

# COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

**Atty. Juan Antonio M. Evangelista**  
**Corporate Secretary**  
(Contact Person)

**8397-1888**  
(Company Telephone Number)

1	2	3	1
<i>Month</i>		<i>Day</i>	
<i>(Fiscal Year)</i>			

1	7	-	C	
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(Form Type)

**Last Wednesday of May**  
*Month Day*  
 (Annual Meeting)

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 No. of Stockholders

Total Amount of Borrowings

Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

Document ID

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC Form 17-C

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

1. **August 13, 2025**  
(Date of Report)
2. SEC Identification No. **93269-A**
3. BIR TIN: **000-361-376-000**
4. **Robinsons Land Corporation**  
(Exact name of issuer as specified in its charter)
5. **Metro Manila, Philippines**  
(Province, country or other jurisdiction of incorporation)
6. (SEC Use Only)  
Industry Classification Code:
7. **Level 2 Galleria Corporate, EDSA corner Ortigas Avenue, Quezon City 110**  
(Address of principal office) (Postal Code)
8. **(02)8397-188**  
(Issuer's Tel. No., including area code)
9. **N/A**  
(Former name or former address, if changed since last report)
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Common Stock</b>	<b>4,805,105,288</b>
<b>Registered Bonds</b>	<b>30,000,000,000</b>

11. Item 9 – Other Events



August 13, 2025

**Philippine Stock Exchange, Inc.**

**Atty. Johanne Daniel M. Negre**

Officer-in-Charge, Disclosure Department

6<sup>th</sup> Floor, PSE Tower, 28<sup>th</sup> St. cor. 5<sup>th</sup> Ave.

Bonifacio Global City, Taguig City

**Philippine Dealing and Exchange Corporation**

**Atty. Suzie Claire R. Selleza**

Head, Issuer and Disclosures Department

29<sup>th</sup> Floor, BDO Equitable Tower

8751 Paseo de Roxas, Makati City

**Securities and Exchange Commission**

**Atty. Oliver Leonardo**

Director, Markets and Securities Regulations Department

17<sup>th</sup> Floor, SEC Headquarters, 7907 Makati Ave.

Brgy. Bel-Air, Makati City

Gentlemen:

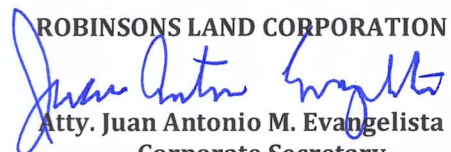
Please see attached PSE Disclosure Form 4-1 Acquisition or Disposition of Assets filed by Robinsons Land Corporation (RLC) with Philippine Stock Exchange on August 13, 2025 with regard to disposition of nine (9) commercial assets to RL Commercial REIT, Inc. (RCR).

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**August 13, 2025**

(Date)

**ROBINSONS LAND CORPORATION**  
  
**Atty. Juan Antonio M. Evangelista**  
**Corporate Secretary**  
(Signature and Title)

## PSE Disclosure Form 4-1 - Acquisition or Disposition of Assets

### ***References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules***

#### **Subject of the Disclosure**

Disposition of nine (9) commercial assets to RL Commercial REIT, Inc. in exchange for Three Billion Eight Hundred Thirty Four Million Three Hundred Fifty Seven Thousand Five Hundred (3,834,357,500) primary common shares of RL Commercial REIT, Inc.

#### **Background/Description of the Disclosure**

On August 13, 2025, Robinsons Land Corporation (RLC) entered into a fourth property-for-share swap transaction with RL Commercial REIT, Inc. (RCR) through the execution of a Deed of Assignment for the infusion of nine (9) commercial assets totaling to approximately 324,108 square meters ("sqm") of Gross Leasable Area (GLA) with a total appraised value of Thirty Billion Six Hundred Seventy Four Million Eight Hundred Sixty Thousand Pesos (Php30,674,860,000.00) in exchange for Three Billion Eight Hundred Thirty Four Million Three Hundred Fifty Seven Thousand Five Hundred (3,834,357,500) primary common shares of RCR at a price of Php8.00 per share ("the Transaction").

#### **Date of Approval by Board of Directors**

Jun 19, 2025

#### **Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction**

The disposition of the nine (9) commercial assets is part of RLC's commitment, as RCR's sponsor, to support RCR's growth plans. Furthermore, RLC as shareholder shall be entitled to additional dividends derived from the higher distributable income generated by RCR as a result of the transaction.

#### **Details of the acquisition or disposition**

#### **Date**

Aug 13, 2025

#### **Description of the Transaction**

Disposition of nine (9) commercial assets in exchange for Three Billion Eight Hundred Thirty Four Million Three Hundred Fifty Seven Thousand Five Hundred (3,834,357,500) primary common shares of RCR.

#### **Manner**

Property-for-share swap.

#### **Description of the assets involved**

The assets for disposition comprise of nine (9) malls, namely:

**Malls:**

1. Robinsons Dasmariñas - 37,089.30 sqm of GLA located at Dasmariñas City, Cavite;
2. Robinsons Starmills - 42,801.81 sqm of GLA located at San Fernando City, Pampanga;
3. Robinsons General Trias - 33,647.59 sqm of GLA located at General Trias City, Cavite;
4. Robinsons Cybergate Cebu - 5,694.06 sqm of GLA located at Cebu City, Cebu;
5. Robinsons Tacloban - 42,081.65 sqm of GLA located at Tacloban City, Leyte;
6. Robinsons Malolos - 26,952.61 sqm of GLA located at Malolos City, Bulacan;
7. Robinsons Santiago - 26,194.95 sqm of GLA located at Santiago City, Isabela;
8. Robinsons Magnolia - 72,134.74 sqm of GLA located at Quezon City;
9. Robinsons Tuguegarao - 37,511.04 sqm of GLA located at Tuguegarao City, Cagayan;

Hereinafter called “the Properties”.

