures should include:

a. The accounting policies applied.
b. Discussion of the deferral of the subject implementation issues in the PIC Q&A.
c. Qualitative discussion of the impact on the financial statements had the concerned application guidelines in the PIC Q&A been adopted.
d. Should any of the deferral options result into a change in accounting policy (e.g., when an entity excludes land and/or uninstalled materials in the POC calculation under the previous standard but opted to include such components under the relief provided by the circular), such accounting change will have to be accounted for under PAS 8, i.e., retrospectively, together with the corresponding required quantitative disclosures.

After the deferral period, real estate companies would have to adopt PIC Q&A No. 2018-12 and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

The Group availed of the SEC relief on the accounting for significant financing component of PIC Q&A No. 2018-12. Had this provision been adopted, the Group assessed that the impact would have been as follows:

The mismatch between the POC of the real estate projects and right to an amount of consideration based on the schedule of payments provided for in the contract to sell might constitute a significant financing component. In case of the presence of significant financing component, the guidance should have been applied retrospectively and would have resulted in restatement of prior year financial statements. Adoption of this guidance would have impacted interest income, interest expense, revenue from real estate sales, installment contracts receivable, provision for deferred income tax, deferred tax asset or liability for all years presented, and the opening balance of retained earnings. These would have impacted the cash flows from operations and cash flows from financing activities for all years presented. The Group is still in the process of assessing the impact of significant financing component as of December 31, 2021.

4. **Summary of Significant Accounting Policies**

Revenue and Cost Recognition

Revenue Recognition

Revenue from Contract with Customers
The Group primarily derives its real estate revenue from the sale of vertical and horizontal real estate projects. Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. Except for the provisioning of water and electricity in its leasing portfolio wherein it is acting as agent, the Group has generally concluded that it is the principal in its revenue arrangements.

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided in Note 21.

The following specific recognition criteria must also be met before revenue is recognized:

Real estate sales – Philippines Operations – Performance obligation is satisfied over time
The Group derives its real estate revenue from sale of lots, house and lot and condominium units. Revenue from the sale of these real estate projects under pre-completion stage are recognized over time during the construction period (or percentage of completion) since based on the terms and conditions of its contract with the buyers, the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

In measuring the progress of its performance obligation over time, the Group uses input method. Input method recognizes revenue on the basis of the entity's efforts or inputs to the satisfaction of a performance obligation. Progress is measured based on actual resources consumed such as materials, labor hours expended and actual overhead incurred relative to the total expected inputs to the satisfaction of that performance obligation, or the total estimated development costs of the real estate project. The Group uses the cost accumulated by the accounting department to determine the actual resources used. Input method excludes the effects of any inputs that do not depict the entity's performance in transferring control of goods or services to the customer.

Estimated development costs of the real estate project include costs of land, land development, building costs, professional fees, payments for permits and licenses. Revisions in estimated development costs brought about by increases in projected costs in excess of the original budgeted amounts, form part of total project costs on a prospective basis.

Any excess of collections over the total of recognized trade receivables and installment contract receivables is included in the "contract liabilities" account in the liabilities section of the consolidated statement of financial position.

The impact of the significant financing component on the transaction price has not been considered since the Group availed the relief granted by the SEC under Memorandum Circular Nos. 14-2018 as of 2018 for the implementation issues of PFRS 15 affecting the real estate industry. Under the SEC Memorandum Circular No. 34, the relief has been extended until December 31, 2023 (see Note 3).

Real estate sales – Philippines Operations – Performance obligation is satisfied at a point in time
The Group also derives real estate revenue from sale of parcels of raw land and developed land. Revenue from the sale of these parcels of raw land are recognized at a point in time (i.e., upon transfer of control to the buyer) since based on the terms and conditions of its contract with the buyers, the Group's performance does not create an asset with an alternative use but the Group does not have an enforceable right to payment for performance completed to date. The Group is only entitled to payment upon delivery of the land to the buyer and if the contract is terminated, the Group has to return all payments made by the buyer.

Real estate sales – China Operations
Taking into account the contract terms per house purchase and sales contract, Chengdu Xin Yao's business practice and, the legal and regulatory environment in China, most of the property sales contracts in China do not meet the criteria for recognizing revenue over time and therefore, revenue from property sales continues to be recognized at a point in time. For some properties where there is no alternative use to the Group due to contractual reasons and the Group has an enforceable right to payment from customer for performance completed to date, the revenue is recognized over time under the percentage-of-completion method. Under PFRS 15, revenue from property sales is generally recognized when the property is accepted by the customer, or deemed as accepted according to the contract, whichever is earlier, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

Rental income
The Group leases its commercial real estate properties to others through operating leases. Rental income on leased properties is recognized on a straight-line basis over the lease term and may include contingent rents based on a certain percentage of the gross revenue of the tenants, as provided under the terms of the lease contract. Contingent rents are recognized as revenue in the period in which they are earned.

Rental income is not recognized when the Group waives its right to collect rent and other charges under a lease concession. This is recognized as a rent concession and reported as a variable payment in the consolidated statement of comprehensive income (see Note 21).

Marketing fees and management fees
Marketing fees and management fees from administration and property management are recognized as revenue when the related services are rendered.

Amusement income
Revenue is recognized upon rendering of services or at a point in time.

Revenue from hotel operations
Revenue from hotel operations is recognized as services are rendered or over time, and when food and beverage are served. Revenue from banquets and other special events are recognized as the events take place or over time. Rental income on leased areas of the hotel is recognized on a straight-line basis over the lease term. Revenue from food and beverage are recognized when these are served. Other income from transport, laundry, valet and other related hotel services are recognized when services are rendered.

Interest income
Interest income is recognized as the interest accrues using the effective interest rate (EIR) method.

Dividend income
Dividend income is recognized when the Group's right to receive the payment is established.

Other income
Other income is recognized when earned.

The contract for the commercial spaces leased out by the Group to its tenants includes the right to charge for the electricity usage, water usage, air-conditioning charges and Common Usage Service Area (CUSA) like maintenance, janitorial and security services.

For the electricity and water usage, the Group determined that it is acting as an agent because the promise of the Group to the tenants is to arrange for the electricity and water supply to be provided by a utility company. The utility and service companies, and not the Group, are primarily responsible for the provisioning of the utilities while the Group administers the leased spaces and coordinates with the utility and service companies to ensure that tenants have access to these utilities.

For the provision of CUSA and air-conditioning of the buildings, the Group acts as a principal because it retains the right to direct the service provider of maintenance, janitorial and security to the leased premises, and air-conditioning, respectively. The right to the services mentioned never transfers to the tenant and the Group has the discretion to price the CUSA and air-conditioning charges.

Cost Recognition

Cost of Real Estate Sales
The Group recognizes costs relating to satisfied performance obligations as these are incurred taking into consideration the contract fulfillment assets such as land and connection fees. These include costs of land, land development costs, building costs, professional fees, permits and licenses and capitalized borrowing costs.

These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as costs of sales while the portion allocable to the unsold area being recognized as part of real estate inventories.

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. Changes in contract performance, contract conditions and estimated profitability, including those arising from contract penalty provisions, and final contract settlements which may result in revisions to estimated costs and gross margins are recognized in the year in which the changes are determined.

Contract liabilities
A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Group performs under the contract.

The contract liabilities also include payments received by the Group from the customers for which revenue recognition has not yet commenced.

Marketing fees and management fees
Marketing fees and management fees from administration and property management are recognized as expense when services are incurred.

Costs to obtain contract
The incremental costs of obtaining a contract with a customer are recognized as an asset if the Group expects to recover them. The Group has determined that commissions paid to brokers and marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Commission expense is included in the "Cost of real estate sales" account in the consolidated statement of income.

Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred.

Cost of hotel operations (part of cost of real estate sales in the consolidated statement of income)
Cost of hotel operations pertains to expenses incurred in relation to sale of goods and rendering of services. These are recognized when a decrease in future economic benefits related to a decrease in an asset or an increase of a liability has arisen than can be measured reliably. These are recognized when incurred and measured at the amount paid or payable.

Contract fulfillment assets
Contract fulfillment costs are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. When determining the appropriate accounting treatment for such costs, the Group firstly considers any other applicable standards. If those standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15.

If other standards are not applicable to contract fulfillment costs, the Group applies the following criteria which, if met, result in capitalization: (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract; (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (iii) the costs are expected to be recovered. The assessment of this criteria requires the application of judgment, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recoverable.

The Group's contract fulfillment assets pertain to connection fees and land acquisition costs.

Amortization, de-recognition and impairment of capitalized costs to obtain a contract
Following the pattern of real estate revenue recognition, the Group amortizes capitalized costs to obtain a contract to cost of sales over the expected construction period using percentage of completion. The amortization is included within general and administrative expenses.

A capitalized cost to obtain a contract is derecognized either when it is disposed of or when no further economic benefits are expected to flow from its use or disposal.

At each reporting date, the Group determines whether there is an indication that cost to obtain a contract maybe impaired. If such indication exists, the Group makes an estimate by comparing the carrying amount of the assets to the remaining amount of consideration that the Group expects to receive less the costs that relate to providing services under the relevant contract. In determining the estimated amount of consideration, the Group uses the same principles as it does to determine the contract transaction price, except that any constraints used to reduce the transaction price will be removed for the impairment test.

Where the relevant costs or specific performance obligations are demonstrating marginal profitability or other indicators of impairment, judgment is required in ascertaining whether or not the future economic benefits from these contracts are sufficient to recover these assets. In performing this impairment assessment, management is required to make an assessment of the costs to complete the contract. The ability to accurately forecast such costs involves estimates around cost savings to be achieved over time, anticipated profitability of the contract, as well as future performance against any contract-specific performance indicators that could trigger variable consideration, or service credits. Where a contract is anticipated to make a loss, these judgments are also relevant in determining whether or not an onerous contract provision is required and how this is to be measured.

Costs and General and Administrative Expense
Costs and general and administrative expenses are recognized in the consolidated statement of comprehensive income when decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably.

Costs and expenses are recognized in the consolidated statement of comprehensive income:

- On the basis of a direct association between the costs incurred and the earning of specific items of income;
- On the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association can only be broadly or indirectly determined; or
- Immediately when expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify or cease to qualify, for recognition in the consolidated statement of financial position as an asset.

Direct operating expenses and general and administrative expenses are recognized as they are incurred.

<u>Borrowing Costs</u>
Borrowing costs directly attributable to the acquisition, construction, or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale, are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Interest and other financing costs incurred during the construction period on borrowings used to finance property development are capitalized as part of development costs (included in “Subdivision land, condominium and residential units for sale”, “Property and equipment” and “Investment properties” accounts in the Group’s consolidated statement of financial position). Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Capitalization of borrowing costs ceases when substantially all the activities necessary to prepare the asset for its intended use or sale are complete. If the carrying amount of the asset exceeds its recoverable amount, an impairment loss is recorded.

Capitalized borrowing cost is based on applicable weighted average borrowing rate for those coming from general borrowings.

All other borrowing costs are expensed in the period they occur and is recorded under “Interest expense.”

Debt Issue Costs
Transaction costs incurred in connection with the availment of long-term debt are deferred and amortized using effective interest method over the term of the related loans.

Leases
The Group assesses whether a contract is, or contains a lease, at the inception of a contract. This assessment involves the exercise of judgment about whether it depends on a specified asset, whether the Group obtains substantially all the economic benefits from the use of the asset, whether the Group has the right to direct the use of the asset.

Group as Lessee
Except for short-term leases and leases of low-value assets, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee.

ROU assets
The Group recognizes ROU assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). ROU assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of ROU assets includes the amount of lease liabilities recognized, initial direct costs incurred, lease payments made at or before the commencement date less any lease incentives received, and any estimated costs to be incurred in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized ROU assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the remaining lease term of up to approximately 33 years.

ROU assets are subject to impairment. Refer to the accounting policies in Impairment of nonfinancial assets section.

Lease liabilities
At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflected the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the commencement date if the interest rate implicit to the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases
The Group applies the short-term lease recognition exemption to its short-term leases of office space (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognized as expense on a straight-line basis over the lease term.

Group as Lessor

Leases where the Group does not transfer substantially all the risks and benefits of ownership of the assets are classified as operating leases. Lease payments received are recognized as income in the consolidated statement of comprehensive income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating operating leases are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as the rental income. Contingent rents are recognized as revenue in the period in which they are earned.

Leases where the Group transfers substantially all the risk and benefits of ownership of the assets are classified as finance leases. The Group recognizes assets held under a finance lease in its consolidated statement of financial position as a receivable at an amount equal to the net investment in the lease. The lease payments received from the lessee are treated as repayments of principal and finance income. Initial direct costs may include commissions, legal fees and internal costs that are incremental and directly attributable to negotiating and arranging the lease. They are included in the measurement of the net investment in the lease at inception and reflected in the calculation of the implicit interest rate. The recognition of finance income should be based on a pattern reflecting a constant periodic rate of return on the lessor's net investment outstanding in respect of the finance lease.

Fair Value Measurement
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as investment properties. Involvement of external valuers is decided upon annually by the Group. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

The Group, in conjunction with the external valuers, also compares each of the changes in the fair value of each asset with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets on the basis of the nature, characteristics and risks of the asset and the level of the fair value hierarchy as explained above.

Current and Noncurrent Classification
The Group presents assets and liabilities in consolidated statement of financial position based on current/noncurrent classification. An asset is current when:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within 12 months after reporting date; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after reporting date.

All other assets are classified as noncurrent.

A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within 12 months after reporting date; or
- There is no unconditional right to defer the settlement of the liability for at least 12 months after reporting date.

The Group classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities, respectively.

Financial Instruments

Financial Assets

Initial recognition and measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI, and fair value through profit or loss (FVPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under PFRS 15. Refer to the accounting policies in section "Revenue from contracts with customers".

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are "solely payments of principal and interest (SPPI)" on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVPL

Financial assets at amortized cost (debt instruments)
This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Interest income and impairment losses on reversals are recognized in the consolidated statement of income. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

As of December 31, 2021 and 2020, the Group's financial assets at amortized cost include cash and cash equivalents, receivables (except for receivables from lease-to-own arrangements), restricted cash under "Other current assets" and refundable utility deposits under "Other current and noncurrent assets".

Financial assets at FVOCI (debt instruments)
The Group measures debt instruments at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in the consolidated statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

As of December 31, 2021 and 2020, the Group's debt instruments at FVOCI include receivables from lease-to-own arrangements under "Receivables".

Financial assets designated at FVOCI (equity instruments)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the consolidated statement of comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment.

As of December 31, 2021 and 2020, the Group's equity instruments at FVOCI presented under "Other noncurrent assets" include investment in equity instruments of affiliates under the common control of the ultimate parent company.

Financial assets at FVPL
Financial assets at FVPL include financial assets held for trading, financial assets designated upon initial recognition at FVPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not SPPI are classified and measured at FVPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at FVOCI, as described above, debt instruments may be designated at FVPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVPL are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in the consolidated statement of comprehensive income.

As of December 31, 2021 and 2020, the Group does not have financial assets at FVPL.

Derecognition
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a 'pass-through' arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Modification of Financial Assets
The Group derecognizes a financial asset when the terms and conditions have been renegotiated to the extent that, substantially, it becomes a new asset, with the difference between its carrying amount and the fair value of the new asset recognized as a derecognition gain or loss in profit or loss, to the extent that an impairment loss has not already been recorded.

When the contractual cash flows of a financial asset are renegotiated or otherwise modified and the renegotiation or modification does not result in the derecognition of that financial asset, the Group recalculates the gross carrying amount of the financial asset as the present value of the renegotiated or modified contractual cash flows discounted at the original EIR (or credit-adjusted EIR for purchased or originated credit-impaired financial assets) and recognizes a modification gain or loss in the consolidated statement of comprehensive income.

Impairment of Financial Assets
The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix for rental and accrued rent receivables and receivables from hotel operations and a vintage analysis for installment contract receivables that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For cash and cash equivalents, the Group applies the low credit risk simplification. The investments are considered to be low credit risk investments as the counterparties have investment grade ratings. It is the Group's policy to measure ECLs on such instruments on a 12-month basis based on available probabilities of defaults and loss given defaults. The Group uses the ratings published by a reputable rating agency to determine if the counterparty has investment grade rating. If there are no available ratings, the Group determines the ratings by reference to a comparable bank.

For other financial assets such as receivables from affiliated companies and utility deposits, ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

The key inputs in the model include the Group's definition of default and historical data of three years for the origination, maturity date and default date.

Determining the stage for impairment
At each reporting date, the Group assesses whether there has been a significant increase in credit risk for financial assets since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and forward-looking analysis.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

An exposure will migrate through the ECL stages as asset quality deteriorates. If, in a subsequent period, asset quality improves and also reverses any previously assessed significant increase in credit risk since origination, then the loss allowance measurement reverts from lifetime ECL to 12-months ECL.

Write-off of financial assets
A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows (e.g., when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or when the Group has effectively exhausted all collection efforts).

Financial Liabilities

Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Directly attributable transaction costs are documentary stamp tax, underwriting and selling fees, regulatory filing fee and other fees.

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVPL
Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the consolidated statement of comprehensive income.

Only if the criteria in PFRS 9 are satisfied, the designation of financial liabilities at FVPL at the initial date of recognition is allowed.

The Group has not designated any financial liability as at FVPL.

Loans and borrowings
This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the consolidated statement of comprehensive income.

As of December 31, 2021 and 2020, the Group's financial liabilities under this category include accounts payable and accrued expenses (except statutory liabilities), short-term loans, loans payable, and payable to affiliated companies and deposits from lessees which are both included under "Deposit and other current liabilities" and "Deposit and other noncurrent liabilities".

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of comprehensive income.

Offsetting of Financial Instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. The Group assesses that it has currently enforceable right to offset if the right is not contingent on a future event and is legally enforceable in the event of insolvency or bankruptcy of the Group and all of the counterparties.

Cash and Cash Equivalents
Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less and that are subject to an insignificant risk of changes in value.

Subdivision Land, Condominium and Residential Units for Sale
Subdivision land, condominium and residential units for sale in the ordinary course of business are carried at the lower of cost and net realizable value (NRV).

Cost includes land costs, costs incurred for development and improvement of the properties (i.e., planning and design costs, costs of site preparation, contractor's fees and other professional fees, property transfer taxes, construction overheads and other related costs). It also includes the cost of land use right (see Note 9).

Inventories that are leased out at market rates to earn revenues to partly cover for expenses on the condition that the intent to sell in the ordinary course of business has not changed are accounted and presented as inventory. The rent income from inventories that are leased out is included in other income in the consolidated statement of comprehensive income.

NRV is the estimated selling price in the ordinary course of business less cost of completion and estimated costs necessary to make the sale.

The cost of inventory recognized in the consolidated statement of comprehensive income is determined with reference to the specific costs incurred on the property sold and an allocation of any non-specific costs based on the relative size of the property sold.

Materials, Parts and Supplies
Materials, parts and supplies are valued at the lower of cost or NRV. Cost is determined using the weighted average method. NRV is the replacement cost.

An allowance for inventory losses is provided for slow-moving, obsolete and defective materials, parts and supplies based on management's physical inspection and evaluation. When inventories are sold, the cost and related allowance is removed from the account and the difference is charged against operations.

Prepaid Expenses

Prepaid expenses pertain to resources controlled by the Group as a result of past events and from which future economic benefits are expected to flow to the Group.

With the exception of commission from residential sales, which is amortized using the percentage of completion, other prepaid expenses are amortized as incurred.

Advances to Contractors and Suppliers, Advances to Lot Owners

Advances to contractors and suppliers and advances to lot owners are carried at cost less impairment losses, if any.

Deposits

Deposits from lessees

Deposits from lessees are measured initially at fair value. After initial recognition, customers' deposits are subsequently measured at amortized cost using EIR method.

The difference between the cash received and its fair value is deferred (included in the "Deposits and other liabilities" in the consolidated statement of financial position) and amortized on a straight-line basis over the lease term.

Non-refundable deposits that are applicable against costs of services incurred or goods delivered are measured at fair value.

Value-added Tax (VAT)

Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable from the taxation authority is included as part of "Other current assets" in the consolidated statement of financial position.

Investments in Joint Ventures

Investments in joint ventures (investee companies) are accounted for under the equity method of accounting. An associate is an entity in which the Group has significant influence, and which is neither a subsidiary nor a joint venture. A joint arrangement is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, and a joint venture is a joint arrangement that involves the establishment of a separate entity in which each venturer has an interest.

An investment is accounted for using the equity method from the day it becomes a joint venture. On acquisition of investment, the excess of the cost of investment over the investor's share in the net fair value of the investee's identifiable assets, liabilities and contingent liabilities is accounted for as goodwill and included in the carrying amount of the investment and not amortized. Any excess of the investor's share of the net fair value of the investee's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment, and instead included in the determination of the share in the earnings of the investees.

Under the equity method, the investments in the investee companies are carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share in the net assets of the investee companies, less any impairment in values. The consolidated statement of comprehensive income reflects the share of the results of the operations of the investee companies. The Group's share of post-acquisition movements in the investee's equity reserves is recognized directly in equity. Profits and losses resulting from transactions between the Group and the investee companies are eliminated to the extent of the interest in the investee companies and for unrealized losses to the extent that there is no evidence of impairment of the asset transferred. Dividends received are treated as a reduction of the carrying value of the investment.

The Group discontinues applying the equity method when their investments in investee companies are reduced to zero. Unless otherwise, additional losses are not recognized when the Group has guaranteed certain obligations of the investee companies. When the investee companies subsequently report net income, the Group will resume applying the equity method but only after its share of that net income equals the share of net losses not recognized during the period the equity method was suspended.

The reporting dates of the investee companies and the Group are identical and the investee companies' accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

Upon loss of significant influence over the investee companies, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in the consolidated statement of comprehensive income.

Interest in Joint Operation
A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. The Group recognize in relation to its interest in a joint operation its assets, including its share of any assets held jointly; liabilities, including its share of any liabilities incurred jointly; revenue from the sale of its share of the output arising from the joint operation; share of the revenue from the sale of the output by the joint operation; and expenses, including its share of any expenses incurred jointly.

The financial statements of the joint operation are prepared for the same reporting period as the Group. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

Investment Properties
Investment properties – Land, Land Improvements, Buildings and Improvements and Construction in Progress

Investment properties consist of properties that are held to earn rentals or for capital appreciation or both, and that are not occupied by the companies consolidated into the Group. Investment properties, except for land, are carried at cost less accumulated depreciation and any impairment in value. Land is carried at cost less any impairment in value. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met and excludes the cost of day-to-day servicing of an investment property.

Investment properties are depreciated and amortized using the straight-line method over their estimated useful lives (EUL) as follows:

	Years
Buildings	20 - 30
Building improvements	10
Land improvements	10

The useful life and depreciation method are reviewed periodically to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of investment properties.

Construction-in-progress (CIP) is stated at cost. This includes cost of construction and other direct costs. Borrowing costs that are directly attributable to the construction of investment properties are capitalized during the construction period. CIP is not depreciated until such time as the relevant assets are in the location and condition necessary for it to be capable of operating in the manner intended by management.

Expenditures incurred after the investment property has been put in operation, such as repairs and maintenance costs, are normally charged against income in the period in which the costs are incurred.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognized in the profit and loss in the period of retirement or disposal.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation, commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with a view to sell. Transfers between investment properties, owner-occupied property and inventories do not change the carrying amount of the property transferred and they do not change the cost of the property for measurement or disclosure purposes.

Investment Properties – Land held for future development
Land held for future development consist of raw land held by the Group which will be developed into investment properties in the future. Land held for future development is carried at cost less any impairment in value. Transfers are made to investment properties when there is commencement of construction of commercial centers or office building on the land property. Transfers are made from land held for future development to either property and equipment or subdivision land, condominium and residential units for sale when, and only when, there is change in use, as evidenced by owner occupation or upon commencement of real estate development with a view to sell.

Land held for future development are derecognized when either they have been disposed of or when the land is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of land held for future development is recognized in the profit and loss in the period of retirement or disposal.

Fair Value Disclosure
The Group discloses the fair values of its investment properties in accordance with PAS 40. The Group engages independent valuation specialist to assess the fair values as at December 31, 2021 and 2020. The Group's investment properties consist of land and building pertaining to land properties, retail (malls), office properties and industrial facilities. These are valued by reference to market-based evidence using comparable prices adjusted for specific market factors such as nature, location and condition of the property and income approach by reference to the value of income, cash flow or cost saving generated by the asset.

Property and Equipment
Property and equipment are stated at cost less accumulated depreciation and any impairment in value. The cost of an item of property and equipment includes its purchase price and any cost attributable in bringing the asset to the intended location and working condition. Cost also includes interest and other charges on borrowed funds used to finance the construction of property and equipment to the extent incurred during the period of construction and installation.

Expenditures incurred after the fixed assets have been put into operation, such as repairs and maintenance, are normally charged to expenses in the period in which the costs are incurred.

In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment.

Depreciation commences once the assets are available for use and is calculated on a straight-line basis over the estimated useful life of over the EUL as follow:

	Years
Buildings	20-30
Building improvements	10
Land improvements	5
Theater furniture and equipment	5
IT Equipment	3
Other equipment	2.5

Assets under construction are transferred to a specific category of property and equipment when the construction and other related activities necessary to prepare the property and equipment for their intended use are completed and the property and equipment are available for service.

Other equipment includes china, glassware, silver and linen on stock used in hotel operations.

The useful life and depreciation method are reviewed and adjusted, if appropriate, at each financial year-end to ensure that the period and method of depreciation are consistent with the expected pattern of economic benefits from items of property and equipment.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit and loss in the period the asset is derecognized.

Impairment of Nonfinancial Assets
The Group assesses at each reporting date whether there is an indication that the Group's land held for future development, investment properties, right-of-use assets, property and equipment, investment in joint ventures and other noncurrent assets may be impaired. If any such indication exists, the Group makes an estimate of the asset's recoverable amount. An asset's recoverable amount is calculated as the higher of an asset's or cash-generating unit's fair value less cost to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

Where the carrying amount of an asset exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset.

Impairment losses of continuing operations are recognized in the consolidated statement of comprehensive income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If any such indication exists, the Group makes an estimate of recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to the recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the assets in prior periods, such reversal is recognized in the consolidated statement of comprehensive income.

The following criteria are also applied in assessing the impairment of specific assets:

Investments in Joint Ventures
After application of the equity method, the Group determines whether it is necessary to recognize any additional impairment loss with respect to the Group's net investment in the investee companies. The Group determines at each reporting date whether there is any objective evidence that the investment in joint ventures is impaired. If this is the case, the Group calculates the amount of impairment as being the difference between the recoverable amount and the carrying value of the investee company and recognizes the difference in the consolidated statement of comprehensive income.

Equity
Capital stock is measured at par value for all shares issued. When the Group issues more than one capital stock, a separate account is maintained for each class of stock and the number of shares issued.

When the shares are sold at premium, the difference between the proceeds at the par value is credited to "Additional paid-in capital" account. Direct costs incurred related to equity issuance are chargeable to "Additional paid-in capital" account. If additional paid-in capital is not sufficient, the excess is charged against retained earnings.

Retained earnings represent accumulated earnings of the Group less dividends declared. The individual accumulated retained earnings of the subsidiaries are available for dividend distribution when they are declared by the subsidiaries as approved by their respective BOD.

Treasury Stock
Own equity instruments which are acquired (treasury stock) are recognized at cost and deducted from equity. No gain or loss is recognized in the profit and loss on the purchase, sale, issue or cancellation of the Parent Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively. When the shares are retired, the capital stock account is reduced by its par value and the excess of cost over par value upon retirement is debited to additional paid-in capital when the shares were issued and to retained earnings for the remaining balance.

Equity Reserves
Equity reserve pertains to the difference between the consideration paid and the carrying value of the non-controlling interest acquired. Upon disposal of the related investment, the other equity reserve is transferred to retained earnings.

Changes in a parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e., transactions with owners in their capacity as owners). In such circumstances, the carrying amounts of the controlling and non-controlling interests shall be adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid shall be recognized directly in equity and included under "Equity reserves" account in the equity section of the consolidated statement of financial position.

Income Taxes
Current income tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amounts are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Deferred income tax
Deferred income tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable income will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable income will allow all as part of the deferred tax and to be recovered. The Group does not recognize deferred income tax assets that will reverse during the income tax holiday (ITH).

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date (see Note 27).

Deferred income tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Pension Expense

The Group has a noncontributory defined benefit plan. The net defined benefit liability or asset is the aggregate of the present value of the defined benefit liability at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plan is actuarially determined using the projected unit credit method.

Defined benefit costs comprise the following:

- Service costs
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as expense in profit or loss. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuary.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related liabilities). If the fair value of the plan assets is higher than the present value of the defined benefit liability, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group's right to be reimbursed of some or all of the expenditure required to settle a defined benefit liability is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Termination benefit
Termination benefits are employee benefits provided in exchange for the termination of an employee's employment as a result of either an entity's decision to terminate an employee's employment before the normal retirement date or an employee's decision to accept an offer of benefits in exchange for the termination of employment.

A liability and expense for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of those benefits and when the entity recognizes related restructuring costs. Initial recognition and subsequent changes to termination benefits are measured in accordance with the nature of the employee benefit, as either post-employment benefits, short-term employee benefits, or other long-term employee benefits.

Employee leave entitlement
Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly within twelve months after the end of the annual reporting period is recognized for services rendered by employees up to the end of the reporting period.

Foreign Currencies
Each entity in the Group determines its own functional currency and items included in the consolidated financial statements of each entity are measured using that functional currency.

As of the reporting date, the assets and liabilities of these subsidiaries are translated into the presentation currency of the Parent Company (the Philippine Peso) at the closing rate as at the reporting date and their statement of comprehensive income accounts are translated at the weighted average exchange rates for the year. The exchange differences arising on the translation are recognized in the consolidated statement of comprehensive income and reported as a separate component of equity as "Cumulative Translation Adjustment". On disposal of a foreign entity, the deferred cumulative amount recognized in the consolidated statement of comprehensive income relating to that particular foreign operation shall be recognized in the consolidated statement of comprehensive income.

When previously invested capital is returned to Group and there is no loss of control, the exchange difference arising from the original rate and new rate is recognized in the consolidated statement of income.

Transactions and balances
Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Translation for consolidation
On consolidation, the assets and liabilities of foreign operations are translated into Philippine Peso at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognized in the cumulative translation adjustment (CTA) in the consolidated statement of comprehensive income. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss when the standard permits.

