

COVER SHEET

SEC Registration Number

6	2	8	9	3					
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Company Name

R	O	C	K	W	E	L	L		L	A	N	D		C	O	R	P	O	R	A	T	I	O	N		A	N	D
S	U	B	S	I	D	I	A	R	I	E	S																	

Principal Office (No./Street/Barangay/City/Town/Province)

2	F	,	8		R	O	C	K	W	E	L	L	,		H	I	D	A	L	G	O		D	R	I	V	E		
R	O	C	K	W	E	L	L		C	E	N	T	E	R	,		M	A	K	A	T	I		C	I	T	Y		

Form Type

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Certificate of
Independent Director

Department requiring the report

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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address

ir@rockwell.com.ph

Company's Telephone Number/s

793-0088

Mobile Number

N/A

No. of Stockholders

47,635 (as of May 31, 2017)

Annual Meeting
Month/Day

May 31, 2017

Fiscal Year
Month/Day

December 31

CONTACT PERSON INFORMATION

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

Name of Contact Person

Ms. Ellen V. Almodiel

Email Address

ellena@rockwell.com.ph

Telephone Number/s

793-0088

Mobile Number

N/A

Contact Person's Address

Ground Floor, East Podium, Joya Lofts & Towers, 28 Plaza Drive, Rockwell Center, Makati City 1200
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Note: 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.

CERTIFICATION OF INDEPENDENT DIRECTOR

I, ALBERT F. DEL ROSARIO, Filipino, of legal age, with office address at 116 Valero corner Rufino Streets, Salcedo Village, Makati City, after having been duly sworn in accordance with law do hereby declare that:

1. I was elected as Independent Director of ROCKWELL LAND CORPORATION on June 8, 2017.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
<i>Listed Companies</i>		
PLDT Inc.	Director	July 11, 2016 to present
Metro Pacific Investments Corporation	Director	May 4, 2016 to present
First Pacific Company Limited	Director	June 30, 2016 to present
<i>Non- Listed Companies</i>		
Philippine Stratbase Consultancy, Inc.	Chairman	March 23, 2016 to present
Gotuaco del Rosario Insurance Brokers, Inc.	Director	April 10, 2017 to present
Stratbase ADR Institute, Inc.	Chairman	April 1, 2016 to present
Indra Philippines, Inc.	Director	April 28, 2016 to present
Metro Pacific Tollways Corporation	Director	April 21, 2016
Cavitex Infrastructure Corporation	Director	April 21, 2016 to present
Sarimonde Foods Corporation	Director	June 29, 2016 to present
Two Rivers Pacific Holdings Corporation	Director	June 30, 2016 to present
Metro Pacific Resources, Inc.	Director	June 30, 2016 to present
Metro Pacific Holdings, Inc.	Director	June 30, 2016 to present
Metro Pacific Asset Holdings, Inc.	Director	June 30, 2016 to present
Philippine Telecommunications Investment Corporation	Director	June 30, 2016 to present
Enterprise Investments Holdings, Inc.	Director	June 30, 2016 to present
Asia Insurance (Phil.) Corp.	Director	June 24, 2016 to present
Carlos P. Romulo Foundation for Peace & Development	Trustee	June 10, 2016 to present
Philippine Cancer Society, Inc.	Trustee	May 22, 2017 to present

Metrobank Foundation, Inc.	Advisory Board	May 9, 2017 to present
CSIS Southeast Asia Program	Trustee	September 1, 2016 to present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of ROCKWELL LAND CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC Issuances.
4. To the best of my knowledge, I am not related to any director/officer/substantial shareholder of ROCKWELL LAND CORPORATION or any of its subsidiaries and affiliates.
5. I disclose that I am the subject of the following criminal/administrative investigation or proceeding:

OFFENSE CHARGED /INVESTIGATED	TRIBUNAL, OR AGENCY INVOLVED	STATUS
PLEASE SEE ATTACHED LEGAL PENDING CASES		

6. I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.
7. 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.
8. I shall inform the Corporate Secretary of ROCKWELL LAND CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 23 JUL 2017 day of JULY 2017 at PASIG CITY Makati City.

