



**THE PHILIPPINE STOCK  
EXCHANGE, INC.**

**Corporate Governance Guidelines  
for  
Listed Companies  
Disclosure Template**

	COMPLY	EXPLAIN
<b>Guideline No. 1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY</b>		
1.1 Have a clearly defined vision, mission and core values.	Yes	The Board annually reviews the vision and mission of Rockwell Land Corporation.  Additionally, Section 2 of the Company's Corporate Governance Manual states: The Board shall formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance. It shall implement the values of the Corporation.
1.2 Have a well-developed business strategy.	Yes	The Company comes up with a 5-year plan on the last quarter of the year which is reviewed and updated at least 2x a year (mid-year review and annual planning) Section 2 of the Company's Corporate Governance Manual states: The Board shall provide sound strategic policies and guidelines to the Corporation on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance.
1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture.	Yes	There were MidYear Review of Performance vs. Plans held last June 14 and August 12, 2016 and a Board Retreat held last October 17, 2016. It was further refined, finalized and presented last November 16, 2016.

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		Section 2 of the Company's Corporate Governance Manual: The Board shall provide sound strategic policies and guidelines to the Corporation on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance including the business plans, operating budgets and Management's overall performance
1.4 Have its board continually engaged in discussions of strategic business issues.	Yes	The Company holds a monthly regular Board meeting to discuss strategic business issues. The parent company holds CEOs meeting every 2 weeks for performance monitoring and strategic business discussions.
<b>Guideline No. 2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD</b>		
2.1 Have a board composed of directors of proven competence and integrity.	Yes	The Company's board is composed of two finance professionals and nine business executives with diverse backgrounds.  Please see attached <b>Annex A</b> for the profiles of our directors.  Additionally, Section 3 of the Corporate Governance Manual states that The Board should ensure that, through a managed and effective system, board appointments are made that provide a mix of proficient directors , each of whom is able to add value and to

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		bring prudent judgment to bear on the decision making process. The non-executive directors should possess such qualifications and stature that would enable them to effectively participate in the deliberations of the Board.
2.2 Be led by a chairman who shall ensure that the board functions in an effective and collegial manner.	Yes	The Chairman actively solicits the opinions of the members of the Board, especially the Independent Directors' opinions. Our directors who are all reputable leaders in the business community regularly and in the ordinary course of the board meetings freely express their views on the matters concerning the corporation.
2.3 Have at least three (3) or thirty percent (30%), whichever is higher, of its directors as independent directors.	No	<p>The Company has 2 Independent directors out of a total of 11 directors, namely:</p> <ol style="list-style-type: none"> <li>1. Mr. Oscar J. Hilado</li> <li>2. Mr. Monico V. Jacob</li> </ol> <p>Please see Annex A for the profiles of our directors.</p> <p>The number of independent directors is in accordance with the Company's Corporate Governance Manual and the Securities Regulation Code.</p> <p>Section 2 of the Corporate Governance Manual states that "XXX. There shall be at least two independent directors or such number of independent directors that constitutes 20% of the members of the Board,</p>

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		whichever is lesser, but in no case less than two.
2.4 Have in place written manuals, guidelines and issuances that outline procedures and processes.	Yes	<p>The Company has a Corporate Governance Manual, among other guidelines or issuances. The Company has a documented procedures manual of its key processes. Policies and guidelines intended to strengthen the internal control and/or to enhance the process efficiency are likewise documented and disseminated to the employees.</p> <p>Rockwell Land's Manual of Corporate Governance can be found in the company website:  <a href="http://www.e-rockwell.com/pdf/Corporate%20Governance/(JULY%2031,%202014)%20Corporate%20Governance%20Manual%20ROCK%2031Jul2014_amended%20SEC%20Memo%206.pdf">http://www.e-rockwell.com/pdf/Corporate%20Governance/(JULY%2031,%202014)%20Corporate%20Governance%20Manual%20ROCK%2031Jul2014_amended%20SEC%20Memo%206.pdf</a></p>
2.5 Have Audit, Risk, Governance and Nomination and Election Committees.	Yes	<p><u>Audit Committee</u></p> <p>There is an Audit Committee composed of 2 independent directors and 2 non-executive directors, and an independent director sits as Committee Chairman. The Audit Committee is governed by a duly approved Audit Committee Charter. It meets every quarter and calls a special meeting when necessary. The Audit Committee is supported by an Internal Audit Group which acts as its working arm, and reports directly to the Committee. The internal audit group's responsibilities and scope of work is clearly defined in its Internal Audit Charter which is duly approved by the</p>

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		<p>President and CEO and Chairman of the Audit Committee and in compliance with the International Standards for the Professional Practice of Internal Auditing (ISPPA).</p> <p><u>Risk Management Committee</u> There is a Risk Management Committee composed of 1 independent director, 2 non-executive directors and an executive director. The committee is chaired by a non-executive director.</p> <p><u>Nominations and Elections Committee</u> The committee is composed of 3 non-executive directors and an independent director.</p> <p>The responsibilities of monitoring corporate governance is assumed by the Audit Committee and the Nominations and Elections Committee .</p>
2.6 Have its Chairman and CEO positions held separately by individuals who are not related to each other.	Yes	<p>The Company's Chairman is Ambassador Manuel M. Lopez while the President and CEO is Mr. Nestor J. Padilla who are not related to each other.</p> <p>Please see attached <b>Annex A</b> for the profiles of our Chairman and CEO.</p>
2.7 Have a director nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.	Yes	<p>Section 15 of the Manual of Corporate Governance states that:</p> <p>"The shareholders have the right to receive timely and transparent information about the Corporation.</p>

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		<p>The Board recognizes and shall respect the rights of the stockholders under the law, the articles of incorporation and the by-laws, specifically the stockholders’ rights to vote, pre-emptive rights, power of inspection, right to dividend and appraisal rights.</p> <p>Stockholders’ meetings shall be conducted fairly and in a transparent manner and the stockholders shall be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the by-laws, the exercise of that right shall not be unduly restricted and any doubts about the validity of a proxy should be resolved in the stockholders’ favor.</p> <p>The Board shall promote the rights of stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for the breach of their rights.</p> <p>The Board shall take appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders’ meaningful participation in meetings, whether by in person or by proxy. Accurate and timely information should be</p>

