

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 28, 2014	Annual Meeting	19
Oscar M. Lopez	NED	n/a	First Phil. Holdings Corp.	1995	May 28, 2014	Annual Meeting	19
Federico R. Lopez	NED	n/a	First Phil. Holdings Corp.	2012	May 28, 2014	Annual Meeting	2.4
Eugenio L. Lopez III	NED	n/a	First Phil. Holdings Corp.	1995	May 28, 2014	Annual Meeting	19
Nestor J. Padilla	ED	n/a	First Phil. Holdings Corp.	1997	May 28, 2014	Annual Meeting	17
Francis Giles B. Puno	NED	n/a	First Phil. Holdings Corp.	2013	May 28, 2014	Annual Meeting	2.7
Ferdinand Erwin S. CoSeteng	NED	n/a	First Phil. Holdings Corp.	2013	May 28, 2014	Annual Meeting	2.7
Miguel Ernesto L. Lopez	ED	n/a	First Phil. Holdings Corp.	2009	May 28, 2014	Annual Meeting	6
Manuel L. Lopez, Jr.	NED	n/a	First Phil. Holdings Corp.	2011	May 28, 2014	Annual Meeting	4
Manuel N. Tordesillas	ID	n/a	Victoria A. Martinez	2012	May 28, 2014 (0.58 years)	Annual Meeting	2.7
Vicente R. Ayllón	ID	n/a	Victoria A. Martinez	2012	May 28, 2014 (0.58 years)	Annual Meeting	2.7

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

	Philippine Union Fenosa, Inc.) First Gen Corp Energy Development Corp. First Philippine Development Corp. OML Center for Climate Change Adaption and Disaster Risk Management, Inc.	(ED) (ED) (ED) (NED)
Manuel L. Lopez, Jr.	ABS-CBN Corporation, ABS-CBN Holdings Corporation Sky Cable Corporation	(NED) (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.
Manuel N. Tordesillas	Maybank Kim Eng Group Executive Committee Landco Pacific Corporation Asian Life and General Assurance Corporation Maybank ATR Kim Eng Land ATR Holdings, Inc. Maybank ATR Kim Eng Capital Partners, Inc. ATR Kim Eng AMG Holdings, Inc. Tullett Prebon Philippines	(NED) (ID) (NED) Chairman (NED) (ED) (ED) (ED) (ED) (NED)
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)

(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	11,676,679	1, FPH	0.1909%
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	21,000,000	1, FPH	0.3433%
Francis Giles B. Puno	5,656	1, FPH	0.0000%
Miguel Ernesto L. Lopez	68,693	1, FPH	0.0011%
Manuel L. Lopez, Jr.	-	1, FPH	0.0000%
Manuel N. Tordesillas	-	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	91.01%
Oscar M. Lopez	91.01%
Federico R. Lopez	91.01%
Eugenio L. Lopez III	91.01%
Nestor J. Padilla	91.01%
Francis Giles B. Puno	91.01%
Ferdinand Edwin S. CoSeteng	91.01%
Miguel Ernesto L. Lopez	91.01%
Manuel L. Lopez, Jr.	91.01%
Manuel N. Tordesillas	91.01%
Vicente R. Ayllón	91.01%

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:

Participants	Year	Training	Provider
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
BOD, CEO, SVPs and VPs	2012	Learning Sessions with Ranjay Gulati	Jaime & Josefina Chua Tiampo, Professor, Harvard Business School

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

HR Vice-President	April 2012	Managing Organization Development Essentials for Breakthrough Results	De la Salle College of St. Benilde
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(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
Federico R. Lopez	November 25, 2014	Corporate Governance Seminar	SGV & Co.
Francis Giles B. Puno Ferdinand Edwin S. CoSeteng	November 21, 2014	Corporate Governance Seminar	SGV & Co.
Manuel M. Lopez Oscar M. Lopez Eugenio L. Lopez III Manuel M. Lopez, Jr. Miguel L. Lopez Nestor J. Padilla Manuel N. Tordesillas Vicente R. Ayllon Enrique I. Quiason Esmeraldo C. Amistad Valerie Jane L. Soliven Ma. Lourdes L. Pineda Ellen V. Almodiel Estela Y. Dasmariñas Adela D. Flores Julius A. Marzoña Abel L. Roxas Antonette O. Marquez Davy T. Tan Divino M. Villanueva Jr.	September 15, 2014	Corporate Governance Seminar	SGV & Co.
Federico R. Lopez Francis Giles B. Puno Nestor J. Padilla Miguel L. Lopez Valerie Jane L. Soliven Ma. Lourdes L. Pineda Ellen V. Almodiel Davy T. Tan	August 2014	Executive Learning Session on Adaptive Leadership by Dr. Ronald A. Heifetz	Professor, Harvard Kennedy School

B) BOARD MEETINGS AND ATTENDANCE

1) Attendance of Directors (January 1, 2014 to December 31, 2014)

