SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

CONSOLIDATED CHANGES IN THE ANNUAL CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014

1.	Report is Filed for the Year2014	
2.	Exact Name of Registrant as Specified in its CharterROCKWELL LAND CORPORATION	ON
3.	THE GARAGE AT THE ROCKWELL CENTER ESTRELLA ST., MAKATI CITY Address of Principal Office	1200 Postal Code
4.	SEC Identification Number62893	
6.	BIR Tax Identification Number004 710 062 000	
	(632) 793 0088 Issuer's Telephone number, including area code	
8.	Former name or former address, if changed from the last report	

A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	11
Actual number of Directors for the year	11

(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

 $^{\rm 1}$ Reckoned from the election immediately following January 2, 2012.

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(b) Directorship in Other Companies

(i) Directorship in the Company's Group²

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Manuel M. Lopez	First Philippine Holdings Corp.	(NED)
	Lopez Group Foundation, Inc	(NED)
	First Philippine Realty Corporation	(NED)
	Lopez Holdings Corp	Chairman (ED)
Oscar M. Lopez	First Philippine Holdings Corporation	Chairman Emeritus (NED)
	Lopez Holdings Corporation	Chairman Emeritus (NED)
	First Gen Corp	Chairman Emeritus (NED)
	Energy Development Corp	Chairman Emeritus (NED)
	FGHC International Limited	Chairman (ED)
	FPH Fund	Chairman (ED)
	FPHC International, Inc	Chairman (ED)
	First Balfour, Inc.	Chairman Emeritus (NED)
	First Philippine Conservation, Inc	Chairman Emeritus (NED)
	Lopez Group Foundation, Inc	Chairman (ED)
	First Philippine Electric Corporation	Chairman Emeritus (NED)
	First Philec Solar Solutions Corp	Chairman Emeritus (NED)
	First Sumiden Realty, Inc	(NE)
	First Philippine Industrial Park, Inc.	Chairman Emeritus (NED)
	FPIP Property Developers & Management Corp	Chairman (NED)
	FPIP Utilities, Inc.	Chairman (NED)
	First Philippine Realty Corporation	Chairman Emeritus (NED)
	Grand Batangas Resort, Inc.	Chairman Emeritus (NED)
	Asian Eye Institute, Inc	Chairman (NED)
	FPH Capital Resources, Inc.	Chairman Emeritus (NED)
	First Philippine Industrial Corporation	Chairman Emeritus (NED)
	First Philippine Properties Corporation	Chairman Emeritus (NED)
	First Philippine Utilities, Corp. (Formerly: First Philippine Union Fenosa, Inc.)	Chairman Emeritus (NED)
	Securities Transfer Services, Inc.	Chairman Emeritus (NED)
	OML Center for Climate Change Adaptation	Chairman Emeritus (NED)
	and Disaster Risk Management Foundation,	,
	Inc.	
Federico R. Lopez	First Philippine Holdings Corporation	Chairman (ED)
	First Balfour, Inc.	Chairman (ED)
	Terraprime, Inc.	Chairman (ED)
	Thermaprime Well Services, Inc.	(ED)
	First Philippine Conservation, Inc.	Chairman (ED)
	Lopez Group Foundation, Inc.	(NED)
	First Philippine Electric Corporation	Chairman (ED)
	First Electro Dynamics Corp.	Chairman (ED)
	First PV Ventures Corporation	Chairman (ED)

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 $^{^{\}rm 2}$ The Group is composed of the parent, subsidiaries, associates and joint ventures of the company.

	First Philec Manufacturing Technologies Corp.	Chairman (ED)
	First Philec Solar Solutions Corp.	Chairman (ED)
	First Philippine Power Systems, Inc.	Chairman (ED)
	First Philippine Industrial Park, Inc.	Chairman (ED)
	First Philippine Realty Corporation	Chairman (ED)
	Grand Batangas Resort Development, Inc.	Chairman (ED)
	FPH Capital Resources, Inc.	Chairman (ED)
	First Philippine Industrial Corporation	Chairman (ED)
	First Philippine Properties Corporation	Chairman (ED)
	1	1 1
	First Philippine Utilities, Corp (Formerly: First	Chairman (ED)
	Philippine Union Fenosa, Inc.)	Chairman (FD)
	Securities Transfer Services, Inc.	Chairman (ED)
	Sibulan Ice Plant Cold Storage, Inc.	Chairman (ED)
	First Gen Corp.	Chairman & CEO (ED)
	Energy Development Corp.	Chairman & CEO (ED)
	OML Center for Climate Change Adaptation	Chairman
	and Disaster Risk Management Foundation,	
	Inc.	
Eugenio L. Lopez III	First Philippine Holdings Corporation	(NED)
	Lopez Holdings Corporation	(NED)
	First Gen Corp.	(NED)
	OML Center for Climate Change Adaptation	(NED)
	and Disaster Risk Management Foundation,	(NED)
North Desitte	Inc,	(NED)
Nestor J. Padilla	First Philippine Realty Corporation	(NED)
	First Batangas Hotel Corporation	(NED)
	First Philippine Industrial Park	(NED)
	Terraprime, Inc.	(NED)
	FPIP Property Developers & Management	(NED)
	Corporation	
	FPIP Utilities Inc.	(NED)
	Grand Batangas Resort Development, Inc.	(NED)
Miguel Ernesto L.	Rockwell Leisure Club, Inc.	(NED)
Lopez	,	
Francis Giles B.	First Philippine Holdings Corporation	(ED)
Puno	Capital Ventures	Acting Chairman (ED)
	FGHC International Limited	(ED)
	FPH Ventures	Chairman (ED)
	FPHC International, Inc.	
		(ED)
	First Balfour, Inc.	(NED)
	Terraprime, Inc.	(NED)
	Thermaprime Well Services, Inc.	(NED)
	First Philippine Electric Corporation	(NED)
	First Electro Dynamics Corp	(NED)
	First Philec Manufacturing Technologies Corp	(NED)
	First Philippine Power Systems, Inc.	(NED)
	First Philippine Industrial Park, Inc.	(NED)
	FPIP Property Developers & Management	(NED)
	Corp.	
	FPIP Utilities Inc.	(NED)
	First Philippine Realty Corporation	(NED)
	Grand Batangas Resort Development, Inc.	(NED)
	First Philippine Properties Corporation	
		(NED)
	First Philippine Utilities, Corp. (Formerly: First	(ED)