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		<p>made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration and approval.</p> <p>The Board shall give minority stockholders the right to propose the items for discussion that relate directly to the business of the corporation.”</p>
<p>2.8 Have in place a formal board and director development program.</p>	<p>Yes</p>	<p>The Company BOD and Management attended the following learning sessions:</p> <ol style="list-style-type: none"> <li>1. Executive Learning Session on Adaptive Leadership by Dr. Ronald A. Heifetz (August 2014)</li> <li>2. Executive Learning Workshop on Scaling Up by Verne Harnish and Jeremy Han (March 2015)</li> <li>3. Corporate Governance Seminar by SGV &amp; Co. (August 2015, September 2015 and September 2016)</li> <li>4. Gear Up: an Executive Learning Workshop by Tom Kosnik and Kae Fong Tay (September 2015).</li> </ol> <p>Additionally, Section 13 of the Company’s Corporate Governance Manual states” New directors should be familiarized with the Corporation’s operations, senior management and its business environment</p>



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		and be inducted in terms of their fiduciary duties and responsibilities as well as in respect of the Board's expectations. If new directors have no board experience, they should receive orientation in their unaccustomed responsibility. Opportunities for orientation for existing and potential directors shall be identified and appropriate development undertaken." In this connection, Management gives new directors a one-on-one orientation on the operations of the Company.
2.9 Have a corporate secretary.	Yes	Currently, Atty. Enrique I. Quiason is the Corporate Secretary and Atty. Esmeraldo C. Amistad is the Assistant Corporate Secretary.
2.10 Have no shareholder agreement, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently.	Yes	There are no existing shareholder agreements, by-law provision or other arrangements, that constrains the directors' ability to vote independently.
<b>Guideline No. 3: MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM</b>		
3.1 Establish the internal audit function as a separate unit in the company which would be overseen at the Board level.	Yes	There is an independent internal audit group that functionally reports to the Audit Committee and acts as the working group of the Audit Committee.  Section 10 of the Company's Corporate Governance Manual states: "The Corporation shall have in place an independent audit system which shall be performed by an Internal Auditor or group of Internal Auditors, through which it's Board, senior management,

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		and shareholders shall be provided with reasonable assurance that key organizational and procedural controls are effective, appropriate and complied with.” It further provides that the Internal Audit group shall functionally report to the Audit Committee.
3.2 Have a comprehensive enterprise-wide compliance program that is annually reviewed.	Yes	There are two board committees looking into compliance requirements – Audit Committee and Risk Management Committee.
3.3 Institutionalize quality service programs for the internal audit function.	Yes	The internal audit function’s quality service programs are institutionalized through the following: <ul style="list-style-type: none"> <li>• Internal Audit function is embedded in the Audit Committee Charter and defined in the Internal Audit Charter</li> <li>• An annual Audit Plan is prepared and submitted to the Audit Committee for approval</li> <li>• Regular monitoring and evaluation of the plan as well as the results are being done</li> <li>• A feedback mechanism has been established for continuous improvement of the internal audit process.</li> </ul>
3.4 Have in place a mechanism that allows employees, suppliers and other stakeholders to raise valid issues.	Yes	The company undertakes specific activities to listen and learn from employees, suppliers and other stakeholders regarding their requirements, needs and changing expectations.

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		<p>The company takes the effort to meet its stakeholders and/or communicates person-to-person with shareholders through STSI as well as meetings with management.</p> <p>A Whistleblowing Program is in place that will allow employees to report through a secure and confidential channel, any actual or suspected issues regarding unethical behavior or business practices.</p> <p>The company also maintains a website, <a href="http://www.e-rockwell.com">www.e-rockwell.com</a>, where they can get the contact information and write their feedback.</p>
<p>3.5 Have the Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	Yes	<p>A management representation letter is being prepared by senior management recognizing responsibility of the fair presentation of the financial statements and that appropriate internal control is in place and working effectively as intended. An annual audit report is being submitted to the Audit Committee by Internal Audit Head providing information as to the adequacy of internal controls of the processes reviewed during the year.</p>
<p><b>Guideline No. 4: RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS</b></p>		
<p>4.1 Have its board oversee the company's risk management function.</p>	Yes	<p>There are two board committees tasked to study and assess risks (Risk Management Committee and the Audit Committee).</p> <p>As stated in the Corporate Governance Manual:</p>

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		<p>Section 7. Risk Management Committee xxx</p> <p>The Risk Management Committee shall have the following powers and functions:</p> <ul style="list-style-type: none"> <li>i. oversee the formulation and establishment of an enterprise-wide risk management system;</li> <li>ii. review, analyse and recommend the policy, framework, strategy, method and/or system of or used by the Corporation to manage risks, threats or liabilities;</li> <li>iii. review and assess the likelihood and magnitude of the impact of material events on the Corporation and/or to recommend measures, responses or solutions to avoid or reduce risks or exposures; and</li> <li>iv. perform such other duties and functions and/or assume such responsibilities as may be delegated by the Board of Directors. “</li> </ul> <p>And as stated in Section 5 of the Corporate Governance Manual: “The Audit Committee shall have the following duties and responsibilities: xxx</p> <ul style="list-style-type: none"> <li>• Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management.</li> </ul> <p>xxx</p> <ul style="list-style-type: none"> <li>• Provide oversight over Management’s activities in managing credit, market, liquidity,</li> </ul>

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		operational, legal and other risks of the corporation. The function includes regular receipt from Management of information on risk exposures and risk management activities.”
4.2 Have a formal risk management policy that guides the company's risk management and compliance processes and procedures.	Yes	<p>The Enterprise Risk Management activities of the company are being done based on the COSO framework which includes: a) Risk Identification; b) Risk assessment; c) Risk response; d) Control activities; e) Communications; and f) Monitoring.</p> <p>The Risk Management Committee is the principal agency for these functions; its creation, power and responsibilities are set out in Section 7 of the Corporate Governance Manual.</p>
4.3 Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not limited to, COSO, (The Committee of Sponsoring Organizations of the Treadway Commission) I and II.	Yes	<p>The Enterprise Risk Management activities of the company are being done based on the COSO framework which includes: a) Risk Identification; b) Risk assessment; c) Risk response; d) Control activities; e) Communications; and f) Monitoring.</p> <p>The Risk Management Committee is the principal agency for these functions; its creation, power and responsibilities are set out in Section 7 of the Revised Manual on Corporate Governance:</p> <p>The Board shall create a Risk Management Committee composed of at least three (3)</p>

