



July 17, 2024

PHILIPPINE DEALING AND EXCHANGE CORP.
29/F, BDO Equitable Tower
8751 Paseo de Roxas, Makati City

Attention: Atty. Suzy Claire R. Selleza
Head-Issuer Compliance and Disclosure Department

Gentlemen:

Please find attached a copy of the following disclosures filed with the Philippine Stock Exchange:

1. PSE Disclosure Form 4-1 – Acquisition or Disposition of Assets.

Thank you.

Very truly yours,


ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

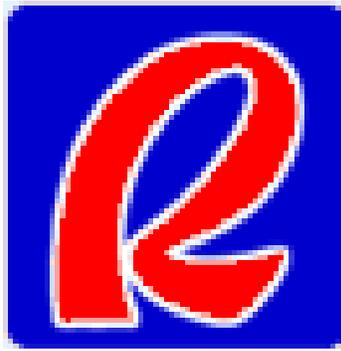
SEC FORM 17-C

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

1. Date of Report (Date of earliest event reported)
Jul 16, 2024
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. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro Manila
Postal Code
1100
8. Issuer's telephone number, including area code
(02)8397-1888
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	4,836,791,487
Registered Bonds	31,791,710,000
11. Indicate the item numbers reported herein
2

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Robinsons Land Corporation RLC

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 thirteen (13) commercial assets to RL Commercial REIT, Inc.

Background/Description of the Disclosure

On July 16, 2024, Robinsons Land Corporation (RLC) entered into the third property-for-share swap transaction with RL Commercial REIT, Inc. through the execution of a Deed of Assignment for the infusion of thirteen (13) commercial assets totaling to 347,329 square meters ("sqm") of Gross Leasable Area (GLA) with a total appraised value of Thirty-Three Billion Nine Hundred Fifteen Million Nine Hundred Sixty Thousand Pesos (Php33,915,960,000.00) in exchange for Four Billion Nine Hundred Eighty Seven Million Six Hundred Forty One Thousand One Hundred Seventy Eight (4,987,641,178) primary common shares of RCR at a price of Php6.80 per share ("the Transaction").

Date of Approval by Board of Directors

Jun 5, 2024

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 thirteen (13) 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

Jul 16, 2024

Description of the Transaction

Disposition of thirteen (13) commercial assets.

Manner

Property-for-share swap.

Description of the assets involved

The assets for disposition comprise of eleven (11) malls and two (2) office buildings, namely:

Malls:

1. Robinsons Luisita - 15,779.54 sqm of GLA located at Tarlac City, Tarlac;
2. Robinsons Sta. Rosa - 26,931.76 sqm of GLA located at Sta. Rosa City, Laguna;
3. Robinsons Imus - 37,376.22 sqm of GLA located at Imus City, Cavite;
4. Cybergate Davao - 10,841.09 sqm of GLA located at Davao City, Davao Del Sur;
5. Robinsons Los Baños - 5,317.39 sqm of GLA located at Los Baños City, Laguna;
6. Robinsons Lipa - 43,692.11 sqm of GLA located at Lipa City, Batangas;
7. Robinsons Cabanatuan - 15,811.00 sqm of GLA located at Cabanatuan City, Nueva Ecija
8. Robinsons Palawan - 26,752.57 sqm of GLA located at Puerto Princesa City, Palawan;
9. Robinsons Novaliches - 53,859.62 sqm of GLA located at Novaliches, Quezon City;
10. Robinsons Cainta -19,390.17 sqm of GLA located at Cainta, Rizal; and
11. Robinsons Ormoc - 22,774.56 sqm of GLA located at Ormoc City, Leyte.

