

A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	11
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Actual number of Directors for the year	11
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(a) Composition of the Board

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual /Special Meeting)	No. of years served as director
Manuel M. Lopez	NED	n/a	First Phil. Holdings Corp.	1995	May 27, 2015	Annual Meeting	20
Oscar M. Lopez	NED	n/a	First Phil. Holdings Corp.	1995	May 27, 2015	Annual Meeting	20
Federico R. Lopez	NED	n/a	First Phil. Holdings Corp.	2012	May 27, 2015	Annual Meeting	3.4
Eugenio L. Lopez III	NED	n/a	First Phil. Holdings Corp.	1995	May 27, 2015	Annual Meeting	20
Nestor J. Padilla	ED	n/a	First Phil. Holdings Corp.	1997	May 27, 2015	Annual Meeting	18
Francis Giles B. Puno	NED	n/a	First Phil. Holdings Corp.	2013	May 27, 2015	Annual Meeting	3.7
Ferdinand Erwin S. CoSeteng	NED	n/a	First Phil. Holdings Corp.	2013	May 27, 2015	Annual Meeting	3.7
Miguel Ernesto L. Lopez	ED	n/a	First Phil. Holdings Corp.	2009	May 27, 2015	Annual Meeting	7
Manuel L. Lopez, Jr.	NED	n/a	First Phil. Holdings Corp.	2011	May 27, 2015	Annual Meeting	5
Oscar J. Hilado	ID	n/a	Jonathan P. Co	2015	May 27, 2015	Annual Meeting	0.58
Vicente R. Ayllón	ID	n/a	Jonathan P. Co	2012	May 27, 2015	Annual Meeting	3.7

¹ Reckoned from the election immediately following January 2, 2012.

	<p>First Philec Manufacturing Technologies Corp. First Philec Solar Solutions Corp. First Philippine Power Systems, Inc. Philippine Electric Corporation First Philippine Industrial Park, Inc. FPIP Property Developers & Management Corporation FPIP Utilities, Inc. First Philippine Realty Corporation Grand Batangas Resort Development, Inc. Rockwell Land Corporation FPH Capital Resources, Inc. First Philippine Industrial Corporation First Philippine Properties Corporation First Philippine Utilities, Corp (Formerly: First Philippine Union Fenosa, Inc.) Securities Transfer Services, Inc. Sibulan Ice Plant Cold Storage, Inc. First Gen Corp. Energy Development Corp. OML Center for Climate Change Adaptation and Disaster Risk Management Foundation, Inc. ABS CBN Corporation</p>	<p>Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (ED) Chairman (ED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman & CEO (ED) Chairman & CEO (ED) Chairman (NED)</p>
Eugenio L. Lopez III	<p>First Philippine Holdings Corporation Lopez Holdings Corporation First Gen Corp. OML Center for Climate Change Adaptation and Disaster Risk Management Foundation, Inc,</p>	<p>(NED) (NED) (NED) (NED)</p>
Nestor J. Padilla	<p>First Philippine Realty Corporation First Batangas Hotel Corporation First Philippine Industrial Park Terraprime, Inc. FPIP Property Developers & Management Corporation FPIP Utilities Inc. Grand Batangas Resort Development, Inc.</p>	<p>(NED) (NED) (NED) (NED) (NED) (NED) (NED)</p>
Miguel Ernesto L. Lopez	<p>Rockwell Leisure Club, Inc.</p>	<p>(NED)</p>
Francis Giles B. Puno	<p>First Philippine Holdings Corporation Capital Ventures FGHC International Limited FPH Ventures FPHC International, Inc. First Balfour, Inc. Terraprime, Inc. Thermaprime Drilling Corporation First Philippine Electric Corporation First Philec Energy Solutions, Inc. First Philec, Inc. (formerly FEDCOR) First Philec Manufacturing Technologies Corp Philippine Electric Corp.</p>	<p>Director, President & COO (ED) Acting Chairman (ED) Director (ED) Chairman (ED) Director & Treasurer (ED) (NED) (NED) (NED) (NED) (NED) (NED) (NED) (NED) (NED) (NED)</p>

