SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

   Jul 30, 2026

2. SEC Identification Number

   62893

3. BIR Tax Identification No.

   004-710-062-000

4. Exact name of issuer as specified in its charter

   ROCKWELL LAND CORPORATION

5. Province, country or other jurisdiction of incorporation

   Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

   2F 8 Rockwell, Hidalgo Drive, Rockwell Center, Makati City
   Postal Code
   1200

8. Issuer's telephone number, including area code

   0277930088

9. Former name or former address, if changed since last report

   N/A

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	6,116,762,198

11. Indicate the item numbers reported herein

    Item 9

Rockwell Land Corporation
ROCK

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure
Amendment of Primary and Secondary Purposes of the Articles of Incorporation.
Background/Description of the Disclosure
The disclosure is made because of the Amendment of the Second Article (Primary Purpose and Secondary Purpose) of the Articles of Incorporation of Rockwell Land Corporation

Date of Approval by Board of Directors	Jun 2, 2026
Date of Approval by Stockholders	Jun 2, 2026
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Jul 13, 2026
Date of Receipt of SEC approval	Jul 13, 2026

Amendment(s)

Article No.	From	To

SECOND Article: Primary Purpose	To acquire, purchase, lease, hold, sell, or otherwise deal in land and real estate or any interest or right therein as well as real or personal property of every kind and description for itself or for others; to deal and engage in the real estate business in all its aspects and branches by itself or through its subsidiaries; to own, hold, improve, develop, subdivide, administer and manage any land or real estate; to erect or cause to be erected on any land owned, held or acquired by the Corporation buildings or structures of every kind and nature; to plan, build, manage and sell condominiums, buildings, complexes, communities and projects of every kind and description: to sell, trade, mortgage, barter, encumber or otherwise dispose of any land, real estate, subdivision, buildings, or other structures or any other property and any interest or right therein, at any time owned or held by the Corporation and to manage and administer in behalf of any individual, corporation or association, lands, buildings, or any kind of business and any kind of properties, whether real or personal, to lease and to manage and operate shopping malls located therein intended for cinemas, bowling centers, billiard centers, snack bars, restaurants, shop and other retail business.	To acquire, purchase, lease, hold, sell, or otherwise deal in land and real estate or any interest or right therein as well as real or personal property of every kind and description for itself or for others; to deal and engage in the real estate business in all its aspects and branches by itself or through its subsidiaries; to own, hold, improve, develop, subdivide, administer and manage any land or real estate; to erect or cause to be erected on any land owned, held or acquired by the Corporation buildings or structures of every kind and nature; to plan, build, manage and sell condominiums, buildings, complexes, communities and projects of every kind and description; to sell, trade, mortgage, barter, encumber or otherwise dispose of any land, real estate, subdivision, buildings, or other structures or any other property and any interest or right therein, at any time owned or held by the Corporation; to manage and administer in behalf of any individual, corporation or association, lands, buildings, or any kind of business and any kind of properties, whether real or personal; to lease and to manage and operate shopping malls located therein intended for cinemas, bowling centers, billiard centers, snack bars, restaurants, shop and other retail business; and to own, operate and maintain theaters and performance, concert, opera, music, dance, conference, lecture or seminar halls and such other buildings and facilities necessary or desirable for the performance, holding, and instruction of concerts, theatre, drama, operas, plays, musicals, dance performances, conferences, lectures, seminars and other forms of entertainment, meetings or gatherings.