Office:

12. Giga Tower - 53,398.15 sqm of GLA located at Bridgetowne, Quezon City;
13. Cybergate Delta 2 - 15,404.63 sqm of GLA located at Davao City, Davao del Sur;

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 Php33,915,960,000.00 is based on the independent property appraisal reports of Asian Appraisal Company, Inc. (“AACI”) while the third-party fairness opinion was issued by FTI Consulting Philippines, Inc. (“FTI”). It will be exchanged for 4,987,641,178 primary common shares at an exchange price of Php6.80 per share which is set at a premium over RCR’s 30-day Volume Weighted Average Price (“VWAP”) as of June 4, 2024. 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 as the primary method to estimate the fair value of the Properties. Under the DCF Method, the discount rate used is the weighted average cost of capital (WACC) using industry average and market risks as of valuation date. The Cost Approach was used by AACI as secondary method to cross-check the fair value of the Properties.

FTI, on the other hand, valued the Properties using the DCF Method and Direct Capitalization Method and valued RCR using the DCF Method with the VWAP Method and Comparable Public Companies Method as secondary methods to cross-check the values.

Terms of payment

The Properties were transferred by RLC to RCR via a property-for-share swap. The Properties were valued at Php33,915,960,000.00 (subject to confirmation of regulatory bodies) in exchange for 4,987,641,178 primary common shares at an exchange price of Php6.80 per share.

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

Conditions precedent to closing of the transaction, if any

The Transaction is subject to approval of the regulatory bodies.

The shares to be issued in favor of RLC shall come from the unissued shares of RCR. Thus, there will be no increase in the authorized capital stock of RCR.

Any other salient terms

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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
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RL Commercial REIT, Inc.	Subsidiary; RLC owns 50.05% of RCR prior to the infusion of the Properties. After the infusion it shall own 65.90% of the enlarged total shares of RCR.
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Effect(s) on the business, financial condition and operations of the Issuer, if any

RLC will receive additional 4,987,641,178 primary common shares of RCR from the disposition of the Properties which will increase its ownership from 50.05% to 65.90%.

Other Relevant Information

The infusion has been executed via property-for-share swap.

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 on the Transaction.

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

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. **July 16, 2024**
(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**
(Address of principal office) (Postal Code)

8. **N/A**
(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 Stock Outstanding
Common Stock	4,836,791,487
Registered Bonds	31,791,710,000

11. Item 2 – Acquisition or Disposition of Assets



July 16, 2024

SECURITIES AND EXCHANGE COMMISSION

17F SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati City

Attention: Atty. Oliver O. Leonardo
Director, Market and Securities Regulation

PHILIPPINE STOCK EXCHANGE, INC.

6F PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: Mr. Norberto Moreno, Jr.
Officer-in-Charge, Disclosure Department

PHILIPPINE DEPOSITARY EXCHANGE

29F, BDO Equitable Tower
8751 Paseo de Roxas, Makati City

Attention: Atty. Suzy Claire R. Selleza
Head-Issuer Compliance and Disclosure Department

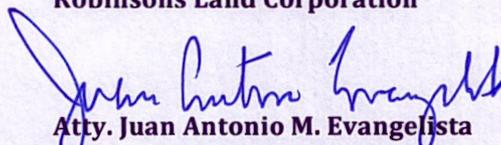
Gentlemen:

Please see attached PSE Disclosure Form 4-1 Acquisition or Disposition of Assets filed by Robinsons Land Corporation (RLC) with Philippine Stock Exchange on July 16, 2024 with regard to disposition of thirteen (13) 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.

Robinsons Land Corporation


Atty. Juan Antonio M. Evangelista
Corporate Secretary

July 16, 2024

Robinsons Land Corporation

RLC

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 thirteen (13) commercial assets to RL Commercial REIT, Inc.

Background/Description of the Disclosure

On July 16, 2024, Robinsons Land Corporation (RLC) entered into the third property-for-share swap transaction with RL Commercial REIT, Inc. through the execution of a Deed of Assignment for the infusion of thirteen (13) commercial assets totaling to 347,329 square meters ("sqm") of Gross Leasable Area (GLA) with a total appraised value of Thirty-Three Billion Nine Hundred Fifteen Million Nine Hundred Sixty Thousand Pesos (Php33,915,960,000.00) in exchange for Four Billion Nine Hundred Eighty Seven Million Six Hundred Forty One Thousand One Hundred Seventy Eight (4,987,641,178) primary common shares of RCR at a price of Php6.80 per share ("the Transaction").