	First Philippine Power Systems, Inc. First Batangas Hotel Corp. First Philippine Industrial Park, Inc. FPIP Property Developers & Management Corp. FPIP Utilities Inc. First Philippine Realty Corporation Grand Batangas Resort Development, Inc. Rockwell Land Corp. FPH Capital Resources, Inc. First Philippine Properties Corporation First Philippine Utilities, Corp. (Formerly: First Philippine Union Fenosa, Inc.) Securities Transfer Services, Inc. First Gen Corp Energy Development Corp. First Philippine Development Corp. OML Center for Climate Change Adaption and Disaster Risk Management, Inc.	(NED) Chairman (NED) (NED) (NED) (NED) (NED) (NED) (NED) (ED) (ED) (ED) (ED) (ED) (ED) (ED) (ED) (NED)
Manuel L. Lopez, Jr.	ABS-CBN Corporation, ABS-CBN Holdings Corporation Sky Cable Corporation	(NED) (NED) (NED)
Oscar J. Hillado	First Philippine Holdings Corporation Asian Eye Institute	(NED) (NED)

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Vicente R. Ayllon	The Insular Life Assurance Co., Ltd. Insular Life Property Holdings, Inc. Insular Investment Corporation Insular Health Care Insular Foundation Insular Life Management & Development Corp. Home Credit Mutual Building & Loan Association Unionbank of the Philippines Mapfre Insular Insurance Corporation Pilipinas Shell Petroleum Corporation Shell Co. of the Philippines, Ltd.	Chairman (ED) Chairman (ED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) Chairman (NED) (NED) (NED) (NED) (NED)
Oscar J. Hilado	Philippine Investment Management Inc. (PHINMA) Trans Asia Oil Energy Development Corp A. Soriano Corporation Philex Mining Corporation Holcim Philippines	Chairman Chairman (NED) (NED) Chairman

(c) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Manuel M. Lopez	15,636,679	1, FPH	0.2556%
Oscar M. Lopez	174,897	1, FPH	0.0029%
Federico R. Lopez	-	1, FPH	0.0000%
Eugenio L. Lopez III	-	1, FPH	0.0000%
Nestor J. Padilla	21,150,000	1, FPH	0.3458%
Francis Giles B. Puno	5,656	1, FPH	0.0000%
Miguel Ernesto L. Lopez	68,693	1, FPH	0.0011%
Manuel L. Lopez, Jr.	75,000	1, FPH	0.0012%
Oscar J. Hilado	-	1, FPH	0.0000%
Vicente R. Ayllón	-	1, FPH	0.0000%
Ferdinand Edwin S. CoSeteng	-	1, FPH	0.0000%
TOTAL	32,925,925	11	0.5383%

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
Manuel M. Lopez	99.6556%
Oscar M. Lopez	99.6556%
Federico R. Lopez	99.6556%
Eugenio L. Lopez III	99.6556%
Nestor J. Padilla	99.7918%
Francis Giles B. Puno	99.6556%
Ferdinand Edwin S. CoSeteng	99.7918%
Miguel Ernesto L. Lopez	99.7918%
Manuel L. Lopez, Jr.	99.6556%
Oscar J. Hilado	99.7918%
Vicente R. Ayllón	99.7918%

2) Orientation and Education Program

(a) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:

³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

Participants	Year	Training	Provider
AVPs to CEO and Board of Directors	Sept 2015	Gear Up: an Executive Learning Workshop by Tom Kosnik and Kae Fong Tay	FPH
VPs to CEO and Board of Directors	Aug and Sept 2015	Corporate Governance Seminar	SGV & Co.
Senior Management	Aug to Sept 2015	Corporate Finance Workshop	Development Center for Finance
AVPs to CEO and Board of Directors	March 2015	Executive Learning Workshop on Scaling Up by Verne Harnish and Jeremy Han	FPH
VPs to CEO and Board of Directors	Sept 2014	Corporate Governance Seminar	SGV & Co.
Senior Managers to CEO and Board of Directors	Aug 2014	Executive Learning Session on Adaptive Leadership by Dr. Ronald A. Heifetz	Professor, Harvard Kennedy School
AVPs to VPs	2013	Fundamentals of Finance	FPH
AVPs to SVPs	2013	Crisis and Media Handling Presentation Skills	FPH
Senior Managers to CEO	2013	Negotiations Skills	FPH

