



30 January 2012

**Philippine Stock Exchange**  
Disclosures Department  
3/F, Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention : **Ms. Janet Encarnacion**  
Head – Disclosures Department

Re : **ROXAS AND COMPANY, INC.**  
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**Gentlemen:**

In compliance with the Revised Disclosure Rules of the Exchange, we hereby submit a copy of Roxas and Company, Inc.'s disclosure on SEC Form 17-C anent the Sworn Certification on the attendance of each director of the Corporation in Board meetings held during the year 2011.

We trust that you will find the foregoing disclosure in order.

Very truly yours,

  
**FRITZIE P. TANGKIAL FABRICANTE**  
AVP for Legal Affairs/Compliance Officer  
Corporate Information Officer

*Encl.: a/s*

P W 0 0 0 0 0 8 3 4

R O X A S A N D C O M P A N Y , I N C .  
( F O R M E R L Y C A D P G R O U P  
C O R P O R A T I O N )

(Company's Full Name)

7 T H F L O O R C G B U I L D I N G  
1 0 1 A G U I R R E S T R E E T L E G A S P I  
V I L L A G E M A K A T I C I T Y

(Business Address: No. of Street City/Town/Province)

ATTY. FRITZIE P. TANGKIA-FABRICANTE

810-8901

Sept. 30  
Month Day  
Fiscal Year

SEC Form 17-C

Form Type

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Department Requiring this Document

Amended Articles Number/Section

3,523

Total Amount of Borrowings

Total No. of Stockholders

Domestic Foreign

TO BE ACCOMPLISHED BY SEC PERSONNEL CONCERNED

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

**SECRETARY'S CERTIFICATE**

I, **FRITZIE P. TANGKIA-FABRICANTE**, Filipino, of legal age, and with office address at 7F Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City, after having been duly sworn to in accordance with law, hereby certify as follows:

1. I am the Assistant Corporate Secretary of **ROXAS AND COMPANY, INC.**, a corporation duly organized and existing under the laws of the Philippines, with principal office located at 7<sup>th</sup> Floor, Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City [the "Corporation"];
2. As the Assistant Corporate Secretary, I have custody and access to the corporate records of the Corporation;
3. Based on the Corporation's records, the regular and special meetings of the Board of Directors for the period from 01 January 2011 to 31 December 2011 were attended, in person or through teleconference, by the following:

<b>Directors</b>	<b>10 Feb</b>	<b>10 May</b>	<b>07 Oct</b>	<b>13 Oct</b>	<b>05 Dec</b>
Areilza, Eduardo R.	X	X	√	√	√
Dimacali, Ramon Y. (I)	√	√	√	√	√
Elizalde, Carlos Antonio R.	√	√	√	√	X
Elizalde, Francisco Jose R.	√	√	√	√	√
Luchangco, Guillermo D. (I)	√	√	√	√	√
Roxas, Antonio J.	√	√	√	√	X
Roxas, Beatriz O.	√	√	√	√	√
Roxas, Pedro E.	√	√	√	√	√
Valencia, Renato C.	√	√	√	√	√

4. Each of the members of the Board of Directors attended at least fifty percent (50%) of all the regular and special Board meetings for the year 2011.
5. At least one (1) independent director was present in each of the Board meetings for the year 2011.
6. I certify that the above listed attendance of the Board of Directors in the said board meetings for the year 2011 is true and correct based on the Corporation's records.

30 JAN 2012

Witness my hand on \_\_\_ January 2012 in Makati City.

**FRITZIE P. TANGKIA-FABRICANTE**  
*Assistant Corporate Secretary*

Attested by:

**PEDRO E. ROXAS**  
*Chairman of the Board*  
*President & CEO*

30 JAN 2012

**SUBSCRIBED AND SWORN TO** before me this \_\_\_ January 2012 in Makati City, Metro Manila, affiant Fritzie Tangkia-Fabricante exhibiting to me her Passport No. XX0850429 issued on 03 April 2008 in Manila, and expiring on 02 April 2013 and Pedro E. Roxas, his Passport No. EB0094507 issued on 13 April 2010 in Manila, and expiring on 12 April 2015.

**ATTY. ANTONIO M. SANTOS**  
**NOTARY PUBLIC**  
**UNTIL DECEMBER 31, 2012**  
**ROLL OF ATTORNEYS NO. 2340, LIFETIME**  
**IBP NO. 08917, LIFETIME**  
**PTR NO. 2573948 MB/1-5-12**  
**MCLE NO. 111-0015877/1-7-12**

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