**Terms and conditions of the transaction**

**Nature and amount of consideration given or received**

The total transaction value of the Properties at Php30,674,860,000.00 is based on the independent property appraisal reports of Asian Appraisal Company, Inc. (“AACI”) and supported by a third-party fairness opinion made by FTI Consulting Philippines, Inc. (“FTI”). It will be exchanged for the 3,834,357,500 common shares of RCR at an exchange price of Php8.00 per share which is set at a premium over RCR’s 30-day Volume Weighted Average Price (“VWAP”) as of June 18, 2025. The appraised value and the exchange price are within the values indicated in the fairness opinion issued by FTI.

**Principle followed in determining the amount of consideration**

The Discounted Cashflows (“DCF”) Method was used by AACI and FTI as the primary method to estimate the fair value of the Properties. Under the DCF Method, the Properties cash flow stream is forecasted over an appropriate period and discounting the forecasted cash flows back to present value using an appropriate discount rate to arrive at the estimated valuation.

The Cost Approach was used by AACI as secondary method to cross-check the fair value of the Properties. This method calculates the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

FTI, aside from the DCF Method, valued the Properties using the Direct Capitalization Method. This method values an asset by capitalizing the net operating income at a predetermined capitalization rate.

FTI, on the other hand, valued RCR using the DCF Method with the VWAP Method and Comparable Public Companies Method as secondary methods to cross-check the values. The VWAP Method involves analysis of the value of the company’s shares based on its historical trading volume and price and the Comparable Public Companies Method involves identifying and selecting publicly-traded companies with financial and operating characteristics similar to the subject company being valued.

These methods or approaches were utilized in order to arrive at the estimated valuation of the Properties and the Shares.

The Transaction will qualify as a tax-free exchange under Section 40(C)(2) of the Tax Code.

**Terms of payment**

The Properties are to be infused to RCR via property-for-share swap, subject to the approval of pertinent regulatory bodies. The Properties were valued at Php30,674,860,000.00 (subject to the confirmation of regulatory bodies of

the transaction price), in exchange for 3,834,357,500 primary common shares of RCR.

**Conditions precedent to closing of the transaction, if any**

The Transaction will be subject to the approval of the Securities and Exchange ("SEC") and the securing of the Certificate Authorizing Registration ("CAR") with the Bureau of Internal Revenue ("BIR"). The Transaction will close upon the listing of the Shares with Philippine Stock Exchange ("PSE").

Note that there is no increase in the Authorized Capital Stock of RCR and that the shares will come from unissued shares.

**Any other salient terms**

The Transaction will qualify as a tax-free exchange under Section 40(C)(2) of the Tax Code.

RCR will lease the land where the Properties are located.

**Identity of the person(s) from whom the assets were acquired or to whom they were sold**

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
RL Commercial REIT, Inc.	Subsidiary; RLC owns 57.23% of RCR prior to the infusion of the Properties. After the infusion it shall own 65.62% of the enlarged total shares of RCR.

**Effect(s) on the business, financial condition and operations of the Issuer, if any**

RLC will receive additional 3,834,357,500 primary common shares of RCR from the disposition of the Properties which will increase its ownership from 57.23% to 65.62%.

**Other Relevant Information**

The property appraisal was conducted by AACI accredited by both the SEC and PSE to perform property valuation. The fairness opinion was issued by FTI accredited by both the SEC and PSE to render a fairness opinion and valuation reports of listed companies and is also accredited by the SEC as a Professional Services Organization on asset valuation.

**If the transaction being reported is an acquisition, kindly submit the following additional information:**

**Source(s) of funds**

N/A.

**If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes**

N/A.

**Filed on behalf by:**

Name	Juan Antonio Evangelista
Designation	Corporate Secretary

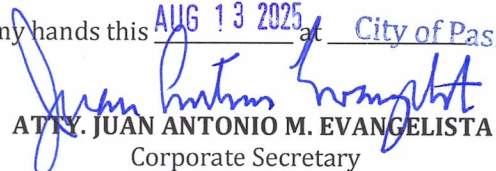


### CERTIFICATION

I, Atty. Juan Antonio M. Evangelista, Corporate Secretary of Robinsons Land Corporation (the "Corporation") with SEC registration number 93269-A and with principal office address at Level 2 Galleria Corporate, EDSA corner Ortigas Avenue, Quezon City, hereby state under oath that:


1. On behalf of the Corporation, I have caused the following to be prepared:  
**PSE Disclosure Form 4-1 – Acquisition or Disposition of Assets;**
2. I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. The Corporation will comply with the requirements set forth in SEC Notice dated June 24, 2020 for the complete and official submission of reports and/or documents through electronic mail; and
4. I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, I have hereunto set my hands this AUG 13 2025 at City of Pasig

  
ATTY. JUAN ANTONIO M. EVANGELISTA  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this AUG 13 2025 at City of Pasig affiant exhibiting to me his IBP Lifetime No. 12937.

Doc No. 58  
Page No. 103  
Book No. 13  
Series of 2025.

  
ATTY. IRIS FATIMA V. CERO  
Notary Public for Pasig, San Juan, and Pateros  
Appointment No. 53 (2024-2025) until Dec 31, 2025  
12F Cyberscape Alpha, Sapphire & Garnet Roads,  
Ortigas Center, Pasig City  
Roll of Attorneys No. 65837; June 21, 2016  
PTR No. 3038293; January 07, 2025; Pasig City  
IBP No. 499852; January 6, 2025; RSM Chapter  
MCLE Compliance No. VIII-0031484; April 14, 2028