(b) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Eugenio L. Lopez III Davy T. Tan Enrique I. Quiason	September 23, 2015	Corporate Governance Seminar	SGV & Co.
Nestor J. Padilla Miguel L. Lopez Davy T. Tan Ma. Lourdes L. Pineda Valerie Jane L. Soliven	September 10, 2015	Gear Up: an Executive Learning Workshop by Tom Kosnik and Kae Fong Tay	FPH
Oscar J. Hilado	August 27, 2015	Corporate Governance Seminar	SGV & Co.
Manuel M. Lopez Oscar M. Lopez Federico R. Lopez Miguel L. Lopez Nestor J. Padilla Manuel L. Lopez, Jr. Ferdinand Edwin S. CoSeteng Francis Giles B. Puno Vicente R. Ayllon Valerie Jane L. Soliven Ma. Lourdes L. Pineda Ellen V. Almodiel Estela Y. Dasmariñas Julius A. Marzoña Abel L. Roxas	August 24, 2015	Corporate Governance Seminar	SGV & Co.

Adela D. Flores Divino M. Villanueva, Jr. Esmeraldo C. Amistad			
Miguel L. Lopez Ma. Lourdes L. Pineda Valerie Jane L. Soliven Divino M. Villanueva, Jr.	Aug to Sept 2015	Corporate Finance Workshop	Development Center for Finance
Oscar M. Lopez Federico R. Lopez Nestor J. Padilla Miguel L. Lopez Davy T. Tan Ellen V. Almodiel Ma. Lourdes L. Pineda Valerie Jane L. Soliven Abel L. Roxas Estela Y Dasmariñas	March 23-25, 2015	Executive Learning Workshop on Scaling Up by Verne Harnish and Jeremy Han	FPH

B) BOARD MEETINGS AND ATTENDANCE

1) Attendance of Directors (January 1, 2015 to December 31, 2015)

Board	Name	Date of Election	Jan 1 – Dec 31, 2015		
			No. of Meetings Held	No. of Meetings Attended	%
Chairman	Manuel M. Lopez	5/27/2015	10	10	100%
Member	Oscar M. Lopez	5/27/2015	10	7	70%
Member	Federico R. Lopez	5/27/2015	10	9	90%
Member	Eugenio L. Lopez III	5/27/2015	10	5	50%
Member	Nestor J. Padilla	5/27/2015	10	10	100%
Member	Miguel L. Lopez	5/27/2015	10	10	100%
Member	Manuel L. Lopez, Jr.	5/27/2015	10	10	100%
Member	Francis Giles B. Puno	5/27/2015	10	10	100%
Member	Ferdinand Erwin S. CoSeteng	5/27/2015	10	10	100%
Independent	Vicente R. Ayllon	5/27/2015	10	6	60%
Independent	Oscar J. Hilado*	5/27/2015	4	4	100%

*Elected on May 27, 2015

2) Committee Members

(a) Executive Committee – Not Applicable

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Vicente R. Ayllon	05/27/2015	5	2	40%	3.33 years
Member (ID)	Oscar J. Hilado	05/27/2015	2	2	100%	0.58 years
Member (NED)	Manuel L. Lopez, Jr.	05/27/2015	5	4	80%	2.58 years
Member (NED)	Francis Giles B. Puno	05/27/2015	5	4	85%	2.58 years

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Manuel M. Lopez	05/27/2015	1	1	100%	2.4 years
Member (NED)	Oscar M. Lopez	05/27/2015	1	1	100%	2.4 years
Member (NED)	Eugenio L. Lopez III	05/27/2015	1	0	0%	2.4 years
Member (ID)	Vicente R. Ayllon	05/27/2015	1	1	100%	2.4 years

(d) Remuneration Committee – not applicable

(e) Risk Management Committee

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Eugenio L. Lopez III	05/27/2015	1	1	100%	2.4 years
Member (ED)	Nestor J. Padilla	05/27/2015	1	1	100%	2.4 years
Member (NED)	Ferdinand Edwin S. CoSeteng	05/27/2015	1	1	100%	2.4 years
Member (ID)	Oscar J. Hilado	05/27/2015	1	1	100%	0.58 years

C. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
First Philippine Holdings Company	5,296,015,375 common	86.582%	First Philippine Holdings Company
First Philippine Holdings Company	2,750,000,000 preferred	100%	First Philippine Holdings Company