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		<p>members of the Board, or such other number as may be prescribed by the Board. The Chairman of the Board shall designate the Chairman of the Committee.</p> <p>Duties and Responsibilities The Risk Management Committee shall have the following powers and functions:</p> <ul style="list-style-type: none"> <li>i. oversee the formulation and establishment of an enterprise-wide risk management system;</li> <li>ii. review, analyse and recommend the policy, framework, strategy, method and/or system of or used by the Corporation to manage risks, threats or liabilities;</li> <li>iii. review and assess the likelihood and magnitude of the impact of material events on the Corporation and/or to recommend measures, responses or solutions to avoid or reduce risks or exposures; and</li> <li>iv. perform such other duties and functions and/or assume such responsibilities as may be delegated by the Board of Directors.</li> </ul> <p>Part of ERM activities are integrated in internal audit function for the development of risk-based annual internal audit plan.</p>
<p>4.4 Have a unit at the management level, headed by Risk Management Officer (RMO).</p>	<p>No</p>	<p>There is no formal Risk Management Officer at present in the company. However, a senior officer has in the meantime, in the person of the CFO, Ms. Ellen V. Almodiel, been tasked to</p>

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		<p>oversee the enterprise risk management process in coordination with the Risk Management Committee of the Board.</p> <p>Key executives are identified risk owners of strategic risks. They are given the responsibility and authority to develop, implement and monitor risk treatment options for the assigned strategic risks. The risk owners are also tasked to regularly update the Risk Management Committee.</p>
4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.	Yes	Please refer to attached Annex B
4.6 Seek external technical support in risk management when such competence is not available internally.	Yes	<p>Key executives are identified risk owners of strategic risks. They are given the responsibility and authority to develop, implement and monitor risk treatment options for the assigned strategic risks. The risk owners are also tasked to regularly update the Risk Management Committee.</p> <p>In addition, Rockwell has consulted reputable accounting firms, law firms and other consulting companies, including foreign companies. It also consults its parent company First Philippine Holdings Corporation to leverage on its Risk Management organization and the expertise of its personnel.</p>
<b>Guideline No. 5: ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING FUNCTION</b>		

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5.1 Have the board Audit Committee approve all non-audit services conducted by the external auditor. The Committee should ensure that the non-audit fees do not outweigh the fees earned from the external audit.	Yes	The Audit Committee approves all the non-audit services conducted by SGV and assesses that the nature, scope and fees for non-audit services will not impair their independence.
5.2 Ensure that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Yes	The external auditor of Rockwell is SGV & Co., which is one of the most reputable audit and accounting firms in the country. Additionally, it is a member of the Ernst & Young Group which is one of the world's biggest audit firms.
5.3 Ensure that the external auditor has adequate quality control procedures.	Yes	A separate group handled by another SGV & Co. partner ensures the quality of the audit work and the reports
5.4 Disclose relevant information on the external auditors.	Yes	Relevant information on the external auditors is being disclosed by the Firm to its Clients. Members of the External Audit team are introduced to the Management and Audit Committee during its initial presentation in the Audit Committee meeting.  Relevant information concerning the external auditors is also disclosed in the notice of stockholders meeting/Definitive Information Statement dated April 22, 2016.
5.5 Ensures that the external audit firm is selected on the basis of a fair and transparent tender process.	Yes	The Audit Committee recommends the selection of the External Auditors and such recommendation is presented to the Board for approval and ratified by the shareholders in the Annual Stockholders Meeting (ASM)
5.6 Have its audit committee conduct regular meetings and dialogues with the external audit team without anyone from management present.	Yes	This is provided in the Audit Committee charter and it is at the discretion of the Audit Committee to call such meeting.
5.7 Have the financial reports attested to by the Chief Executive Officer and Chief Financial Officer.	Yes	The Audited Financial Statements submitted to the regulatory agencies and released to the



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		stockholders are attested to by the CEO and CFO. A statement of management's responsibility for the financial statements is also issued by the management and is being attached in the annual report.
5.8 Have a policy of rotating the lead audit partner every five years.	Yes	The external auditor of the Company adheres to the requirement of rotating lead audit partner every five years. A new engagement partner was introduced to the audit committee during its quarterly meeting held on November 11, 2014. The engagement partner prior to him had been taking the lead for two years after the company was listed in the Exchange.
<b>Guideline No. 6: RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP</b>		
6.1 Adopt the principle of "one share, one vote."	Yes	Rockwell Land's capital stock is composed of its common and preferred shares.  Rockwell Land's common shares have voting rights (one vote for one share), and participate in dividends.  The preferred shares has voting rights and are non-participating in any other or further dividends beyond that specifically on such preferred shares. Each preferred share shall not be convertible to common shares.  Article I, Section 6 of the Amended By-Laws states that: "Section 6. Voting - Except as otherwise provided by law, each stockholder

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		<p>of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock and transfer books of the Corporation, which vote may be given personally or by power or attorney or proxy authorized in writing. The instrument authorizing a proxy to act shall be exhibited to the Secretary if so requested. In the election of Directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code.”</p>
<p>6.2 Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Yes</p>	<p>Section 15. Investor’s Right and Protection of the Corporate Governance Manual states that;</p> <p>The shareholders have the right to receive timely and transparent information about the Corporation.</p> <p>The Board recognizes and shall respect the rights of the stockholders under the law, the articles of incorporation and the by-laws, specifically the stockholders’ rights to vote, pre-emptive rights, power of inspection, right to dividend and appraisal rights.</p> <p>Stockholders’ meetings shall be conducted fairly and in a transparent manner and the stockholders shall be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a</p>

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		<p>proxy. Subject to the requirements of the by-laws, the exercise of that right shall not be unduly restricted and any doubts about the validity of a proxy should be resolved in the stockholders' favor.</p> <p>The Board shall promote the rights of stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for the breach of their rights.</p> <p>The Board shall take appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether by in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration and approval.</p> <p>The Board shall give minority stockholders the right to propose the items for discussion that relate directly to the business of the corporation.</p>

