



31 January 2013

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.**

Dear Ms. Encarnacion:

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 2012.

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

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alejandro S. Casabar', is written over a horizontal line.

ALEZANDRO S. CASABAR

Corporate Information Officer/Compliance 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. ALEZANDRO S. CASABAR

810-8901

September 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

3,487
Total No. of Stockholders

Total Amount of Borrowings
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

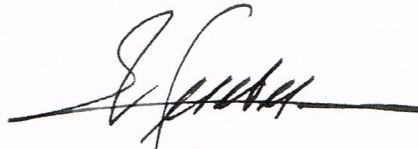
I, **ALEZANDRO S. CASABAR**, Filipino, of legal age, and with office address at 7F Cacho-Gonzales Building, 101 Aguirre Street, Legaspi Village, 1229 Makati City, after having been duly sworn to in accordance with law, hereby certify as follows:

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 7th 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 February 2012 to 31 December 2012 were attended, in person or through teleconference, by the following:

Directors	07 Feb	08 May	13 Aug	19 Nov (special meeting)	17 Dec
Areilza, Eduardo R.	√	X	√	√	√
Dimacali, Ramon Y. (I)	X	X	X	√	X
Elizalde, Carlos Antonio R.	√	√	√	√	X
Elizalde, Francisco Jose R.	X	√	√	√	√
Luchangco, Guillermo D. (I)	√	√	√	√	√
Roxas, Antonio J.	X	√	√	√	X
Roxas, Beatriz O.	√	√	√	√	√
Roxas, Pedro E.	√	√	√	√	√
Valencia, Renato C.	√	√	√	√	√

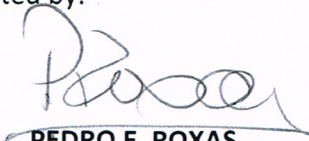
4. At least one (1) independent director was present in each of the Board meetings for the year 2012.
5. I certify that the above listed attendance of the Board of Directors in the said board meetings for the year 2012 is true and correct based on the Corporation's records.

Witness my hand on 31 January 2013 in Makati City.



ALEZANDRO S. CASABAR
Assistant Corporate Secretary

Attested by:

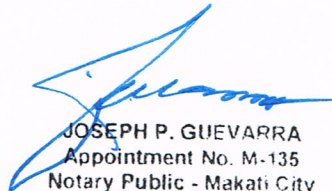


PEDRO E. ROXAS
President & CEO

JAN 31 2013

SUBSCRIBED AND SWORN TO before me this ___ January ___ in Makati City, Metro Manila, affiant Alejandro S. Casabar exhibiting to me his IBP Lifetime Member ID No. 07519 and Pedro E. Roxas, his Passport No. EB0094507 issued on 13 April 2010 in Manila, and expiring on 12 April 2015.

Doc. No. 288 ;
Page No. 59 ;
Book No. U ;
Series of 2013.



JOSEPH P. GUEVARRA
Appointment No. M-135
Notary Public - Makati City
Until 31 December 2013
7/F Cacho Gonzales Building
101 Aguirre Street, Legaspi Village, Makati City
PTR No. 3189608 / 10 January 2012 / Makati City
IBP No. 874330 / 22 December 2011 / Makati City
Roll No. 52501