Earnings Per Share (EPS)
Basic EPS is calculated by dividing net income attributable to equity holders of the Parent Company by the weighted average number of common shares outstanding during the year. Diluted EPS is computed by dividing net income attributable to equity holders of the Parent Company by the weighted average number of common shares issued and outstanding during the period after giving effect to assumed conversion of potential common shares. Calculation of dilutive EPS considers the potential ordinary shares of subsidiaries, associates and joint ventures that have dilutive effect on the basic EPS of the Parent Company. The calculation of diluted earnings per share does not assume conversion, exercise, or other issue of potential common shares that would have an antidilutive effect on earnings per share.

Operating Segment
The Group's operating businesses are organized and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and services and serves different markets. Financial information on business segments is presented in Note 6 to the consolidated financial statements.

Provisions
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as an interest expense. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statements but are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefits is probable. However, when the realization of income is virtually certain, the related asset is not a contingent asset and will be recognized.

Events After the Reporting Date
Post year-end events that provide additional information about the Group's position at the reporting date (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the consolidated financial statements when material.

5. Significant Accounting Judgments and Estimates

The preparation of the accompanying consolidated financial statements in conformity with PFRSs, as modified by the application of the financial reporting reliefs issued and approved by the SEC in response to the COVID-19 pandemic, requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The estimates and assumptions used in the accompanying consolidated financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the consolidated financial statements. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the consolidated financial statements, as they become reasonably determinable.

Actual results could differ from such estimates.

Judgments and estimates are continuously evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Judgments
In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which has the most significant effect on the amounts recognized in the consolidated financial statements.

Existence of a contract
The Group's primary document for a contract with a customer is a signed contract to sell. It has determined, however, that in cases wherein contract to sell are not signed by both parties, the combination of its other duly executed and signed documentation such as reservation agreement, official receipts, buyers' computation sheets and invoices, would contain all the criteria to qualify as contract with the customer under PFRS 15.

In addition, part of the assessment process of the Group before revenue recognition is to assess the probability that the Group will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity considers the significance of the customer's initial payments in relation to the total contract price. Collectability is also assessed by considering factors such as past history with the customer, age and pricing of the property. Management regularly evaluates the historical cancellations and back-outs if it would still support its current threshold of customers' equity before commencing revenue recognition.

Identifying performance obligation
In 2018, the Parent Company entered into a contract to sell covering a land upon which, site preparation will be performed prior to turnover to the buyer. The Group concluded that the revenue and cost of real estate sales should be recorded upon completion of the site preparation activities as specifically stated in the contract to sell, which is at a point in time, since there is only one performance obligation (i.e., developed land) and the Parent Company does not have a right to demand payment for work performed to date from the buyer (see Notes 21 and 30). For the year ended December 31, 2021, the related revenue has been recognized as the performance obligations under the contract to sell has been performed.

In 2018, the Parent Company entered into contracts to sell covering parcels of raw land. The Group concluded that there is one performance obligation in these contracts, the raw land. Revenue and cost of real estate sales should be recorded upon delivery of the raw land to the respective buyers which is at a point in time (see Notes 21 and 30). Revenue and related cost of sale arising from these contracts have been recorded in 2019.

Revenue recognition method and measure of progress
For the revenue from real estate sales in the Philippines, the Group concluded that revenue is to be recognized over time because: (a) the Group's performance does not create an asset with an alternative use and; (b) the Group has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Group's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date. In addition, the Group requires a certain percentage of buyer's payments of total selling price (buyer's equity), to be collected as one of the criteria in order to initiate revenue recognition. Reaching this level of collection is an indication of buyer's continuing commitment and the probability that economic benefits will flow to the Group. The Group considers that the initial and continuing investments by the buyer of about 10% on projects that are under development and construction demonstrate the buyer's commitment to pay. For certain inventories that have been fully completed and ready for occupancy, outright investment of the buyer of about 5% demonstrates the buyer's commitment to pay.

The Group has determined that input method used in measuring the progress of the performance obligation faithfully depicts the Group's performance in transferring control of real estate development to the customers.

Principal versus agent considerations
The contract for the mall retail spaces and office spaces leased out by the Group to its tenants includes the right to charge for the electricity usage, water usage, air conditioning charges and CUSA like maintenance, janitorial and security services.

For the electricity and water usage, the Group determined that it is acting as an agent because the promise of the Group to the tenants is to arrange for the electricity and water supply to be provided by a utility company. The utility and service companies, and not the Group, are primarily responsible for the provisioning of the utilities while the Group administers the leased spaces and coordinates with the utility and service companies to ensure that tenants have access to these utilities.

For the provision of CUSA and air-conditioning of the buildings, the Group acts as a principal because it retains the right to direct the service provider of maintenance, janitorial and security to the leased premises, and air-conditioning, respectively. The right to the services mentioned never transfers to the tenant and the Group has the discretion to price the CUSA and air-conditioning charges.

Revenue and cost recognition
The Group's real estate sales is recognized overtime and the percentage-of-completion is determined using input method measured principally based on total actual cost of resources consumed such as materials, labor hours and actual overhead incurred over the total expected project development cost. Actual costs also include incurred costs but not yet billed which are estimated by the project engineers. Expected project development costs include costs of land, land development, building costs, professional fees, depreciation of equipment directly used in the construction, payments for permits and licenses. Revisions in estimated development costs brought about by increases in projected costs in excess of the original budgeted amounts, form part of total project costs on a prospective basis and is allocated between costs of sales and real estate inventories.

Real estate revenue and cost recognition from Chengdu Project
In July 2018, Chengdu Xin Yao secured the license to sell the condominium units in Phase 1 of its residential development in Chengdu Xin Yao Ban Bian Jie. As of December 31, 2021, related revenue has been recognized.

Revenue from the sale of real estate units of Chengdu Xin Yao is accounted for under a completed contract method (i.e., at a point in time) in the consolidated financial statements. It is a recognition method that allows that revenue is recognized at the completion of the project. Under PFRS 15, revenue from property sales is generally recognized when the property is accepted by the customer, or deemed as accepted according to the contract, whichever is earlier, which is the point in time when the customer has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

Definition of default and credit-impaired financial assets
The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria - for installment contract receivables, the customer receives a notice of cancellation and does not continue the payments.

Qualitative criteria - the customer meets 'unlikeliness to pay' criteria, which indicates the customer is in significant financial difficulty. These are instances where:

a. The customer is experiencing financial difficulty or is insolvent
b. The customer is in breach of financial covenant(s)
c. An active market for that financial assets has disappeared because of financial difficulties
d. Concessions have been granted by the Group, for economic or contractual reasons relating to the customer's financial difficulty
e. It is becoming probable that the customer will enter bankruptcy or other financial reorganization

The criteria above have been applied to the financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD) throughout the Group's expected loss calculation.

Incorporation of forward-looking information
The Group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL.

To do this, the Group considers a range of relevant forward-looking macro-economic assumptions for the determination of unbiased general industry adjustments and any related specific industry adjustments that support the calculation of ECLs. Based on the Group's evaluation and assessment and after taking into consideration external actual and forecast information, the Group formulates a 'base case' view of the future direction of relevant economic variables as well as a representative range of other possible forecast scenarios. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. External information includes economic data and forecasts published by governmental bodies, monetary authorities and selected private-sector and academic institutions.

The base case represents a most-likely outcome and is aligned with information used by the Group for other purposes such as strategic planning and budgeting. The other scenarios represent more optimistic and more pessimistic outcomes. Periodically, the Group carries out stress testing of more extreme shocks to calibrate its determination of these other representative scenarios.

The Group has identified and documented key drivers of credit risk and credit losses of each portfolio of financial instruments and, using an analysis of historical data, has estimated relationships between macro-economic variables and credit risk and credit losses.

The Group has considered the impact of COVID-19 pandemic and to the extent applicable revised its assumptions in determining macroeconomic variables and loss rates in the ECL computation. The changes in the gross carrying amounts of receivables from the sale of real estate during the year and impact of COVID-19 pandemic did not materially affect the allowance for ECLs.

Joint Control
The Parent Company entered into various joint ventures with Shang Properties, Inc., Hong Kong Land Group, DMCI Project Developers, Inc. and DoubleDragon Properties Corp. The Parent Company considers that it has joint control over these arrangements since decisions about the relevant activities of the joint ventures require unanimous consent of the parties as provided for in the joint venture agreements and shareholders' agreements.

Determining whether it is reasonably certain that a renewal and termination option will be exercised – Group as a lessee
The Group has several lease contracts that include renewal and termination options. The Group applies judgment in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew or terminate (e.g., a change in business strategy).

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to renew the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group did not include the option to renew nor the option to terminate the lease in the lease term as the Group assessed that it is not reasonably certain that these options will be exercised.

Operating lease commitments - Group as lessor
The Group has entered into commercial, office and industrial property leases on its investment properties portfolio. Based on an evaluation of the terms and conditions of the arrangements, the Group has determined that it retains all the significant risks and rewards of ownership of these properties and accounts for them as operating leases. In determining significant risks and benefits of ownership, the Group considered, among others, the significance of the lease term as compared with the EUL of the related asset.

A number of the Group's operating lease contracts are accounted for as noncancellable operating leases and the rest are cancellable. In determining whether a lease contract is cancellable or not, the Group considers, among others, the significance of the penalty, including the economic consequence to the lessee (see Note 34).

Finance lease commitments - Group as lessor
The Group has entered into property leases on some of its real estate condominium unit property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, particularly the bargain purchase option and minimum lease payments that the Group has transferred all the significant risks and rewards of ownership of these properties to the lessee and accounts for them as finance leases (see Note 34).

Assessment on whether lease concessions granted constitute a lease modification
In line with the rental relief framework implemented by the government to support businesses and the broader economy due to the impact of COVID-19 pandemic, the Group waived its right to collect rent and other charges as part of various lease concessions it granted to lessees such as lease payment holidays or lease payment reductions.

The Group applies judgment when assessing whether the rent concessions granted is considered a lease modification under PFRS 16.

In making this judgment, the Group determines whether the rent concessions granted has changed the scope of the lease, or the consideration thereof, that was not part of the original terms and conditions of the lease. The Group assessed that the lease concessions it granted to lessees do not qualify as lease modifications since the terms and conditions under the corresponding lease contracts have not been modified by the waiver and therefore, is not a lease modification under PFRS 16.

The rent concessions granted by the Group for the years ended December 31, 2021 and 2020 amounted to ₱3,775 million and ₱3,475 million, respectively.

Distinction among real estate inventories, land held for future development and investment properties
The Group determines whether a property will be classified as Real estate inventories, Land held for future development and Investment properties. In making this judgment, the Group considers whether the property will be sold in the normal operating cycle (Real estate inventories), whether it will be retained as part of the Group's strategic land banking activities for development or sale in the medium or long-term (Land held for future development) or whether it will be held to earn rentals or for capital appreciation (Investment properties). For land properties, the Group considers the purpose for which the land was acquired.

Recognition of deferred tax assets
Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that sufficient taxable income will be available against which the deductible temporary differences can be utilized. Significant management estimate is required to determine the amount of deferred tax asset that can be recognized, based upon the likely timing and level of future taxable income together with future tax planning. Deferred tax assets recognized as of December 31, 2021 and 2020 amounted to ₱960 million and ₱1,128 million, respectively (see Note 27).

The Group has NOLCO amounting to ₱2 million and ₱9 million as of December 31, 2021 and 2020, that is available for offset against taxable income or tax payable which deferred tax asset has not been recognized. The related deferred tax assets amounted to ₱1 million and ₱3 million as of December 31, 2021 and 2020 (see Note 27).

RCR, being a REIT entity is entitled to the deductibility of dividend distribution from its taxable income, provided it complies with the requirements under R.A. No. 9856 and IRR of R.A. No. 9856. The entitlement indicates that sufficient taxable income is not available that will allow RCR to fully utilize its deductible temporary differences. The deferred tax asset on these temporary differences amounting to ₱207 million is not recognized as of December 31, 2021.

Contingencies
The Group is currently involved in various legal proceedings in the ordinary course of business. The estimate of the probable costs for the resolution of these claims has been developed in consultation with the internal and external counsel handling the defense on these matters and is based upon an analysis and judgment of potential results by the management. The Group currently does not believe these proceedings will have a material effect on the Group's financial position. It is possible, that future results of operations could be materially affected by changes in the judgment or in the effectiveness of the strategies relating to these proceedings (see Note 34).

Judgments made in determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates applying paragraph 122 of PAS 1, Presentation of Financial Statements
Upon adoption of the Interpretation, the Group has assessed whether it has any uncertain tax position. The Group applies significant judgment in identifying uncertainties over its income tax treatments. The Group determined, based on its assessment, in consultation with its tax counsel, that it is probable that its uncertain income tax treatments (including those for the subsidiaries) will be accepted by the taxation authorities.

<u>Estimates and Assumptions</u>
The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are discussed below.

Revenue and cost recognition
The Group's revenue recognition policies require management to make use of estimates and assumptions that may affect the reported amounts of revenue and costs. The Group's revenue and cost from real estate where performance obligation is satisfied over time and recognized based on the percentage of completion is measured principally on the basis of the estimated completion by reference to the actual costs incurred to date over the estimated total costs of the project. For the years ended December 31, 2021, 2020 and 2019, the real estate sales recognized over time amounted to ₱5,203 million, ₱11,718 million and ₱8,708 million, respectively, while the related cost of real estate sales amounted to ₱2,549 million, ₱6,149 million and ₱4,150 million, respectively.

The Group also recognized revenue when control is passed on a certain point in time. The Group's revenue and cost of real estate sales were recognized upon transfer of control to the buyer. Real estate sales pertaining to this transaction amounted to ₱13,815 million, ₱132 million and ₱321 million for the years ended December 31, 2021, 2020 and 2019, respectively. The related cost of sales amounted to ₱10,795 million, ₱12 million and ₱85 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Fair value of financial instruments
When the fair values of financial assets and financial liabilities recorded or disclosed in the consolidated statement of financial position cannot be derived from active markets, they are determined using internal valuation techniques using generally accepted market valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimates are used in establishing fair values. These estimates may include considerations of liquidity, volatility and correlation. Certain financial assets and liabilities were initially recorded at their fair values by using the discounted cash flow methodology.

Provision for expected credit losses of trade receivables
The Group uses a provision matrix to calculate ECLs for trade receivables other than installment contract receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information such as inflation and dollar index rates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The Group uses vintage analysis approach to calculate ECLs for installment contract receivables. The vintage analysis accounts for expected losses by calculating the cumulative loss rates of a given loan pool. It derives the probability of default from the historical data of a homogenous portfolio that share the same origination period. The information on the number of defaults during fixed time intervals of the accounts is utilized to create the PD model. It allows the evaluation of the loan activity from its origination period until the end of the contract period.

The assessment of the correlation between historical observed default rates, forecast economic conditions (inflation and interest rates) and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

The changes in the gross carrying amounts of receivables from the sale of real estate during the period and impact of the COVID-19 pandemic did not materially affect the allowance for ECLs.

The carrying value of trade receivables as of December 31, 2021 and 2020 amounted to ₱19,388 million and ₱20,620 million, respectively (see Note 8). The carrying value of installment contract receivables as of December 31, 2021 and 2020 amounted to ₱14,029 million and ₱15,891 million, respectively (see Note 8).

Evaluation of net realizable value of real estate inventories
The Group adjusts the cost of its real estate inventories to net realizable value based on its assessment of the recoverability of the inventories. NRV for completed real estate inventories is assessed with reference to market conditions and prices existing at the reporting date and is determined by the Group in light of recent market transactions. NRV in respect of real estate inventories under construction is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete construction and less estimated costs to sell. The amount and timing of recorded expenses for any period would differ if different judgments were made or different estimates were utilized.

In line with the impact of COVID-19 pandemic, the Group experienced limited selling activities that resulted to lower sales in 2020. In evaluating NRV, recent market conditions and current market prices have been considered (see Note 9).

As of December 31, 2021 and 2020, the Group's subdivision land, condominium and residential units for sale amounted to ₱37,679 million and ₱41,252 million, respectively (see Note 9).

Estimation of useful lives of property and equipment and investment properties
The Group estimates the useful lives of its depreciable property and equipment and investment properties based on the period over which the assets are expected to be available for use. The EUL of the said depreciable assets are reviewed at least annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these assets. It is possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the EUL of the depreciable property and equipment and investment properties would increase depreciation expense and decrease noncurrent assets.

The carrying value of depreciable property and equipment as of December 31, 2021 and 2020 amounted to ₱8,690 million and ₱8,508 million, respectively (see Note 12). The carrying value of depreciable investment properties as of December 31, 2021 and 2020 amounted to ₱60,394 million and ₱57,850 million, respectively (see Note 11).

Impairment of nonfinancial assets
The Group assesses impairment on its nonfinancial assets (i.e., investment properties, property and equipment, right-of-use assets, other noncurrent assets and investment in joint ventures) and considers the following important indicators:

- Significant changes in asset usage;
- Significant decline in assets' market value;
- Obsolescence or physical damage of an asset;
- Significant underperformance relative to expected historical or projected future operating results; and
- Significant negative industry or economic trends

If such indications are present and where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. The fair value less costs of disposal is the amount obtainable from the sale of an asset in an arm's length transaction while value in use is the present value of estimated future cash flows expected to arise from the nonfinancial assets. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs. In determining the present value of estimated future cash flows expected to be generated from the continued use of the assets, the Group is required to make estimates and assumptions that may affect the carrying amount of the assets.

In view of the continuing community quarantines and restricted travel, the Group's hotels and resorts segment continues to be adversely affected by the lower number of guests and reduced room rates, both of which have significantly impacted the revenues reported for this segment. Also, many restaurants remain closed or allowed limited operations which impacted the food and beverage revenues of the segment. In addition, because of the COVID-19 pandemic, there is the heightened level of uncertainty on the future economic outlook and market forecast. These events and conditions are impairment indicators requiring the assessment of the recoverable amount of the property and equipment and ROU assets.

The Group estimates the recoverable amount through value in use. In determining the present value of estimated future cash flows expected to be generated from the continued use of these assets of the hotels and resorts segment, the Group is required to make estimates and assumptions that may affect the nonfinancial assets. The significant assumptions used in the valuation are discount rates of 9.7% with an average growth rate of 3.0%. The Group also considered in its assumptions the impact of the COVID-19 pandemic on the occupancy rate and room rates which are not expected to normalize soon.

The carrying values of the Group's nonfinancial assets as of December 31, 2021 and 2020 are disclosed below.

	2021	2020
Investment properties (Note 11)	**₱124,939,053,875**	₱109,418,090,261
Property and equipment (Note 12)	**8,689,979,440**	8,507,694,022
Investments in joint venture (Note 30)	**2,590,847,311**	2,372,704,894
Right-of-use assets (Note 34)	**1,198,810,590**	1,112,302,766
Other noncurrent assets* (Note 13)	**5,532,272,911**	6,184,587,808
	₱142,950,964,127	₱127,595,379,751

**Excluding utility deposits and financial assets at FVOCI*

No impairment was recognized for the Group's nonfinancial assets.

Pension cost
The determination of the obligation and cost of pension benefits is dependent on the selection of certain assumptions used in calculating such amounts. Those assumptions include, among others, discount rates and salary increase rates (see Note 29).

The cost of defined benefit pension plan and the present value of the pension liabilities are determined using actuarial valuations. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit liabilities are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit liability. Future salary increases are based on expected future inflation rates and other relevant factors.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of Philippine government bonds with terms consistent with the expected employee benefit payout as of reporting date.

As of December 31, 2021 and 2020, the Group's net pension liabilities amounted to ₱632 million and ₱666 million, respectively (see Note 29).

Leases - Estimating the incremental borrowing rate
The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

The Group's lease liabilities amounted to ₱2,131 million and ₱1,977 million as of December 31, 2021 and 2020, respectively (see Note 34).

6. Operating Segments

<u>Business Segments</u>
The business segment is determined as the primary segment reporting format as the Group's risks and rates of return are affected predominantly by each operating segment.

Management monitors the operating results of its operating segments separately for the purpose of making decision about resource allocation and performance assessment. Group financing (including interest income and interest expense) and income taxes are managed on a group basis and are not allocated to operating segments. The Group evaluates performance based on earnings before interest, income tax, depreciation and other income (losses) (EBITDA).

The financial information on the operations of these business segments as shown below are based on the measurement principles that are similar with those used in measuring the assets, liabilities, income and expenses in the consolidated financial statements which is in accordance with PFRSs except for EBITDA.

Cost and expenses exclude interest, taxes and depreciation.

The Group derives its revenue from the following reportable units:

Robinsons Malls - develops, leases and manages lifestyle centers all over the Philippines.

Residential Division - develops and sells residential condominium units, as well as horizontal residential projects in the Philippines.

Robinsons Offices - develops and leases out office spaces.

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

Robinsons Logistics and Industrial Facilities - develops and leases out warehouse and logistics facilities.

Integrated Developments Division - focuses on strategic land bank acquisition and management, exploration of real estate-related infrastructure projects.

Chengdu Xin Yao (CDXY) - develops and sells real estate projects in China.

Segment information for comparative periods as of and for the years ended December 31, 2019 and 2020 include new reportable segments to conform with the presentation as of and for the year ended December 31, 2021.

The financial information about the operations of these business segments is summarized as follows:

	2021								
	Robinsons Malls	Residential Division	Robinsons Offices	Robinsons Hotels and Resorts	Robinsons Logistics and Industrial Facilities	Integrated Developments Division	Chengdu Xin Yao	Intersegment Eliminating Adjustments	Consolidated
Revenue									
Segment revenue:									
Revenues from contracts with customers	**₱3,389,267**	**₱5,202,951,110**	**₱–**	**₱1,202,075,617**	**₱–**	**₱2,932,847,441**	**₱10,882,315,856**	**₱–**	**₱20,223,579,291**
Rental income	**5,337,190,146**	**67,895,943**	**5,263,491,006**	**–**	**353,647,710**	**34,092,732**	**–**	**–**	**11,056,317,537**
Other income	**2,912,304,661**	**1,068,166,532**	**1,221,931,552**	**–**	**–**	**156,499**	**56,961,508**	**–**	**5,259,520,752**
Intersegment revenue	**37,937,491**	**–**	**192,463,497**	**3,349,890**	**–**	**–**	**–**	**(233,750,878)**	**–**
Total Revenue	**8,290,821,565**	**6,339,013,585**	**6,677,886,055**	**1,205,425,507**	**353,647,710**	**2,967,096,672**	**10,939,277,364**	**(233,750,878)**	**36,539,417,580**
Costs and expenses									
Segment costs and expenses	**4,388,489,672**	**4,064,750,345**	**823,921,497**	**956,376,593**	**29,914,428**	**1,415,195,049**	**9,899,993,418**	**–**	**21,578,641,002**
Intersegment costs and expenses	**750,823**	**38,067,848**	**187,668,621**	**6,872,755**	**–**	**390,831**	**–**	**(233,750,878)**	**–**
Total Costs and expenses	**4,389,240,495**	**4,102,818,193**	**1,011,590,118**	**963,249,348**	**29,914,428**	**1,415,585,880**	**9,899, 993,418**	**(233,750,878)**	**21,578,641,002**
Earnings before interest, taxes and depreciation	**3,901,581,070**	**2,236,195,392**	**5,666,295,937**	**242,176,159**	**323,733,282**	**1,551,510,792**	**1,039,283,946**	**–**	**14,960,776,578**
Depreciation and amortization	**3,673,939,814**	**138,356,366**	**934,480,849**	**418,165,445**	**74,437,392**	**7,273,501**	**314,657**	**–**	**5,246,968,024**
Operating income	**₱227,641,256**	**₱2,097,839,026**	**₱4,731,815,088**	**(₱175,989,286)**	**₱249,295,890**	**₱1,544,237,291**	**₱1,038,969,289**	**₱–**	**₱9,713,808,554**
Assets and Liabilities									
Segment assets	**₱93,133,168,230**	**₱41,412,393,871**	**₱33,483,496,506**	**₱10,516,310,845**	**₱5,741,974,680**	**₱26,097,879,557**	**₱17,564,715,333**	**₱–**	**₱227,949,939,022**
Investment in subsidiaries - at cost	**1,468,599,829**	**–**	**38,695,727,671**	**25,500,000**	**500,000,000**	**794,000,000**	**–**	**(41,483,827,500)**	**–**
Total segment assets	**₱94,601,768,059**	**₱41,412,393,871**	**₱72,179,224,177**	**₱10,541,810,845**	**₱6,241,974,680**	**₱26,891,879,557**	**₱17,564,715,333**	**(₱41,483,827,500)**	**₱227,949,939,022**
Total segment liabilities	**₱61,402,702,230**	**₱11,052,352,132**	**₱4,519,296,986**	**₱954,867,452**	**₱367,754,388**	**₱5,119,157,887**	**₱14,183,843,924**	**₱–**	**₱97,599,974,999**
Other segment information									
Capital expenditures (Notes 10 and 11)									**₱17,999,501,395**
Additions to subdivision land, condominium and residential units for sale (Note 8)									**₱9,314,493,631**
Cash flows from:									
Operating activities	**₱4,531,404,754**	**₱1,940,846,835**	**₱4,493,291,683**	**₱230,077,824**	**₱291,744,738**	**₱1,633,466,291**	**(₱28,773,457)**	**₱–**	**₱13,092,058,668**
Investing activities	**(8,405,125,849)**	**(2,079,657,129)**	**(4,479,040,130)**	**(982,499,735)**	**(620,013,103)**	**(4,105,768,277)**	**25,976,061**	**–**	**(20,646,128,162)**
Financing activities	**(10,360,031,583)**	**217,810,367**	**22,365,835,776**	**(7,168,056)**	**(16,357,567)**	**-**	**(504,443)**	**–**	**12,199,584,494**

	2020								
	Robinsons Malls	Residential Division	Robinsons Offices	Robinsons Hotels and Resorts	Robinsons Logistics and Industrial Facilities	Integrated Developments Division	Chengdu Xin Yao	Intersegment Eliminating Adjustments	Consolidated
Revenue									
Segment revenue:									
Revenues from contracts with customers	₱218,910,438	₱11,717,577,404	₱–	₱1,083,317,112	₱–	₱132,606,872	₱–	₱–	₱13,152,411,826
Rental income	5,588,494,038	76,771,895	4,690,014,553	–	236,485,057	25,322,726	–	–	10,617,088,269
Other income (as restated)	2,678,653,747	330,853,099	1,246,928,213	–	–	282,388	–	–	4,256,717,447
Intersegment revenue	31,121,619	–	1,014,200	848,743	–	–	–	(31,970,362)	–
Total Revenue	8,517,179,842	12,125,202,398	5,937,956,966	1,084,165,855	236,485,057	158,211,986	–	(31,970,362)	28,026,217,542
Costs and expenses									
Segment costs and expenses (as restated)	4,372,280,251	7,961,744,137	853,742,998	930,013,801	52,758,651	98,772,723	78,341,050	–	14,347,653,611
Intersegment costs and expenses	8,895,013	37,542,232	(27,710,193)	11,828,241	–	2,429,269	–	(31,970,362)	–
Total Costs and expenses	4,381,175,264	7,999,286,369	826,032,805	941,842,042	52,758,651	101,201,992	78,341,050	(31,970,362)	14,347,653,611
Earnings before interest, taxes and depreciation	4,136,004,578	4,125,916,029	5,111,924,161	142,323,813	183,726,406	57,009,994	(78,341,050)	–	13,678,563,931
Depreciation and amortization (Notes 22 and 24)	3,711,870,206	97,490,020	903,746,743	417,760,276	51,664,126	1,894,339	273,170	–	5,184,698,880
Operating income	₱424,134,372	₱4,028,426,009	₱4,208,177,418	(₱275,436,463)	₱132,062,280	₱55,115,655	(₱78,614,220)	₱–	₱8,493,865,051
Assets and Liabilities									
Segment assets	₱77,606,552,979	₱45,154,861,279	₱28,489,598,894	₱10,031,375,412	₱4,601,494,739	₱16,872,515,011	₱32,444,326,743	₱–	₱215,200,725,057
Investment in subsidiaries - at cost	7,306,629,643	–	497,250,000	25,500,000	–	794,000,000	–	(8,623,379,643)	–
Total segment assets	₱84,913,182,622	₱45,154,861,279	₱28,986,848,894	₱10,056,875,412	₱4,601,494,739	₱17,666,515,011	₱32,444,326,743	(₱8,623,379,643)	₱215,200,725,057
Total segment liabilities	₱67,661,325,893	₱10,873,992,566	₱4,582,052,082	₱1,052,439,463	₱254,090,157	₱3,777,043,317	₱24,281,749,944	₱–	₱112,482,693,422
Other segment information:									
Capital additions (Notes 11 and 12)									₱11,444,282,141
Additions to subdivision land, condominium and residential units for sale (Note 9)									₱8,746,295,175
Cash flows from:									
Operating activities	(₱605,424,409)	(₱169,857,278)	₱4,730,354,962	₱690,137,036	₱36,109,467	₱1,144,010,006	₱7,082,503,126	₱–	₱12,907,832,910
Investing activities	(5,748,868,251)	32,712,846	(4,736,462,424)	(873,094,251)	(773,326,709)	(394,471,116)	(25,557,174)	–	(12,519,067,079)
Financing activities	6,422,194,762	112,113,970	10,452,547	2,037,073	–	8,256,078	–	–	6,555,054,430

	2019								
	Robinsons Malls	Residential Division	Robinsons Offices	Robinsons Hotels and Resorts	Robinsons Logistics and Industrial Facilities	Integrated Developments Division	Chengdu Xin Yao	Intersegment Eliminating Adjustments	Consolidated
Revenue									
Segment revenue:									
Revenues from contracts with customers	₱2,151,785,393	₱8,708,003,578	₱–	₱2,432,639,988	₱–	₱320,940,495	₱–	₱–	₱13,613,369,454
Rental income	10,812,598,105	100,976,731	4,369,279,039	–	109,964,482	27,680,898	–	–	15,420,499,255
Other income (as restated)	3,387,791,459	318,779,532	1,124,598,530	–	–	357,908	–	–	4,831,527,429
Intersegment revenue	43,217,951	–	496,000	2,537,052	–	–	–	(46,251,003)	–
Total Revenue	16,395,392,908	9,127,759,841	5,494,373,569	2,435,177,040	109,964,482	348,979,301	–	(46,251,003)	33,865,396,138
Costs and expenses									
Segment costs and expenses (as restated)	7,530,265,973	6,155,482,125	934,763,382	1,730,215,872	13,240,812	208,039,201	43,947,493	–	16,615,954,858
Intersegment costs and expenses	496,000	43,217,951	(7,555,220)	10,092,272	–	–	–	(46,251,003)	–
Total Costs and expenses	7,530,761,973	6,198,700,076	927,208,162	1,740,308,144	13,240,812	208,039,201	43,947,493	(46,251,003)	16,615,954,858
Earnings before interest, taxes and depreciation	8,864,630,935	2,929,059,765	4,567,165,407	694,868,896	96,723,670	140,940,100	(43,947,493)	–	17,249,441,280
Depreciation and amortization (Notes 22 and 24)	3,652,030,906	94,925,112	833,893,624	359,372,389	25,224,177	950,037	149,170	–	4,966,545,415
Operating income	₱5,212,600,029	₱2,834,134,653	₱3,733,271,783	₱335,496,507	₱71,499,493	₱139,990,063	(₱44,096,663)	₱–	₱12,282,895,865
Assets and Liabilities									
Segment assets	₱73,472,525,100	₱38,246,668,120	₱24,309,288,716	₱10,194,629,208	₱2,763,951,519	₱18,948,120,284	₱21,716,026,814	₱–	₱189,651,209,761
Investment in subsidiaries - at cost	10,910,909,370	–	165,750,000	25,500,000	–	780,000,000	–	(11,882,159,370)	–
Total segment assets	₱84,383,434,470	₱38,246,668,120	₱24,475,038,716	₱10,220,129,208	₱2,763,951,519	₱19,728,120,284	₱21,716,026,814	(₱11,882,159,370)	₱189,651,209,761
Total segment liabilities	₱58,335,790,786	₱10,502,533,076	₱4,534,903,265	₱1,325,361,503	₱253,854,719	₱4,406,445,915	₱10,214,650,019	₱–	₱89,573,539,283
Other segment information:									
Capital additions (Notes 11 and 12)									₱11,444,282,141
Additions to subdivision land, condominium and residential units for sale (Note 9)									₱8,746,295,175
Cash flows from:									
Operating activities	₱9,401,634,887	₱6,973,707,706	₱3,690,803,628	₱267,392,884	(₱4,240,251)	(₱629,507,243)	(₱1,285,954,788)	₱–	₱18,413,836,823
Investing activities	(4,917,250,299)	(3,367,285,616)	(4,043,605,052)	(1,923,895,988)	(618,661,367)	(1,070,308,354)	(1,202,962)	–	(15,942,209,638)
Financing activities	(4,545,991,517)	1,832,092,728	680,285,494	1,833,618,329	–	2,244,965,477	–	–	2,044,970,511

The revenue of the Group consists of sales to domestic customers and sale to residential buyers of CDXY in China. Inter-segment revenue accounted for under PFRSs arising from lease arrangements amounting ₱234 million, ₱33 million and ₱46 million for the years ended

December 31, 2021, 2020 and 2019, respectively, are eliminated in consolidation. The Group generally account for inter-segment sales and transfers on an arm's length prices or at current market prices.