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<p>6.3 Have an effective, secure and efficient voting system.</p>	<p>Yes</p>	<p>Section 6.and Section 7 of Article I of the Amended By-Laws state that:</p> <p>Section 6. Voting - Except as otherwise provided by law, each stockholder of record shall be entitled at every meeting of stockholders to one vote for each share of stock standing in his name on the stock and transfer books of the Corporation, which vote may be given personally or by power or attorney or proxy authorized in writing. The instrument authorizing a proxy to act shall be exhibited to the Secretary if so requested. In the election of Directors, each stockholder entitled to vote may cumulate and distribute his votes in accordance with the provisions of the Corporation Code.</p> <p>Section 7. Proxies - Voting at any annual or special meeting of the stockholders may be made by proxy and shall be in writing, provided that no proxies shall be voted at any meeting unless such proxies shall have been placed on file with the Secretary of the Corporation for verification, at least ten (10) calendar days prior to the date on which shall meeting shall convene. Any proxy, duly executed and filed, shall continue in full force until a written revocation of the proxy or a duly executed proxy covering the same shares and bearing a later date is filed. Any proxy may by its terms be limited for use at a single specified meeting of the stockholders. Any</p>

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		<p>proxy is automatically suspended or revoked, as the case may be, when the person executing the proxy is present at a stockholders' meeting and elects to vote.</p> <p>Before each meeting of the stockholders, all proxies filed before the meeting shall be submitted to and examined by the Secretary. In the validation of proxies, a special committee of inspectors may be designated or appointed by the Board of Directors which shall be empowered to pass on the validity of proxies of the Corporation, and no shares may be represented or voted under a proxy that is found to be invalid or irregular. Each proxy filed with the Secretary prior to a meeting shall be examined by him as promptly as possible after filing.</p>
6.4 Have effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Yes	<p>Section 15 (Investors' Rights and Protection) of the Company's Corporate Governance Manual states that: "The Board shall give minority stockholders the right to propose the items for discussion that relate directly to the business of the corporation"</p> <p>In addition, the Company allows cumulative voting pursuant to the Corporation Code.</p>
6.5 Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before a special meeting.	No	<p>For last year's Annual Stockholders' Meeting (scheduled on June 02, 2016), notice and agenda was posted in company website on April 07, 2016, and information statement was sent out on May 4, 2016</p>

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		The Company is compliant with legal requirements. The notice and agenda of the stockholders meeting are sent at least 15 trading days before the meeting.
6.6 Allow shareholders to call a special shareholders meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.	Yes	Section 15 of the Corporate Governance Manual states that: "The Board recognizes and shall respect the rights of the stockholders under the law, the articles of incorporation and the by-laws, specifically the stockholders' rights to vote, pre-emptive rights, power of inspection, right to dividend and appraisal rights."
6.7 Ensure that all relevant questions during the AGM are answered.	Yes	There were no questions raised in the most recent ASM dated June 02, 2016 but the stockholders were given ample opportunity to speak out on any issue of concern.  For prior year's ASM dated May 27,2015, kindly refer to our disclosure published in 2016 through our corporate website ( <a href="http://www.e-rockwell.com">www.e-rockwell.com</a> ) and PSE (Edge.PSE.com.ph).
6.8 Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.	Yes	Section 15 of the Corporate Governance Manual states that:  "Stockholders' meetings shall be conducted fairly and in a transparent manner and the stockholders shall be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the by laws, the exercise of that right shall not be

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		<p>unduly restricted and any doubts about the validity of a proxy should be resolved in the stockholders' favor.</p> <p>The Board shall promote the rights of stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for the breach of their rights.</p> <p>The Board shall take appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether by in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration and approval.</p> <p>The Board shall give minority stockholders the right to propose the items for discussion that relate directly to the business of the corporation."</p>
<p>6.9 Avoid anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.</p>	<p>Yes</p>	<p>The Company respects and follows free market forces, subject to legal rules and regulations. There are no anti-takeover provisions in the By-laws of the corporation nor in the Manual on Corporate Governance.</p>

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6.10 Provide all shareholders with accurate and timely information regarding the number of shares of all classes held by controlling shareholders and their affiliates.	Yes	<p>The Company releases the list of Top 100 Common Stockholders quarterly. Attached as Annex D is the list of Top 100 Common Stockholders as of December 31, 2016.</p> <p>Section 15 of the Corporate Governance Manual states that: The Board shall take appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether by in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration and approval.</p>
6.11 Have a communication strategy to promote effective communication with shareholders.	Yes	The following modes of communications are being utilized by the Company: Disclosure, Investor Conference, One-on-One Meeting, Letter, E-mail, Telephone, Fax, Website, Brochure, Annual and Quarterly Reports, Annual Stockholders' Meetings.
6.12 Have at least thirty percent (30%) public float to increase liquidity in the market.	No	The Company has only 12.79% public ownership as of December 31, 2016 (the last available report). The Company was listed by way of introduction last May 2012 following the property dividend declaration of its previous parent company, Manila Electric Company without the Company selling shares to the market.
6.13 Have a transparent dividend policy.	Yes	In item B of our SEC 17-C disclosure dated May 29, 2013, the Company stated: "The Board



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		likewise adopted a dividend policy of 20% of prior year's Net Income after Tax (NIAT).
<b>Guideline No. 7: ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANSPARENCY REGIME</b>		
7.1 Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.	Yes	Section 16 (Disclosure and Transparency) of the Corporate Governance Manual states " All material information about the corporation which could adversely affect its viability or the interest of the stockholders shall be publicly and timely disclosed. Such information shall include among others, earnings results, acquisitions or dispositions of assets, off-balance sheet transactions, related party transactions, and direct and indirect remuneration of the members of the Board and Management. All such information shall be disclosed through the appropriate submissions to the SEC."
7.2 Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Yes	No such agreements exist.
7.3 Disclose its director and executive compensation policy.	Yes	Disclosed in compensation tables of SEC Forms 20-IS and 17A.  As stated in Section 4. of the Corporate Governance Manual: "Remuneration of Officers. The Board shall promote a culture that supports enterprise and innovation, with appropriate short-term and long-term performance related rewards that are fair and achievable in motivating management and