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Enrique I. Quiason	3,575	-	0.0001%
Esmeraldo C. Amistad	-	-	0.0000%
Valerie Jane L. Soliven	-	-	0.0000%
Maria Lourdes L. Pineda	132,818	8,454 (Paolo Pineda)	0.0023%
Estela Y. Dasmariñas	1,882	-	0.0000%
Ellen V. Almodiel	-	-	0.0000%
Julius A. Marzoña	-	-	0.0000%
Davy T. Tan	-	-	0.0000%
Abel L. Roxas	-	-	0.0000%
Adela D. Flores	4,340	-	0.0001%
Divino M. Villanueva, Jr.	-	-	0.0000%
TOTAL	142,615	8,454	0.0025%

D. RIGHTS OF STOCKHOLDERS

1) Result of Annual/Special Stockholders' Meetings' Resolutions

Resolution and Matters for Approval	For	Against	Abstain
Approval of the Minutes of the Annual Stockholders' Meeting held on May 28, 2014	8,057,215,375 (99.79%)	0%	0%
Report of the Chairman and the President	8,057,215,375 (99.79%)	0%	0%
Approval of the December 31, 2014 Reports and the Audited Financial Statements	8,057,015,375 (99.79%)	200,000 (0.0025%)	0%
Ratification of the Acts of the Board of Directors and of Management	8,057,215,375 (99.79%)	0%	0%
Appointment of Sycip, Gorres, Velayo & Co. as external auditor of the Corporation	8,057,215,375 (99.79%)	0%	0%

2) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	*For the directors and officers present during the meeting, please see the list below.	May 27, 2015	Voting was by viva voce	0.19%	90.87%	91.06%

*The directors present during the annual stockholders' meeting held on May 27, 2015 were Manuel M. Lopez, Oscar M. Lopez, Federico R. Lopez, Manuel L. Lopez, Jr., Miguel L. Lopez, Nestor J. Padilla, Vicente R. Ayllon, Ferdinand Edwin S. CoSeteng and Francis Giles B. Puno. The officers present at the said meeting were Valerie Jane L. Soliven, Maria Lourdes L. Pineda, Estela Y. Dasmarinas, Ellen V. Almodiel, Julius A. Marzoña, Davy T. Tan, Abel L. Roxas, Adela D. Flores, Divino M. Villanueva, Jr., Enrique I. Quason, and Esmeraldo C. Amistad.

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

No, STSI counts and validates the votes at the ASM. STSI is 100% owned by FPH.

REPUBLIC OF THE PHILIPPINES)
PASIG CITY, METRO MANILA)

CERTIFICATION

I, **ESMERALDO C. AMISTAD**, of legal age, Filipino, and with office address at the 4th Floor Benpres Building , Exchange Road, Ortigas Center, Pasig, Metro Manila, after being duly sworn in accordance with the law, hereby certify that:

1. I am the Assistant Corporate Secretary of **ROCKWELL LAND CORPORATION** (the “Corporation”) a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at The Garage at Rockwell Center, Makati City, Metro Manila.
2. The file “Consolidated Changes in the ACGR for 2015” uploaded in the Corporation’s website contains updates that have been previously reported in the Corporation’s regulatory filings such as the SEC Form 17-C and SEC Form 17-Q, as applicable.
3. This certification is issued in compliance with the requirements of SEC Memorandum Circular No. 12 dated May 26, 2014.


IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of January 2016 at Pasig City, Philippines.


ESMERALDO C. AMISTAD
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 8th day of January 2016 at Pasig City, affiant exhibiting to me his Competent Evidence of Identity (“CEI”) and Community Tax Certificate (“CTC”) as follows:

NAME	DETAILS	DATE & PLACE ISSUED
Esmeraldo C. Amistad	SSS#03-8972691-1 CTC#25297413	Jan 28, 2015/Quezon City

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LORRAINE N. DYCHIAO
NOTARY PUBLIC
FOR AND IN THE CITIES OF PASIG, TAGUIG AND SAN JUAN
AND IN THE MUNICIPALITY OF PATEROS, METRO MANILA
UNTIL DECEMBER 31, 2016
PTR NO. 0471157; 2/3/15; PASIG CITY
IBP NO. 937414; RIZAL CHAPTER; LIFETIME MEMBER
ROLL NO. 55224 / APPOINTMENT NO. 169 (2015-2016)
4F BENPRES BLDG.
EXCHANGE ROAD, PASIG CITY