The carrying amount of assets located outside the Philippines amounted to ₱17,565 million and ₱32,444 million as of December 31, 2021 and 2020 respectively.

No operating segments have been aggregated to form the above reportable segments. Capital additions consist of additions to "Investment property" and "Property and equipment".

Significant customers in lease arrangements includes the affiliated entities (see Note 20). Rental income arising from the lease of commercial properties to affiliated companies which are not part of the Group and therefore not eliminated amounted to ₱2,407 million, ₱2,103 million and ₱2,997 million for the years ended December 31, 2021, 2020 and 2019, respectively.

For the years ended December 31, 2021, 2020 and 2019, there are no revenue transactions with a single external customer which accounted 10% or more of the consolidated revenue from external customers. The main revenues of the Group are substantially earned from Philippines and China.

The following table shows a reconciliation of the total EBITDA to total income before income tax:

	December 31		
	2021	2020	2019
EBITDA	**₱14,960,776,578**	₱13,678,563,931	₱17,249,441,280
Depreciation and amortization (Notes 22 and 24)	**(5,246,968,024)**	(5,184,698,880)	(4,966,545,415)
Other losses – net	**(1,233,614,820)**	(1,487,600,935)	(776,112,102)
Income before income tax	**₱8,480,193,734**	₱7,006,264,116	₱11,506,783,763

Except for the impact of COVID-19 pandemic to the operating results of the Group starting March 2020, there are no other trends or events or uncertainties that have had or that are reasonably expected to have a material impact on revenues or income from continuing operations.

7. Cash and Cash Equivalents

This account consists of:

	2021	2020
Cash on hand and in banks	**₱11,936,889,458**	₱1,108,520,005
Short-term investments (Notes 16 and 20)	**6,712,884,326**	12,895,738,779
	₱18,649,773,784	₱14,004,258,784

Cash in banks earn annual interest at the prevailing bank deposit rates. Short-term investments are invested for varying periods of up to three (3) months and earn interest at the prevailing short-term investment rates ranging from 0.125% to 0.625%, 1.13% to 3.75% and 1.00% to 3.50% for the years ended December 31, 2021, 2020 and 2019, respectively.

Cash in bank accounts in US dollars earn interest at a range 0.05% to 0.15% for the years ended December 31, 2021, 2020 and 2019.

Interest earned from cash in banks and short-term investments for the years ended December 31, 2021, 2020 and 2019 amounted to ₱167 million, ₱239 million and ₱287 million, respectively (see Note 25).

The cash and cash equivalents as of December 31, 2021 and 2020 are free to meet the immediate cash requirements of the Group (see Note 10).

8. Receivables

This account consists of:

	2021	2020
Trade		
Installment contract receivables - at amortized cost	**₱13,569,013,003**	₱14,960,310,062
Installment contract receivables - at FVOCI	**459,685,079**	931,573,340
Rental receivables (Note 20)	**4,068,761,076**	2,625,743,652
Accrued rent receivables	**1,023,695,381**	1,834,791,308
Hotel operations	**267,013,963**	267,686,252
	19,388,168,502	20,620,104,614
Affiliated companies (Note 20)	**2,854,076,441**	1,029,848,891
Others		
Receivable from insurance	**455,763,146**	516,821,913
Receivable from condominium corporations	**238,227,219**	232,470,481
Advances to officers and employees	**97,027,808**	66,734,411
Others	**222,375,403**	38,604,580
	23,255,638,519	22,504,584,890
Less allowance for impairment losses	**212,927,700**	212,927,700
	23,042,710,819	22,291,657,190
Less noncurrent portion	**7,549,521,416**	7,861,430,860
	₱15,493,189,403	₱14,430,226,330

Installment contract receivables consist of accounts collectible in monthly installments over a period of one (1) to ten (10) years. These are carried at amortized cost, except for receivables from lease-to-own arrangements which are carried at FVOCI. The title of the real estate property, which is the subject of the installment contract receivable due beyond 12 months, passes to the buyer once the receivable is fully paid.

Rental receivables from affiliated companies included under ‘Rental receivables’ amounted to ₱151 million and ₱262 million as of December 31, 2021 and 2020, respectively (see Note 20).

Accrued rent receivables represent the portion of the lease as a consequence of recognizing income on a straight-line basis. As of December 31, 2021 and 2020, the noncurrent portion of accrued rent receivable amounted to ₱1,010 million and ₱1,821 million, respectively.

Receivables from hotel operations pertain to unpaid customer billings for charges from room accommodations, sale of food and beverage and other ancillary services. These are normally collectible within 30 to 90 days.

Receivables from affiliated companies represent advances made by the Parent Company in accordance with joint venture agreements (see Note 20).

Receivable from insurance consists of claims made by the Group for losses related to its investment properties.

Receivables from condominium corporations pertain mostly to reimbursements for utilities paid by the Parent Company.

The receivables from officers and employees are advances related to conduct of business activities subject to liquidation and for personal loans which are collected through salary deduction.

Other receivables consist primarily of advances to brokers, interest receivable and advances to SSS.

Breakdown of the allowance for impairment losses on trade receivables as of December 31, 2021 and 2020 follows:

Rental Receivables	Hotels Operations	Installment Contract Receivables	Total
₱190,148,722	**₱3,778,978**	**₱19,000,000**	**₱212,927,700**

Aging Analysis
The aging analysis of the Group's receivables follows:

	December 31, 2021						
		Neither	Past Due But Not Impaired				Past
	Total	Past Due nor Impaired	Less than 30 days	30 to 60 days	61 to 90 days	Over 90 days	Due and Impaired
Trade receivables							
Installment contract receivables - at amortized cost	**₱13,569,013,003**	**₱12,425,284,377**	**₱165,542,975**	**₱56,957,072**	**₱399,927,318**	**₱502,301,261**	**₱19,000,000**
Installment contract receivables - at FVOCI	**459,685,079**	**429,494,883**	**3,137,322**	**1,773,269**	**772,963**	**24,506,642**	**–**
Rental receivables (Note 20)	**4,068,761,076**	**716,949,044**	**302,775,146**	**234,450,640**	**310,857,928**	**2,313,579,596**	**190,148,722**
Accrued rent receivables	**1,023,695,381**	**1,023,695,381**	**–**	**–**	**–**	**–**	**–**
Hotel operations	**267,013,963**	**118,697,778**	**66,835,496**	**27,860,450**	**14,726,707**	**35,114,554**	**3,778,978**
Affiliated companies (Note 20)	**2,854,076,441**	**2,854,076,441**	**–**	**–**	**–**	**–**	**–**
Others	**1,013,393,576**	**1,013,393,576**	**–**	**–**	**–**	**–**	**–**
	₱23,255,638,519	**₱18,581,591,480**	**₱538,290,939**	**₱321,041,431**	**₱726,284,916**	**₱2,875,502,053**	**₱212,927,700**

	December 31, 2020						
		Neither	Past Due But Not Impaired				Past
	Total	Past Due nor Impaired	Less than 30 days	30 to 60 days	61 to 90 days	Over 90 days	Due and Impaired
Trade receivables							
Installment contract receivables - at amortized cost	₱14,960,310,062	₱12,806,030,730	₱302,529,645	₱205,833,712	₱116,588,117	₱1,510,327,858	₱19,000,000
Installment contract receivables - at FVOCI	931,573,340	787,496,740	17,377,240	13,013,885	8,523,429	105,162,046	–
Rental receivables (Note 20)	2,625,743,652	567,028,167	259,712,766	254,074,368	201,826,180	1,152,953,449	190,148,722
Accrued rent receivables	1,834,791,308	1,834,791,308	–	–	–	–	–
Hotel operations	267,686,252	64,245,015	86,314,912	9,849,385	3,274,604	100,223,358	3,778,978
Affiliated companies (Note 20)	1,029,848,891	1,029,848,891	–	–	–	–	–
Others	854,631,385	854,631,385	–	–	–	–	–
	₱22,504,584,890	₱17,944,072,236	₱665,934,563	₱482,771,350	₱330,212,330	₱2,868,666,711	₱212,927,700

A summary of the movements in the installment contract receivables - at FVOCI of the Group is as follows:

	2021	2020
Beginning balance	**₱931,573,340**	₱990,081,179
Collections	**(405,590,026)**	(27,305,750)
Fair value adjustment - other comprehensive income	**(66,298,235)**	(31,202,089)
Ending balance	**₱459,685,079**	₱931,573,340

The changes in the fair value of the installment contract receivables at FVOCI (net of tax) in 2021, 2020 and 2019 amounted to ₱50 million, ₱22 million and ₱69 million, respectively.

On March 25, 2020, Republic Act No. 11469, otherwise known as the *Bayanihan to Heal as One Act* ("Bayanihan 1 Act") was enacted. Bayanihan 1 Act provides that all covered institutions shall implement a 30-day grace period for all loans with principal and/or interest and lease amortization falling due within the ECQ Period without incurring interest on interest, penalties, fees and other charges. Subsequently, on September 11, 2020, Republic Act No. 11494, otherwise known as the *Bayanihan to Recover as One Act* ("Bayanihan 2 Act"), was enacted. Under Bayanihan 2 Act, a one-time 60-day grace period is granted for the payment of all existing, current and outstanding loans falling due, or any part thereof, on or before December 31, 2020, without incurring interest on interests, penalties, fees, or other charges and thereby extending the maturity of the said loans. Furthermore, a minimum 30-day grace period shall also be granted by covered institutions to all payments due within the period of community quarantine on rent and utility-related expenditures without incurring penalties, interest and other charges.

In 2020, the Group, provided reliefs under Bayanihan 1 Act and Bayanihan 2 Act, which offered financial reliefs to its borrowers/counterparties as a response to the effect of the COVID-19 pandemic. These relief measures included the restructuring of existing receivables including extension of payment terms.

Based on the Group's assessment, the modifications in the contractual cash flows as a result of the above reliefs are not substantial and therefore do not result in the derecognition of the affected financial assets.

As of December 31, 2021 and 2020, nominal amounts of trade receivables from residential totaling ₱13,569 million and ₱14,960 million, respectively, were recorded initially at fair value. The fair values of the receivables were obtained by discounting future cash flows using the applicable rates of similar types of instruments.

Movements in the unamortized discount of the Group's receivables as of December 31, 2021 and 2020 follow:

	2021	2020
Balance at beginning of year	**₱14,960,310,062**	₱11,173,387,274
Additions (Cancellations) - net	**(1,227,827,781)**	3,919,965,199
Accretion for the year (Note 21)	**(163,469,278)**	(133,042,411)
Balance at end of year	**₱13,569,013,003**	₱14,960,310,062

9. **Subdivision Land, Condominium and Residential Units for Sale**

This account consists of:

	2021	2020
Land and condominium units	**₱14,108,094,215**	₱11,614,894,462
Land use right and development cost	**10,370,718,830**	18,662,662,664
Residential units and subdivision land	**11,612,978,218**	3,403,756,340
Land held for development	**1,587,650,470**	7,570,587,954
	₱37,679,441,733	₱41,251,901,420

The subdivision land, condominium and residential units for sale are carried at cost.

A summary of the movement in inventory is set out below:

	2021	2020
Beginning balance	**₱41,251,901,420**	₱36,062,897,387
Construction and development costs incurred	**9,314,493,631**	9,171,932,407
Land acquisition (Note 10)	**339,455,204**	1,341,648,000
Transfers (to) from		
Investment properties (Note 11)	**844,074,336**	824,173,445
Other current asset (Note 10)	**714,412,650**	–
Unrealized land costs (Sale to SRPI) (Note 20)	**(1,440,730,645)**	12,485,722
Cost of real estate sales (Note 22)	**(13,344,164,863)**	(6,161,235,541)
	₱37,679,441,733	₱41,251,901,420

Borrowing cost capitalized amounted to nil, ₱304 million and ₱486 million for the years ended December 31, 2021, 2020 and 2019, respectively. The capitalization rate used to determine the amount of borrowing costs eligible for capitalization in 2020 and 2019 is 4.54% and 4.59%, respectively. These amounts were included in the construction and development costs incurred (see Note 16). The borrowing costs were capitalized in condominium and residential units in China (see Note 4).

Unrealized land costs pertain to Parent Company's portion in cost of real estate sales to joint ventures, Shang Robinsons Properties, Inc. (SRPI), RLC DMCI Property Ventures, Inc. (RLC DMCI) and RHK Land Corporation (RHK Land) (see Note 20).

The amount of subdivision land, condominium and residential units for sale recognized as cost of real estate sales in the consolidated statements of comprehensive income amounted to ₱13,344 million, ₱6,161 million and ₱4,235 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 22).

On October 20, 2015, the Chinese government awarded the Contract of Assignment of the Rights to the Use of State-Owned Land (the Contract) to the Group. In May 2016, the Masterplan had been completed and was submitted for approval to the Chinese government in the same month. The Chinese government approved the Masterplan in the first quarter of 2017 and construction activities has commenced (recognized as land use right and development cost).

Under the Contract, the Group is entitled to transfer, lease, mortgage all or part of the state-owned construction land use right to a third party. Upon receipt of the Certificate of State-owned Land Use Right Assignment, the land title will be subdivided into Individual Property Titles which will be issued to unit owners one year after completion of the development and turn-over of the units to the buyers. When all or part of the state-owned construction land use right is transferred, through sale of commercial units and high-rise condominium units to buyers, the rights and obligations specified in the Contract and in the land registration documents shall be transferred accordingly to the buyer. The use term will be the remaining years as of the date of transfer based on the original use term specified in the Contract.

When the use term under the Contract expires (residential: 70 years and commercial: 40 years) and the land user continues using the assigned land under the Contract, an application for renewal shall be submitted to the Chinese government not less than one (1) year prior to the expiration of the use term.

The land use right amounting to ₱10,221 million as at December 31, 2018 is pledged as security to the Renminbi (RMB) 216 million (₱1,651 million) loan from Agricultural Bank of China (Note 18). The said loan was fully paid in December 2019.

No subdivision land, condominium and residential units for sale were pledged as security to liabilities as of December 31, 2021 and 2020.

10. Other Current Assets

This account consists of:

	2021	2020
Prepaid expenses (Note 23)	**₱1,722,375,526**	₱1,926,648,491
Advances to suppliers and contractors	**1,350,983,744**	1,327,955,054
Input VAT - net	**1,237,972,120**	1,623,017,384
Restricted cash	**378,034,904**	4,006,791,007
Supplies	**39,422,127**	38,404,355
Advances to lot owners	**25,734,743**	331,941,593
Utility deposits and others (Notes 31 and 32)	**–**	12,145,634
	₱4,754,523,164	₱9,266,903,518

Prepaid expenses consist mainly of prepayments for taxes and insurance and cost to obtain contract in relation to the Group’s real estate sales. The cost to obtain contracts which include prepaid commissions and advances to brokers/agents amounted to ₱414 million and ₱115 million as of December 31, 2021 and 2020, respectively.

Advances to suppliers and contractors consist of advance payment for the construction of residential projects. These are recouped from billings which are expected to occur in a short period of time.

Input VAT - net can be applied against future output VAT.

Restricted cash includes the deposits in local banks for the purchase of land.

Supplies consist mainly of office and maintenance materials.

Advances to lot owners consist of advance payments to landowners which shall be applied against the acquisition cost of the real estate properties.

Utility deposits consist primarily of bid bonds and meter deposits.

Others consists of advances and reserve funds.

11. Investment Properties

A summary of the movement in the investment properties is set out below:

	December 31, 2021					
	Land Held for Future Development	**Land**	**Land Improvements**	**Buildings and Improvements**	**Construction In Progress**	**Total**
Cost						
Balances at January 1, 2021	**₱21,992,589,089**	**₱16,704,397,257**	**₱460,113,489**	**₱97,517,223,798**	**₱12,870,804,181**	**₱149,545,127,814**
Additions	**4,521,728,638**	**31,186,932**	**4,854,978**	**2,036,027,808**	**10,354,187,044**	**16,947,985,400**
Reclassification and transfers - net (Notes 9 and 12)	**1,788,674,138**	**1,306,902,231**	**–**	**5,046,037,568**	**(5,025,655,410)**	**3,115,958,527**
Balances at December 31, 2021	**28,302,991,865**	**18,042,486,420**	**464,968,467**	**104,599,289,174**	**18,199,335,815**	**169,609,071,741**
Accumulated Depreciation						
Balances at January 1, 2021	**–**	**–**	**206,950,318**	**39,920,087,235**	**–**	**40,127,037,553**
Depreciation (Notes 22 and 24)	**–**	**–**	**27,011,136**	**4,439,705,367**	**–**	**4,466,716,503**
Reclassification and transfers	**–**	**–**	**–**	**76,263,810**	**–**	**76,263,810**
Balances at December 31, 2021	**–**	**–**	**233,961,454**	**44,436,056,412**	**–**	**44,670,017,866**
Net Book Value	**₱28,302,991,865**	**₱18,042,486,420**	**₱231,007,013**	**₱60,163,232,762**	**₱18,199,335,815**	**₱124,939,053,875**

	December 31, 2020					
	Land Held for Future Development	Land	Land Improvements	Buildings and Improvements	Construction In Progress	Total
Cost						
Balances at January 1, 2020	₱21,178,572,184	₱16,931,290,519	₱362,672,459	₱94,031,313,016	₱6,972,679,469	₱139,476,527,647
Additions	1,558,318,656	5,634,309	10,958,455	1,453,440,806	7,145,187,166	10,173,539,392
Reclassification and transfers - net (Notes 9 and 12)	(744,301,751)	(232,527,571)	86,482,575	2,032,469,976	(1,247,062,454)	(104,939,225)
Balances at December 31, 2020	21,992,589,089	16,704,397,257	460,113,489	97,517,223,798	12,870,804,181	149,545,127,814
Accumulated Depreciation						
Balances at January 1, 2020	–	–	178,910,574	35,498,476,870	–	35,677,387,444
Depreciation (Notes 22 and 24)	–	–	28,039,744	4,267,814,819	–	4,295,854,563
Reclassification and transfers	–	–	–	153,795,546	–	153,795,546
Balances at December 31, 2020	–	–	206,950,318	39,920,087,235	–	40,127,037,553
Net Book Value	₱21,992,589,089	₱16,704,397,257	₱253,163,171	₱57,597,136,563	₱12,870,804,181	₱109,418,090,261

Investment properties consist mainly of lifestyle centers, office buildings and industrial facilities that are held to earn rentals. Land held for future development pertains to land held for capital appreciation and land banking activities for development. Land pertains to land where offices, malls and hotels are situated.

The construction in progress items reclassified to their respective asset accounts in 2021 and 2020 amounted to ₱5,025 million and ₱1,247 million, respectively. The reclassifications in 2021 represent commercial buildings in Tacloban and La Union. The reclassifications in 2020 represent office buildings in Davao and Luisita. These were reclassified to buildings and improvements and land improvements. The remaining construction in progress represents new and expansion projects in various cities in Metro Manila and other parts of Luzon and Visayas regions. These normally take three (3) to five (5) years to construct until completion.

For the years ended December 31, 2021 and 2020, the Group reclassified investment properties to subdivision land, condominium and residential units for sale amounting to ₱844 million and ₱824 million, respectively (see Note 9). The Group also reclassified investment properties to property and equipment amounting to ₱10 million and ₱29 million in 2021 and 2020, respectively (see Note 12).

Depreciation expense charged to operations amounted to ₱4,467 million, ₱4,296 million and ₱4,023 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Notes 22 and 26).

Borrowing costs capitalized amounted to ₱758 million, ₱425 million and ₱318 million for the years ended December 31, 2021, 2020 and 2019, respectively. These amounts were included in the consolidated statements of cash flows under additions to investment properties. The capitalization rates used to determine the amount of borrowing costs eligible for capitalization for the years ended December 31, 2021, 2020 and 2019 are 4.59%, 4.54% and 4.59%, respectively (see Note 16).

The aggregate fair value of the Group's investment properties as of December 31, 2021 and 2020 amounted to ₱346.7 billion and ₱300.9 billion, respectively. The fair values of the investment properties were determined by independent professionally qualified appraisers and exceed its carrying cost.

The following table provides the fair value hierarchy of the Group's investment properties as of December 31:

			Fair value measurement using		
	Date of Valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
			2021		
Investment properties	**Various**	**₱346,666,206,609**	**₱–**	**₱–**	**₱346,666,206,609**
			2020		
Investment properties	Various	₱300,904,223,207	₱–	₱–	₱300,904,223,207

The fair values of the land held for future development were measured through market data approach which provides an indication of value by comparing the subject asset with an identical or similar assets for which price information is available. This approach was used for the land as it is commonly used in the property market since inputs and data for this approach are available.

The fair values of the buildings (retail, office and warehouses) were measured through income approach using the discounted cash flow analysis. This approach converts anticipated future gains to present worth by projecting reasonable income and expenses for the subject property.

The construction-in-progress were measured at cost until such time the fair value becomes reliably measurable or construction is completed (whichever comes earlier).

The significant assumptions used in the valuation are discount rates of 8% and capitalization rates of 4.50% to 6.25%. The significant unobservable inputs to valuation of investment properties ranges from ₱750 to ₱364,000 per sqm.

Acquisition costs of investment properties that are recent and for land banking purposes approximate fair values. There are little or nil developments on these properties.

Rental income derived from investment properties amounted to ₱11,056 million, ₱10,617 million and ₱15,420 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 21).

Property operations and maintenance costs arising from investment properties amounted to ₱701 million, ₱492 million and ₱680 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 22).

There are no investment properties as of December 31, 2021 and 2020 that are pledged as security to liabilities. The Group has no restrictions on the realizability of its investment properties. Except for contracts awarded, there no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

The total contractual commitments arising from awarded contracts for the acquisition, development and construction of investment properties amounted to ₱13,749 million and ₱15,155 million, as of December 31, 2021 and 2020, respectively.

12. Property and Equipment

This account consists of:

	December 31, 2021					
	Land Improvements	Buildings and Improvements	Construction in Progress	Theater Furniture and Equipment	Other Equipment	Total
Cost						
Balances at January 1, 2021	**₱49,944,204**	**₱7,265,682,082**	**₱2,862,223,834**	**₱1,236,263,555**	**₱5,341,596,936**	**₱16,755,710,611**
Additions	**848,795**	**681,500,600**	**309,627,210**	**–**	**59,539,390**	**1,051,515,995**
Retirement/disposal	**–**	**–**	**–**	**–**	**(2,917,857)**	**(2,917,857)**
Reclassifications (Note 11)	**–**	**(224,695,016)**	**(53,406,461)**	**–**	**53,406,461**	**(224,695,016)**
Balances at December 31, 2021	**50,792,999**	**7,722,487,666**	**3,118,444,583**	**1,236,263,555**	**5,451,624,930**	**17,579,613,733**
Accumulated Depreciation						
Balances at January 1, 2021	**20,555,475**	**2,819,269,463**	**–**	**956,471,599**	**4,451,720,052**	**8,248,016,589**
Depreciation (Notes 22 and 24)	**4,747,882**	**237,808,009**	**–**	**107,225,128**	**371,018,352**	**720,799,371**
Retirement/disposal	**–**	**–**	**–**	**–**	**(2,917,857)**	**(2,917,857)**
Reclassifications (Note 11)	**–**	**(76,263,810)**	**–**	**–**	**–**	**(76,263,810)**
Balances at December 31, 2021	**25,303,357**	**2,980,813,662**	**–**	**1,063,696,727**	**4,819,820,547**	**8,889,634,293**
Net Book Value	**₱25,489,642**	**₱4,741,674,004**	**₱3,118,444,583**	**₱172,566,828**	**₱631,804,383**	**₱8,689,979,440**

	December 31, 2020					
	Land Improvements	Buildings and Improvements	Construction in Progress	Theater Furniture and Equipment	Other Equipment	Total
Cost						
Balances at January 1, 2020	₱37,280,715	₱7,858,478,190	₱2,163,578,261	₱1,236,263,555	₱5,180,638,619	₱16,476,239,340
Additions	12,663,489	149,711,362	682,531,613	–	136,006,540	980,913,004
Retirement/disposal	–	(3,122,174)	–	–	(3,723,884)	(6,846,058)
Reclassifications (Note 11)	–	(739,385,296)	16,113,960	–	28,675,661	(694,595,675)
Balances at December 31, 2020	49,944,204	7,265,682,082	2,862,223,834	1,236,263,555	5,341,596,936	16,755,710,611
Accumulated Depreciation						
Balances at January 1, 2020	8,202,360	2,747,805,698	–	928,562,675	3,895,045,072	7,579,615,805
Depreciation (Notes 22 and 24)	12,353,115	228,381,485	–	27,908,924	560,398,864	829,042,388
Retirement/disposal	–	(3,122,174)	–	–	(3,723,884)	(6,846,058)
Reclassifications (Note 11)	–	(153,795,546)	–	–	–	(153,795,546)
Balances at December 31, 2020	20,555,475	2,819,269,463	–	956,471,599	4,451,720,052	8,248,016,589
Net Book Value	₱29,388,729	₱4,446,412,619	₱2,862,223,834	₱279,791,956	₱889,876,884	₱8,507,694,022

The construction in progress items reclassified to their respective asset accounts in 2021 and 2020 amounted to ₱53 million and nil, respectively. The reclassifications in 2021 represent Summit Hotel Gensan. The remaining construction in progress represents new and expansion projects in various cities in Metro Manila and other parts of Visayas and Mindanao regions. These normally take three (3) to five (5) years to construct until completion.

As of December 31, 2021, the Group reclassified property and equipment to investment properties amounting to ₱225 million including accumulated depreciation amounting to ₱76 million (see Note 11).

As of December 31, 2020, the Group reclassified property and equipment to investment properties amounting to ₱723 million including accumulated depreciation amounting to ₱154 million (see Note 11).

Depreciation expense charged to operations amounted to ₱721 million, ₱829 million and ₱887 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Notes 22 and 26).

Borrowing costs capitalized amounted to ₱134 million, ₱139 million and ₱48 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 16).

There are no property and equipment items as of December 31, 2021 and 2020 that are pledged as security to liabilities. The Group has no restrictions on the realizability of its property and equipment. Except for contracts awarded, there no contractual obligations to purchase, construct or develop property and equipment or for repairs, maintenance and enhancements.

The total contractual commitments arising from awarded contracts for the acquisition, development and construction of property and equipment amounted to ₱1,555 million and ₱2,736 million as of December 31, 2021 and 2020, respectively.

The Group performed impairment testing on its hotel property and equipment assets with a carrying value of ₱5,274 million and ₱4,524 million as of December 31, 2021 and 2020, respectively, by assessing the recoverable amount of cash-generating units based on a value in use (VIU) calculation using cash flow projections from financial budgets approved by senior management covering a five-year period. The projected cash flows have been updated to reflect the demand for products and services, taking into consideration the impact of the COVID-19 pandemic.

The significant assumptions used in the valuation are pre-tax discount rate of 9.73% and average growth rate of 5.20% for cash flows beyond five years. Based on the impairment testing, there is no impairment loss on the Group's hotel property and equipment assets (see Note 5).

The calculation of value in use of the CGUs is most sensitive to the following assumptions:
- EBITDA margins
- Discount rate
- Growth rates used to extrapolate cash flows beyond the forecast period

EBITDA Margins
EBITDA margins are based on average values achieved in one (1) to five (5) years preceding the beginning of the budget period. These are increased over the budget period for anticipated efficiency improvements. A 32.82% to 60.20% EBITDA margin per annum was applied. A decreased demand can lead to a decline in gross margin.