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		employees effectively and productively. It is imperative that the Board seeks to drive the business enterprise proficiently through the proper and considered decision-making processes and recognizes entrepreneurial endeavor among its management without contravening laws and regulations. xxx”
7.4 Disclose names of groups of individuals who hold five percent (5%) or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.	Yes	Please refer to Annex D.
7.5 Disclose annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements shall be published within ninety (90) days from the end of the financial year, while interim reports shall be published within forty-five (45) days from the end of the reporting period.	No	The Company is compliant with legal requirements. Consolidated financial statements are published within 105 days from the end of the financial year and interim reports are published within 45 days from the end of the reporting period.
7.6 Disclose to shareholders and the Exchange any changes to its corporate governance manual and practices, and the extent to which such practices conform to the SEC and PSE CG Guidelines.	Yes	There was no change to the Corporate Governance Manual in 2016.
7.7 Publish and/or deliver to its shareholders in a timely fashion all information and materials relevant to corporate actions that require shareholder approval.	Yes	This is reflected in the Definitive Information Statement, disclosures and annual reports. The Company also provides quarterly reports to all shareholders.
7.8 Disclose the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This shall also include the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Yes	The Company complies with the SEC (SEC Form 23-A and 23-B) and PSE reportorial requirements.  As stated in Section 14. of the Corporate Governance Manual: The reports or disclosures required under this Manual shall be prepared and submitted to

	COMPLY	EXPLAIN
		the Securities and Exchange Commission by the responsible officer.
7.9 Disclose in its annual report the principal risks to minority shareholders associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross- holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Yes	It is disclosed through the Annual Report particularly under Significant Ownership of Certain Beneficial Owners and Management, among others.
<b>Guideline No. 8: RESPECTS AND PROTECTS THE RIGHTS AND INTERESTS OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS</b>		
8.1 Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers and customers, creditors as well the community, environment and other key stakeholder groups.	Yes	<p>Rockwell's CORE Values of Fairness and Integrity addresses the company's recognition and protection of the rights and interests of key stakeholders.</p> <p>Also, as part of the Lopez Group, the Company adheres to the Lopez Credo of: "WE, as employees of the Lopez Group of Companies, believe that our primary reason for being is to serve the Filipino people. Thus we shall always conduct ourselves in a manner that is mindful of the long-term mutual benefit of the Lopez Group and the various publics we serve. We will be responsible stewards of all our resources, and conscious of our obligation to present and future generations.</p> <p>Since 1928, and in the years and generations to follow, our commitment to the distinctive Lopez values will not change as we remain committed to serve our stakeholders.</p>

	COMPLY	EXPLAIN
		In our service to the Filipino people, we will be guided by the following distinct Lopez Values – a pioneering entrepreneurial spirit, business excellence, unity, nationalism, social justice, integrity, concern for employee welfare and wellness. We know from generations of experience that it is by living according to these values that a company can be built to last.”
8.2 Have in place a workplace development program.	Yes	<p>Rockwell conducts the following activities under the ESH system:</p> <ul style="list-style-type: none"> <li>• Fire drills (once a year, March-April)</li> <li>• Earthquake and building evacuation drill (once a year, June)</li> </ul> <p>The company held its Annual Physical Examination to employees last December 2-3, 2016 through its HMO provider, Health Maintenance Inc. and Sto. Domingo Diagnostic and Medical Center Corp.</p>
8.3 Have in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	Yes	The Corporation has an existing Employee Stock Option Plan (ESOP) which was approved by the SEC on December 6, 2012. The ESOP is offered to all regular employees of the Parent Company including employees seconded to other affiliates or other individuals that the Board of Administrators may decide to include. The aggregate number of ESOP shares that may be issued shall not at any time exceed 3% of the issued capital stock of the Company on a fully diluted basis. The

	COMPLY	EXPLAIN
		<p>maximum numbers of shares a participant is entitled to shall be determined as a multiple of the gross basic monthly salary based on rank and performance for the year preceding the award. The option is exercisable anytime within the Option Term once vested. The exercise price per share subject to an award granted shall be fixed at P1.46, which is the initial listing price of the Company.</p> <p>The Company also has Retirement policies in place.</p>
8.4 Have in place a community involvement program.	Yes	<p>In the month of October 2016, Rockwell Land joined the School Rebuilding Project of DepEd and EDC by financing the construction of 6 buildings of 2 classroom units across 6 municipalities in the provinces of Iloilo, Bicol and Bukidnon.</p> <ol style="list-style-type: none"> <li>1. San Dionisio, Iloilo – Hacienda Conchita National High School and Anabo National High School</li> <li>2. Sorsogon City, Sorsogon – Rizal Integrated National School</li> <li>3. Manito, Albay – Nagotgot Elementary School</li> <li>4. Impasug-ong, Bukidnon - Impasug-ong School</li> <li>5. Baungon, Bukidnon – Imbatug School</li> </ol> <p>In December, we had medical missions in 6 cities in Metro Manila (Q.C., Pasig, Muntinlupa, San Juan, Makati and</p>

	COMPLY	EXPLAIN
		<p>Mandaluyong) for children and the elderly. This has served nearly 1,200 beneficiaries.</p> <p>These are on top of our yearly support to the scholars of Bantay Bata 163 (through Bantay Edukasyon) and Sts. Peter and Paul Parish (Barangay Poblacion, Makati City). We have volunteer works for Servathon and the tree planting project of EDC (Binhi). Regular support are also given to White Cross and Bayan ni Juan (by ABS-CBN Foundation).</p>
8.5 Have in place an environment-related program.	Yes	<p>Rockwell is compliant with environmental regulations and participates regularly in Earth Hour and Earth Day events which includes gathering recyclables. Our company is also an active member of the new FPH-ESH organization formed in 2016 including regular attendance to corporate sustainability programs including trainings and seminars, such as the ff.:</p> <ol style="list-style-type: none"> <li>1. GHG Accounting (Sep 12, 2016)</li> <li>2. Energy Management (Nov 16, 2016)</li> <li>3. Water Management (Nov 17, 2016)</li> <li>4. Waste Management (Nov 18, 2016)</li> </ol> <p>Rockwell also gathers information and sends regular monthly reports on GHG (Green House Gas emissions) to FPH.</p>
8.6 Have clear policies that guide the company in its dealing with its suppliers, customers, creditors, analysts, market intermediaries and other market participants.	Yes	<p>The Company policy provides that it will deal with its suppliers, customers, creditors, analysts, market intermediaries and other market participants with utmost fairness and</p>

	COMPLY	EXPLAIN
		transparency. This is consistent with its Corporate value of Integrity.
<b>Guideline No. 9: DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING</b>		
9.1 Develop and disclose a policy governing the company's transactions with related parties.	Yes	Item 27, SEC Form 17-A (submitted in 2015) provides for the terms of conditions of transactions with related parties:  <u>"Terms and Conditions of Transactions with Related Parties</u> Purchases from related parties are made at normal market prices. Outstanding balances at yearend are unsecured, interest-free, settlement occurs in cash and collectible/payable on demand. There have been no guarantees provided for or received for any related party receivables or payables. For the years ended December 31, 2015, 2014 and 2013, the Company has not made any provision for doubtful accounts relating to amounts owed by related parties. This assessment is undertaken at each financial year through examination of the financial position of the related party and the market in which the related party operates."
9.2 Clearly define the thresholds for disclosure and approval for RPTs and categorize such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate of RPT within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Yes	The Company ensures that related party transactions are entered into on an arms-length basis. The nature and amounts of these transactions are disclosed in the Company's financial statements.