[Handwritten Signature]

Affiant

SUBSCRIBED AND SWORN to before me this 23 JUN 2017 day of JUNE 2017 at PASIG CITY Makati City, affiant personally appeared before me and exhibited to me his/her Passport No. EC5888000 issued at DFA Manila on November 5, 2015.

Doc. No. 371;
Page No. 72;
Book No. 11;
Series of 2017.

[Handwritten Signature]
JILLIENNE GRACE M. SOTTO
NOTARY PUBLIC
FOR AND IN THE CITY OF PASIG, TAGUIG AND
SAN JUAN AND IN THE MUNICIPALITY OF PATEROS
UNTIL DECEMBER 31, 2017
PTR NO. 2540177- 1/7/2017; PASIG CITY
IBF NO. 1057004; 1/3/2017; RSM
MCLE COMPLIANCE NO. V-0020082; 4/14/2019
ROLL NO. 63284/ APPOINTMENT NO. 128 (2016-2017)
21/F Robinsons-Equitable Tower, 4 ADB Ave. cor. Paveda St.
1006 Ortigas Center, Pasig City

MATERIAL PENDING LEGAL PROCEEDINGS

- I. Messrs. Napoleon L. Nazareno, Elmer D. Nitura, Albert F. Del Rosario and other directors and officers of the former PDCP Bank (PDCP), and some officers of the Bangko Sentral ng Pilipinas (BSP) and Development Bank of the Philippines (DBP) (the "Respondents") were charged in a complaint docketed as I.S. No. 2004-631 filed by Chung Hing Wong/Unisteel/Unisco Metals, Inc. (the "Complainants") with the Department of Justice (DOJ), for alleged syndicated estafa, estafa thru falsification of documents, other deceits, malversation and robbery. In the complaint-affidavit, the Complainants alleged that the officers and directors of PDCP deceived the Complainants to secure a loan from PDCP through misrepresentation and with the sinister purpose of taking over the Complainants' corporation. The complaint was referred to the Ombudsman (OMB) by the DOJ considering that some of the Respondents are public officers and the offenses charged were committed in the performance of their official functions.

In the OMB's Review and Recommendation dated November 28, 2008, the OMB approved the DOJ Resolution dated September 7, 2007 DISMISSING the complaint and referred the case back to the DOJ for appropriate action.

The Complainants filed separate Motions for Reconsideration before the DOJ and OMB. On December 16, 2009, the DOJ issued a Resolution denying the Complainants' Motion for Reconsideration for lack of merit. In response, the Complainants filed a Petition for Review with the Secretary of Justice on March 2, 2010. Messrs. Nazareno, Nitura, Del Rosario and the other Respondents filed their respective Comments to the petition. On October 9, 2014, the Secretary of Justice issued a Resolution denying the Petition for Review. In response, Complainants filed a Motion for Reconsideration which remains pending to date with the Office of the Secretary of Justice.

OMB Proceedings

With respect to the Complainants' Motion for Reconsideration with the OMB, the latter issued an Order dated December 4, 2009 denying the same and affirming its Review and Recommendation of November 28, 2008. In response, the Complainants filed a Petition for Certiorari with the Court of Appeals (CA). In a Resolution dated July 26, 2010, the CA dismissed the petition for lack of jurisdiction. Likewise, the Complainants' Motion for Reconsideration was denied by the CA in a Resolution on January 10, 2011.

Subsequently, the Complainants filed a Petition for Review with the Supreme Court (SC) questioning the Decision of the CA. In a Resolution dated March 28, 2011, the SC denied the Complainants' Petition for Review for failure to show any reversible



error in the challenged Decision of the CA. The Complainants filed a Motion for Clarification. In a Resolution dated August 24, 2011, the SC treated the motion as a Motion for Reconsideration of the dismissal of the Petition and denied the same. The said Resolution of the SC became FINAL AND EXECUTORY based on the Entry of Judgment dated October 26, 2011. The Complainants however still filed a Motion for Clarification and Motion to Refer Case to the Supreme Court en Banc. In a Resolution dated October 10, 2012, the SC ordered the said motion expunged from the records of the case as the petition has already been denied with FINALITY and an ENTRY OF JUDGMENT and Letter of Transmittal already sent to the CA as early as October 26, 2011.