Discount Rates
Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate.

Growth Rate Estimates
Rates are based on published industry research. A reduction in the long-term growth rate would result in impairment.

13. Other Noncurrent Assets

This account consists of:

	2021	2020
Advances to land owners (Note 20)	**₱3,097,764,012**	₱3,745,307,951
Advances to suppliers and contractors	**2,238,793,030**	2,137,959,389
Utility deposits (Notes 31 and 32)	**700,428,276**	660,905,455
Financial assets at FVOCI	**172,097,119**	129,718,939
Others	**195,715,869**	301,320,468
	₱6,404,798,306	₱6,975,212,202

Advances to land owners consist of advance payments to land owners which shall be applied against the acquisition cost of the real estate properties.

Advances to suppliers and contractors represent prepayments for the construction of investment properties and property and equipment.

Utility deposits that are refundable consist primarily of bill and meter deposits.

Financial assets at FVOCI represent equity shares of APVI that were retained by the Group and equity shares of Data Analytics Ventures, Inc., both entities under the common control of the ultimate parent company.

A summary of the movements follows:

	2021	2020
Beginning balance	**₱129,718,939**	₱91,674,297
Additions	**–**	24,000,000
Fair value adjustment - other comprehensive income	**42,378,180**	14,044,642
Ending balance	**₱172,097,119**	₱129,718,939

The changes in the fair value in 2021, 2020 and 2019 amounted to ₱42 million, ₱14 million and nil, respectively.

"Others" include refundable due diligence deposits. This also includes an upfront fee paid to the province of Malolos, Bulacan amounting ₱100 million as of December 31, 2021 and 2020, in relation to the lease agreement executed in October 2018 for the lease of contiguous land situated at Brgy. Bulihan, City of Malolos, owned by the Province of Bulacan, pursuant to Proclamation No. 832 dated July 17, 2014. The project shall involve the lease of the project site and utilization thereof by the Group for a mixed-use development.

The lease period of the project site shall be for 25 years commencing on the 3rd project year counted from the commencement of the Construction Date and terminating on the date 25 years thereafter. The lease shall be automatically renewed for another 25 years upon mutual agreement by the parties. The upfront fee will be offset against the rent due starting on the 1st year of operation of the Parent Company in the said property. To date, the lease has not commenced.

14. **Accounts Payable and Accrued Expenses**

This account consists of:

	2021	2020
Accounts payable	**₱10,645,301,227**	₱8,307,594,890
Taxes and licenses payable	**3,347,957,916**	2,938,323,973
Accrued rent expense	**812,269,823**	839,198,621
Accrued salaries and wages	**612,038,750**	412,497,367
Accrued contracted services	**525,647,341**	489,509,112
Commissions payable	**544,681,641**	536,398,989
Accrued interest expense	**440,303,722**	575,272,217
Dividends payable	**20,060,887**	45,060,888
Other accrued expenses	**750,925,899**	720,468,340
	₱17,699,187,206	₱14,864,324,397

Accounts payable mainly includes unpaid billings from suppliers and contractors related to construction activities which are non-interest bearing and are normally settled within 30-90 days term.

Taxes and licenses payable, accrued salaries and wages, accrued interest payable and accrued contracted services are normally settled within one (1) year.

Accrued rent expense primarily represents accrual for film rental expense.

Commissions payable arises from obligations from contracts that qualified for revenue recognition. Consistent with the pattern of revenue recognition, the Group amortizes commission using the percentage of completion method.

Accrued contracted services represents accrual for outsourced services such as security services, technical support, shuttle services and others.

Other accrued expense includes accrued utilities and advertising expenses.

15. **Contract Liabilities, Deposits and Other Current Liabilities**

This account consists of:

	2021	2020
Contract liabilities (Notes 17 and 20)	**₱16,314,489,808**	₱28,053,511,701
Deposits from lessees (Note 17)	**3,047,062,089**	2,984,978,548
Payable to affiliated companies (Note 20)	**392,987,620**	256,642,319
Current portion of lease liabilities (Note 34)	**38,183,731**	37,296,745
	₱19,792,723,248	₱31,332,429,313

Contract liabilities (including noncurrent portion shown in Note 17) 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 based on percentage of completion. The movement in the contract liability is mainly due to reservation of sales and advance payment of buyers less real estate sales recognized upon reaching the equity threshold from increase in percentage of completion. The contract liabilities account includes deposits from real estate buyers that have not met the revenue recognition threshold of 10% and these amounted to ₱913 million and ₱1,318 million as of December 31, 2021 and 2020.

The amount of revenue recognized from amounts included in contract liabilities at the beginning of the year amounted to ₱6,687 million, ₱10,459 million and ₱4,045 million in 2021, 2020 and 2019, respectively.

Deposits from lessees (including noncurrent portion shown in Note 17) represent cash received in advance equivalent to three (3) to six (6) month rent which shall be refunded to lessees at the end of lease term. These are initially recorded at fair value, which was obtained by discounting its future cash flows using the applicable rates of similar types of instruments. The accretion expense on these deposits, recognized in "Accretion of security deposits" under "Cost of rental services", amounted to ₱46 million, ₱82 million and ₱76 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Notes 22 and 25).

Included in the "Deposits from lessees" are unearned rental income amounting to ₱722 million and ₱579 million as of December 31, 2021 and 2020, respectively. Amortization of unearned rental income included in "Rental income" amounted to ₱46 million, ₱80 million and ₱83 million for the years ended December 31, 2021, 2020 and 2019, respectively.

16. Loans Payable

Long-term loans

Details of the principal amount of the long-term loans follow:

	2021	2020
Seven-year bonds from BDO, HSBC, SB Capital, Standard Chartered, DBP and 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**	₱10,635,500,000
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	**6,580,000,000**	6,720,000,000
Seven-year term loan from BPI maturing on August 10, 2023. Principal payable in annual installment amounting to ₱10 million for six years and the balance upon maturity, with fixed rate at 3.8900%, interest payable quarterly in arrears.	**4,950,000,000**	4,960,000,000
Ten-year term loan from BPI maturing on February 13, 2027. Principal payable in annual installment amounting to ₱5 million for nine years and the balance upon maturity, with fixed rate at 4.9500%, interest payable quarterly in arrears	**4,480,000,000**	4,485,000,000
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**	1,364,500,000
Five-year term loan from BDO Unibank, Inc. maturing on June 30, 2025. Principal payable upon maturity, with fixed rate at 4.7500%, interest payable quarterly in arrears.	**6,000,000,000**	6,000,000,000
(Forward)		
Three-year bonds maturing on July 17, 2023. Principal payable upon maturity, with fixed rate at 3.6830%, interest payable semi-annually in arrears.	**₱12,763,070,000**	₱12,763,070,000
Five-year bonds maturing on July 17, 2025. Principal payable upon maturity, with fixed rate at 3.8000%, interest payable semi-annually in arrears.	**427,210,000**	427,210,000
Five-year term loan from BDO Unibank, Inc. maturing on July 8, 2021. Principal payable upon maturity, with fixed rate at 3.8327%, interest payable quarterly in arrears.	–	6,500,000,000
	47,200,280,000	53,855,280,000
Less debt issue costs	**157,415,856**	251,501,217
Long-term loans net of debt issue costs	**47,042,864,144**	53,603,778,783
Less current portion	**10,790,500,000**	6,655,000,000
Noncurrent portion of long-term loans	**₱36,252,364,144**	₱46,948,778,783

Debt issue costs are deferred and amortized using the effective interest method over the term of the related loans. Details are as follows:

Debt issue costs

	2021	2020
Beginning balance	**₱251,501,217**	₱104,727,824
Additions	**–**	209,317,145
Amortizations	**(94,085,361)**	(62,543,752)
Ending balance	**₱157,415,856**	₱251,501,217

Total interest cost from short-term and long-term loans amounted to ₱1,427 million, ₱1,430 million and ₱907 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 25).

Capitalized borrowing costs amounted to ₱892 million, ₱868 million and ₱852 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Notes 9, 11 and 12).

Seven-year bonds from BDO, HSBC, SB Capital, Standard Chartered, DBP, and East West maturing on February 23, 2022
On February 23, 2015, the Group issued ₱10,636 million bonds constituting direct, unconditional, unsubordinated, and unsecured obligations of the Parent Company and shall at all times rank *pari passu* and without preference among themselves and among any present and future unsubordinated and unsecured obligations of the Parent Company, except for any statutory preference or priority established under Philippine law. The net proceeds of the issue shall be used by the Parent Company to refinance existing debt obligations and to partially fund investment capital expenditures.

Interest on the bonds shall be calculated on a 30/360-day count basis and shall be paid semi-annually in arrears on February 23 and August 23 of each year at which the bonds are outstanding.

Debt Covenants
The Group is required to maintain a debt-to-equity ratio not exceeding 2:1 as referenced from its consolidated financial statements as of its fiscal year end September 30 and consolidated interim financial statements as at March 31. The Group has complied with the debt covenant as of December 31, 2021 and 2020.

Seven-year term loan from Metropolitan Bank and Trust Company maturing on March 15, 2024
On March 15, 2017, the Group borrowed unsecured ₱7,000 million under Term Loan Facility Agreements with Metropolitan Bank and Trust Company.

The loan amounting to ₱7,000 million was released on March 15, 2017 which bears interest rate at 4.7500% per annum and shall be payable quarterly, computed on the basis of a year of 365 calendar days for the actual number of days elapsed. Annual principal payment is two percent (2%) of the total loan amount or ₱140 million.

Debt Covenants
The Group is required to 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 the consolidated interim financial statements as of March 31, June 30, and September 30. The Group has complied with the debt covenant as of December 31, 2021 and 2020.

<u>Seven-year term loan from Bank of the Philippine Islands maturing on August 10, 2023</u>
On August 10, 2016, the Group borrowed unsecured ₱5,000 million under Term Loan Facility Agreements with Bank of the Philippine Islands.

Interest on the bonds shall be calculated on a 30/360-day count basis and shall be paid semi-annually in arrears on February 23 and August 23 of each year at which the bonds are outstanding.

Debt Covenants
The Group is required to maintain a debt-to-equity not exceeding 2:1 as referenced from its consolidated audited financial statements as of its fiscal year end September 30 and consolidated interim financial statements as at March 31. The Group has complied with the debt covenant as of December 31, 2021 and 2020.

<u>Ten-year term loan from BPI maturing on February 13, 2027</u>
On February 10, 2017, the Group borrowed unsecured ₱4,500 million under Term Loan Facility Agreements with Bank of the Philippine Islands.

The loan was released on February 10, 2017 amounting to ₱4,500 million with interest rate at 4.9500% per annum and shall be payable quarterly, computed on the basis of a year of 365 calendar days for the actual number of days elapsed.

Partial payment for this loan amounting to ₱5 million was made on February 13, 2021 and 2020.

Debt Covenant
The Group is required to maintain a ratio of net debt-to-equity not exceeding 2:1 as measured at each fiscal year-end date based on the audited consolidated financial statements. The Group has complied with the debt covenant as of December 31, 2021 and 2020.

<u>Ten-year bonds from BDO and Standard Chartered maturing on February 23, 2025</u>
On February 23, 2015, the Group issued ₱1,365 million bonds constituting direct, unconditional, unsubordinated, and unsecured obligations of the Parent Company and shall at all times rank *pari passu* and without preference among themselves and among any present and future unsubordinated and unsecured obligations of the Parent Company, except for any statutory preference or priority established under Philippine law. The net proceeds of the issue shall be used by the Parent Company to refinance existing debt obligations and to partially fund investment capital expenditures.

Interest on the bonds shall be calculated on a 30/360-day count basis and shall be paid semi-annually in arrears on February 23 and August 23 of each year at which the bonds are outstanding.

Debt Covenant
The Group is required to maintain a debt-to-equity not exceeding 2:1 as referenced from its consolidated audited financial statements as of its fiscal year end September 30 and consolidated interim financial statements as at March 31. The Group has complied with the debt covenant as of December 31, 2021 and 2020.

<u>Five-year term loan from BDO Unibank, Inc. maturing on June 30, 2025</u>
On June 30, 2020, the Group borrowed ₱6,000 million under Term Loan Facility Agreements with BDO Unibank, Inc.

The loan was released on June 30, 2020 which bears interest rate at 4.7500% computed per annum and shall be payable quarterly, computed on the basis of a year of 365 calendar days for the actual number of days elapsed.

Debt Covenant
The Group is required to maintain a debt-to-equity ratio not exceeding 2:1. The Group has complied with the debt covenant as of December 31, 2021 and 2020.

<u>Three-year "Series C Bonds" maturing on July 17, 2023 and Five-Year "Series D Bonds" maturing on July 17, 2025.</u>
On July 17, 2020, the Group issued its "Series C Bonds" amounting to ₱12,763 million and "Series D Bonds" amounting to ₱427 million constituting direct, unconditional, unsecured and unsubordinated peso-denominated obligations of the Parent Company 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 the Parent Company, other than obligations preferred by law. The net proceeds of the issue shall be used by the Parent 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; and (iii) fund general corporate purposes including, but not limited to, working capital. The bonds have been rated PRS Aaa by Philippine Rating Services Corporation (PhilRatings) (see Note 7).

Interest on the bonds shall be calculated on a 30/360-day count basis and shall be paid semi-annually in arrears on January 17 and July 17 of each year at which the bonds are outstanding.

Debt Covenant
The Group is required to maintain a debt-to-equity ratio not exceeding 2:1 as referenced from its consolidated financial statements as of its calendar year end December 31 and consolidated interim financial statements as at June 30. The Group has complied with the debt covenant as of December 31, 2021 and 2020.

<u>Five-year term loan from BDO Unibank, Inc. maturing on July 8, 2021</u>
On July 8, 2016, the Group borrowed unsecured ₱6,500 million under Term Loan Facility Agreements with BDO Unibank, Inc.

The loan was released on July 8, 2016 amounting to ₱3,000 million and on September 27, 2016 amounting to ₱3,500 million with interest rate at 3.8327% per annum and shall be payable quarterly, computed on the basis of a year of 365 calendar days for the actual number of days elapsed.

Debt Covenant
The Group is required to maintain a debt-to-equity ratio not exceeding 2:1. The Group has complied with the debt covenant as of December 31, 2020.

The loan matured and was paid fully in July 2021.

Details of the Group's loans payable by maturity follow:

Long-term loans

	Within 1 year	>1 to 2 years	>2 to 3 years	>3 to 4 years	>4 to 10 years	Total
December 31, 2021	**₱10,790,500,000**	**₱24,148,070,000**	**₱5,000,000**	**₱7,796,710,000**	**₱4,460,000,000**	**₱47,200,280,000**
December 31, 2020	₱6,655,000,000	₱10,790,500,000	₱24,148,070,000	₱5,000,000	₱12,256,710,000	₱53,855,280,000

17. Contract Liabilities, Deposits and Other Noncurrent Liabilities

This account consists of:

	2021	2020
Deposits from lessees (Note 15)	**₱3,839,296,381**	₱3,263,657,716
Lease liabilities - net of current portion (Note 34)	**2,092,404,232**	1,940,151,368
Contract liabilities - net of current portion (Notes 15 and 20)	**2,082,416,516**	905,153,868
Retentions payable	**621,661,081**	510,887,699
Pension liabilities (Note 29)	**631,686,333**	666,282,219
Advances for marketing and promotional fund	**319,381,529**	271,538,207
Others	**210,697,915**	210,605,222
	₱9,797,543,987	₱7,768,276,299

Retention payable pertains to payment withheld from contractors which represents as guaranty for any claims for defects in projects requiring rework. These are released after the guarantee period. These are noninterest-bearing and will be remitted to contractors at the end of the contracted work.

Advances for marketing and promotional fund represent advances from tenants for sales promotions and marketing programs. These are tenant's share in the costs of advertising and promotional activities which the Group considers appropriate to promote the business in the mall complex.

Others include payable to the non-controlling interests of the Parent Company's subsidiaries.

18. Retained Earnings

After reconciling items, amount of retained earnings available for declaration as dividend by the Parent Company amounted to ₱35,434 million and ₱31,479 million as of December 31, 2021 and 2020, respectively.

Restrictions

A portion of the unappropriated retained earnings representing the undistributed net earnings of subsidiaries amounting to ₱5,991 million and ₱3,625 million as of December 31, 2021 and 2020, respectively, are not available for dividend declaration by the Parent Company until received in the form of dividends. Retained earnings are further restricted for the payment of dividends to the extent of the cost of treasury shares.

Retained earnings amounting ₱25,500 million and ₱26,000 million as of December 31, 2021 and 2020 were appropriated for future and ongoing expansions and are not available for dividends declaration.

Dividends declared

Cash dividends
The BOD declared cash dividends in favor of all its stockholders for the years ended December 31, 2021, 2020 and 2019 as follows:

	December 31, 2021	December 31, 2020	December 31, 2019
Date of declaration	**May 6, 2021**	May 13, 2020	May 29, 2019
Date of payment	**June 21, 2021**	July 13, 2020, October 27, 2020	July 12, 2019
Ex-dividend date	**May 26, 2021**	June 10, 2020, October 1, 2020	June 18, 2019
Dividend per share	**₱0.25**	₱0.25	₱0.50
Total dividends	**₱1,298,457,671**	₱2,596,915,343	₱2,596,915,343

Property dividend
On July 31, 2019, the BOD of the Parent Company approved the declaration of property dividend in the form of its shares in APVI (see Note 2).

Appropriation
On December 8, 2021, the BOD approved the reversal of the retained earnings it appropriated in 2020 amounting to ₱26,000 million as the related projects to which the retained earnings were earmarked were completed already. The amount was originally earmarked for the continuing capital expenditures of the Group for subdivision land, condominium and residential units for sale, investment properties and property and equipment.

On the same date, the BOD approved the appropriation of ₱25,500 million, out of the unappropriated retained earnings, to support the capital expenditure requirements of the Group for various projects. These projects and acquisitions are expected to be completed on various dates from 2022 to 2027.

On December 10, 2020, the BOD approved the reversal of the retained earnings it appropriated in 2019 amounting to ₱27,000 million as the related projects to which the retained earnings were earmarked were completed already. The amount was originally earmarked for the continuing capital expenditures of the Group for subdivision land, condominium and residential units for sale, investment properties and property and equipment.

On the same date, the BOD approved the appropriation of ₱26,000 million, out of the unappropriated retained earnings, to support the capital expenditure requirements of the Group for various projects. These projects and acquisitions are expected to be completed on various dates from 2021 to 2026.

On December 9, 2019, the BOD approved the reversal of the retained earnings it appropriated in 2018 amounting to ₱27,000 million as the related projects to which the retained earnings were earmarked were completed already. The amount was originally earmarked for the continuing capital expenditures of the Group for subdivision land, condominium and residential units for sale, investment properties and property and equipment.

On the same date, the BOD approved the appropriation of ₱27,000 million, out of the unappropriated retained earnings, to support the capital expenditure requirements of the Group for various projects. These projects and acquisitions are expected to be completed on various dates from 2020 to 2024.

19. Capital Stock, Treasury Stock and Equity Reserves

Capital stock

The details of the number of common shares as of December 31, 2021 and 2020 follow:

	December 31, 2021		December 31, 2020	
	Shares	**Amount**	Shares	Amount
Authorized - at ₱1 par value	**8,200,000,000**	**₱8,200,000,000**	8,200,000,000	₱8,200,000,000
Issued and outstanding common shares	**5,170,265,785**	**₱5,170,265,785**	5,193,830,685	₱5,193,830,685

Below is the summary of the Parent Company's track record of registration of securities with the SEC as of December 31, 2021:

	Number of shares registered	Issue/ offer price	Date of SEC approval	Number of holders of securities as of year end
Balance before Initial public offering	300,000,000			
Initial public offering	200,000,000	₱1.00/share	February 10, 1989	
Increase in offer price		₱5.81/share	June 3, 1989	
Add:				
1:1 stock rights offering	500,000,000	₱2.50/share	March 15, 1991	
20% stock dividend	200,000,000	₱1.00/share	June 16, 1993	
1:2 stock rights offering	600,000,000	₱2.50/share	March 21, 1995	
Exchange for shares of JGSHI[(1)] in MMHLC[(2)] and in RII[(3)]	496,918,457		April 3, 1997	
1:2 new share offering	450,000,000	₱12.00/share	September 25, 2006	
1:2 stock rights offering	1,364,610,228	₱10.00/share	May 17, 2011	
December 31, 2017	4,111,528,685			1,066
Add: Stock rights offering	1,082,302,000	₱18.20/share	February 8, 2018	(5)
December 31, 2018	5,193,830,685			1,061
Add (deduct) movement	–			(13)
December 31, 2019	5,193,830,685			1,048
Add (deduct) movement	–			4
December 31, 2020	5,193,830,685			1,052
Add (deduct) movement	(23,564,900)			(4)
December 31, 2021[(4)]	**5,170,265,785**			**1,048**

(1) *JGSHI - JG Summit Holdings, Inc.*

(2) *MMHLC - Manila Midtown Hotels and Land Corporation*

(3) *RII - Robinson's Inn Inc.*

(4) *The adjusted weighted average number of common shares issued and outstanding during the period after giving effect to assumed conversion of potential common shares*

Treasury Stock

On November 4, 2021, the BOD approved the 3 billion common share buyback program of the Parent Company. In December 2021, the Parent Company acquired a total of 23,564,900 common shares at a range price of ₱17.36 to ₱19.38 per share for a total consideration of ₱438 million.

Equity Reserves

On March 6, 2013, the Parent Company acquired the remaining 20% non-controlling interest in APVI, increasing its ownership interest from 80% to 100%. Cash consideration of ₱198 million was paid to the non-controlling shareholders. The total carrying value of the net assets of APVI at the date of acquisition was ₱578 million, and the 20% equivalent of the carrying value of the remaining non-controlling interest acquired was ₱111 million. The difference of ₱88 million between the consideration and the carrying value of the interest acquired was booked in "Other equity reserve" account within equity.

On July 31, 2019, the Board of Directors of the Parent Company approved the declaration of a property dividend consisting of up to 100 million common shares of APVI with a par value of One Peso (Php1.00) per share to all eligible stockholders as of record date of August 15, 2019. Upon deconsolidation of APVI, the "Other equity reserve" was transferred to retained earnings in 2019 (see Note 2).

On August 20, 2021, the Parent Company sold its investment to RCR by way of public offering at a selling price of ₱6.45 per share, with a total selling price amounting to ₱22.6 billion, net of transaction costs amounting to ₱737.32 million. As a result of the sale, the equity interest of the Parent Company over RCR changed from 100% to 63.49%. The Group assessed that the change in ownership interest of the Parent Company over RCR as a result of the public offering does not result in a loss of control. Thus, RLC accounted the decrease in ownership interest in RCR as an equity transaction. No gain or loss was recognized upon consolidation, and any difference in the proceeds from sale of shares to public and the amount to be recorded as NCI is recorded as 'Equity Reserve in the consolidated financial statements.

Stock issuance cost

In 2020, BRFLC issued 200,000 additional common shares from its registered share capital of 10,000,000 common shares at a par of ₱100 per share, 70% of which or 140,000 common shares was subscribed and paid up by the Parent Company.

Capital Management

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximize shareholder value. The Group manages its capital structure and make adjustments to these ratios in light of changes in economic conditions and the risk characteristics of its activities. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend payment to shareholders, return capital structure or issue capital securities. No changes have been made in the objective, policies and processes as they have been applied in previous years.

The Group monitors its use of capital structure using a debt-to-capital ratio which is gross debt divided by total equity. The Group includes within gross debt all interest-bearing loans and borrowings, while capital represents total equity attributable to the equity holders of the Parent Company. Following is a computation of the Group's debt-to-capital ratio as of December 31, 2021 and 2020.

	2021	2020
(a) Loans payable (Note 16)	**₱47,042,864,144**	₱53,603,778,783
(b) Capital	**126,006,766,503**	101,839,321,911
(c) Debt-to-capital ratio (a/b)	**0.37:1**	0.53:1

As of December 31, 2021 and 2020, the Group is compliant with its debt covenants with lenders.

20. Related Party Transactions

Related party transactions are made under the normal course of business Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions; and the parties are subject to common control or common significant influence. Affiliates are entities that are owned and controlled by the ultimate parent company and neither a subsidiary or associate of the Group. These affiliates are effectively sister companies of the Group by virtue of ownership of the ultimate parent company. Related parties may be individuals or corporate entities. Unless otherwise stated, transactions are generally settled in cash.

The amounts and balances arising from significant related party transactions are as follows:

	December 31, 2021			
	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Ultimate Parent Company				
Rental income/receivable (a)	**₱122,464,763**	**₱5,308,167**	Three to five-year lease terms at prevailing market lease rates; renewable at the end of lease term	Unsecured; no impairment
Payable to affiliated companies (g)	**128,948,551**	**(259,192,963)**	Non-interest bearing; due and demandable	Unsecured
Under common control of Ultimate Parent Company				
Cash and cash equivalents (c)				
Cash in banks	**5,213,597,818**	**5,668,784,133**	Interest bearing at prevailing market rate; at 0.20% to 0.25% per annum; due and demandable	Unsecured; no impairment
Short-term investments	**6,116,580,707**	**6,116,580,707**	Interest bearing at prevailing market rate; at 0.375% to 1.25% per annum; due and demandable	Unsecured; no impairment
Interest income	**15,605,517**	**10,635,657**		
Rental income/receivable (a)	**2,284,399,759**	**146,015,540**	Three to 20-year lease terms at prevailing market lease rates; renewable at the end of lease term	Unsecured; no impairment
Advances to (b)	**2,196,681**	**32,045,572**	Non-interest bearing; due and demandable	Unsecured; no impairment
Payable to affiliated companies (g)	**5,269,254**	**(131,667,161)**	Non-interest bearing; due and demandable	Unsecured
Joint ventures in which the Parent Company is a venturer				
Advances to (b)	**1,822,030,869**	**2,822,030,869**	Interest-bearing at PDST R2 of applicable interest period	Unsecured; no impairment
Sale of land - contract liabilities (d)	–	**(3,038,400,000))**	Non-interest bearing; due in one year	Unsecured; no impairment
Sale of land - installment contract receivables (e)	–	**1,144,167,528**	Interest bearing at 4% interest rate; with remaining 2 annual installments	Unsecured; no impairment
Elimination of excess of gain on sale against investment in joint venture - contract liabilities (e)	–	**(1,176,186,617)**		
Interest income from sale of land - installment contract receivables (e)	**210,702,869**	**210,702,869**		
Elimination of excess of interest income against investment in joint venture - contract liabilities (e)	**98,654,651**	**(98,654,651)**		
Other related parties				
Advances to lot owners (f)	**19,713,680**	**395,090,204**	Non-interest bearing; due and demandable	Unsecured; no impairment
		₱11,847,259,854		

	December 31, 2020			
	Amount/ Volume	Receivable (Payable)	Terms	Conditions
Ultimate Parent Company				
Rental income/receivable (a)	₱79,100,497	₱73,384,001	Three to five-year lease terms at prevailing market lease rates; renewable at the end of lease term	Unsecured; no impairment
Payable to affiliated companies (g)	28,392,644	(130,244,412)	Non-interest bearing; due and demandable	Unsecured
Under common control of Ultimate Parent Company				
Cash and cash equivalents (c)				
Cash in banks	(739,506,924)	455,186,315	Interest bearing at prevailing market rate; at 0.20% to 0.25% per annum; due and demandable	Unsecured; no impairment
Short-term investments	1,093,000,267	1,093,000,267	Interest bearing at prevailing market rate; at 0.375% to 1.25% per annum; due and demandable	Unsecured; no impairment
Interest income	8,225,042	1,588,149		
Rental income/receivable (a)	2,024,233,627	188,601,404	Three to 20-year lease terms at prevailing market lease rates; renewable at the end of lease term	Unsecured; no impairment
Advances to (b)	4,532,524	29,848,891	Non-interest bearing; due and demandable	Unsecured; no impairment
Payable to affiliated companies (g)	64,997,888	(126,397,907)	Non-interest bearing; due and demandable	Unsecured
Joint ventures in which the Parent Company is a venturer				
Advances to (b)	(330,000,000)	1,000,000,000	Interest-bearing at PDST R2 of applicable interest period	Unsecured; no impairment
Sale of land - installment contract receivables (e)	–	2,005,960,000	Interest bearing at 4% interest rate; with remaining 2 annual installments	Unsecured; no impairment
Elimination of excess of gain on sale against investment in joint venture - contract liabilities (e)	–	(895,520,498)		
Interest income from sale of land - installment contract receivables (e)	101,099,160	101,099,160		
Elimination of excess of interest income against investment in joint venture - contract liabilities (e)	50,549,580	(50,549,580)		
Other related parties				
Advances to lot owners (f)	100,977	375,376,524	Non-interest bearing; due and demandable	Unsecured; no impairment
		₱1,415,782,314		

Outstanding balances consist of the following:

	2021	2020
Cash and cash equivalents (Note 7)	**₱11,785,364,840**	₱1,548,186,582
Advances to affiliated companies (Note 8)	**2,854,076,441**	1,029,848,891
Advances to lot owners (Note 13)	**395,090,204**	375,376,524
Rental receivables (Note 8)	**151,323,707**	261,985,405
Others (Note 8)	**10,635,657**	1,588,149
Installment contract receivables (Note 8)	**1,354,870,397**	2,107,059,160
Contract liabilities (Note 17)	**(4,313,241,268)**	(3,651,620,078)
Payable to affiliated companies (Note 15)	**(390,860,124)**	(256,642,319)
	₱11,847,259,854	₱1,415,782,314

Significant transactions with related parties are as follows:

(a) *Rental income*
The Group leases commercial properties to affiliated companies with a lease term of three (3) to twenty (20) years based on prevailing market lease rates.

(b) *Advances to affiliated companies*
The Group, in the normal course of business, has transactions with its major stockholders, ultimate parent company and its affiliated companies consisting principally of lease arrangements and advances principally for working capital requirement, financing for real estate development, and purchase of investment properties.

On June 13, 2019, the Parent Company extended advances to SRPI amounting to ₱1,000 million in accordance with the joint venture agreement. The advances remain outstanding as of December 31, 2021.

In October 2018, the Parent Company entered a Loan Agreement with RHK Land Corporation, a joint venture with Hong Kong Land Group, to make available a loan facility amounting to ₱1,400 million. As of December 31, 2019, total drawdown from this credit facility amounting to ₱330 million was fully paid in 2020.