SecondArticle,SecondaryPurpose,Subsection 1	1. To engage in the business of general builders and contractors such as the building and construction of private houses and buildings, government and/or military buildings, and other edifices, either local or foreign, needed and necessary in the ordinary course of business and life including the construction, enlargement, repair, or manufacturing plants, bridges, piers, docks, mines, shafts, water works, railroad, railways, structures and all iron, steel work, masonry and earth construction and to extend and receive any contracts or assignment of contracts, therefor, or relating thereto, or connected therewith and to manufacture and furnish the building materials and supplies connected therewith.	1. To engage in the business of general builders and contractors such as the building and construction of private houses and buildings, government and/or military buildings, and other edifices, either local or foreign, needed and necessary in the ordinary course of business and life including the construction, enlargement, repair, or manufacturing plants, bridges, piers, docks, mines, shafts, water works, railroad, railways, structures and all iron, steel work, masonry and earth construction and to extend and receive any contracts or assignment of contracts, therefor, or relating thereto, or connected therewith and to manufacture and furnish the building materials and supplies connected therewith.	
SecondArticle,SecondaryPurpose,Subsection 2	2. In general to act as agent, attorney-in-fact, purchasing agent and general agent of any person, or persons, or persons, corporation or corporations, or other associations.	2. In general to act as agent, attorney-in-fact, purchasing agent and general agent of any person, or persons, corporation or corporations, or other associations.	
SecondArticle,SecondaryPurpose,Subsection 3	3. To invest and deal with moneys and properties of the corporation in such manner as from time to time be considered wise or expedient for advancement of its interest, and to sell, or dispose of or transfer the business, goodwill, properties and undertakings of such terms as it shall see fit to accept.	3. To invest and deal with moneys and properties of the corporation in such manner as from time to time be considered wise or expedient for advancement of its interest, and to sell, or dispose of or transfer the business, goodwill, properties and undertakings of such terms as it shall see fit to accept.	
SecondArticle,SecondaryPurpose,Subsection 4	4. To purchase, acquire, hold, dispose of, and otherwise deal in such and with shares, stocks, bonds, securities, and other evidence of indebtedness created by any company having objects altogether or in part similar to those of this corporation, and while the owner and holder thereof, to exercise all the rights and incidents of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom, without acting as stock broker or dealer in securities.	4. To purchase, acquire, hold, dispose of, and otherwise deal with shares of stock, bonds, securities, and other evidence of indebtedness created by any company having objects altogether or in part similar to those of this corporation, and while the owner and holder thereof, to exercise all the rights and incidents of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom, without acting as stock broker or dealer in securities	

SecondArticle,SecondaryPurpose,Subsection 5	5. To engage in agriculture (in all its aspects), cultivation, production. Purchase, warehousing, milling, sale, barter, import and export of agricultural products.	5. To carry on a general import and export business in	
SecondArticle,SecondaryPurpose,Subsection 6	6. To breed, raise, import and deal in cattle and livestock of all kinds, and to carry on a general cattle raising business, purchasing or acquiring, and selling or otherwise disposing of stocks, supplies, equipment, accessories, appurtenances, products of said business.	6. To act as agent or representative of corporations, firms, individuals, in general, and in particular, to act as a commission merchant, commercial broker and factors and to carry on and undertake any business transactions, or operation commonly carried on the manufacturer	
SecondArticle,SecondaryPurpose,Subsection 7	7. To carry on a general import and export business in ‘goods, wares and merchandise of any and all kinds or nature whatsoever and enter in all kinds of contracts, agreements and obligations, or other associations for the purchasing, acquiring, selling or otherwise disposing of goods, wares and merchandise of all kinds, either as principal or agent, upon commission or indent orders.	7. To enter into, make, perform, operate, maintain, invest, deal in, manage, own and dispose and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public, national or municipal or body politic, including the management and operation of cinemas, bowling centers, billiards centers, snack bars, restaurants, other retail business, and the theater and performance, concert, opera, music, dance, conference, lecture or seminar halls.	
SecondArticle,SecondaryPurpose,Subsection 8	8. To act as agent or representative of corporations, firms, individuals, in general, and in particular, to act as a commission merchant, commercial broker and factors and to carry on and undertake any business transactions, or operation commonly carried on the manufacturer’s agents.	8. To assist, encourage, promote, organize, exhibit, distribute and provide entertainment, performances, exhibitions, dances, films, concerts, amusements, recreations conferences, lectures, seminars and competitions of all kinds.	
SecondArticle,SecondaryPurpose,Subsection 9	9. To enter into, make, perform, operate, maintain, invest, deal in, manage, own and dispose and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public, national or municipal or body politic, including the management and operation of cinemas, bowling centers, billiards centers, snack bars, restaurants and other retail business.	9. To provide, conduct and/or obtain advice, education, courses of instruction, lectures, seminars, discussions, exhibitions, workshops and publications in relation to or in connection with the operations of the theater and performance, concert, opera, music, dance, conference, lecture or seminar halls.	