	Philippine Union Fenosa, Inc.)	
	First Gen Corp	
	Energy Development Corp.	
	First Philippine Development Corp.	(ED)
OML Center for Climate Change Adaption and		(NED)
	Disaster Risk Management, Inc.	
Manuel L. Lopez, Jr.	ABS-CBN Corporation,	(NED
	ABS-CBN Holdings Corporation	(NED)
	Sky Cable Corporation	(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.	Maybank Kim Eng Group Executive Committee	(NED)
Tordesillas	Landco Pacific Corporation	(ID)
	Asian Life and General Assurance Corporation	(NED)
	Maybank ATR Kim Eng Land	Chairman (NED)
	ATR Holdings, Inc.	(ED)
	Maybank ATR Kim Eng Capital Partners, Inc.	(ED)
	ATR Kim Eng AMG Holdings, Inc.	(ED)
	Tullett Prebon Philippines	(NED)
Vicente R. Ayllon	The Insular Life Assurance Co., Ltd.	Chairman (ED)
	Insular Life Property Holdings, Inc.	Chairman (ED)
	Insular Investment Corporation	Chairman (NED)
	Insular Health Care	Chairman (NED)
	Insular Foundation	Chairman (NED)
	Insular Life Management & Development Corp.	Chairman (NED)
	Home Credit Mutual Building & Loan	Chairman (NED)
	Association	
	Unionbank of the Philippines	(NED)
	Mapfre Insular Insurance Corporation	(NED)
	Pilipinas Shell Petroleum Corporation	(NED)
	Shell Co. of the Philippines, Ltd.	(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	ı	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	1, FPH	0.0000%
Manuel N. Tordesillas	1	1, FPH	0.0000%
Vicente R. Ayllón	ı	1, FPH	0.0000%
Ferdinand Edwin S. CoSeteng	1	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	Sept 2014	Corporate Governance Seminar	SGV & Co.
of Directors			
Senior Managers to	Aug 2014	Executive Learning Session on Adaptive	Professor, Harvard
CEO and Board of		Leadership by Dr. Ronald A. Heifetz	Kennedy School
Directors			
AVPs to VPs	2013	Fundamentals of Finance	FPH
AVPs to SVPs	2013	Crisis and Media Handling	FPH
		Presentation Skills	
Senior Managers to	2013	Negotiations Skills	FPH
CEO			
BOD, CEO, SVPs and	2012	Learning Sessions with Ranjay Gulati	Jaime & Josefina Chua
VPs			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

(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)

			Jan 1	– Dec 31, 20	14
Board	Name	Date of Election	No. of Meetings Held	No. of Meeting s Attende d	%
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	-	ı	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 Stockholers' Meetings' Resolutions

Resolution and Matters for Approval	Approving	Dissenting	Abstaining
Minutes of Previous			
Meeting Held on May 29,	91.01%	0%	0%
2013			
Annual Report of the			
Chairman and President	91.01%	0%	0%
Ratification of all Acts and			
Resolutions of the Board of	91.01%	0%	0%
Directors and of the			
Executive Committee			
Adopted During the			
Preceding Year			
Election of Directors:	24 2424	004	00/
Manuel M. Lopez	91.01%	0%	0%
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			
Amendment of the Third			
Article of the Articles of	91.01%	0%	0%
Incorporation to Reflect			
the Complete Address of			
the Principal Office of the			
Corporation			
Election of External			
Auditors and Fixing of their	91.01%	0%	0%
Remuneration			

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			

(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.

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

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Series of 2015.

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 4 ADB Ave. cor. Poveda St. 1605 Ortigas Center, Pasig City