In 2021 and 2020, the Parent Company also extended advances to other affiliates amounting to ₱32 million and ₱30 million, respectively.

(c) *Cash and cash equivalents*
The Group maintains savings and current accounts and time deposits with an entity under common control which is a local commercial bank. Cash and cash equivalents earn interest at the prevailing bank deposit rates.

(d) *Sale of land – RHK Land Corporation*
In 2018, the Parent Company also entered into a contract to sell a parcel of land located within the Bridgetowne Complex in Pasig City with RHK Land Corporation (RHK Land). Total selling price of the land is ₱2,706 million (net of VAT) was paid in full in 2018. As the project is ongoing development, the payments received from RHK Land was presented as contract liabilities, deposits and other current liabilities in consolidated statement of financial position as of December 31, 2020.

In 2021, the development of this property was completed and all commitments and obligations of the Parent Company to RHK Land were fulfilled. Accordingly, the amounts that are previously under contract liabilities were recognized as real estate revenue in 2021.

(e) *Sale of land – Shang Robinsons Properties, Inc.*
In June 2018, the Parent Company entered into a contract to sell two (2) adjoining parcels of land located at Bonifacio, Global City Taguig, with Shang Robinsons Properties Inc. (SRPI), a joint venture with Shang Properties, Inc. (SPI). Total selling price is ₱5,015 million (net of value added tax) and shall be payable in five (5) annual installments, with interest at a rate of 4% per annum on the unpaid amount of the purchase price. Out of the amount of selling price and cost of land, ₱2,507 million and ₱398 million were recognized in real estate sales and cost of real estate sales, respectively. These amounts represent the portion sold to SPI by virtue of its 50% ownership in SRPI. The remaining 50% will be recognized as SRPI starts to sell developed real estate properties to its customers. In 2021 and 2020, the Parent Company realized ₱128 million and ₱66 million from this deferred gain, respectively. As of December 31, 2021 and 2020, deferred gain on sale of land of ₱1,682 million and ₱1,277 million was presented against the carrying value of the investment in SRPI for financial statement presentation purposes (see Note 30). In addition, ₱438 million and ₱896 million is currently presented under "Contract

liabilities, deposits and other noncurrent liabilities" as of December 31, 2021 and 2020, respectively (see Notes 15 and 17). Outstanding balance for the purchase price amounted to ₱1,003 million presented under installment contract receivables while interest from the said receivable amounted to ₱30 million and ₱51 million as of December 31, 2021 and 2020, respectively.

(f) *Advances to lot owners*
In 2021 and 2020, the Parent Company made advances to BRFLC's stockholder amounting to ₱19.71 million and ₱.10 million, respectively, for the purchase of parcels of land. The total remaining outstanding balances as of December 31, 2021 and 2020 amounted to ₱395 million and ₱375 million, respectively.

(g) *Payable to affiliated companies*
The Group, in the normal course of business, has transactions with Ultimate Parent Company and its affiliated companies consisting primarily of administrative and support services.

Terms and conditions of transactions with related parties
There have been no guarantees provided or received for any related party receivables or payables. The Group has not recognized any impairment losses on amounts receivables from related parties for the years ended December 31, 2021, 2020 and 2019. This assessment is undertaken each financial year through a review of the financial position of the related party and the market in which the related party operates.

Compensation of key management personnel by benefit type follows:

	2021	2020	2019
Short-term employee benefits	**₱1,415,941,363**	₱1,255,883,031	₱1,236,991,433
Post-employment benefits	**95,143,866**	86,267,912	61,807,906
	₱1,511,085,229	₱1,342,150,943	₱1,298,799,339

There are no other arrangements between the Group and any of its directors and key officers providing for benefits upon termination of employment, except for such benefits to which they may be entitled under the Group's pension plan.

Approval requirements and limits on the amount and extent of related party transactions
Material related party transactions (MRPT) refers to any related party transactions, either individually, or in aggregate over a twelve (12)–month period with the same related party, amounting to ten percent (10%) or higher of the Group's total consolidated assets based on its latest audited financial statements.

All individual MRPTs shall be approved by at least two-thirds (2/3) vote of the BOD, with at least a majority of the Independent Directors voting to approve the MRPT. In case that a majority of the Independent Directors' vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two thirds (2/3) of the outstanding capital stock.

Aggregate RPT transactions within a 12-month period that meets or breaches the materiality threshold shall require the same Board approval in letter (d) above.

21. **Revenue**

The Group derives revenue from the transfer of goods and services over time and at a point in time, respectively, in different product types. The Group's disaggregation of each sources of revenue from contracts with customers are presented below:

	2021	2020, (As restated - see Note 3)	2019, (As restated - see Note 3)
Revenue from contracts with customers			
Recognized over time			
Residential development	**₱5,202,951,110**	₱11,717,577,404	₱8,708,003,578
Recognized at a point in time			
Residential development	**10,882,315,856**	–	–
Integrated developments	**2,932,847,441**	132,606,872	320,940,495
Hotels and resorts	**1,202,075,617**	1,083,317,112	2,432,639,988
Amusement income	**3,389,267**	218,910,438	2,151,785,393
	15,020,628,181	1,434,834,422	4,905,365,876
Total revenue from contracts with customers	**20,223,579,291**	13,152,411,826	13,613,369,454
Rental income	**11,056,317,537**	10,617,088,269	15,420,499,255
Other income	**5,259,520,752**	4,256,717,447	4,831,527,429
	₱36,539,417,580	₱28,026,217,542	₱33,865,396,138

Performance obligations

Information about the Group's performance obligations are summarized below:

Real estate sales

The Group entered into contracts to sell with one identified performance obligation which is the sale of the real estate unit together with the services to transfer the title to the buyer upon full payment of contract price. The amount of consideration indicated in the contract to sell is fixed and has no variable consideration.

The sale of real estate unit may cover either the (i) commercial lot; (ii) serviced lot; (iii) serviced lot and house; and (iv) condominium unit. The Group concluded that there is one performance obligation in each of these contracts. The Group recognizes revenue from the sale of these real estate projects under pre-completed contract over time during the course of the construction.

On real estate sales from Chengdu Xin Yao, the revenue is recognized under the completed contract method. Under this method, all revenue and costs associated with the sale of the real estate inventories are recognized at a point in time only after the completion of the real estate projects.

Payment commences upon signing of the contract to sell and the consideration is payable in cash or under various financing schemes entered with the customer. The amount due for collection under the amortization schedule for each of the customer does not necessarily coincide with the progress of construction, which results to either a receivable or contract liability.

After the delivery of the completed real estate unit, the Group provides one-year warranty to repair minor defects on the delivered serviced lot and house and condominium unit. This is assessed by the Group as a quality assurance warranty and not treated as a separate performance obligation.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially satisfied) as at December 31 are as follows:

	2021	2020
Within one year	**₱16,314,489,808**	₱27,843,679,129
More than one year	**2,082,416,516**	905,153,868
	₱18,396,906,324	₱28,748,832,997

The remaining performance obligations expected to be recognized within one year and in more than one year relate to the continuous development of the Group's real estate projects. The Group's condominium units are completed within three years and five years from start of construction while serviced lots and serviced lots and house are expected to be completed within two to three years from start of development.

Residential development

Type of Product	2021	2020	2019
Philippines			
Residences	**₱4,315,436,457**	₱10,684,921,537	₱7,693,160,488
Homes	**887,514,653**	1,032,655,867	1,014,843,090
	5,202,951,110	11,717,577,404	8,708,003,578
China			
Chengdu Xin Yao	**10,882,315,856**	–	–
	₱16,085,266,966	₱11,717,577,404	₱8,708,003,578

The Group's real estate sales from residential development are revenue from contracts with customers recognized over time and at a point in time.

Real estate sales include interest income from installment contract receivables amounting to ₱743 million, ₱779 million and ₱323 million for the years ended December 31, 2021, 2020 and 2019. These are also recognized over time.

Integrated Developments
The real estate revenues amounting to ₱2,933 million, ₱132 million and ₱321 million in 2021, 2020 and 2019, respectively, pertain to the sale of parcels of land which were recognized at a point in time.

Hotels and resorts

Type of Product	2021	2020	2019
Rooms	**₱825,943,006**	₱769,884,612	₱1,604,880,400
Food and beverage	**318,677,123**	234,081,453	724,881,634
Franchise revenue	**18,603,660**	16,855,546	27,137,473
Others	**38,851,828**	62,495,501	75,740,481
	₱1,202,075,617	₱1,083,317,112	₱2,432,639,988

The Group's revenue from hotels and resorts is attributed to the operations from the development and management of hotels and resorts. In view of the continuing community quarantines and restricted travel, the Group's hotels and resorts segment continues to be adversely affected by the lower number of guests and reduced room rates, both of which have significantly impacted the revenues reported under this segment. Also, many restaurants remain closed or allowed limited operations which impacted the food and beverage revenues of the segment.

Rental income
In line with the rental relief framework implemented by the government to support businesses and the broader economy due to the impact of COVID-19 pandemic, the Group waived its right to collect rent and other charges under lease concessions it granted to lessees such as lease payment holidays or lease payment reductions. Rent discounts and concessions granted vary for merchants that are (1) forced to close and (2) those that are still operational. Rental fees and common charges of merchants that were forced to close during the quarantine period were waived.

Costs to obtain contract
The balances below pertain to the costs to obtain contract presented in the consolidated financial statements.

	2021	2020
Balance at beginning of year	**₱114,512,720**	₱230,171,138
Additions	**845,088,708**	654,107,757
Amortization (Note 23)	**(545,309,395)**	(769,766,175)
Balance at end of year	**₱414,292,033**	₱114,512,720

22. **Costs**

This account consists of:

	2021	2020, (As restated - see Note 3)	2019, (As restated - see Note 3)
Real Estate Operations			
Cost of Rental Services			
Depreciation and amortization (Note 26)	**₱4,828,802,579**	₱4,766,938,604	₱4,607,173,026
Property operations and maintenance costs (Note 11)	**700,694,713**	491,977,798	680,456,641
Accretion of security deposits (Notes 15 and 25)	**45,551,338**	81,719,528	76,293,508
	5,575,048,630	5,340,635,930	5,363,923,175
Cost of Real Estate Sales (Note 9)	**13,344,164,863**	6,161,235,541	4,235,325,163
Cost of Amusement Services			
Film rentals expense	**1,595,616**	92,678,800	956,468,868
Others			
Contracted services	**269,922,155**	300,103,610	448,170,471
Others	**2,812,732,973**	2,701,520,778	4,392,230,935
	3,082,655,128	3,001,624,388	4,840,401,406
	22,003,464,237	14,596,174,659	15,396,118,612
Hotel Operations			
Cost of Room Services			
Property operations and maintenance costs	**233,504,672**	279,461,422	454,239,278
Depreciation (Note 26)	**418,165,445**	417,760,276	359,372,389
	651,670,117	697,221,698	813,611,667

(Forward)

	2021	2020, (As restated - see Note 3)	2019, (As restated - see Note 3)
Cost of Food and Beverage	**₱120,156,022**	₱116,701,743	₱380,535,302
Others			
Salaries and wages (Note 25)	**233,333,563**	186,866,971	227,866,865
Contracted services	**78,643,369**	76,155,650	162,308,423
Management fees	**4,459,753**	7,475,302	27,473,180
Supplies	**57,610,173**	29,247,821	60,043,442
Commission	**5,144,844**	15,343,086	54,021,163
Others	**223,524,197**	218,761,806	363,728,219
	602,715,899	533,850,636	895,441,292
	1,374,542,038	1,347,774,077	2,089,588,261
	₱23,378,006,275	₱15,943,948,736	₱17,485,706,873

Others under costs of real estate operations and hotel operations include expenses for utilities and other overhead expenses.

23. General and Administrative Expenses

This account consists of:

	2021	2020	2019
Salaries and wages (Notes 20, 24 and 29)	**₱1,277,751,666**	₱1,143,528,832	₱1,095,392,480
Taxes and licenses	**891,231,180**	660,794,393	871,343,597
Commission	**626,019,755**	790,062,423	807,360,809
Advertising and promotions	**256,310,349**	311,495,096	610,213,348
Insurance	**113,128,114**	135,467,549	152,723,079
Light, water and communication	**111,602,214**	91,169,163	89,871,012
Association dues	**48,973,657**	148,662,981	235,682,979
Travel and transportation	**30,530,946**	21,746,328	53,522,483
Supplies	**29,145,875**	39,668,479	97,689,379
Rent (Note 34)	**22,215,077**	14,022,060	16,184,587
Entertainment, amusement and recreation	**8,110,257**	8,578,646	16,030,117
Others	**32,583,661**	223,207,805	50,779,530
	₱3,447,602,751	₱3,588,403,755	₱4,096,793,400

Other expenses for the year ended December 31, 2020 include provision for impairment losses amounting ₱180 million (Note 8). Others also include legal fees, audit fees, consultant fees, bank charges and other professional fees.

24. Personnel Expenses

Personnel expenses consist of:

	2021	2020	2019
Salaries, wages and other staff costs	**₱1,328,971,131**	₱1,182,405,179	₱1,162,639,446
Pension expense (Note 29)	**95,143,866**	74,512,772	86,267,912
SSS contributions, PAG-IBIG contributions, premiums and others	**86,970,232**	73,477,852	74,351,987
	₱1,511,085,229	₱1,330,395,803	₱1,323,259,345

The above amounts are distributed as follows:

	2021	2020	2019
General and administrative (Note 23)	**₱1,277,751,666**	₱1,143,528,832	₱1,095,392,480
Hotel operations (Note 22)	**233,333,563**	186,866,971	227,866,865
	₱1,511,085,229	₱1,330,395,803	₱1,323,259,345

25. Other Income, Interest Income, Interest Expense and Finance Charges

Interest income consists of:

	2021	2020	2019
Interest income:			
Cash and cash equivalents (Note 7)	**₱167,105,094**	₱239,358,482	₱287,417,657
Interest income from installment contract receivable - recognized under real estate sales (Note 21)	**743,130,799**	779,097,282	322,778,964
	₱910,235,893	₱1,018,455,764	₱610,196,621

Interest expense consists of (Notes 16, 17 and 34):

	2021	2020	2019
Loans payable (Note 16)	**₱1,426,827,563**	₱1,429,987,739	₱907,257,726
Lease liabilities (Note 34)	**152,761,675**	147,011,090	145,565,692
Interest expense presented under "Interest expense"			
Accretion on deposits presented under "Cost of rental services" (Notes 15 and 22)	**45,551,338**	81,719,528	76,293,508
	₱1,625,140,576	₱1,658,718,357	₱1,129,116,926

Capitalized borrowing costs for the years ended December 31, 2021, 2020 and 2019 are discussed in Notes 9, 11, 12 and 16.

26. Depreciation and Amortization

This account consist of:

	2021	2020	2019
Real estate (Notes 11, 12, 22 and 34)			
Depreciation	**₱4,769,350,429**	₱4,707,136,675	₱4,550,908,737
Amortization of ROU asset (Note 34)	**59,452,150**	59,801,929	56,264,289
Hotel operations (Notes 12 and 22)			
Depreciation	**418,165,445**	417,760,276	359,372,389
	₱5,246,968,024	₱5,184,698,880	₱4,966,545,415

27. **Income Tax**

The Group's current provision for (benefit from) income tax includes the regular corporate income tax (RCIT), minimum corporate income tax (MCIT) and final tax paid at the rate of 20% for Peso deposits and 7.50% for foreign currency deposits which are final withholding tax on gross interest income. Details follow:

	2021	**2020**	2019
Current			
RCIT	**₱1,570,963,586**	₱1,224,090,815	₱2,249,459,433
Final tax	**10,696,584**	22,422,405	22,710,178
MCIT	**47,277**	2,002,924	4,699,110
	1,581,707,447	1,248,516,144	2,276,868,721
Deferred	**(1,602,156,036)**	498,383,741	537,305,284
	(₱20,448,589)	₱1,746,899,885	₱2,814,174,005

The reconciliation of statutory income tax rate to the effective income tax rate follows:

	2021	2020	2019
Statutory income tax rate	**25.00%**	30.00%	30.00%
Reductions in income tax resulting from:			
Interest income subjected to final tax	**(1.23)**	(0.08)	(0.33)
Tax exempt real estate sales	**(0.01)**	(0.16)	(0.19)
Effect of change in income tax rate pursuant to the effectivity of CREATE Act	**(10.93)**	–	–
Income subjected to BOI, PEZA and lower tax	**(13.07)**	(4.83)	(5.03)
Effective income tax rate	**(0.24%)**	24.93%	24.45%

Deferred taxes as of December 31, 2021 and 2020 relate to the tax effects of the following:

	2021	2020
Deferred tax assets:		
Lease liabilities	**₱532,646,991**	₱593,234,434
Pension liabilities	**194,227,751**	207,932,398
Accrued interest expense	**134,342,482**	151,140,202
Allowance for impairment loss	**56,924,818**	68,309,782
Accrued commissions	**30,406,082**	81,530,380
MCIT	**11,297,825**	10,993,747
Unrealized foreign exchange loss	**–**	14,541,400
	959,845,949	1,127,682,343
Deferred tax liabilities:		
Excess of real estate revenue based on percentage-of-completion over real estate revenue based on tax rules	**(1,896,378,509)**	(2,830,010,602)
Unamortized capitalized interest expense	**(1,344,651,715)**	(1,963,663,525)
Accrued rent income	**(559,584,437)**	(690,795,632)
Right-of-use assets	**(299,702,648)**	(333,690,830)
Unamortized debt issuance cost	**(41,708,620)**	(78,275,956)
Unrealized foreign exchange gain	**(19,650,637)**	–
Fair value reserve of financial assets at FVOCI	**(35,305,498)**	(22,267,741)
	(4,196,982,064)	(5,918,704,286)
Net deferred tax liabilities	**(₱3,237,136,115)**	(₱4,791,021,943)

Benefit for deferred tax relating to remeasurements of defined benefit liability recognized directly in equity amounted to ₱17 million, ₱79 million ₱66 million for the years ended December 31, 2021, 2020 and 2019, respectively. Provision for deferred tax relating to remeasurements of defined benefit liability recognized directly in equity amounted to ₱4 million, ₱2 million and ₱15 million for the years ended December 31, 2021, 2020 and 2019 respectively.

The Group has deductible temporary difference that is available for offset against taxable income or tax payable for which deferred tax asset has not been recognized. This deductible temporary difference with no deferred tax assets recognized in the consolidated financial statements pertains to NOLCO of subsidiaries amounting to ₱2 million and ₱9 million for the years ended December 31, 2021 and 2020. The deferred tax assets of the above deductible temporary differences for which no deferred tax assets have been recognized amounted to ₱1 million and ₱3 million as of December 31, 2021 and 2020.

As of December 31, 2021 and 2020 deferred tax liabilities have not been recognized on the undistributed earnings and cumulative translation adjustment of foreign subsidiaries since the timing of the reversal of the taxable temporary difference can be controlled by the Group and management does not expect the reversal of the taxable temporary differences in the foreseeable future.

Bayanihan to Recover as One Act
On September 30, 2020, the BIR issued Revenue Regulations No. 25-2020 implementing Section 4(bbbb) of "Bayanihan to Recover As One Act" which states that the NOLCO incurred for taxable years 2020 and 2021 can be carried over and claimed as a deduction from gross income for the next five (5) consecutive taxable years immediately following the year of such loss.

Details of NOLCO incurred for taxable years 2021 and 2020 which are available for offset against future taxable income over a period of five (5) years are as follows:

Year incurred	Amount	Expired/Applied	Balance	Expiry Date
2021	₱2,096,427	₱–	₱2,096,427	December 31, 2026
2020	150,926	–	150,926	December 31, 2025
	₱2,247,353	₱–	₱2,247,353	

As of December 31, 2021, the details of NOLCO incurred for taxable years prior to 2020 which are available for offset against future taxable income over a period of three (3) years are as follows:

Year incurred	Amount	Expired/Applied	Balance	Expiry Date
2019	₱8,613,865	₱–	₱8,613,865	December 31, 2022

MCIT that can be used as deductions against income tax liabilities are as follows:

Year incurred	Amount	Expired/Applied	Balance	Expiry Date
2021	₱39,942	₱–	₱39,942	December 31, 2024
2020	2,002,924	–	2,002,924	December 31, 2023
2019	4,699,110	–	4,699,110	December 31, 2022
2018	403,217	403,217	–	December 31, 2021
	₱7,145,193	₱403,217	₱6,741,976	

Movements in NOLCO and MCIT follows:

NOLCO	**2021**	2020
Beginning balances	**₱8,764,791**	₱9,131,710
Additions	**2,096,427**	150,926
Expirations	**–**	(517,845)
Ending balances	**₱10,861,218**	₱8,764,791

MCIT	**2021**	2020
Beginning balances	**₱7,105,251**	₱5,417,775
Additions	**39,942**	2,002,924
Expirations	**(403,217)**	(315,448)
Ending balances	**₱6,741,976**	₱7,105,251

President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Company:

- Effective July 1, 2020, regular corporate income tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporations. For domestic corporations with net taxable income not exceeding ₱5 million and with total assets not exceeding ₱100 million (excluding land on which the business entity's office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%.
- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.
- Effective January 1, 2021, income tax rate for nonresident foreign corporation is reduced from 30% to 25%.
- Imposition of improperly accumulated earnings tax (IAET) is repealed.
- Foreign-sourced dividends received by domestic corporations are exempt from income tax subject to the following conditions:

  i. The funds from such dividends actually received or remitted into the Philippines are reinvested in the business operations of the domestic corporation in the Philippines within the next taxable year from the time the foreign-sourced dividends were received;
  ii. Shall be limited to funding the working capital requirements, capital expenditures, dividend payments, investment in domestic subsidiaries, and infrastructure project; and
  iii. The domestic corporation holds directly at least 20% of the outstanding shares of the foreign corporation and has held the shareholdings for a minimum of 2 years at the time of the dividend distribution.

- Qualified domestic market enterprises shall be entitled to 4 to 7 years ITH to be followed by 5 years ED.

- For investments prior to effectivity of CREATE:

  i. Registered business enterprises (RBEs) granted only an ITH – can continue with the availment of the ITH for the remaining period of the ITH.
  ii. RBEs granted an ITH followed 5% GIT or are currently enjoying 5% GIT – allowed to avail of the 5% GIT for 10 years.

Effective July 1, 2020, regular corporate income tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporations. This resulted in lower provision for current income tax for the year ended December 31, 2020 and lower income tax payable as of December 31, 2020, which was reflected in the Company's 2020 annual income tax return and recognized for financial reporting purposes in its 2021 financial statements. The impact of the reduction of the income tax rate from 30% to 25% in 2020 was recognized in the 2021 consolidated statement of comprehensive income.

RCR being a REIT entity is entitled to the deductibility of dividend distribution from its taxable income, provided it complies with the requirements under R.A. No. 9856 and IRR of R.A. No. 9856.

28. Basic/Diluted Earnings Per Share

Earnings per share amounts were computed as follows:

		2021	2020	2019
a.	Net income attributable to equity holders of Parent Company	**₱8,062,990,250**	₱5,263,683,512	₱8,686,233,159
b.	Weighted average number of common shares outstanding adjusted (Note 19)	**5,191,205,293**	5,193,830,685	5,193,830,685
c.	Earnings per share (a/b)	**₱1.55**	₱1.01	₱1.67

There were no potential dilutive shares for the years ended December 31, 2021, 2020 and 2019.

29. Employee Benefits

Pension Plans
The Group has funded, noncontributory, defined benefit pension plans covering all of its regular employees.

It provides benefits based on a number of month's salary for every year of service. Under the existing regulatory framework, Republic Act 7641, *The Retirement Pay Law*, requires a provision for retirement pay to qualified private sector employees in the absence of any retirement plan in the entity, provided however that the employee's retirement benefits under any collective bargaining and other agreements shall not be less than those provided under the law. The law does not require minimum funding of the plan.

The pension funds are being administered and managed through JG Summit Multi-Employer Retirement Plan (the "Plan"), with Robinsons Bank Corporation (RBC) as Trustee. The plans provide for retirement, separation, disability and death benefits to their members. The Group, however, reserves the right to discontinue, suspend or change the rates and amounts of their contributions at any time on account of business necessity or adverse economic conditions.

The retirement plan has an Executive Retirement Committee, which is mandated to approve the plan, trust agreement, investment plan, including any amendments or modifications thereto, and other activities of the Plan. Certain members of the BOD of the Parent Company are represented in the Executive Retirement Committee. RBC manages the plan assets based on the mandate as defined in the trust agreement.

The components of pension expense (included in "Personnel expenses" under "Costs and General and administrative expenses" in the consolidated statements of comprehensive income) follow:

	2021	2020	2019
Service cost	**₱70,206,866**	₱56,527,009	₱66,580,614
Net interest cost	**24,927,000**	17,985,763	19,687,298
Pension expense	**₱95,133,866**	₱74,512,772	₱86,267,912

The Plan was amended effective April 1, 2019. The effect of the change in retirement plan is reflected as Past Service Cost and recognized immediately in the 2019 pension expense.

There are no plan amendments, curtailments or settlements for the years ended December 31, 2021, 2020 and 2019.

The amounts recognized as pension liabilities included under "Deposit and other noncurrent liabilities" in the consolidated statements of financial position follow:

	2021	2020
Present value of defined benefit obligation	**₱715,238,136**	₱765,271,635
Fair value of plan assets	**(83,551,803)**	(98,989,416)
Pension liabilities	**₱631,686,333**	₱666,282,219

Changes in net defined benefit liability of funded funds follow:

	2021		
	Present value of defined benefit obligation	**Fair value of plan assets**	**Net defined benefit liability/(asset)**
Balance at January 1, 2021	**₱765,271,635**	**₱98,989,415**	**₱666,282,219**
Net benefit cost in consolidated statement of comprehensive income:			
Current service cost	**70,216,866**	–	**70,216,866**
Net interest cost	**28,680,163**	**3,753,163**	**24,927,000**
Subtotal	**98,897,029**	**3,753,163**	**95,143,866**
Benefits paid	–	**(11,451,686)**	**11,451,686**
Remeasurements in other comprehensive income:			
Actuarial changes arising from experience adjustments	**20,992,516**	–	**20,992,516**
Actuarial changes arising from changes in financial/demographic assumptions	**(136,597,243)**	–	**(136,597,243)**
Return on plan assets	–	**(19,338,849)**	**19,338,849**
Subtotal	**(115,604,727)**	**(19,338,849)**	**(96,265,878)**
Contributions paid	**(33,325,801)**	**11,599,760**	**(44,925,560)**
Balance at December 31, 2021	**₱715,238,136**	**₱83,551,803**	**₱631,686,333**

	2020		
	Present value of defined benefit obligation	Fair value of plan assets	Net defined benefit liability/(asset)
Balance at January 1, 2020	₱481,501,376	₱120,262,120	₱361,239,256
Net benefit cost in consolidated statement of comprehensive income:			
Current service cost	56,527,009	–	56,527,009
Net interest cost	23,599,028	5,613,265	17,985,763
Subtotal	80,126,037	5,613,265	74,512,772
Benefits paid	–	(21,813,578)	21,813,578
Remeasurements in other comprehensive income:			
Actuarial changes arising from experience adjustments	167,174,536	–	167,174,536
Actuarial changes arising from changes in financial/demographic assumptions	74,325,128	–	74,325,128
Return on plan assets	–	(15,845,500)	15,845,500
Subtotal	241,499,664	(15,845,500)	257,345,164
Contributions paid	(37,855,442)	10,773,109	(48,628,551)
Balance at December 31, 2020	₱765,271,635	₱98,989,416	₱666,282,219

	2019		
	Present value of defined benefit obligation	Fair value of plan assets	Net defined benefit liability/(asset)
Balance at January 1, 2019	₱464,993,377	₱139,980,890	₱325,012,487
Net benefit cost in consolidated statement of comprehensive income:			
Current service cost	44,277,528	–	44,277,528
Past service cost	22,303,086	–	22,303,086
Net interest cost	26,505,290	6,817,992	19,687,298
Subtotal	93,085,904	6,817,992	86,267,912
Benefits paid	(14,991,030)	(15,578,368)	587,338
Remeasurements in other comprehensive income:			
Actuarial changes arising from experience Adjustments	(144,771,038)	–	(144,771,038)
Actuarial changes arising from changes in financial/demographic assumptions	83,184,163	–	83,184,163
Return on plan assets	–	(10,958,394)	10,958,394
Subtotal	(61,586,875)	(10,958,394)	(50,628,481)
Balance at December 31, 2019	₱481,501,376	₱120,262,120	₱361,239,256

The major categories and corresponding fair values of plan assets by class of the Group's Plan as at the end of each reporting period are as follows:

	2021	2020
Cash and cash equivalents:		
Savings deposit account	**₱7,075,600**	₱126,295
Other securities	**11,490,183**	4,925,863
	18,565,783	5,052,158
Investment in debt instruments:		
Fixed rate bonds	**24,264,105**	30,062,548
Other debt instruments	**1,374,430**	38,918
	25,638,535	30,101,466
Accrued interest receivable	**275,164**	303,336
Other assets	**39,090,874**	64,508,544
Accrued trust and management fee payable	**(18,553)**	(976,088)
	₱83,551,803	₱98,989,416

The composition of the fair value of the Fund includes:

- *Cash and cash equivalents* - include savings and time deposit with various banks and special deposit account with Bangko Sentral ng Pilipinas.

- *Investment in debt instruments* - include investment in long-term debt notes and retail bonds issued by locally listed entities.

- *Accrued interest receivable and other receivable* - include interest earned from investments and receivable from affiliated companies.

- *Accrued trust and management fee payable* - pertains mainly to charges of trust or in the management of the plan.

The fund has no investment in the Parent Company as of December 31, 2021 and 2020.

The plan assets have diverse investments and do not have any concentration risk.

The management performs an asset-liability matching strategy annually. The overall investment policy and strategy of the Group's defined benefit plans is guided by the objective of achieving an investment return which, together with contributions, ensures that there will be sufficient assets to pay pension benefits as they fall due while also mitigating the various risk of the plans.

The overall expected rates of return on assets are based on the market expectations prevailing as at the reporting date, applicable to the period over which the obligation is settled.

The Group expects to contribute ₱70 million to the defined benefit pension plans in 2022.

The average duration of the defined benefit obligation of the Group as of December 31, 2021 and 2020 is 11 and 17 years, respectively.