	COMPLY	EXPLAIN
9.3 Establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions in shareholders meetings.	No	<p>The Company deems it more efficient to have a special committee composed of independent directors to review all material or significant related party transactions to determine whether they are in the best interest of the Company.</p> <p>The Audit Committee also reviews disclosures of material information, related party transactions, and subsequent events, as provided under its oversight function on the reliability of financial reporting.</p>
9.4 Have its independent directors or audit committee play an important role in reviewing significant RPTs.	Yes	All significant transactions require board approval which includes the participation of the independent directors.
9.5 Be transparent and consistent in reporting its RPTs. A summary of such transactions shall be published in the company's annual report.	Yes	The nature and amounts of related party transactions are properly disclosed in the Company's audited financial statements.
9.6 Have clear policy in dealing with material non-public information by company insiders.	Yes	<p>Section H of the Company's Code of Discipline states:</p> <p>10. Unauthorized disclosure of confidential information, trade secrets related to the Company's affairs or unauthorized reproduction of Company records, documents, etc. known by employee(s) but unknown to outsiders which may benefit any competitor or any other party to the prejudice of the Company.</p> <p>First Offense – Dismissal</p>
9.7 Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.	Yes	Section 15 of the Corporate Governance Manual states: "The shareholders have the



	COMPLY	EXPLAIN
		<p>right to receive timely and transparent information about the Corporation.”</p> <p>It further states that: “The Board shall take appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders’ meaningful participation in meetings, whether by in person or by proxy. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration and approval.</p>
<b>Guideline No. 10: DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE, &amp; ENFORCEMENT</b>		
10.1 Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.	Yes	<p>Section I of the Employee’s Code of Discipline:</p> <p>This policy is created to set forth the Company’s Code of Discipline and the disciplinary process that the Company must utilize to address unacceptable behavior and related employment problems in the workplace, or outside the workplace when conduct impacts an employee’s ability to do his/her job and/or influence the company’s overall performance.</p>
10.2 Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Yes	<p>Section 2 of the Manual of Corporate Governance states:</p> <p>“The Board shall ensure that adequate procedures, systems and practices that</p>

	COMPLY	EXPLAIN
		protect the Corporation's assets and reputation are in place and are maintained. The Board shall be guided by best business practices. The Board shall ensure the Corporation's faithful compliance with all applicable laws, regulations and be guided by best business practices."
10.3 Not seek exemption from the application of a law, rule regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.	Yes	The Company has not applied for any exemption from the application of a law, rule, or regulation.
10.4 Have clear and stringent policies and procedures on curbing and penalizing company or employee involvement in offering, paying and receiving bribes.	Yes	Section F of the Company's Code of Discipline states: 32. Solicitation or collection of contributions, money or material objects for any purpose from employees, guests, suppliers, not sanctioned by the company. First offense: Dismissal
10.5 Have a designated officer responsible for ensuring compliance with all relevant laws, rules, and regulation, as well as all regulatory requirements.	Yes	The Corporate Secretary and the Assistant Corporate Secretary are the designated officers
10.6 Respect intellectual property rights.	Yes	The Company has registered its marks, logos, trademarks and trade name with the Intellectual Property Office (IPO) showing that it is a respecter of intellectual property rights, including its own.
10.7 Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with	Yes	Section 2 of the Manual for Corporate Governance:

	COMPLY	EXPLAIN								
<p>shareholders and other key stakeholders, would be settled in a fair and expeditious manner.</p>		<p>As may be deemed proper by the Board, it may establish and maintain an alternative dispute resolution system that can amicably settle conflicts and differences between the corporation and its stockholders, and the corporation and third parties, including the regulatory authorities</p> <table border="1" data-bbox="1373 565 1906 1292"> <thead> <tr> <th colspan="2" data-bbox="1556 565 1906 656">Alternative Dispute Resolution System</th> </tr> </thead> <tbody> <tr> <td data-bbox="1373 656 1556 878"><b>Corporation &amp; Stockholders</b></td> <td data-bbox="1556 656 1906 878">The Company, through its stock transfer agent, investor relations unit, Office of the Corporate Secretary and legal department, attends to the needs of the stockholders.</td> </tr> <tr> <td data-bbox="1373 878 1556 1166"><b>Corporation &amp; Third Parties</b></td> <td data-bbox="1556 878 1906 1166">Alternative Dispute Resolution systems, including senior management consultations, mediations, conciliations and arbitration, are provided in Joint Venture Agreements and similar contractual arrangements.</td> </tr> <tr> <td data-bbox="1373 1166 1556 1292"><b>Corporation &amp; Regulatory Authorities</b></td> <td data-bbox="1556 1166 1906 1292">Regular consultations with regulatory and government agencies.</td> </tr> </tbody> </table>	Alternative Dispute Resolution System		<b>Corporation &amp; Stockholders</b>	The Company, through its stock transfer agent, investor relations unit, Office of the Corporate Secretary and legal department, attends to the needs of the stockholders.	<b>Corporation &amp; Third Parties</b>	Alternative Dispute Resolution systems, including senior management consultations, mediations, conciliations and arbitration, are provided in Joint Venture Agreements and similar contractual arrangements.	<b>Corporation &amp; Regulatory Authorities</b>	Regular consultations with regulatory and government agencies.
Alternative Dispute Resolution System										
<b>Corporation &amp; Stockholders</b>	The Company, through its stock transfer agent, investor relations unit, Office of the Corporate Secretary and legal department, attends to the needs of the stockholders.									
<b>Corporation &amp; Third Parties</b>	Alternative Dispute Resolution systems, including senior management consultations, mediations, conciliations and arbitration, are provided in Joint Venture Agreements and similar contractual arrangements.									
<b>Corporation &amp; Regulatory Authorities</b>	Regular consultations with regulatory and government agencies.									

This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this document is true, complete and correct.

Done this 30<sup>th</sup> of March 2017 in Makati City.