**Date of Approval by
Board of Directors**

June 5, 2024

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 thirteen (13) 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

July 16, 2024

Description of the Transaction

Disposition of thirteen (13) commercial assets.

Manner

Property-for-share swap.

Description of the assets involved

The assets for disposition comprise of eleven (11) malls and two (2) office buildings, namely:

Malls:

1. Robinsons Luisita - 15,779.54 sqm of GLA located at Tarlac City, Tarlac;
2. Robinsons Sta. Rosa - 26,931.76 sqm of GLA located at Sta. Rosa City, Laguna;
3. Robinsons Imus - 37,376.22 sqm of GLA located at Imus City, Cavite;
4. Cybergate Davao - 10,841.09 sqm of GLA located at Davao City, Davao Del Sur;
5. Robinsons Los Baños - 5,317.39 sqm of GLA located at Los Baños City, Laguna;
6. Robinsons Lipa - 43,692.11 sqm of GLA located at Lipa City, Batangas;
7. Robinsons Cabanatuan - 15,811.00 sqm of GLA located at Cabanatuan City, Nueva Ecija;
8. Robinsons Palawan - 26,752.57 sqm of GLA located at Puerto Princesa City, Palawan;
9. Robinsons Novaliches - 53,859.62 sqm of GLA located at Novaliches, Quezon City;
10. Robinsons Cainta - 19,390.17 sqm of GLA located at Cainta, Rizal; and
11. Robinsons Ormoc - 22,774.56 sqm of GLA located at Ormoc City, Leyte.

Office:

12. Giga Tower - 53,398.15 sqm of GLA located at Bridgetowne, Quezon City;
13. Cybergate Delta 2 - 15,404.63 sqm of GLA located at Davao City, Davao del Sur;

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 Php33,915,960,000.00 is based on the independent property appraisal reports of Asian Appraisal Company, Inc. ("AACI") while the third-party fairness opinion was issued by FTI Consulting Philippines, Inc. ("FTI"). It will be exchanged for 4,987,641,178 primary common shares at an exchange price of Php6.80 per share which is set at a premium over RCR's 30-day Volume Weighted Average Price ("VWAP") as of June 4, 2024. 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 as the primary method to estimate the fair value of the Properties. Under the DCF Method, the discount rate used is the weighted average cost of capital (WACC) using industry average and market risks as of valuation date. The Cost Approach was used by AACI as secondary method to cross-check the fair value of the Properties.

FTI, on the other hand, valued the Properties using the DCF Method and Direct Capitalization Method and valued RCR using the DCF Method with the VWAP Method and Comparable Public Companies Method as secondary methods to cross-check the values.

Terms of payment

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

Conditions precedent to closing of the transaction, if any

The Transaction is subject to approval of the regulatory bodies.

The shares to be issued in favor of RLC shall come from the unissued shares of RCR. Thus, there will be no increase in the authorized capital stock of RCR.

Any other salient terms**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.	RLC owns 50.05% of RCR prior to the infusion of the Properties. After the infusion it shall own 65.90% of the enlarged total shares of RCR.

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

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N/A

Robinsons Land Corporation

RLC

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

*References: SRC Rule 17 (SEC Form 17-C) and
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N/A

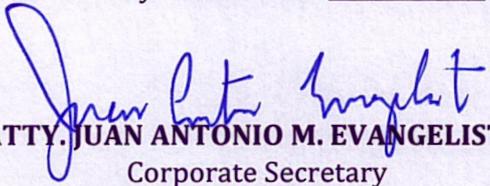
CERTIFICATION

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.

JUL 16 2024

IN WITNESS WHEREOF, I have hereunto set my hands this _____ at City of Pasig.


ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 16 2024 at City of Pasig,
affiant exhibiting to me his IBP Lifetime No. 12937.

Doc No. 176 ;
Page No. 37 ;
Book No. 13 ;
Series of 2024.


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 1651074; January 04, 2024; Pasig City
IBP No. 372782; December 23, 2023; RSM Chapter
MCLE Compliance No. VII-0014637; April 14, 2025