The principal assumptions used to determine the pension benefits of the Group follow:

	2021	2020
Discount rate	**4.62% to 5.19%**	3.17% to 4.13%
Rate of salary increase	**4.00% to 5.00%**	4.70% to 5.70%

There are no unusual or significant risks to which the Plan exposes the Group. However, in the event a benefit claim arises under the Retirement Plan and the Retirement Fund is not sufficient to pay the benefit, the unfunded portion of the claim shall immediately be due and payable from the Group to the Retirement Fund.

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the retirement benefit obligation as of December 31, 2021 and 2020, assuming all other assumptions were held constant.

It should be noted that the changes assumed to be reasonably possible at the valuation date are open to subjectivity, and do not consider more complex scenarios in which changes other than those assumed may be deemed to be more reasonable.

The balances below show the addition/reduction in pension obligation assuming assumptions are changed:

		Increase (decrease) on pension liabilities	
		2021	**2020**
Discount rates	+1.00%	**(₱51,341,828)**	(₱64,775,773)
	-1.00%	**58,522,638**	74,940,988
Salary increase rates	+1.00%	**₱57,949,902**	₱72,748,884
	-1.00%	**(51,818,263)**	(64,255,469)

Shown below is the maturity analysis of the undiscounted benefit payments of the Group:

	2021	2020
Less than 1 year	**₱80,420,306**	₱35,064,852
More than 1 years to 5 years	**307,672,817**	286,070,659
More than 5 years to 10 years	**558,170,102**	536,142,337
More than 10 years to 15 years	**497,371,781**	514,871,618
More than 15 years to 20 years	**509,329,689**	525,224,875
More than 20 years	**828,611,668**	1,111,415,273

30. Interest in Joint Ventures and Joint Operations

A. Interest in Joint Ventures

This account consists of the following:

	Percentage of ownership	**2021**	2020
RHK Land Corporation	60.00	**₱1,342,881,713**	₱1,341,554,976
Robinsons DoubleDragon Corp.	65.72	**672,605,442**	673,652,470
RLC DMCI Property Ventures, Inc.	50.00	**375,360,156**	357,497,448
Shang Robinsons Properties, Inc.*	50.00	**–**	–
GoTyme Bank Corporation	20.00	**200,000,000**	–
Balance at end of year		**₱2,590,847,311**	₱2,372,704,894

**Net of deferred gain from sale of land offset against the carrying amount of investment*

Details and movements of interests in joint ventures are as follows:

	2021	2020
Investment in stocks - cost:		
Balance at beginning of year	**₱2,175,527,962**	₱2,308,024,332
Additions	**200,000,000**	65,720,000
Elimination of interest income on the sale of land	**(101,894,007)**	(47,092,151)
Elimination of gain on sale of land to joint venture	**(302,994,159)**	(151,124,219)
Balance at end of year	**1,970,639,796**	2,175,527,962
Accumulated equity in net earnings:		
Balance at beginning of year	**197,176,932**	42,157,316
Equity in net earnings during the year	**423,030,583**	155,019,616
Balance at end of year	**620,207,515**	197,176,932
	₱2,590,847,311	₱2,372,704,894

Joint Venture with Hong Kong Land Group
On February 5, 2018, the Parent Company's BOD approved the agreement with Hong Kong Land Group (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 undertake the purchase of a property situated in Block 4 of Bridgetowne East, Pasig City, develop the property into a residential enclave and likewise carry out the marketing and sales of the residential units. RHK Land also plans to pursue other development projects.

In October 2018, the Parent Company entered into a Shareholder Loan Agreement with RHK Land (see Note 20). Repayment date falls on the fifth anniversary of the effective date (see Note 8).

The investment in RHK Land is accounted as an investment in joint venture using equity method of accounting because the contractual arrangement between the parties establishes joint control.

Summarized financial information of RHK Land, presented in Philippine Peso, which is its functional and presentation currency and prepared in accordance with PFRSs as at and for the years ended December 31, 2021 and 2020 are as follows:

Summarized statements of financial position:

	2021	2020
Current assets	**₱3,968,147,605**	₱3,275,771,788
Noncurrent assets	**426,834,029**	428,068,906
Current liabilities	**(515,197,053)**	(208,968,700)
Noncurrent liabilities	**(1,194,327,483)**	(812,701,457)
Equity	**2,685,457,098**	2,682,170,537
Proportion of Group’s ownership	**60.00%**	60.00%
Group’s share in identifiable net assets	**1,611,274,259**	1,609,302,322
Carrying amount of investment	**₱1,342,881,713**	₱1,341,554,976

Summarized statements of comprehensive income:

	2021	2020
Revenues	**₱370,322,632**	₱–
Cost of sales	**(230,046,401)**	–
Interest income	**287,651**	380,887
Interest expense	**(36,323,614)**	(38,025,086)
Depreciation	**(14,185,098)**	(10,347,672)
Other expenses	**(70,790,922)**	(49,134,945)
Income (loss) before income tax	**19,264,248**	(97,126,816)
Income tax benefit (expense)	**(16,610,774)**	29,176,135
Net income (loss)	**2,653,474**	(67,950,681)
Other comprehensive income	**633,088**	–
Total comprehensive income (loss)	**₱3,286,562**	(₱67,950,681)

Additional information:

	2021	2020
Cash and cash equivalents	**₱196,776,920**	₱90,508,162
Noncurrent financial liabilities*	**1,194,327,483**	814,542,365

**Excluding trade and other payables and provision.*

Reconciliation of the carrying amount of investment in RHK Land as of December 31, 2021 and 2020 is as follows:

	2021	2020
Beginning balance	**₱1,341,554,976**	₱1,375,530,317
Equity in net earnings (loss)	**1,326,737**	(33,975,341)
Carrying amount of investment	**₱1,342,881,713**	₱1,341,554,976

Joint Venture with DoubleDragon Properties Corp.
On December 26, 2019, Robinsons DoubleDragon Corp. (RDDC) was incorporated as the joint venture company (JVC) between RLC and DoubleDragon Corp. The primary purpose is to engage in realty development.

The investment in RDDC is accounted as an investment in joint venture using equity method of accounting because the contractual arrangement between the parties establishes joint control.

Summarized financial information of RDDC, presented in Philippine Peso, which is its functional and presentation currency and prepared in accordance with PFRS as at and for the years ended December 31, 2021 and 2020 follows:

Summarized statements of financial position:

	2021	2020
Current assets	**₱555,076,166**	₱238,069,943
Noncurrent assets	**805,684,459**	797,818,128
Current liabilities	**(22,136,771)**	(10,896,620)
Equity	**1,338,623,854**	1,024,991,451
Proportion of Group's ownership	**65.72%**	65.72%
Group's share in identifiable net assets	**879,743,597**	673,624,382
Carrying amount of investment	**₱672,605,442**	₱673,624,382

Summarized statements of comprehensive income:

	2021	2020
Other expenses	**(₱1,592,491)**	(₱966,859)
Net loss/ Total comprehensive loss	**(₱1,592,491)**	(₱966,859)

Additional information:

	2021	2020
Cash and cash equivalents	**₱459,523,849**	₱143,745,997

Reconciliation of the carrying amount of investment in RDDC as of December 31, 2021 and 2020 is as follows:

	2021	2020
Beginning balance	**₱673,652,470**	₱613,308,121
Additional/initial investment	**–**	65,720,000
Equity in net loss	**(1,047,028)**	(5,375,651)
Carrying amount of investment	**₱672,605,442**	₱673,652,470

Joint Venture with DMCI Project Developers, Inc.
In October 2018, the Parent Company entered into a Joint Venture Agreement with DMCI Project Developers, Inc. (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 (JVC) between RLC and DMCI PDI. The proposed project is intended to be a multi-tower residential condominium and may include commercial spaces.

The investment in RLC DMCI is accounted as an investment in joint venture using equity method of accounting because the contractual arrangement between the parties establishes joint control.

Summarized financial information of RLC DMCI, presented in Philippine Peso, which is its functional and presentation currency and prepared in accordance with PFRS as at and for the years ended December 31, 2021 and 2020 follows:

Summarized statement of financial position:

	2021	2020
Current assets	**₱2,899,480,537**	₱2,264,265,548
Noncurrent assets	**88,497,428**	100,883,589
Current liabilities	**(340,010,589)**	(317,250,653)
Noncurrent liabilities	**(1,632,661,919)**	(1,068,318,443)
Equity	**1,015,305,457**	979,580,041
Proportion of Group's ownership	**50.00%**	50.00%
Group's share in identifiable net assets	**507,652,729**	489,790,021
Carrying amount of investment	**₱375,360,156**	₱357,497,448

Summarized statement of comprehensive income:

	2021	2020
Revenue	**₱213,305,570**	₱6,211,645
Cost of sales	**(143,139,670)**	(4,221,509)
Gross profit	**70,165,900**	1,990,136
Interest income	**3,133,222**	10,853,485
Interest expense	**(4,550,208)**	(11,785,666)
Other expenses	**(18,627,723)**	(12,061,350)
Income (loss) before income tax	**50,121,191**	(11,003,395)
Income tax benefit (expense)	**(14,395,775)**	3,311,871
Net income (loss)/ Total comprehensive income (loss)	**₱35,725,416**	(₱7,691,524)

Additional information:

	2021	2020
Cash and cash equivalents	**₱268,068,316**	₱473,607,885
Noncurrent financial liabilities*	**(1,491,368,193)**	(993,643,274)

**Excluding trade and other payables and provision.*

Reconciliation of the carrying amount of investment in RLC DMCI as of December 31, 2021 and 2020 follows:

Joint Venture with Shang Properties, Inc.
On November 13, 2017, the Parent Company's BOD approved the agreement with Shang Properties, Inc. (SPI) to form a joint venture corporation (JVC).

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 and may include residential condominium units, serviced apartments and commercial retail outlets. SRPI also plans to pursue other development projects.

The investment in the SRPI is accounted as an investment in joint venture using equity method of accounting because the contractual arrangement between the parties establishes joint control.

In accordance with the joint venture agreement with SPI, the Parent Company agrees to extend loan to SRPI, at fair and commercial rates comparable to loans extended by third party banks and financial institutions, an amount of ₱1,000 million annually starting April 1, 2019 up to April 1, 2022. As of December 31, 2021, the Parent Company has already extended a loan to SRPI amounting to ₱1,000 million (see Notes 8 and 20).

Summarized financial information of SRPI, presented in Philippine Peso, which is its functional and presentation currency and prepared in accordance with PFRSs as at and for the years ended December 31, 2021 and 2020 are as follows:

Summarized statements of financial position:

	2021	2020
Current assets	**₱12,542,718,615**	₱9,188,271,545
Noncurrent assets	**269,339,168**	384,133,286
Current liabilities	**(4,504,631,214)**	(3,850,530,594)
Noncurrent liabilities	**(4,943,113,600)**	(3,167,337,600)
Equity	**3,364,312,969**	2,554,536,637
Proportion of Group's ownership	**50.00%**	50.00%
Group's share in identifiable net assets	**1,682,156,485**	1,277,268,319
Carrying amount of investment	**₱–**	₱–

Summarized statements of comprehensive income:

	2021	2020
Revenue	**₱2,004,051,580**	₱929,357,646
Cost of sales	**(770,913,291)**	(364,980,368)
Gross profit	**1,233,138,289**	564,377,278
Interest income	**7,191,073**	30,782,143
Depreciation	**(429,961)**	(441,529)
Other expenses	**(102,921,843)**	(77,814,376)
Income before income tax	**1,136,977,558**	516,903,516
Income tax expense	**(327,201,227)**	(145,836,412)
Net income/ Total comprehensive income	**₱809,776,331**	₱371,067,104

Additional information:

	2021	2020
Cash and cash equivalents	**₱2,337,768,838**	₱2,986,436,833
Noncurrent financial liabilities*	**3,775,776,000**	2,000,000,000

**Excluding trade and other payables and provision*

Reconciliation of the carrying amount of investment in SRPI as of December 31, 2021 and 2020 is as follows:

	2021	2020
Beginning balance	**₱1,277,268,320**	₱1,079,051,949
Equity in net earnings	**404,888,165**	198,216,371
	1,682,156,485	1,277,268,320
Elimination of gain on sale of land (Note 20)	**(1,682,156,485)**	(1,277,268,320)
Carrying amount of investment	**₱–**	₱–

Deferred gain on sale of land to SRPI attributable to the Parent Company was offset against the remaining carrying amount of investment in SRPI. The excess of the gain on sale of land amounting to ₱438 million and ₱896 million were presented as contract liabilities - net of current portion as of December 31, 2021 and 2020, respectively.

Joint Venture with Tyme Global Limited, Robinsons Bank Corporation and Robinsons Retail Holdings, Inc.

On December 28, 2021, GoTyme Bank Corporation (GTBC) was incorporated as the joint venture company (JVC) between RLC, Tyme Global Limited, Robinsons Bank Corporation and Robinsons Retail Holdings, Inc. The primary purpose is to carry on and engage in a business of a digital bank. The investment in GTBC is accounted as an investment in joint venture using equity method of accounting because the contractual arrangement between the parties establishes joint control.

Financial information of GTBC, presented in Philippine Peso, which is its functional and presentation currency and prepared in accordance with PFRS as at December 31, 2021

	2021
Equity	**1,000,000,000**
Proportion of Group's ownership	**20.00%**
Group's share in identifiable net assets	**200,000,000**
Carrying amount of investment	**₱200,000,000**

B. Joint Operations

The Group has entered into joint venture agreements with various landowners and other companies with various percentage interests in these joint operations depending on the value of the land or investment against the estimated development costs. These joint venture agreements entered into by the Group relate to the development and sale of subdivision land, condominium and residential units, with certain level of allocation of condominium unites/lots to be sold to buyers with provisions for sharing in the cash collection on the sale of allocated developed units.

The Group's joint venture agreements typically require the joint venture partner to contribute the land free from any lien, encumbrance and tenants or informal settlers to the project, with the Group bearing all the cost related to the land development and the construction of subdivision land, condominium and residential units, including the facilities.

Sales and marketing costs are allocated to both the Group and the joint operations partner. The projects covering the joint venture agreement are expected to be completed within two to three years. Each joint operations party has committed to contribute capital based on the terms of the joint venture agreement.

The total development costs on these joint ventures amounted to ₱5,589 million and ₱5,505 million as of December 31, 2021 and 2020, respectively. Total revenues from these joint ventures amounted to ₱298 million, ₱975 million and ₱961 million in 2021, 2020 and 2019, respectively.

Interest in joint projects with Horizon Land Property & Development Corporation, formerly Harbour Land Realty and Development Corp and Federal Land, Inc. (Jointly Controlled Operations)
On February 7, 2011, the Parent Company entered into a joint venture agreement with Horizon Land Property & Development Corporation (HLPDC), formerly Harbour Land Realty and Development Corp and Federal Land, Inc. (FLI) to develop Axis Residences (the Project) located along Pioneer Street in Mandaluyong City. The construction of the planned 2-phase residential condominium has commenced in March 2012. One tower of first phase was completed in September 2015.

The agreed contributions of the parties follow:

a. The Parent Company: Road lot valued at ₱89 million and development costs amounting ₱1,390 million
b. FLI: Development costs amounting ₱739 million
c. HLPDC, an affiliate of FLI: Four (4) adjoining parcels of land valued at ₱739 million located along Pioneer St., Mandaluyong City, 21,109 sqm

Further, the sharing of saleable units (inventories) of real estate revenue, cost of real estate sales and any common expenses incurred, are as follows: the Parent Company-50% and FLI-50%. Based on the foregoing, the Parent Company accounted for the joint arrangement as a jointly controlled operations and accordingly, recognized its share in the installment contract receivables, subdivision land, condominium and residential units for sale, deposits to joint venture partners, accounts payable, real estate sales and cost of real estate sales of the joint operations.

On December 6, 2017, the Parent Company executed an addendum agreement with HLPDC and FLI to discontinue the development of Phase II.

The following were the agreements included in the addendum:

a. The development of the Project shall be limited to Phase 1;
b. The discontinuance shall be without fault on either of the Parties. Accordingly, HLPDC and FLI shall reimburse RLC the amount of ₱193 million representing the non-development of four (4) towers of Phase II;
c. Ownership and right of possession of the parcels of land corresponding to Phase II shall remain to be with HLPDC and shall be excluded from the provisions of the JVA.
d. The perpetual right to use RLC's land contribution is limited to Phase I and to the adjacent properties owned by HLPDC, FLI or its affiliates.

The share of the Parent Company in the net assets and liabilities of the jointly controlled operations at December 31, 2021 and 2020 which are included in the consolidated financial statements follow:

	2021	2020
Assets		
Cash and cash equivalents	**₱1,002,078,039**	₱1,053,151,322
Receivables	**369,335,600**	889,403,010
Inventory	**127,219,510**	75,436,830
Other assets	**88,129,267**	26,406,015
Total assets	**₱1,586,762,416**	₱2,044,397,177
Total liabilities	**₱1,573,790,777**	₱1,829,127,423

The following is the share of the Parent Company on the net income of the jointly controlled operations for the years ended December 31, 2021 and 2020:

	2021	2020
Realized sales	**(₱29,996,355)**	₱604,868,579
Interest and other income	**49,345,718**	42,922,612
	19,349,363	647,791,191
Cost of sales	**(21,662,400)**	366,728,271
General and administrative expenses	**22,480,852**	25,555,554
Income before income tax	**18,530,911**	255,507,366
Provision for income tax	**5,559,274**	40,237,612
Net income	**₱12,971,637**	₱215,269,754

Reconciliation of the carrying amount of investment in jointly controlled operations as of December 31, 2021 and 2020 is as follows:

	2021	2020
Beginning balance	**₱215,269,754**	₱92,794,865
Equity in net earnings	**122,474,889**	122,474,889
Carrying amount of investment	**₱337,744,643**	₱215,269,754

There were no dividends declared in 2021, 2020 and 2019.

31. **Financial Risk Management Objectives and Policies**

The Group's principal financial instruments comprise of short-term loans, loans payable, lease liabilities, deposit from lessees, receivables from affiliated companies, payables to affiliated companies, utility deposits, receivables and cash and cash equivalents. The main purpose of these financial instruments is to raise fund for the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its operations.

The main risks currently arising from the Group's financial instruments are foreign currency market risk, liquidity risk, interest rate risk and credit risk. The BOD reviews and approves policies for managing each of these risks and they are summarized below, together with the related risk management structure.

Risk Management Structure

The Group's risk management structure is closely aligned with that of the Parent Company. The BOD of the Parent Company and the respective BODs of each subsidiary are ultimately responsible for the oversight of the Group's risk management processes that involve identifying, measuring, analyzing, monitoring and controlling risks.

The risk management framework encompasses environmental scanning, the identification and assessment of business risks, development of risk management strategies, design and implementation of risk management capabilities and appropriate responses, monitoring risks and risk management performance, and identification of areas and opportunities for improvement in the risk management process.

Each BOD has created the board-level Audit Committee (AC) to spearhead the managing and monitoring of risks.

Audit Committee

The AC shall assist the Group's BOD in its fiduciary responsibility for the over-all effectiveness of risk management systems, and both the internal and external audit functions of the Group.

Furthermore, it is also the AC's purpose to lead in the general evaluation and to provide assistance in the continuous improvements of risk management, control and governance processes.

The AC also aims to ensure that:

a. financial reports comply with established internal policies and procedures, pertinent accounting and audit standards and other regulatory requirements;
b. risks are properly identified, evaluated and managed, specifically in the areas of managing credit, market, liquidity, operational, legal and other risks, and crisis management;
c. audit activities of internal and external auditors are done based on plan, and deviations are explained through the performance of direct interface functions with the internal and external auditors; and
d. the Group's BOD is properly assisted in the development of policies that would enhance the risk management and control systems.

Enterprise Risk Management Group (ERMG)
To systematize the risk management within the Group, the ERMG was created to be primarily responsible for the execution of the enterprise risk management framework. The ERMG's main concerns include:

a. recommending risk policies, strategies, principles, framework and limits;
b. managing fundamental risk issues and monitoring of relevant risk decisions;
c. providing support to management in implementing the risk policies and strategies; and
d. developing a risk awareness program.

Support groups have likewise been created to explicitly manage on a day-to-day basis specific types of risks like trade receivables, supplier management, etc.

Compliance with the principles of good corporate governance is also one of the objectives of the BOD. To assist the BOD in achieving this purpose, the BOD has designated a Compliance Officer who shall be responsible for monitoring the actual compliance with the provisions and requirements of the Corporate Governance Manual and other requirements on good corporate governance, identifying and monitoring control compliance risks, determining violations, and recommending penalties on such infringements for further review and approval of the BOD, among others.

Risk Management Policies
The main risks arising from the use of financial instruments are foreign currency risk, liquidity risk, interest rate risk and credit risk. The Group's policies for managing the aforementioned risks are summarized below.

Market risk
Foreign Currency Risk
Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Foreign currency risk arises from financial instruments that are denominated in United States Dollar (USD) which result primarily from movement of the Philippine Peso (PHP) against the USD.

The Group does not have any foreign currency hedging arrangements.

The table below summarizes the Group's exposure to foreign currency risk:

	December 31, 2021		December 31, 2020	
Assets				
Cash and cash equivalents	**\$836,608**	**₱42,666,153**	\$3,003,011	₱144,213,560
Liabilities				
Accounts payable and accrued expenses	**274,293**	**13,988,668**	315,028	15,128,573
Net foreign currency-denominated assets	**\$562,315**	**₱28,677,485**	\$2,687,983	₱129,084,987

	December 31, 2021		December 31, 2020	
Assets				
Cash and cash equivalents	**RMB724,391,434**	**₱5,812,249,564**	RMB1,579,549,449	₱11,621,323,409
Liabilities				
Accounts payable and accrued expenses	**79,760,402**	**639,968,034**	139,307,269	1,024,934,565
Net foreign currency-denominated assets	**RMB644,631,032**	**₱5,172,281,530**	RMB1,440,242,180	₱10,596,388,844

	December 31, 2021		December 31, 2020	
Assets				
Cash and cash equivalents	**SGD3,308**	**₱125,042**	SGD 4,670	₱169,637

	December 31, 2021		December 31, 2020	
Assets				
Cash and cash equivalents	**CAD19,667.05**	**₱754,022**	CAD 4,604	₱172,172

The exchange rates used to translate the Group's USD-denominated assets and liabilities as of December 31, 2021 and 2020 follow:

	December 31, 2021	December 31, 2020
US Dollar - Philippine Peso exchange rate	**₱51.00 to US$1.00**	₱48.02 to US$1.00

	December 31, 2021	December 31, 2020
Chinese Yuan - Philippine Peso exchange rate	**₱8.02 to RMB1.00**	₱7.36 to RMB1.00
Singapore Dollar - Philippine Peso exchange rate	**₱37.81 to SGD1.00**	₱36.32 to SGD1.00
Canadian Dollar - Philippine Peso exchange rate	**₱38.34 to CAD1.00**	₱37.40 to CAD1.00

The following table sets forth the impact of the range of reasonably possible changes in the USD-PHP exchange rate on the Group's income before income tax for the year ended December 31, 2021 and 2020.

Reasonably Possible Changes in USD-PHP Exchange Rates	Change in Income Before Income Tax
December 31, 2021	
2.0% PHP appreciation	**(₱573,550)**
2.0% PHP depreciation	**573,550**
December 31, 2020	
2.0% PHP appreciation	(₱2,581,700)
2.0% PHP depreciation	2,581,700

Reasonably Possible Changes in RMB-PHP Exchange Rates	Change in OCI
December 31, 2021	
2.0% PHP appreciation	**(₱103,445,631)**
2.0% PHP depreciation	**103,445,631**
December 31, 2020	
2.0% PHP appreciation	(₱211,927,777)
2.0% PHP depreciation	211,927,777

Reasonably Possible Changes in SGD-PHP Exchange Rates	Change in Income Before Income Tax
December 31, 2021	
2.0% PHP appreciation	**(₱2,501)**
2.0% PHP depreciation	**2,501**
December 31, 2020	
2.0% PHP appreciation	(₱3,393)
2.0% PHP depreciation	3,393

Reasonably Possible Changes in CAD-PHP Exchange Rates	Change in Income Before Income Tax
December 31, 2021	
2.0% PHP appreciation	**(₱15,080)**

2.0% PHP depreciation	**15,080**
December 31, 2020	
2.0% PHP appreciation	(₱3,443)
2.0% PHP depreciation	3,443

Sensitivity to foreign exchange rates is calculated on the Group's foreign currency denominated assets and liabilities, assuming a more likely scenario of foreign exchange rate of USD-PHP that can happen within 12 months after reporting date using the same balances of financial assets and liabilities as of reporting date.

The Group does not expect the impact of the volatility on other currencies to be material.

Liquidity risk
Liquidity risk is the risk arising from the shortage of funds due to unexpected events or transactions. The Group manages its liquidity profile to be able to finance the capital expenditures and service the maturing debts. To cover the financing requirements, the Group intends to use internally generated funds and proceeds from debt and equity offerings.

The following table summarizes the maturity profile of the Group's financial assets and financial liabilities as of December 31, 2021 and 2020, based on contractual undiscounted cash flows. The table also analyses the maturity profile of the Group's financial assets in order to provide a complete view of the Group's contractual commitments. The analysis into relevant maturity groupings is based on the remaining period at the end of the reporting period to the contractual maturity dates.

Balances due within six (6) months equal their carrying amounts, as the impact of discounting is insignificant.

	December 31, 2021					
	On Demand	**1 to 3 months**	**4 to 12 months**	**More than 1 year but less than 5 years**	**5 years or more**	**Total**
Financial assets at amortized cost						
Cash and cash equivalents	**₱11,936,889,458**	**₱6,712,884,326**	**₱–**	**₱–**	**₱–**	**₱18,649,773,784**
Receivables						
Trade	**4,457,340,361**	**4,017,241,312**	**5,973,041,932**	**4,352,711,735**	**374,905,462**	**19,175,240,802**
Affiliated companies	**2,854,076,441**	**–**	**–**	**–**	**–**	**2,854,076,441**
Others	**81,249,976**	**859,814,687**	**72,328,913**	**–**	**–**	**1,013,393,576**
Other assets						
Restricted cash	**378,034,904**	**–**	**–**	**–**	**–**	**378,034,904**
Utility deposits	**2,427,000**	**–**	**–**	**544,598,012**	**153,403,264**	**700,428,276**
Total financial assets	**₱19,710,018,140**	**₱11,589,940,325**	**₱6,045,370,845**	**₱4,897,309,747**	**₱528,308,726**	**₱42,770,947,783**
Accounts payable and accrued expenses	**₱2,840,737,312**	**₱5,179,082,383**	**₱6,331,409,595**	**₱621,661,081**	**₱631,686,333**	**₱15,604,576,704**
Payables to affiliated companies and others (included under Deposits and other current liabilities)	**392,987,620**	**–**	**–**	**–**	**–**	**392,987,620**
Deposits from lessees	**–**	**1,492,271,667**	**1,554,790,422**	**1,772,643,466**	**2,066,652,915**	**6,886,358,470**
Lease liabilities	**–**	**8,682,667**	**47,628,447**	**147,447,587**	**3,064,087,814**	**3,267,846,515**
Loans payable and future interest payment	**–**	**11,488,518,207**	**1,015,856,489**	**31,538,221,466**	**3,507,464,188**	**47,550,060,350**
Other financial liabilities	**₱3,233,724,932**	**₱18,168,554,924**	**₱8,949,684,953**	**₱34,079,973,600**	**₱9,269,891,250**	**₱73,701,829,659**

	December 31, 2020					
	On Demand	1 to 3 months	4 to 12 months	More than 1 year but less than 5 years	5 years or more	Total
Financial assets at amortized cost						
Cash and cash equivalents	₱1,108,520,005	₱12,895,738,779	₱–	₱–	₱–	₱14,004,258,784
Receivables						
Trade	4,343,805,976	2,761,423,117	6,440,516,961	5,675,489,844	1,185,941,016	20,407,176,914
Affiliated companies	1,029,848,891	–	–	–	–	1,029,848,891
Others	61,895,813	740,186,931	52,548,641	–	–	854,631,385
Other assets						
Restricted cash	4,006,791,007	–	–	–	–	4,006,791,007
Utility deposits	8,719,131	–	–	514,748,450	146,157,005	669,624,586
Total financial assets	₱10,559,580,823	₱16,397,348,827	₱6,493,065,602	₱6,190,238,294	₱1,332,098,021	₱40,972,331,567
Accounts payable and accrued expenses	₱2,796,338,396	₱6,318,533,122	₱2,848,425,651	₱664,437,426	₱2,236,589,802	₱14,864,324,397
Payables to affiliated companies and others (included under Deposits and other current liabilities)	256,642,319	–	–	–	–	256,642,319
Deposits from lessees	–	1,428,487,668	1,556,490,880	1,716,701,000	1,546,956,716	6,248,636,264
Lease liabilities	–	34,153,724	104,842,182	630,780,039	5,736,218,935	6,505,994,880
Loans payable and future interest payment	–	990,253,166	7,784,983,750	43,839,906,815	3,924,629,754	56,539,773,485
Other financial liabilities	₱3,052,980,715	₱8,771,427,680	₱12,294,742,463	₱46,851,825,280	₱13,444,395,207	₱84,415,371,345

The Group seeks to manage its liquidity profile to be able to service its maturing debts and to finance capital requirements. The Group maintains a level of cash and cash equivalents deemed sufficient to finance operations. As part of its liquidity risk management, the Group regularly evaluates its projected and actual cash flows. It also continuously assesses conditions in the financial markets for opportunities to pursue fund-raising activities. Fund-raising activities may include bank loans and capital market issues both onshore and offshore.

Interest rate risk
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk for changes in market interest rates relates primarily to the Group's long-term debt obligation with a floating interest rate.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts, whenever it's advantageous to the Group.

The Group has no financial instruments with variable interest rates exposed to interest rate risk as of December 31, 2021 and 2020.

Credit risk
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily from cash and cash equivalents and receivables).

The Group trades only with recognized, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

In addition, receivable balances are monitored on an ongoing basis. Customers credit risk is managed by each business unit subject to the Group's established policy, procedures and controls. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. These measures result in the Group's exposure to impairment loss as not significant. For installment contract receivables, exposure to bad debt is not significant as title to real estate properties are not transferred to the buyers until full payment has been made and the requirement for remedial procedure is minimal given the profile of buyers.