Oscar J. Hilado  
Independent director



Manuel M. Lopez  
Chairman

**Annex A****2.1. Have a board composed of directors of proven competence and integrity.****Manuel M. Lopez** - 75, Filipino

Chairman

Mr. Lopez has served as the Chairman of Rockwell Land since 1995. He is currently the Chairman and CEO of Lopez Holdings Corporation. Concurrently, he is the Chairman of the Board of Bayan Telecommunications Holdings Corporation and Rockwell Leisure Club. He is the Vice Chairman of FPH and Lopez Inc. He is a Director of ABS-CBN Corp., ABS-CBN Holdings Corp., Manila Electric Company (MERALCO), Sky Cable Corp., First Philippine Realty Corp., among others. . He is a director of Lopez Group Foundation Inc. and the President of Eugenio Lopez Foundation Inc. He also became the Philippine Ambassador to Japan from 2011-2016. He served as the Chairman of the Board of MERALCO from July 2010 to June 2012 after his retirement as Chairman and CEO for nearly 10 years since 2001. Mr. Lopez holds a Bachelor of Science degree in Business Administration from the University of the East and attended the Program for Management Development at the Harvard Business School.

**Oscar M. Lopez** - 87, Filipino

Chairman Emeritus

Mr. Lopez has served as Vice-Chairman of Rockwell Land from 1995 to 2012 until he became Chairman Emeritus in 2012. He is currently the Chairman Emeritus of FPH, Lopez Holdings and Energy Development Corporation (EDC). Prior to this, he was the Chairman of FPH from 1986 to 2010. Mr. Lopez is also the Chairman of Asian Eye Institute, ABS-CBN Corporation and Lopez Group Foundation and Knowledge Channel Foundation, Inc. He is a member of Management Association of the Philippines and Trustee to Asia Society Philippines Foundation and Philippine Business for Education. He was the President of Lopez Holdings Corp. (formerly Benpres Holdings Corp.) from 1973 to 1986. He studied at the Harvard College and graduated cum laude (Bachelor of Arts) in 1951. He finished his Masters of Public Administration at the Littauer School of Public Administration, also at Harvard in 1955.

**Federico R. Lopez** – 56, Filipino

Vice Chairman

Mr. Lopez is the Vice-Chairman and Director of Rockwell Land since August 2012. He is also the Chairman and CEO of FPH, First Gen Corporation, Energy Development Corporation and First Gas Power Corporation. He is Chairman of First Balfour, First Philippine Industrial Park, Inc. and First Philippine Realty Corporation, among others. He is also a Director of ABS-CBN Corporation. He is Chairman of the Board of Trustees of the Oscar M. Lopez Center for Climate Change Adaptation and Disaster Risk Management Foundation (OML Center) and the Sikat Solar Challenge Foundation. He is also a Trustee of the Philippine Tropical Forest Conservation Foundation, the World Wildlife Fund Philippines, and the Philippine Disasters Resilience Foundation. Mr. Lopez graduated with a Bachelor of Arts Degree with a Double Major in Economics & International Relations (Cum Laude) from the University of Pennsylvania in 1983.

***Eugenio L. Lopez III*** - 64, Filipino

Director

Mr. Lopez has been a Director at Rockwell Land since 1995. He is the Chairman of the Board and CEO of ABS-CBN Corporation since 1997 and its President from 1993-1997. He is also the Vice Chairman and Director of Lopez Holdings Corporation. He is also the Chairman and President of Bayan Telecommunications, Chairman of Sky Cable Corporation, President of Sky Vision Corporation and Director of FPH and First Gen Corporation. Mr. Lopez holds a Bachelor of Arts degree in Political Science from Bowdoin College and a Master's degree in Business Administration from the Harvard Business School.

***Miguel Ernesto L. Lopez*** - 48, Filipino

Treasurer and Senior Vice President for Property Management

Mr. Lopez has been a Director and Treasurer of Rockwell Land since 2009. He started serving Rockwell Land as Senior Vice President since 2012. He was the Senior Vice President and General Manager of Rockwell Integrated Property Services, Inc. (RIPSI) since 2012 until he started heading Office Development of Rockwell Land in June 2016. He is currently the Senior Vice President and Head of Corporate Affairs of Lopez Holdings Corporation. He is also a Director of Philippine Commercial Capital, Inc. (PCCI), PCCI Securities Brokers, Inc., Rockwell Leisure Club, Inc. and Rockwell Center Association, Inc. He is a member of the Board of Trustees of Eugenio Lopez Foundation, Inc. and an advisor to the Lopez Group Foundation Inc. He was previously part of the Board of Directors for Indra, Outsourced Telleserve Corporation and Meralco Millenium Foundation, Inc.. He held several executive and management positions at Meralco from 2002-2010. Mr. Lopez holds a Bachelor of Science degree in

Business Administration from Menlo College of California, USA and attended the Executive Development Program of the Asian Institute of Management.

**Manuel L. Lopez, Jr.** - 49, Filipino

Director

Mr. Lopez has been a Director at Rockwell Land since 2011. He is currently the President of Rockwell Leisure Club, Inc., which he was a Board Member since 2016. He serves as a Director of Lopez Inc., Philippine Trade Foundation, Inc., Stargate Media, and Philippine Commercial Capital, Inc. (PCCI). He is also presently the Executive Vice President of Benpres Insurance Agency, Inc. He has served as a Director of ABS-CBN Broadcasting Corporation, Central CATV, Inc. (Sky Cable), Pilipino Cable Corporation, and Call Center Association of the Philippines (CCAP), among others. He was previously the Chairman and CEO of PacificHub Corporation for 10 years, Mr. Lopez holds a Bachelor of Science degree in Business Administration from De La Salle University.

**Nestor J. Padilla** - 62, Filipino

Director, President and CEO

Mr. Padilla has been a Director at Rockwell Land since 1997, and has been the President and Chief Executive Officer since 1995. He is also serving as a Director of First Philippine Realty Corporation and First Batangas Hotel Corporation. He has also served as a Director in Rockwell Club and has served as a Trustee of the Rockwell Residential Towers Condominium Corporation. Prior to 1995, he held the position of Chief Executive Officer in Lippo Land in Indonesia and was the Executive Director of Indo Ayala Leasing. Mr. Padilla holds a Bachelor of Science degree in Business Management from the Ateneo de Manila University.