Board	Name	Date of Election	Jan 1 – Dec 31, 2014		
			No. of Meetings Held	No. of Meetings Attended	%
Chairman	Manuel M. Lopez	5/28/2014	8	8	100%
Member	Oscar M. Lopez	5/28/2014	8	8	100%
Member	Federico R. Lopez	5/28/2014	8	6	75%
Member	Eugenio L. Lopez III	5/28/2014	8	7	88%
Member	Nestor J. Padilla	5/28/2014	8	8	100%
Member	Miguel L. Lopez	5/28/2014	8	8	100%
Member	Manuel L. Lopez, Jr.	5/28/2014	8	8	100%
Member	Francis Giles B. Puno	5/28/2014	8	7	88%
Member	Ferdinand Erwin S. CoSeteng	5/28/2014	8	7	88%
Independent	Vicente R. Ayllon	5/28/2014	8	8	100%
Independent	Manuel N. Tordesillas	5/28/2014	8	7	88%

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	May 2014	4	3	75%	2.33 years
Member (ID)	Manuel N. Tordesillas	May 2014	4	4	100%	1.58 years
Member (NED)	Manuel L. Lopez, Jr.	May 2014	4	2	50%	1.58 years
Member (NED)	Francis Giles B. Puno	May 2014	4	3	75%	1.58 years

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Manuel M. Lopez	05/28/2014	1	1	100%	2.4 years

(NED)						
Member (NED)	Oscar M. Lopez	05/28/2014	1	1	100%	2.4 years
Member (NED)	Eugenio L. Lopez III	05/28/2014	1	1	100%	2.4 years
Member (ID)	Vicente R. Ayllon	05/28/2014	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	05/28/2014	0	0	0	1.4 year
Member (ED)	Nestor J. Padilla	05/28/2014	0	0	0	1.4 year
Member (NED)	Ferdinand Edwin S. CoSeteng	05/28/2014	0	0	0	1.4 year
Member (ID)	Manuel L. Tordesillas	05/28/2014	0	0	0	1.4 year

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	86.582%	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%
Antonette O. Marquez	-	-	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	Approving	Dissenting	Abstaining
Minutes of Previous Meeting Held on May 29, 2013	91.01%	0%	0%
Annual Report of the Chairman and President	91.01%	0%	0%
Ratification of all Acts and Resolutions of the Board of Directors and of the Executive Committee Adopted During the Preceding Year	91.01%	0%	0%
Election of Directors: Manuel M. Lopez Oscar M. Lopez Federico R. Lopez Eugenio L. Lopez III Nestor J. Padilla Francis Giles B. Puno Miguel Ernesto L. Lopez Manuel L. Lopez, Jr. Manuel N. Tordesillas Vicente R. Ayllón Ferdinand Edwin S. CoSeteng	91.01%	0%	0%
Amendment of the Third Article of the Articles of Incorporation to Reflect the Complete Address of the Principal Office of the Corporation	91.01%	0%	0%
Election of External Auditors and Fixing of their Remuneration	91.01%	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	Manuel M. Lopez Federico R. Lopez Eugenio Lopez III Manuel L. Lopez, Jr.	May 28, 2014	Voting was by viva voce	0.26%	90.74%	91.01%

	Oscar M. Lopez Miguel L. Lopez Nestor J. Padilla Manuel N. Tordesillas Mr. Vicente R. Ayllon Enrique I. Quiason Rodolfo R. Waga					
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(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) S.S.

CERTIFICATION

I, **ENRIQUE I. QUIASON**, of legal age, Filipino, and with office address at the 21st Floor Robinsons Equitable Tower, 4 ADB Avenue cor. Pedro Poveda Road, Ortigas Center, Pasig City, Metro Manila, after being duly sworn in accordance with the law, hereby certify that:

1. I am the 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 Rockwell Information Center, Rockwell Center, Makati City, Metro Manila.

2. The file "Consolidated Changes in the ACGR for 2014" 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 9th day of January 2015 at Pasig City, Philippines.


ENRIQUE I. QUIASON
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9th day of January 2015 at Pasig City, affiant exhibiting to me his Competent Evidence of Identity ("CEI") and Community Tax Certificate ("CTC") as follows:

Name	Details of CEI/CTC	Issued at	Issued On
Enrique I. Quiason	SSS#03-8352361-1 CTC#27950272	Pasig City	Jan. 10, 2014

Doc. No. 183;
Page No. 38;
Book No. I;
Series of 2015.


MA. CHRISTINE A. ABERIN
NOTARY PUBLIC
FOR AND IN THE CITY OF PASIG, TAGUIG AND
SAN JUAN AND IN THE MUNICIPALITY OF PATEROS
UNTIL DECEMBER 31, 2015
PTR NO. 0378671; 1/8/15; PASIG CITY
IBP NO. 979170; 1/5/15; RSM
ROLL NO. 62475/APPOINTMENT NO. 251 (2014-2015)
21/F Robinsons-Equitable Tower
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