Credit risk arising from rental income from leasing properties is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Group security deposits and advance rentals which helps reduce the Group's credit risk exposure in case of defaults by the tenants. For existing tenants, the Group has put in place a monitoring and follow-up system. Receivables are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables. Regular meetings with tenants are also undertaken to assess paying capacity.

With respect to credit risk arising from the Group's financial assets, which comprise of cash and cash equivalents and receivables, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments. Credit risk from balances with banks and financial institution is managed by the Group's treasury department. Investments are only made with approved and credit worthy counterparties and within the credit limits assigned to each counterparty.

The changes in the gross carrying amounts of receivables from real estate sales and impact of COVID-19 pandemic did not materially affect the allowance for ECLs.

a. Credit risk exposure

The table below shows the gross maximum exposure to credit risk of the Group as of December 31, 2021 and 2020 without considering the effects of collaterals and other credit risk mitigation techniques:

	2021	2020
Cash and cash equivalents (net of cash on hand)	**₱17,061,786,011**	₱13,994,251,961
Receivables - net		
Trade receivables		
Installment contract receivable - at amortized cost	**13,550,013,003**	14,941,310,062
Installment contract receivable - at FVOCI	**459,685,079**	931,573,340
Rental receivables	**3,878,612,354**	2,435,594,930
Accrued rent receivable	**1,023,695,381**	1,834,791,308
Hotel operations	**263,234,985**	263,907,274
Affiliated companies	**2,854,076,441**	1,029,848,891
Other receivables	**1,013,393,576**	854,631,385
Other assets		
Restricted cash - escrow	**378,034,904**	4,006,791,007
Utility deposits	**700,428,276**	669,624,586
Financial assets at FVOCI	**172,097,119**	129,718,939
	₱41,355,057,129	₱41,092,043,683

The credit risk on installment contract receivables is mitigated because the corresponding title to the subdivision units sold under this arrangement is transferred to the buyers only upon full payment of the contract price. Applying the expected credit risk model did not result in the recognition of an impairment loss for all financial assets at amortized cost in 2021 and 2020.

b. Risk concentrations of the maximum exposure to credit risk

Concentrations arise when a number of counterparties are engaged in similar business activities or activities in the same geographic region or have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Group's performance to developments affecting a particular industry or geographical location. Such credit risk concentrations, if not properly managed, may cause significant losses that could threaten the

Group's financial strength and undermine public confidence. Given the Group's diverse base of counterparties, it is not exposed to large concentrations of credit risks.

c. Credit quality per class of financial assets

The table below shows the credit quality by class of financial assets as of December 31, 2021 and 2020, gross of allowance for credit and impairment losses:

	December 31, 2021					
	Neither Past Due Nor Impaired					
	High Grade	Standard Grade	Substandard Grade	Past Due but not Impaired	Past Due and Impaired	Total
Cash and cash equivalents (net of cash on hand)	**₱17,061,786,011**	**₱–**	**₱–**	**₱–**	**₱–**	**₱17,061,786,011**
Receivables:						
Trade receivables						
Installment contract receivables - at amortized cost	**12,425,284,377**	**–**	**–**	**1,124,728,626**	**19,000,000**	**13,569,013,003**
Installment contract receivables - at FVOCI	**429,494,883**	**–**	**–**	**30,190,196**	**–**	**459,685,079**
Rental receivables	**716,949,044**	**–**	**–**	**3,161,663,310**	**190,148,722**	**4,068,761,076**
Accrued rent receivables	**1,023,695,381**	**–**	**–**	**–**	**–**	**1,023,695,381**
Hotel operations	**118,697,778**	**–**	**–**	**144,537,207**	**3,778,978**	**267,013,963**
Affiliated companies	**2,854,076,441**	**–**	**–**	**–**	**–**	**2,854,076,441**
Other receivables	**1,013,393,576**	**–**	**–**	**–**	**–**	**1,013,393,576**
Other assets						
Restricted cash	**378,034,904**	**–**	**–**	**–**	**–**	**378,034,904**
Utility Deposits	**700,428,276**	**–**	**–**	**–**	**–**	**700,428,276**
Financial Assets at FVOCI	**172,097,119**	**–**	**–**	**–**	**–**	**172,097,119**
	₱36,893,937,790	**₱–**	**₱–**	**₱4,461,119,339**	**₱212,927,700**	**₱41,567,984,829**

	December 31, 2020					
	Neither Past Due Nor Impaired					
	High Grade	Standard Grade	Substandard Grade	Past Due but not Impaired	Past Due and Impaired	Total
Cash and cash equivalents (net of cash on hand)	₱13,994,251,961	₱–	₱–	₱–	₱–	₱13,994,251,961
Receivables:						
Trade receivables						
Installment contract receivables - at amortized cost	12,806,030,730	–	–	2,135,279,332	19,000,000	14,960,310,062
Installment contract receivables - at FVOCI	787,496,740	–	–	144,076,600	–	931,573,340
Rental receivables	567,028,167	–	–	1,868,566,763	190,148,722	2,625,743,652
Accrued rent receivables	1,834,791,308	–	–	–	–	1,834,791,308
Hotel operations	64,245,015	–	–	199,662,259	3,778,978	267,686,252
Affiliated companies	1,029,848,891	–	–	–	–	1,029,848,891
Other receivables	854,631,385	–	–	–	–	854,631,385
Other assets						
Restricted cash	4,006,791,007	–	–	–	–	4,006,791,007
Utility Deposits	669,624,586	–	–	–	–	669,624,586
Financial Assets at FVOCI	129,718,939	–	–	–	–	129,718,939
	₱36,744,458,729	₱–	₱–	₱4,347,584,954	₱212,927,700	₱41,304,971,383

High grade cash and cash equivalents are short-term placements and working cash fund placed, invested, or deposited in foreign and local banks belonging to the top ten (10) banks, including an affiliate bank, in the Philippines in terms of resources, profitability and credit standing.

High grade accounts, other than cash and cash equivalents, are accounts considered to be of high value. The counterparties have a very remote likelihood of default and have consistently exhibited good paying habits. Receivable from installment contract receivables are considered high grade as title of the real estate property of the subject receivable passes to the buyer once fully paid. Standard grade accounts are active accounts with propensity of deteriorating to mid-range age buckets. These accounts are typically not impaired as the counterparties generally respond to credit actions and update their payments accordingly.

Substandard grade accounts are accounts which have probability of impairment based on historical trend. These accounts show propensity to default in payment despite regular follow-up actions and extended payment terms.

32. **Financial Instruments**

The carrying amount of cash and cash equivalents, trade receivables (except installment contract receivables), other receivables, utility deposits, receivable and payable to affiliated companies and accounts payable and accrued expenses are approximately equal to their fair values due to the short-term nature of the transaction.

Set out below is a comparison of carrying amounts and fair values of installment contract receivables, deposits from lessees and loans payable that are carried in the consolidated financial statements.

	December 31, 2021		December 31, 2020	
	Carrying Amount	**Fair Value**	Carrying Amount	Fair Value
Installment contract receivable				
Measured at amortized cost	**₱13,550,013,003**	**₱13,018,056,548**	₱14,941,310,062	₱14,435,223,345
Measured at FVOCI	**459,685,079**	**459,685,079**	931,573,340	931,573,340
Equity investment at FVOCI	**172,097,119**	**172,097,119**	129,718,939	129,718,939
Utility deposits	**700,428,276**	**617,636,251**	669,624,586	617,242,771
Retentions payable	**621,661,081**	**561,216,562**	510,887,699	477,279,098
Deposits from lessees	**6,886,358,470**	**6,251,534,818**	6,248,025,012	5,884,371,416
Lease liabilities	**2,130,587,963**	**1,731,282,252**	1,977,448,113	1,742,281,832
Loans payable	**47,042,864,144**	**47,550,060,350**	53,603,778,783	56,539,773,485

The fair values of installment contract receivables, customers' deposits, retentions payable, lease liabilities and loans payable are based on the discounted value of future cash flows using the applicable rates for similar types of loans and receivables as of reporting date. The discount rates used range from 1.9% to 4.4% as of December 31, 2021 and 1.9% to 2.7% as of December 31, 2020.

The fair value of equity investments at FVOCI are based on discounted value of future cash flows using the applicable rate of 11.8% to 12.5% as of December 31, 2020.

Fair Value Hierarchy

The Group uses the following hierarchy for determining the fair value of financial instruments:

Level 1: - quoted (unadjusted) prices in active markets for identical assets or liabilities;

Level 2: - other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly;

Level 3: - techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

The fair value of installment contract receivables, deposits from lessees and loans payable disclosed in the consolidated financial statements is categorized within level 3 of the fair value hierarchy. There has been no reclassification from Level 1 to Level 2 or 3 category.

33. **Registration with the Board of Investments (BOI) and the Philippine Economic Zone Authority (PEZA)**

Certain operations of the Group are registered with the BOI and PEZA as preferred pioneer and non-pioneer activities. As registered enterprises, these consolidated subsidiaries are subject to some requirements and are entitled to certain tax and non-tax incentives which are considered in the computation of the provision for income tax.

Dusit Thani Mactan Cebu
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Dusit Thani Mactan Cebu)" on a Non-Pioneer status at a capacity of two hundred seventy-two (272) rooms, under Certificate of Registration No. 2019-061 dated March 28, 2019. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from March 29, 2019 to March 28, 2023.

Summit Hotel Greenhills
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Summit Hotel Greenhills)" on a Non-Pioneer status at a capacity of one hundred (100) rooms, under Certificate of Registration No. 2019-093 dated May 15, 2019. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from July 2019 to June 2023.

Summit Hotel Naga
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Summit Hotel Naga)" on a Non-Pioneer status at a capacity of sixty (60) rooms, under Certificate of Registration No. 2020-210 dated October 28, 2020. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from March 2021 to February 2025.

Go Hotel Naga
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Go Hotel Naga)" on a Non-Pioneer status at a capacity of sixty-eight (68) rooms, under Certificate of Registration No. 2020-211 dated October 28, 2020. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from March 2021 to February 2025.

Westin Manila Sonata Place
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Westin Manila Sonata Place Hotel)" on a Non-Pioneer status at a capacity of three hundred three rooms (303) rooms, under Certificate of Registration No. 2020-231 dated December 16, 2020. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from March 2022 to February 2026.

Go Hotel, Butuan
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Establishment (Hotel - Go Hotel, Butuan)" on a Non-Pioneer status at a capacity of one hundred four (104) rooms, under Certificate of Registration No. 2014-214 dated December 5, 2014. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from January 2015 to December 2019.

The Pearl Place - Tower B
The Parent Company is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Non-Pioneer status at a capacity of four hundred forty-six (446) units, under Certificate of Registration No. 2016-159 dated August 3, 2016. Under the terms of its registration, the Group is entitled to income tax holiday for a period of three (3) years from October 2016 to October 2019.

Acacia Escalades-(Phase 2)-Building B
The Parent Company is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Non-Pioneer status at a capacity of two hundred eighty-six (286) units, under Certificate of Registration No. 2016-264 dated December 22, 2016. Under the terms of its registration, the Group is entitled to income tax holiday for a period of three (3) years from January 2018 to January 2021.

Axis Residences (Phase 1)-Tower B
The Parent Company is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "Mass Housing" on a Non-Pioneer status at a capacity of four hundred fifty-six (456) units, under Certificate of Registration No. 2016-263 dated December 22, 2016. Under the terms of its registration, the Group is entitled to income tax holiday for a period of three (3) years from August 2018 to August 2021.

Go Hotels Davao, Inc.
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Go Hotels Lanang - Davao City)" on a Non-Pioneer status at a capacity of one hundred eighty-three (183) rooms, under Certificate of Registration No. 2015-266 dated December 3, 2015. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from January 2016 to December 2019.

Summit Hotel Tacloban
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Facility (Summit Hotel Tacloban)" on a Non-Pioneer status at a capacity of one hundred thirty-eight (138) rooms, under Certificate of Registration No. 2017-236 dated August 16, 2017. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from April 2018 to March 2022.

Go Hotel, Iligan
The Group is duly registered with the BOI under Book 1 of the Omnibus Investments Code of 1987, otherwise known as E.O. 226 "New Operator of Tourist Accommodation Establishment (Hotel - Go Hotel, Iligan)" on a Non-Pioneer status at a capacity of one hundred (100) rooms, under Certificate of Registration No. 2017-235 dated August 16, 2017. Under the terms of its registration, the Group is entitled to income tax holiday for a period of four (4) years from April 2018 to March 2022.

Robinsons Cyberpark
The Group is also registered with PEZA (beginning October 1, 2004) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 00-262 dated August 17, 2003, for creating and designating 68,596 square meters of land located at EDSA corner Pioneer Street, Mandaluyong City as an IT Park to be known as The Robinsons Cyberpark. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Robinsons Cybergate Center
The Group is also registered with PEZA (beginning February 8, 2006) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 00-262 dated August 17, 2003, for creating and designating 11,125 square meters of land located at Araneta Singcang St., Barrio Tangub, National Road, Bacolod City, Negros Occidental as an IT Park to be known as The Robinsons Cybergate Center. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Robinsons Place Lipa
The Group is also registered with PEZA (beginning November 3, 2006) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 00-262 dated August 17, 2003, for creating and designating 65,399 square meters of land located at JP Laurel Highway, Mataas na Lupa, Lipa City, Batangas as an IT Park to be known as The Robinsons Place Lipa. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Robinsons Big Supercenter Cainta Junction
The Group is also registered with PEZA (beginning October 28, 2005) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 00-262 dated August 17, 2003, for creating and designating 19,522 square meters of land located at Ortigas Avenue Extension, Cainta Junction, Cainta, Rizal as an IT Park to be known as

The Robinsons Cyberpark. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Robinsons Luisita
The Group is also registered with PEZA (beginning December 10, 2008) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 08-183 dated March 31, 2008, designating a building with a gross floor area of 9,025 square meters, which stands on a 12,703 square meter lot located at McArthur Highway, San Miguel, Tarlac as Information Technology (IT) Center, henceforth to be known as Robinsons Luisita. On January 5, 2017, the expansion of the existing Robinsons Luisita, specifically the construction of additional 3-storey office building which shall increase the gross floor area of the IT Center from 9,025 square meters to 15,330.82 square meters, has also been registered with PEZA. Under the terms of its registration, the Group's expansion is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Cybergate Naga
This is a PEZA-registered, five-storey office development located in the Robinsons Place Naga complex in Roxas Avenue, Naga City in the province of Camarines Sur. The three floors of office space (i.e., the third to fifth floors) with an aggregate GLA of 6,070 sqm and related machinery and improvements to the Cybergate Naga building are owned by RL Commercial REIT (RCR), one of the Company's subsidiaries. The rest of the building will continue to be owned by the Parent Company. In addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 99-year term at a land lease rate that is 7% of Cybergate Naga's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Parent Company will continue to own the land where the building is located.

Cybergate Delta 1
This is a Grade A, PEZA-registered, five-storey office development located in Robinsons Cyberpark Davao along J.P. Laurel Avenue, Davao City in the province of Davao. The building has an aggregate GLA of 11,910 sqm. RCR owns the Cybergate Delta 1 building. In addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 99-year term at a land lease rate that is 7% of Cybergate Delta 1's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Parent Company will continue to own the land where the building is located.

Robinsons Cyberpark Davao
The Group is also registered with PEZA (beginning October 3, 2017) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone

Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 16-377 dated June 28, 2016, for creating and designating 12,022 square meters, more or less, of land located along J.P. Laurel Avenue, Davao City as an IT Park, to be known as Robinsons Cyberpark Davao. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Robinsons Galleria Cebu
The Group is also registered with PEZA (beginning July 12, 2013) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 12-001 dated January 17, 2012, for creating and designating a building with an area of 46,345 square meters, more or less, located at General Maxilom Avenue, Cebu City as Information Technology (IT) Center, to be known as Robinsons Galleria Cebu. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives under RA 7916, as amended.

Robinsons Place Ilocos Norte Expansion
The Group is also registered with PEZA (beginning May 13, 2016) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 15-271 dated May 28, 2015, for creating and designating a building located at Barangay 1 San Francisco, San Nicolas, Ilocos Norte, with an aggregate land area of 26,537 square meters, more or less, as Information Technology (IT) Center, to be known as Robinsons Place Ilocos Norte Expansion. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Cyberscape Gamma
The Group is also registered with PEZA (beginning July 16, 2015) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 15-377 dated January 16, 2015, for creating and designating a building which stands on a 1,954.50 square meters, more or less, lot located at Topaz and Ruby Roads, Ortigas Center, Pasig City as Information Technology (IT) Center, to be known as Cyberscape Gamma. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives.

Robinsons Starmills Pampanga
The Group is also registered with PEZA (beginning September 11, 2007) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution No. 06-544 dated November 28, 2006, for creating and designating a building established on parcels of land containing an aggregate area of 238,324 square meters, more or less, located at Gapan-Olongapo Road, Brgy. San Jose, San Fernando, Pampanga as an Information Technology (IT) Center, to be known as Robinsons Starmills Pampanga. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives.

On May 23, 2017, the Group also registered for the construction, operation, and management of a 6-level building with a gross floor area of 12,503.25 square meters to be annexed into its existing Robinsons Starmills Pampanga IT Center under resolution No. 17-276. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime

Robinsons Summit Center
This is a Grade A, PEZA-registered, 37-storey office tower with four basement levels located along Ayala Avenue in the Makati City CBD, Metro Manila. RCR owns 31 office condominium units and 301 parking slots, together with certain machinery and equipment in the Robinsons Summit Tower with an aggregate GLA of 31,394 sqm. As a condominium owner, RCR also owns an undivided interest in the land on which the Robinsons Summit Tower is located.

Robinsons Equitable Tower
This is a Grade A, PEZA-registered, 45-storey office tower with four basement levels developed by Robinsons Land Corporation and located in the Ortigas Center CBD, Pasig City, Metro Manila. RCR owns 27.2% of the units/ 96 office condominium units and 38 parking slots in the Robinsons Equitable Tower with an aggregate GLA of 14,365 sqm. As a condominium owner, RCR also owns an undivided interest in the land on which the Robinsons Equitable Tower is located.

Cyberscape Alpha
This is a Grade A, PEZA-registered, 25-storey building with seven basement levels and a roof deck, located along Sapphire and Garnet Roads within the Ortigas Center CBD, Pasig City, Metro Manila with an aggregate GLA of 49,902 sqm. The building has three hotel floors with an approximate area of 6,320 sqm occupied by GO Hotels and retail spaces at the ground floor. The office floors are located from the 5th to the 26th levels. The Company owns the Cyberscape Alpha Building; in addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 99-year term at a land lease rate that is 7% of Cyberscape Alpha's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Parent Company will continue to own the land where the building is located.

Cyberscape Beta
This is a Grade A, PEZA-registered, 36-storey building with four basement levels, a mezzanine and a roof deck, located along Topaz and Ruby Roads within the Ortigas Center CBD, Pasig City, Metro Manila. The building has an aggregate GLA of 42,245 sqm comprising retail spaces located at the ground and mezzanine floors and office spaces located from the 9th to the 37th levels. RCR owns the Cyberscape Beta building; in addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 98-year term at a land lease rate that is 7% of Cyberscape Beta's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Parent Company will continue to own the land where the building is located.

Tera Tower
This is a PEZA-registered, LEED Gold certified, Prime Grade, 20-storey building with one basement level and a roof deck, located within the Bridgetowne Complex in C-5 Road, Ugong Norte in Quezon City, Metro Manila and in proximity to the Ortigas Center CBD. The building has retail support at the ground floor and office spaces located at the 6th to 20th floors with an aggregate GLA of 35,087 sqm. RCR owns the Tera Tower; in addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 98-year term at a land lease rate that is 7% of Tera Tower's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Parent Company will continue to own the land where the building is located.

Exxa-Zeta Tower
This is a PEZA-registered, LEED Silver certified, Prime Grade, twin tower office building located within the Bridgetowne Complex in C-5 Road, Ugong Norte in Quezon City, Metro Manila and in proximity to the Ortigas Center CBD. The Exxa Tower and the Zeta Tower each have 20 storeys and share a common retail area spanning two floors and podium parking floors from second to the fifth floors. The Exxa Tower has GLA of 39,280 sqm while Zeta Tower has GLA of 35,303 for a combined aggregate GLA of 74,584 sqm. RCR owns the Exxa-Zeta Tower; in addition, RCR executed an agreement with the Parent Company to lease the land where the buildings stand for a 99-year term at a land lease rate that is 7% of Exxa-Zeta Tower's rental income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Parent Company will continue to own the land where the towers are located.

Robinsons Cybergate Center 2
This is a Grade A, PEZA-registered, 27-storey office building, located in Robinsons Cybergate Complex, a mixed-use development located along the major thoroughfare of EDSA corner Pioneer Street in Mandaluyong City, Metro Manila. The office building has a GLA of 43,672 sqm and is owned by RCR. Both the building and the land where Robinsons Cybergate Center 2 is located are owned by the parent Company. RCR entered into an agreement with the Parent Company to lease the Robinsons Cybergate Center 2 building for 98 years at a building lease rate that is 7% of Robinsons Cybergate Center 2's Rental Income per month. Subject to such lease, the Parent Company will continue to own the building and the land where the building is located. Under applicable law, the maximum lease term is 99 years. In those cases where two Properties are in the same vicinity, such as Robinsons Cybergate Center 2 and Robinsons Cybergate Center 3, the lease terms are a combination of 99 years and 98 years such that the lease would not expire at the same time. The Cybergate Center Buildings are adjacent to a mall and fall under a single tax title. As such, the Sponsor decided to carve-out and lease the Cybergate Center Buildings, which are office buildings, to avoid subjecting potential REIT investors to the uncertainty of the retail market at this time.

Robinsons Cybergate Center 3
This is a Grade A, PEZA-registered, 27-storey office building, located in Robinsons Cybergate Complex, a mixed-use development located along the major thoroughfare of EDSA corner Pioneer Street in Mandaluyong City, Metro Manila. The office building has a GLA of 44,614 sqm and is owned by the Parent Company. Both the building and the land where Robinsons Cybergate Center 2 is located are owned by the Parent Company. RCR entered into an agreement with the Parent Company to lease the Robinsons Cybergate Center 3 building for 99 years at a building lease rate that is 7% of Robinsons Cybergate Center 3's Rental Income per month. Subject to such lease, the Parent Company will continue to own the building and the land where the building is located. Under applicable law, the maximum lease term is 99 years. In those cases where two Properties are in the same vicinty, such as Robinsons Cybergate Center 2 and Robinsons Cybergate Center 3, the lease terms are a combination of 99 years and 98 years such that the lease would not expire at the same time. The Cybergate Center Buildings are adjacent to a mall and fall under a single tax title. As such, the Parent Company decided to carve-out and lease the Cybergate Center Buildings, which are office buildings, to avoid subjecting potential REIT investors to the uncertainty of the retail market at this time.

Robinsons Cybergate Cebu
This is a PEZA-registered, seven-storey building with three basement levels and roof deck, mixed-used building located in Fuente Osmena Circle, Cebu City in the province of Cebu. The Fuente Osmena Circle is a famous landmark in Cebu City and is surrounded by commercial establishments such as hotels, restaurants, banks, convenience stores, offices and shopping centers. The building has a retail mall at the ground floor and three floors of office space. The three floors of office space (i.e., the fifth to seventh floors) with an aggregate GLA of 6,866 sqm and related machinery and improvements to the building are owned by RCR. The rest of the building will continue to be owned by the Parent Company. In addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 98-year term at a land lease rate that is 7% of Robinsons

Cybergate Cebu's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Sponsor will continue to own the land where the building is located.

Galleria Cebu
This is a Grade A, PEZA-registered, office development integrated with the Robinsons Galleria Cebu mall located in General Maxilom Avenue, corner Sergio Osmena Boulevard, Cebu City in the province of Cebu. The four-storey building has a retail mall and office space with two basement levels and a roof deck. The two floors of office space (i.e., the third and fourth floor) with an aggregate GLA of 8,851 sqm and related machinery and improvements to the Robinsons Galleria Cebu building are owned by RCR. The rest of the building will continue to be owned by the Parent Company. In addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 99-year term at a land lease rate that is 7% of Galleria Cebu's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Sponsor will continue to own the land where the building is located.

Bridgetowne
The Group is also registered with PEZA (beginning June 26, 2015) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 13-182 dated March 22, 2013, for creating and designating several parcels of land located along C-5 Road, Ugong Norte, Quezon City, with an aggregate area of 79,222 square meters as Information Technology (IT) Park, to be known as Bridgetowne. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives.

Cyber Sigma
This is a Grade A, PEZA-registered, 20-storey office development, located in Lawton Avenue, McKinley West, Fort Bonifacio, Taguig City, Metro Manila and in proximity to the Bonifacio Global City and Makati City CBDs. The office project has an aggregate GLA of 49,970 sqm. RCR owns the Cyber Sigma building. The building is located on land leased by the Sponsor from the Bases Conversion Development Authority (BCDA) under a 25-year term lease agreement which commenced in 2014, and which the Parent Company assigned to RCR. There are no adverse claims on the land leased from BCDA. The lease is renewable for another 25 years and includes an Option to Purchase the land and its improvements from BCDA on the 24th year of the initial lease period.

Luisita BTS 1
This is a PEZA-registered, three-storey build to suit office development dedicated to one IT-BPM tenant located in the Robinsons Luisita Complex, McArthur Highway, Barangay SanMiguel, Tarlac City in the province of Tarlac. The Luisita Complex is a mix of commercial, industrial and residential developments and accessible from other areas of Tarlac province and Central Luzon. The building was custom built to suit the requirements of the tenant and has a GLA of 5,786 sqm. RCR owns the Luisita BTS 1 building. In addition, RCR executed an agreement with the Parent Company to lease the land where the building stands for a 99-year term at a land lease rate that is 7% of Luisita BTS 1's Rental Income per month. There are no adverse claims on the land leased from the Parent Company. Subject to such land lease, the Parent Company will continue to own the land where the building is located.

Robinsons Luisita 2
The Group is also registered with PEZA (beginning June 25, 2020) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as “The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations” and PEZA Board Resolution No. 19-004 dated January 16, 2019, for the declaration of a 2-storey building (with roofdeck) with gross floor area of 5,033.35 square meters, more or less, located at McArthur Highway, San Miguel, Tarlac City, as Special Economic Zone (Information Technology (IT) Center) to be known as Robinsons Luisita 2. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Robinsons Luisita 3
The Group is also registered with PEZA (beginning March 4, 2021) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as “The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations” and PEZA Board Resolution No. 19-429 dated August 29, 2019, for creating and designating a building with a gross floor area of 6,737.45 square meters, more or less, and the parcel of land upon which the building stands with an area of 3,254.73 square meters, located along McArthur Highway, San Miguel, Tarlac City as an Information Technology (IT) Center - Special Economic Zone to be known as Robinsons Luisita 3. Under the terms of its registration, the Group is entitled to certain tax and nontax incentives which include, among others, 5% special tax regime.

Robinsons Cybergate Magnolia
The Group is also registered with PEZA (beginning April 12, 2019) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as “The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations” and PEZA Board Resolution No. 17-101 dated February 21, 2017 as amended by Board Resolution No. 18-244 dated May 22, 2018, for the declaration of a proposed building, which shall stand on a 2,076.43 square meters, more or less, lot located at Aurora Boulevard corner Dona Hemady Street, Quezon City, as Information Technology (IT) Center, to be known as Robinsons Cybergate Magnolia. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives.

Robinsons Place Dasmarinas
The Group is also registered with PEZA (beginning November 28, 2008) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as “The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations” and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 08-081 dated February 15, 2008, for creating and designating a building with an area of 45,581 square meters, more or less, located at Aguinaldo Highway cor. Governor's Drive, Sitio Pala-pala, Brgy. Sampaloc, Dasmarinas, Cavite as Information Technology (IT) Center, to be known as Robinsons Place Dasmarinas. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives under RA 7916, as amended.

Robinsons Otis
The Group is also registered with PEZA (beginning June 05, 2008) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as “The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations” and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 07-141 dated April 18, 2007, for creating and designating a building with an area of 32,976 square meters, more or less, located at Paz Mendiola Guanzon Street, Paco, Manila as Information Technology (IT) Center, to be known as Robinsons Otis. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives under RA 7916, as amended.

Robinsons Cagayan De Oro
The Group is also registered with PEZA (beginning May 09, 2008) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 07-465 dated October 10, 2007, for creating and designating a building with an area of 18,450 square meters, more or less, located at Rosario Crescent corner Florentino Street, Limketkai Center, Cagayan de Oro City as Information Technology (IT) Center, to be known as Robinsons Cagayan De Oro. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives under RA 7916, as amended.

Robinsons Place Sta. Rosa
The Group is also registered with PEZA (beginning February 07, 2008) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 06-545 dated November 28, 2006, for creating and designating a building with an area of 37,382 square meters, more or less, located at Brgy. Tagapo, Sta. Rosa, Laguna as Information Technology (IT) Center, to be known as Robinsons Place Sta. Rosa. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives under RA 7916, as amended.

Robinsons Place Iloilo
The Group is also registered with PEZA (beginning June 12, 2007) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 07-057 dated February 13, 2007, for creating and designating a building with an area of 78,158 square meters, more or less, located at Ledesma St., Iloilo City as Information Technology (IT) Center, to be known as Robinsons Place Iloilo. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives under RA 7916, as amended.

Robinsons Place Novaliches
The Group is also registered with PEZA (beginning December 07, 2004) as a pioneer enterprise under the Section 6 of Republic Act No. 7916, otherwise known as "The Special Economic Zone Act of 1995, as amended, its Implementing Rules and Regulations" and PEZA Board Resolution Nos. 00-411 dated December 29, 2000 and 04-211 dated June 25, 2004, for creating and designating a building with an area of 55,765 square meters, more or less, located at 1199 Quirino Highway corner Maligaya Road, Barangay Pasong Putik, Novaliches, Quezon City as Information Technology (IT) Center, to be known as Robinsons Place Novaliches. Under the terms of its registration, the Group, as the Developer/Operator of the IT Center, shall not be entitled to PEZA incentives under RA 7916, as amended.

34. **Commitments and Contingencies**

Operating Lease Commitments - Group as Lessor
The Group has entered into commercial property leases on its investment property portfolio. These noncancellable leases have remaining noncancellable lease terms of between one (1) and ten (10) years. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions. The lease contracts also provide for the percentage rent, which is a certain percentage of actual monthly sales or minimum monthly gross sales, whichever is higher. Total rent income amounted to ₱11,056 million, ₱10,617 million and ₱15,420 million for the years ended December 31, 2021, 2020 and 2019, respectively. Total percentage rent recognized as income for the years ended December 31, 2021, 2020 and 2019 amounted to ₱2,056 million, ₱2,302 million and ₱3,867 million, respectively.