**Francis Giles B. Puno** - 52, Filipino

Director

Mr. Puno has been a Director of Rockwell Land since 2013. He was appointed Chief Finance Officer and Treasurer of FPH in October 2007 and was promoted to Executive Vice-President in September 2011. He is currently the President and COO of FPH

and First Gen Corporation. He is also a director in the various subsidiaries and affiliates of FPH and First Gen including, among others, Energy Development Corporation, First Balfour Inc., First Philippine Electric Corporation and First Philippine Industrial Park, Inc. Before joining FPHC, he worked with The Chase Manhattan Bank as Vice President for Global Power and Environment Group. He has a Bachelor of Science degree in Business Management from the Ateneo de Manila University and a Master in Business Administration degree from Northwestern University's Kellogg Graduate School of Management in Chicago, Illinois.

**Ferdinand Edwin S. CoSeteng** - 54, Filipino  
Director

Mr. CoSeteng has been a Director of Rockwell Land since 2013. He is the President of First Philippine Industrial Park since 2013 and a Director and Executive Vice-President of FPH since May 2015. His professional experience includes being a Tax Consultant at Arthur Andersen & Company, New York USA from 1988-1990; Engagement Manager at McKinsey & Company, Hong Kong from 1990-1993; President of Mariwasa Manufacturing, Inc. from 1993-2006 and Chairman of the Board & President of Mariwasa Siam Ceramics, Inc. from 1996-2006. In 2007, Mr. CoSeteng joined LF Logistics in Hong Kong as Executive Vice-President and headed the international logistics and freight forwarding business. He is a BS Electrical Engineering graduate from the University of the Philippines and holds a Master of Business Administration with Distinction from the Johnson Graduate School of Management, Cornell University, New York USA.

**Oscar J. Hilado** – 79, Filipino  
Independent Director

Mr. Hilado has been a Director of Rockwell Land since 2015. He is also an independent director of FPH since 1996. He is the Chairman of the Philippine Investment Management (PHINMA), Inc., other Phinma Corporations, and Union Galvasteel Corporation. He is currently Chairman of the Board and Chairman of the Executive Committee of Phinma Corporation, Vice Chairman of Trans Asia Power Generation Corp. and Trans Asia Petroleum Corporation. He graduated with Highest Honors and with a Gold Medal for General Excellence and a Bachelor of Science in Commerce Degree from De La Salle College (Bacolod). He pursued his Degree of Masters in Business Administration at the Harvard Graduate School of Business Administration from 1960-1962. Mr. Hilado is a Certified Public Accountant. He has been part of the Lopez Group in a directorship capacity within the last five (5) years. Mr. Hilado is likewise an independent director of A. Soriano Corporation and Philex Mining Corporation. He is also a Director of Philex Mining Corporation, Smart Communications, Inc., Digitel, Manila



Cordage Company, Seven Seas Resorts & Leisure, Inc., Microtel Inns & Suites (Philippines) Inc., Beacon Property Ventures, Inc., among others.

**Monico V. Jacob** - 86, Filipino  
Independent Director

Mr. Jacob was elected as an independent director of Rockwell Land on April 6, 2016. He has been an independent director of Lopez Holdings Corporation (publicly listed) since 2013. He is currently the Chairman of Total Consolidated Asset Management and Philippine Life Financial Assurance, Inc. (PhilLife). He is the President of Maestro Holdings, Inc. (formerly STI Investments, Inc) which owns Philplans First, Inc. and Philhealthcare, Inc., where he is also a Director. He is the President and CEO of STI Education Systems Holdings, Inc. (publicly listed), STI Education Services Group, Inc. He is a director of Jollibee Foods Corp. (publicly listed), of Asian Terminals, Inc. (publicly listed), of 2GO Group, Inc. (publicly listed), and of Phoenix Petroleum Philippines, Inc. (publicly listed). Prior to his current positions, he was Chairman and CEO of Petron Corporation and Philippine National Oil Company (PNOC), was a General Manager of National Housing Authority (NHA) and also became a CEO of the Home Development Mutual Fund, popularly known as the PAG-IBIG Fund. He also became Chairman of Meralco Financial Services Corporation and Director of Meralco Industrial Engineering Services Corporation and Clark Electric Distribution Corp. He received his Bachelor of Laws degree from the Ateneo de Manila University in 1971.

## Annex B

*4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.*

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
1. Regulatory Risk	Annual risk identification, evaluation, and monitoring	<ul style="list-style-type: none"> <li>• Regular monitoring of changes or updates to relevant laws and regulations</li> <li>• Close monitoring of the Company's compliance, applicable to both legal and regulatory</li> <li>• Close coordination with regulatory agencies</li> </ul>
2. Market Risk	Annual risk identification,	<ul style="list-style-type: none"> <li>• Regular review of projects' performances against competition</li> </ul>

	evaluation, and monitoring	<ul style="list-style-type: none"> <li>• To monitor geopolitical and macro-economic updates</li> <li>• To monitor the industry (e.g. level of remaining inventory, performance of income segments, etc.)</li> </ul>
3. Business Interruption Risk	Annual risk identification, evaluation, and monitoring	<ul style="list-style-type: none"> <li>• Regular monitoring of operations</li> <li>• Regular repair and maintenance of key equipment, systems and processes</li> <li>• Regular review, revision and practice of Business Continuity Management plans</li> </ul>
4. Project Execution	Annual risk identification, evaluation, and monitoring	<ul style="list-style-type: none"> <li>• Regular review of projects' performance in terms of time, quality and cost</li> <li>• Regular review of contractor performance</li> <li>• To monitor macro-economic indicators to forecast possible threats (e.g. supply of skilled-labor and materials)</li> </ul>
5. Credit Risk	Annual risk identification, evaluation, and monitoring	<ul style="list-style-type: none"> <li>• Regular review and analysis of customer financial and credit performances</li> <li>• Close coordination with customers to discuss emerging risks</li> </ul>

**ANNEX C**

6.7 *Ensure that all relevant questions during the AGM are answered*

*No questions were raised during the ASM last June 02, 2016.*

**ANNEX D**

Refer to the published List of Top 100 Stockholders as of December 31, 2016 in PSE Edge portal ([www.edge.pse.com.ph/ROCK](http://www.edge.pse.com.ph/ROCK)) and through our website.

Name	No. of Shares	Percentage
First Philippine Holdings Corporation	5,296,015,375	86.582005%
PCD Nominee Corporation (Filipino)	560,125,019	9.157214%