SecondArticle,SecondaryPurpose,Subsection 10	10. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the exercise of anyone or more of the powers herein enumerated, or which at any time, appear conducive to, or expedient for, the protection or benefits of this corporation. In furtherance, and not in limitation of the foregoing purposes and powers, this corporation shall have the general powers conferred by the laws of the Philippines, and all powers necessary, desirable or incident to the carrying out completely of its corporate purposes, powers and objects, or any of them, including, but not limited to, participation in commercial, mercantile and industrial enterprises and operation in the Philippines and elsewhere.	10. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the exercise of anyone or more of the powers herein enumerated, or which at any time, appear conducive to, or expedient for, the protection or benefits of this corporation. In furtherance, and not in limitation of the foregoing purposes and powers, this corporation shall have the general powers conferred by the laws of the Philippines, and all powers necessary, desirable or incident to the carrying out completely of its corporate purposes, powers and objects, or any of them, including, but not limited to, participation in commercial, mercantile and industrial enterprises and operation in the Philippines and elsewhere.

Rationale for the amendment(s)

The amendment to the Articles of Incorporation will give Rockwell Land the authority to engage in activities related to the ownership, operation and maintenance of a performing arts theater, as well as to remove provisions that are no longer applicable or relevant.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Jul 9, 2026
Expected date of SEC approval of the Amended Articles of Incorporation	Jul 13, 2026

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

Rockwell Land will operate and maintain The Proscenium Theatre

Other Relevant Information

The post-audit of this amendment is still ongoing. In addition, the amendment to the Articles of Incorporation will give Rockwell Land the authority to engage in activities related to the ownership, operation and maintenance of a performing arts theater, as well as to remove provisions that are no longer applicable or relevant.

Filed on behalf by:

Name	Ellen Almodiel

Designation	Senior Vice President and Chief Finance Officer and Chief Compliance Officer

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City , 1209, Metro Manila

COMPANY REG. NO.: 0000062893

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION OF

ROCKWELL LAND CORPORATION

DOING BUSINESS UNDER THE NAME AND STYLE OF POWERPLANT MALL, POWERPLANT CINEMAS and EDADES SERVICED APARTMENTS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Commission has approved the amendment of the Primary Purpose and Secondary Purpose of the above-named Corporation pursuant to Section 15 of the Republic Act No. 11232, Revised Corporation Code of the Philippines, effective February 23, 2019.

This amendment was adopted on June 2, 2026 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209, Metro Manila, Philippines, this 13th day of July, Two Thousand Twenty-Six.

BAGONG PILIPINAS

GERARDO F. DEL ROSARIO
Director
Company Registration and Monitoring Department
This is a computer generated certificate, signature is not required.

Note: The original copy of this Certificate must be secured within fifteen (15) calendar days from the date indicated in the digital copy of the Certificate of Amendment.

AMENDED
ARTICLES OF INCORPORATION
OF
ROCKWELL LAND CORPORATION
(Formerly First Philippine Realty and Development Corporation)

KNOW ALL MEN BY THESE PRESENTS:

That we, all of whom are of legal age, residents and citizens of the Philippines, have this day voluntarily associated ourselves together for the purpose of forming and establishing a corporation under and in compliance with the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

ROCKWELL LAND CORPORATION
Doing business under the name and style of
Powerplant Mall; Powerplant Cinemas;
and Edades Serviced Apartments

SECOND: That the purposes for which said corporation is organized are:

PRIMARY PURPOSE

To acquire, purchase, lease, hold, sell, or otherwise deal in land and real estate or any interest or right therein as well as real or personal property of every kind and description for itself or for others; to deal and engage in the real estate business in all its aspects and branches by itself or through its subsidiaries; to own, hold, improve, develop, subdivide, administer and manage any land or real estate; to erect or cause to be erected on any land owned, held or acquired by the Corporation buildings or structures of every kind and nature; to plan, build, manage and sell condominiums, buildings, complexes, communities and projects of every kind and description**;** to sell, trade, mortgage, barter, encumber or otherwise dispose of any land, real estate, subdivision, buildings, or other structures or any other property and any interest or right therein, at any time owned or held by the Corporation**;** to manage and administer in behalf of any individual, corporation or association, lands, buildings, or any kind of business and any kind of properties, whether real or personal**;** to lease and to manage and operate shopping malls located therein intended for cinemas, bowling centers, billiard centers, snack bars, restaurants, shop and other retail business**; and to own, operate and maintain theaters and performance, concert, opera, music, dance, conference, lecture or seminar halls and such other buildings and facilities necessary or desirable for the performance, holding, and instruction of concerts, theatre, drama, operas, plays, musicals, dance performances, conferences, lectures, seminars and other forms of entertainment, meetings or gatherings.** *(As amended by a majority vote of the Board of Directors at a Regular Meeting held on June 2, 2026 and the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the Annual Stockholders' Meeting held on June 2, 2026)*

<u>**SECONDARY PURPOSES**</u>

1. To engage in the business of general builders and contractors such as the building and construction of private houses and buildings, government and/or military buildings, and other edifices, either local or foreign, needed and necessary in the ordinary course of business and life including the construction, enlargement, repair, or manufacturing plants, bridges, piers, docks, mines, shafts, water works, railroad, railways, structures and all iron, steel work, masonry and earth construction and to extend and receive any contracts or assignment of contracts, therefor, or relating thereto, or connected therewith and to manufacture and furnish the building materials and supplies connected therewith.