Future minimum rentals receivable under noncancellable operating leases follows:

	December 31	
	2021	2020
Within one (1) year	**₱10,311,631,297**	₱14,080,096,258
After one (1) year but not more than five (5) years	**17,423,950,184**	15,320,496,749
After more than five (5) years	**1,669,171,798**	1,443,106,385
	₱29,404,753,279	₱30,843,699,392

The Group granted rent concessions to its tenants which were affected by the community quarantine imposed by the government amounting to ₱3,775 million and ₱3,475 million for the years ended December 31, 2021 and 2020, respectively. These rent concessions did not qualify as a lease modification, thus, were accounted for as a variable lease payments and reported as reduction of lease income (see Note 4).

Finance Lease Commitments - Group as Lessor
The Group has significantly entered into residential property leases on its residential condominium unit's portfolio. These leases have lease period of five (5) to ten (10) years and the lessee is given the right to purchase the property anytime within the lease period provided that the lessee any arrears in rental payment, condominium dues and other charges.

Future minimum lease payments under finance lease with the present value of future minimum lease payment as of December 31 follow:

	2021		2020	
	Minimum Lease Payments	**Present Value of Minimum Lease Payments**	Minimum Lease Payments	Present Value of Minimum Lease Payments
Within one (1) year	**₱324,415,315**	**₱318,438,542**	₱656,523,582	₱644,097,650
After 1 year but not more than five years	**135,269,764**	**122,117,395**	275,049,758	256,955,689
Total minimum lease payments	**₱459,685,079**	**₱440,555,937**	₱931,573,340	₱901,053,339

Group as a Lessee
The Group has lease contracts for various parcels of land used in its operations. Leases of land generally have lease terms between 25 and 50 years. The Group's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Group is restricted from assigning and subleasing the leased assets and some contracts require the Group to maintain certain financial ratios. There are several lease contracts that include extension and termination options and variable lease payments, which are further discussed below.

Right-of-Use Assets
The rollforward analysis of this account as of December 31, 2021 and 2020 follows:

	2021	2020
Cost		
At January 1	**₱1,380,551,088**	₱1,380,551,088
Additions	**145,959,974**	–
At December 31	**1,526,511,062**	1,380,551,088
Accumulated Depreciation		
At January 1	**268,248,322**	208,446,393
Depreciation (Note 26)	**59,452,150**	59,801,929
At December 31	**327,700,472**	268,248,322
Net book value	**₱1,198,810,590**	₱1,112,302,766

Lease Liabilities
The rollforward analysis of this account as of December 31, 2021 and 2020 follows:

	2021	2020
At January 1	**₱1,977,448,113**	₱1,935,884,238
Additions	**258,550,874**	–
Interest expense (Note 25)	**152,761,675**	147,011,090
Payments	**(258,172,699)**	(105,447,215)
As at December 31	**2,130,587,963**	1,977,448,113
Current lease liabilities (Note 15)	**38,183,731**	37,296,745
Noncurrent lease liabilities (Note 17)	**₱2,092,404,232**	₱1,940,151,368

The following are the amounts recognized in the consolidated statement of comprehensive income:

	2021	2020
Depreciation expense of right-of-use assets	**₱59,452,150**	₱59,801,929
Interest expense on lease liabilities	**152,761,675**	147,011,090
Variable lease payments (included in general and administrative expenses) (Note 23)	**22,215,077**	14,022,060
	₱234,428,902	₱220,835,079

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgment in determining whether these extension and termination options are reasonably certain to be exercised (see Note 4).

Future minimum rentals payable under noncancellable operating leases as of December 31 are as follows:

	2021	2020
Within 1 year	**₱169,877,246**	₱138,995,906
After 1 year but not more than 5 years	**790,339,904**	630,780,039
After more than 5 years	**5,980,159,045**	5,736,218,935
	₱6,940,376,195	₱6,505,994,880

Capital Commitments
The Group has contractual commitments and obligations for the construction and development of investment properties and property and equipment items aggregating ₱13,749 million and ₱15,155 million as of December 31, 2021 and 2020, respectively. Moreover, the Group has contractual obligations amounting to ₱4,865 million and ₱7,386 million as of December 31, 2021 and 2020, respectively, for the completion and delivery of real estate units that have been presold.

Contingencies
The Group has various collection cases or claims against or from its customers and certain tax assessments, arising in the ordinary conduct of business which are either pending decision by the courts or being contested, the outcome of which are not presently determinable. In the opinion of management and its legal counsel, the eventual liability under these lawsuits or claims, if any, will not have a material or adverse effect on the Group's financial position and results of operations. The Group does not believe that such assessments will have a material effect on its operating results and financial condition. The information usually required by PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed on the grounds that it can be expected to prejudice the outcome of pending assessments.

35. Notes to the Consolidated Statements of Cash Flows

The Group's noncash activities pertain to the following:

2021
- Transfers from investment properties to subdivision land, condominium and residential units for sale amounted to ₱844 million (see Notes 9 and 11).
- Transfers from other current assets to investment properties amounted to ₱3,641 million and to inventories to ₱714 million (see Notes 10 and 11).
- Transfers from advances to lot owners to investment properties amounted to ₱702 million and to inventories to ₱339 million (see Notes 10 and 11).
- Total accretion of interest in 2021 for loans, lease liabilities and security deposits amounted to ₱1,427 million, ₱153 million and ₱46 million, respectively (see Notes 16, 26 and 34).

2020
- Transfers from investment properties to subdivision land, condominium and residential units for sale amounted to ₱824 million (see Notes 9 and 11).
- Transfers from property and equipment to investment properties amounted to ₱693 million (see Notes 11 and 12).
- Transfers from other current assets to investment properties amounting to ₱25 million (see Notes 10 and 11).
- The Group has remaining unpaid cash dividend amounting to ₱45 million as of December 31, 2020 (see Note 14).
- Total accretion of interest in 2020 for loans, lease liabilities and security deposits amounted to ₱1,430 million, ₱147 million and ₱82 million, respectively (see Notes 16, 26 and 34).

2019
- Transfers from investment properties to subdivision land, condominium and residential units for sale amounted to ₱318 million (see Notes 9 and 11).
- Transfers from investment properties to property and equipment amounted to ₱102 million (see Notes 11 and 12).

- Transfers from subdivision land, condominium and residential units for sale to property and equipment amounted to ₱132 million (see Notes 9 and 12).
- Transfers from other current assets to investment properties amounting to ₱33 million (see Notes 10 and 11).
- Total accretion of interest in 2019 for loans and security deposits amounted to ₱836 million and ₱76 million, respectively (see Notes 16, 26 and 34).

Details of the movement in cash flows from financing activities follow:

	For the Year Ended December 31, 2021					
			Non-cash Changes			
	January 1, 2021	**Cash flows**	**Foreign exchange movement**	**Changes on fair values**	**Other**	**December 31, 2021**
Loans payable	**₱53,603,778,783**	**(₱6,655,000,000)**	**₱–**	**₱–**	**₱94,085,361**	**₱47,042,864,144**
Lease liabilities	**1,977,448,113**	**(258,172,699)**	**–**	**–**	**411312,549**	**2,130,587,963**
Advances for marketing and promotional fund and others	**482,143,429**	**47,936,015**	**–**	**–**	**–**	**530,079,444**
Accrued interest payable	**575,272,217**	**(1,561,796,058)**	**–**	**–**	**1,426,827,563**	**440,303,722**
Payables to affiliated companies and others	**256,642,319**	**136,345,301**	**–**	**–**	**–**	**392,987,620**
Dividends payable	**45,060,888**	**(1,568,738,140)**	**–**	**–**	**1,523,677,252**	**–**
Total liabilities from financing activities	**₱56,940,345,749**	**₱(9,859,425,581)**	**₱–**	**₱–**	**₱3,455,902,725**	**₱50,536,822,893**

	For the Year Ended December 31, 2020					
			Non-cash Changes			
	January 1, 2020	Cash flows	Foreign exchange movement	Changes on fair values	Other	December 31, 2020
Loans payable	₱34,715,272,176	₱19,035,280,000	₱–	₱–	(₱146,773,393)	₱53,603,778,783
Lease liabilities	1,935,884,238	(105,447,215)	–	–	147,011,090	1,977,448,113
Short term loans	8,491,700,000	(8,491,700,000)	–	–	–	–
Advances for marketing and promotional fund and others	454,564,332	27,579,097	–	–	–	482,143,429
Accrued interest payable	321,061,312	(1,175,776,834)	–	–	1,429,987,739	575,272,217
Payables to affiliated companies and others	163,251,787	93,390,532	–	–	–	256,642,319
Dividends payable	43,287,603	(2,605,432,058)	–	–	2,607,205,343	45,060,888
Total liabilities from financing activities	₱46,125,021,448	₱6,777,893,522	₱–	₱–	₱4,037,430,779	₱56,940,345,749

	For the Year Ended December 31, 2019					
			Non-cash Changes			
	January 1, 2019	Cash flows	Foreign exchange movement	Changes on fair values	Other	December 31, 2019
Loans payable	₱36,488,539,001	(₱1,806,127,328)	₱–	₱–	₱32,860,503	₱34,715,272,176
Lease liabilities	1,888,807,393	(98,488,847)	–	–	145,565,692	1,935,884,238
Short term loans	896,700,000	7,595,000,000	–	–	–	8,491,700,000
Advances for marketing and promotional fund and others	466,576,140	(12,011,808)	–	–	–	454,564,332
Accrued interest payable	322,322,878	(908,519,292)	–	–	907,257,726	321,061,312
Payables to affiliated companies and others	245,560,778	(83,852,149)	–	–	1,543,158	163,251,787
Dividends payable	43,304,321	(2,602,812,061)	–	–	2,602,795,343	43,287,603
Total liabilities from financing activities	₱40,351,810,511	₱2,083,188,515	₱–	₱–	₱3,690,022,422	₱46,125,021,448

Other includes amortization of debt issue cost, declaration of dividends and accrual of interest expense on loans.

36. **Other Matters**

COVID-19 Pandemic

Following the outbreak of the COVID-19 disease that started in Wuhan, Hubei, China, on January 30, 2020, the World Health Organization declared the 2019 COVID-19 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, the Philippine government took actions and implemented quarantine measures at varying degrees starting March 16, 2020 which mandated the temporary closure and/or reduction in operating capacity 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 country, except by diplomats and uniformed workers (carrying medical supplies), among others. These measures have disrupted supply chains, business operations, and workplace structures, forcing a shift in priorities and short-term strategies.

With public health and safety in mind and in full cooperation with the government, the Group's malls and offices remained open to support establishments offering essential services, such as groceries, pharmacies, banks, and IT-Business Process Management (IT-BPM) firms; while the Group's residential teams worked relentlessly to ensure safety and security across condominium properties. Likewise, the Group's hotels served as temporary homes for returning Overseas Filipino Workers (OFWs) and guests under quarantine; while industrial facilities continued to operate under business-as-usual conditions.

The Group also institutionalized heightened cleanliness standards and invested in contactless technologies to minimize health and safety risks. While the ensuring business continuity, employee welfare and protection remained of utmost priority with the adoption of remote work arrangements and a digital workplace.

Furthermore, the Group has rolled out innovative solutions in response to the changed business landscape.

The Group is cognizant of COVID-19 pandemic's potential material impact on its financial performance, the execution of its plans and strategies, and its customers and employees should the situation persist in the longer-term. Nevertheless, the Group expects to regain its significant foothold in the market it operates in as movement restrictions ease and as consumer sentiment recovers. Furthermore, despite unprecedented headwinds, the Group's financial position remains stable and strong on the back of its well-balanced and diversified business portfolio.

As of reporting date, the Group's lifestyle centers have resumed commercial operations, hotel properties have received demand for quarantine accommodation and long-stay bookings, office properties and industrial facilities remained fully operational and construction works on projects have resumed following safety protocols in accordance with the guidelines issued by regulatory agencies.

Events After Reporting Period

In a regular meeting held on March 8, 2022, the BOD of the Parent Company approved the following resolutions:

a. Declaration of regular cash dividends of ₱0.50 per common share from the Parent Company's unrestricted retained earnings as of December 31, 2021 to all stockholders of record as of April 19, 2022;
b. Sale of Robinsons Cybergate Bacolod to RCR via cash for ₱734 million, exclusive of VAT; and
c. Infusion into RCR of Robinsons Cyberscape Gamma valued at ₱5,888 million via Property-for-Share Swap.

On February 17, 2022, RL Digital Ventures, Inc. (RLDVI) was incorporated to engage in any form of digital activity and service, information technology solution, e-commerce business or platform, internet or cyberspace activity. RLDVI is 100% owned by the Parent Company.

SGV
Building a better working world

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INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
Robinsons Land Corporation
Level 2, Galleria Corporate Center
EDSA corner Ortigas Avenue, Quezon City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Robinsons Land Corporation and its subsidiaries (the Group) as at December 31, 2021 and 2020, and for each of the three years in the period ended December 31, 2021, included in this Form 17-A, and have issued our report thereon dated March 8, 2021. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole, are prepared in all material respects, in accordance with Philippine Financial Reporting Standards, as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission in response to the COVID-19 pandemic.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 0664-AR-4 (Group A)
November 11, 2019, valid until November 10, 2022
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-073-2020, December 3, 2020, valid until December 2, 2023
PTR No. 8854360, January 3, 2022, Makati City

March 8, 2022

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INDEPENDENT AUDITOR'S REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Robinsons Land Corporation
Level 2, Galleria Corporate Center
EDSA corner Ortigas Avenue, Quezon City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of Robinsons Land Corporation and its subsidiaries (the Group) at December 31, 2021 and 2020, and for each of the three years in the period ended December 31, 2021, and have issued our report thereon dated March 8, 2021. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs), as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC) in response to the COVID-19 pandemic, and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the SEC, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs, as modified by the application of the financial reporting reliefs issued and approved by the SEC in response to the COVID-19 pandemic. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2021 and 2020, and for each of the three years in the period ended December 31, 2021 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 0664-AR-4 (Group A)
November 11, 2019, valid until November 10, 2022
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-073-2020, December 3, 2020, valid until December 2, 2023
PTR No. 8854360, January 3, 2022, Makati City

March 8, 2022

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INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Robinsons Land Corporation
Level 2, Galleria Corporate Center
EDSA corner Ortigas Avenue, Quezon City, Metro Manila

We have audited the accompanying consolidated financial statements of Robinsons Land Corporation and its subsidiaries, as at December 31, 2021 and for the year then ended, on which we have rendered the attached report dated March 8, 2022.

In compliance with Revised Securities Regulation Code Rule 68, we are stating that the above Company has more than (1) stockholder owning one hundred (100) or more shares.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 0664-AR-4 (Group A)
November 11, 2019, valid until November 10, 2022
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-073-2020, December 3, 2020, valid until December 2, 2023
PTR No. 8854360, January 3, 2022, Makati City

March 8, 2022

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INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Robinsons Land Corporation
Level 2, Galleria Corporate Center
EDSA corner Ortigas Avenue, Quezon City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements Robinsons Land Corporation and its subsidiaries (the Group) as at December 31, 2021 and 2020, and have issued our report thereon dated March 8, 2022. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The accompanying Schedule of Reconciliation of Retained Earnings Available for Dividend Declaration is the responsibility of the Group's management. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and is not part of the basic consolidated financial statements. This has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole, are prepared in all material respects, in accordance with Philippine Financial Reporting Standards, as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission in response to the COVID-19 pandemic.

SYCIP GORRES VELAYO & CO.

Michael C. Sabado
Partner
CPA Certificate No. 89336
Tax Identification No. 160-302-865
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 0664-AR-4 (Group A)
November 11, 2019, valid until November 10, 2022
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-073-2020, December 3, 2020, valid until December 2, 2023
PTR No. 8854360, January 3, 2022, Makati City

March 8, 2022

ROBINSONS LAND CORPORATION AND SUBSIDIARIES

SUPPLEMENTARY INFORMATION AND DISCLOSURES REQUIRED ON REVISED SRC RULE 68

DECEMBER 31, 2021

Schedule A. Financial Assets

The Group does not have financial assets classified under available-for-sale, FVPL and held to maturity as of December 31, 2021.

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (other than related parties)

The Group does not have amounts receivable from directors, officers, employees, related parties and principal stockholders (other than related parties) above ₱1 million or 1% of total consolidated assets as of December 31, 2021.

Schedule C. Amounts Receivable from Related Parties which are Eliminated During the Consolidation of Financial Statements

Below is the schedule of receivables (payables) with related parties which are eliminated in the consolidated financial statements as of December 31, 2021:

	Volume of Transactions		Receivable	Terms
Robinsons Properties Marketing & Management Corp. (RPMMC)	Share in expenses	(₱28,897,912)	₱17,110,369	Non-interest bearing and to be settled within one year
Altus Angeles, Inc. (AAI)	Advances	(5,174,658)	5,159,234	Non-interest bearing and to be settled within one year
RLGB Land Corporation (RGLB)	Advances	336,223,257	362,751,345	Non-interest bearing and to be settled within one year
GoHotels Davao, Inc. (GHDI)	Share in expenses	(2,245,427)	1,468,507	Non-interest bearing and to be settled within one year
Bonifacio Property Ventures, Inc. (BPVI)	Advances	4,000,100,000	8,634,454,668	Non-interest bearing and to be settled within one year
RLC Resources Limited (RLCRL)	Advances	–	1,126,731	Non-interest bearing and to be settled within one year
		₱4,300,005,260	₱9,022,070,854	

	Balance at end of period	Current	Noncurrent
BPVI	₱8,634,454,668	₱8,634,454,668	₱–
RPMMC	17,110,369	17,110,369	–
RLGB	362,751,345	362,751,345	–
AAI	5,159,234	1,468,507	–
GHDI	1,468,507	1,126,731	–
RLCRL	1,126,731	1,126,731	–
	₱9,022,070,854	₱9,022,070,854	₱–

The intercompany transactions between the Parent Company and the subsidiaries pertain to share in expenses, marketing fees and advances. There were no amounts written-off during the year and all amounts are expected to be settled within the year.

Related Party Transactions

Due from related parties

Below is the list of outstanding receivables from related parties of the Group presented in the consolidated statements of financial position as of December 31, 2021:

	Nature	Balance at end of period
Under common control of Ultimate Parent Company		
Robinsons Recreation Corporation	B	₱11,334,271
Altus Property Ventures Inc.	A	16,018,204
JG Summit Capital Markets Corporation	A	1,520,227
Express Holdings, Inc.	A	973,513
Oriental Petroleum & Mining Corp.	A	754,095
Robinsons Pharmacies, Inc.	A	586,618
Others	A, B	858,644
Joint ventures in which the Parent Company is a venturer		
Shang Robinsons Properties, Inc.	C	2,822,030,869
		₱2,854,076,441

Other receivables from affiliates account consist primarily of receivables from Robinsons Recreation Corp., Altus Property Ventures, Inc., JG Summit Capital Markets Corporation and other affiliates.

Nature of intercompany transactions

The nature of the intercompany transactions with the related parties is described below:

(a) Expenses - these pertain to the share of the Group's related parties in various common selling and marketing and general and administrative expenses.
(b) Advances - these pertain to temporary advances to/from related parties for working capital requirements.
(c) Shareholders' loan - this pertains to the loan extended to the joint venture in accordance with the joint venture agreement.

The outstanding balances of intercompany transactions are due and demandable as of December 31, 2021.

Schedule D. Intangible Assets

The Group does not have intangible assets as of December 31, 2021.

Schedule E. Long-term debt

Below is the schedule of long-term debt of the Group as of December 31, 2021:

	Amount	Current	Noncurrent
Three-year bonds maturing on July 17, 2023. Principal payable upon maturity, with fixed rate at 3.6830%, interest payable semi-annually in arrears.	₱12,763,070,000	₱–	₱12,763,070,000
Seven-year bonds from Banco de Oro (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	10,635,500,000	–
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	6,580,000,000	140,000,000	6,580,000,000
Five-year term loan from BDO Unibank, Inc. maturing on June 30, 2025. Principal payable upon maturity, with fixed rate at 4.7500%, interest payable quarterly in arrears.	6,000,000,000	–	6,000,000,000
Seven-year term loan from BPI maturing on August 10, 2023. Principal payable in annual installment amounting to ₱10 million for six years and the balance upon maturity, with fixed rate at 3.8900%, interest payable quarterly in arrears.	4,950,000,000	10,000,000	4,950,000,000
Ten-year term loan from BPI maturing on February 13, 2027. Principal payable in annual installment amounting to ₱5 million for nine years and the balance upon maturity, with fixed rate at 4.9500%, interest payable quarterly in arrears	4,480,000,000	5,000,000	4,480,000,000
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	–	1,364,500,000
Five-year bonds maturing on July 17, 2025. Principal payable upon maturity, with fixed rate at 3.8000%, interest payable semi-annually in arrears.	427,210,000	–	427,210,000
	₱47,200,280,000	**₱10,790,500,000**	**₱36,409,780,000**

Schedule F. Indebtedness to Related Parties (Long term Loans from Related Companies)

Below is the list of outstanding payables to related parties of the Group presented in the consolidated statements of financial position as of December 31, 2021:

	Relationship	Nature	Balance at beginning of period	Balance at end of period
JG Summit Holdings, Inc.	Ultimate Parent Company	A, C	₱152,998,397	₱259,192,963
Others	Under common control of the Ultimate Parent Company	A, B	103,643,922	133,794,657
			₱256,642,319	₱392,987,620

Others consist of payables to Robinsons Department Store, Robinsons Supermarket and Universal Robina Corporation, among others

Due to JG Summit Holdings, Inc. mainly pertains to share in IT and corporate expenses.

Nature of intercompany transactions

The nature of the intercompany transactions with the related parties is described below:

(a) Expenses - these pertain to the share of the Group's related parties in various common selling and marketing and general and administrative expenses.

(b) Advances - these pertain to temporary advances to/from related parties for working capital requirements.
(c) Management and marketing fee

The outstanding balances of intercompany transactions are due and demandable as of December 31, 2021.

Schedule G. Guarantees of Securities of Other Issuers
The Group does not have guarantees of securities of other issuers as of December 31, 2021.

Schedule H. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, Officers and Employees	Others
Common Shares	8,200,000,000	5,170,265,785	–	3,166,806,886	19,476,120	1,983,982,779

ROBINSONS LAND CORPORATION AND SUBSIDIARIES

ANNEX 68-D. RECONCILIATION OF UNAPPROPRIATED RETAINED EARNINGS AVAILABLE FOR DIVIDEND DECLARATION DECEMBER 31, 2021

Unappropriated Retained Earnings as adjusted, beginning	**31,479,404,617**
Net income actually earned/realized during the year	
Net income during the year closed to Retained Earnings	56,849,557,800
Less: Non-actual/unrealized income, net of tax	
Gain on property-for-share swap	(49,218,811,948)
Gain on disposal of shares -net	(1,124,718,970)
Other unrealized expense or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS:	
Discounting effect on installment contract receivable (PAS 39)	(88,405,794)
Straight line adjustment on rental income (PFRS 16)	(31,715,538)
Discounting effect on security deposits (PAS 39)	405,920
Finance lease as a lessee (PFRS 16)	196,118,784
Amortization of commission expense (PFRS 16)	381,716,577
Capitalized borrowing costs	(624,351,811)
Gain or loss on Fair Value through Other Comprehensive Income (FVOCI)	4,566,533
Provision for deferred tax	(1,602,156,036)
Net income actually earned during the period	4,752,746,956
Less: Cash dividend declaration during the year	(1,298,457,671)
Reversal of appropriation	26,000,000,000
Additional appropriation during the year	(25,500,000,000)
Total Unappropriated Retained Earnings Available for Dividend Distribution, December 31, 2021	**₱35,433,693,902**

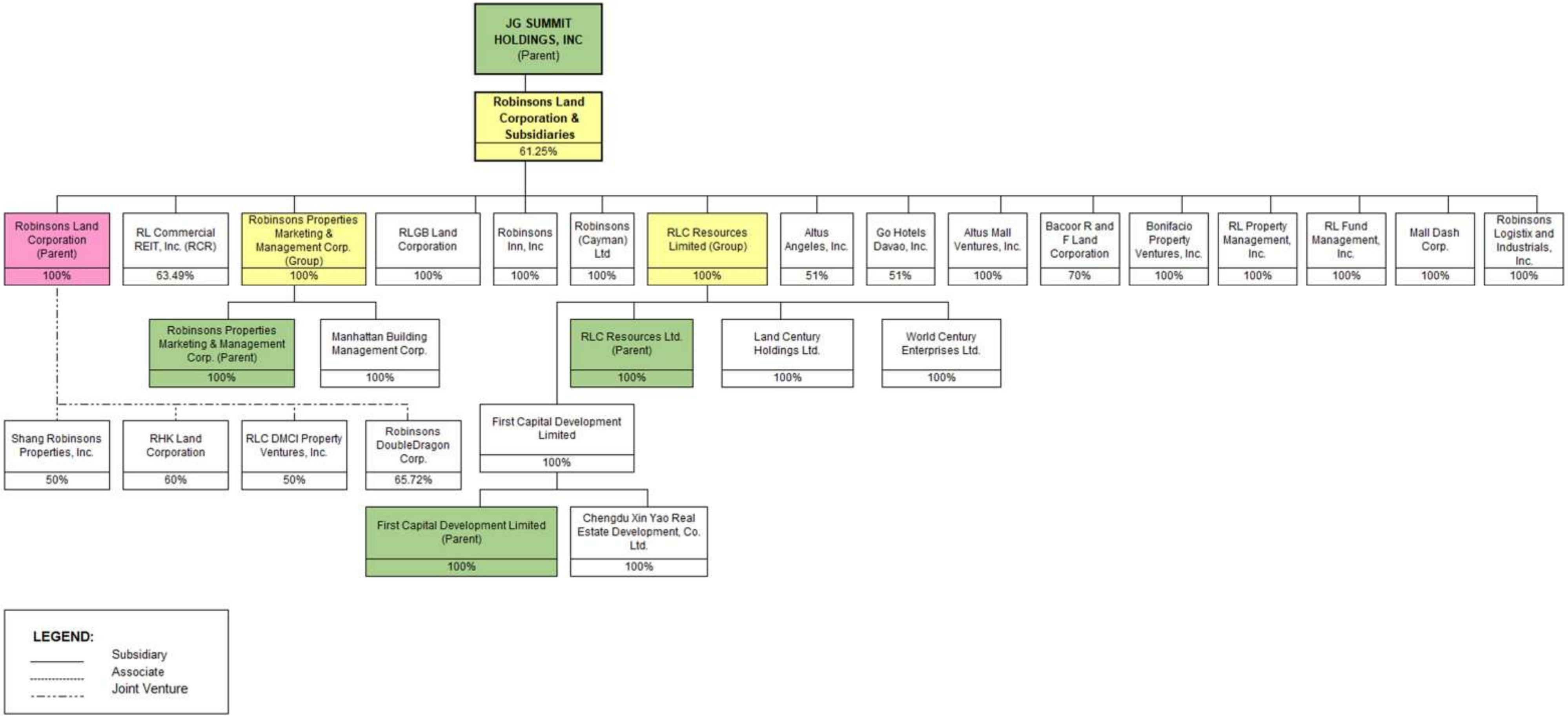
ROBINSONS LAND CORPORATION AND SUBSIDIARIES

ANNEX 68-E. SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS AS OF DECEMBER 31, 2021

Ratio	Formula	Current Year	Prior Year
Current ratio	Current assets / Current liabilities	1.59	1.49
Acid test ratio (Quick ratio)	(Cash and cash equivalents + Current receivables + Other current assets) / Current liabilities	0.81	0.71
Solvency ratios	Earnings before interest, taxes, depreciation and amortization / (Short-term loans + Long-term loans)	0.32	0.26
Debt-to-equity ratio	(Short-term loans + Long-term loans) / Equity attributable to equity holders of the Parent Company	0.37	0.53
Asset-to-equity ratio	Total assets / Total equity	1.75	2.10
Interest coverage ratio	Earnings before interest and taxes / Interest expense + Capitalized interest expense	4.19	3.70
Return on equity	Net income attributable to equity holders of Parent Company / Equity attributable to equity holders of the Parent Company	0.06	0.05
Return on assets	Net income attributable to equity holders of Parent Company / Total assets	0.04	0.02
Net profit margin	Earnings before interest and taxes / Total revenues	0.27	0.30

Map of the Relationships of the Company within the Group

Below is a map showing the relationship between and among the Group and its ultimate parent company, subsidiaries, and joint ventures as of December 31, 2021:



INDEX TO EXHIBITS
Form 17-A

∗ These exhibits are either not applicable to the Company or require no answer.

EXHIBIT 18: SUBSIDIARIES OF THE REGISTRANT

Robinsons Land Corporation has fifteen (15) subsidiaries as of December 31, 2021:

SUBSIDIARY	BUSINESS	% OWNERSHIP		COUNTRY OF INC OR RESIDENCE
		DIRECT	EFFECTIVE	
Robinson's Inn, Inc. [1]	Apartelle Operation	100	100	Philippines
RCR (formerly Robinsons Realty and Management Corporation)	Property development	63.49	63.49	Philippines
Robinsons Properties Marketing & Management Corporation	Marketing of real properties	100	100	Philippines
Robinsons (Cayman) Ltd	Property development	100	100	Cayman Islands
Altus Angeles, Inc.	Property management	51	51	Philippines
Altus Mall Ventures, Inc.	Property management	100	100	Philippines
GoHotels Davao, Inc.	Hotel Operation	51	51	Philippines
RLC Resources Ltd.	Property management	100	100	British Virgin Islands
Bonifacio Property Ventures, Inc.	Property management	100	100	Philippines
Bacoor R and F Land Corporation	Property management	70	70	Philippines
RLGB Land Corporation	Property management	51	100	Philippines
RL Property Management, Inc.	Property management	100	100	Philippines
RL Fund Management, Inc.	Fund management	100	100	Philippines
Malldash Corp.	IT solutions/E-commerce	100	100	Philippines
Robinsons Logistix and Industrials, Inc.	Property development	100	100	Philippines

[1] *Closed operations effective August 31, 2007*