2. In general to act as agent, attorney-in-fact, purchasing agent and general agent of any person, or persons, or persons, corporation or corporations, or other associations.

3. To invest and deal with moneys and properties of the corporation in such manner as from time to time be considered wise or expedient for advancement of its interest, and to sell, or dispose of or transfer the business, goodwill, properties and undertakings of such terms as it shall see fit to accept.

4. To purchase, acquire, hold, dispose of, and otherwise deal with shares <u>**of**</u> stock, bonds, securities, and other evidence of indebtedness created by any company having objects altogether or in part similar to those of this corporation, and while the owner and holder thereof, to exercise all the rights and incidents of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom, without acting as stock broker or dealer in securities.

<u>**5.**</u> To carry on a general import and export business in goods, wares and merchandise of any and all kinds or nature whatsoever and enter in all kinds of contracts, agreements and obligations, or other associations for the purchasing, acquiring, selling or otherwise disposing of goods, wares and merchandise of all kinds, either as principal or agent, upon commission or indent orders.

<u>**6.**</u> To act as agent or representative of corporations, firms, individuals, in general, and in particular, to act as a commission merchant, commercial broker and factors and to carry on and undertake any business transactions, or operation commonly carried on the manufacturer's agents.

<u>**7.**</u> To enter into, make, perform, operate, maintain, invest, deal in, manage, own and dispose and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public, national or municipal or body politic, including the management and operation of cinemas, bowling centers, billiards centers, snack bars, restaurants and other retail business<u>**, and the theater and performance, concert, opera, music, dance, conference, lecture or seminar halls.**</u>

<u>**8.**</u> <u>**To assist, encourage, promote, organize, exhibit, distribute and provide entertainment, performances, exhibitions, dances, films, concerts, amusements, recreations conferences, lectures, seminars and competitions of all kinds.**</u>

9. **<u>To provide, conduct and/or obtain advice, education, courses of instruction, lectures, seminars, discussions, exhibitions, workshops and publications in relation to or in connection with the operations of the theater and performance, concert, opera, music, dance, conference, lecture or seminar halls.</u>**

10. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the exercise of anyone or more of the powers herein enumerated, or which at any time, appear conducive to, or expedient for, the protection or benefits of this corporation. In furtherance, and not in limitation of the foregoing purposes and powers, this corporation shall have the general powers conferred by the laws of the Philippines, and all powers necessary, desirable or incident to the carrying out completely of its corporate purposes, powers and objects, or any of them, including, but not limited to, participation in commercial, mercantile and industrial enterprises and operation in the Philippines and elsewhere. *(As amended by a majority vote of the Board of Directors at a Regular Meeting held on June 2, 2026 and the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at the Annual Stockholders' Meeting held on June 2, 2026)*

THIRD: That the place where the principal office of the corporation is to be established or located is <u>The Garage at Rockwell Center, Estrella Street, Rockwell Center, Makati City, Metro Manila, Philippines.</u>[1]

FOURTH: That the term for which the Corporation is to exist shall be Fifty (50) years from and after the date of incorporation.

FIFTH: That the names and residences of the incorporations of the corporation are as follows:

NAME	NATIONALITY	RESIDENCE
Mr. Emilio Abello	Filipino	206 M. Paterno St., San Juan, Rizal
Mr. Placido L. Mapa, Jr.	Filipino	No. 4 Mahogany Rd., Forbes Park, Makati, Rizal
Mr. Antonio V. Ayala	Filipino	245 Connecticut, Greenhills, Mandaluyong, Rizal
Mr. Antonio H. Ozaeta	Filipino	137 G. Reyes St., San Juan, Rizal
Mr. Miguel Guerrero	Filipino	17 Garfield St., Greenhills, San Juan, Rizal

SIXTH: That the number of Directors of the Corporation shall be eleven (11) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

NAME	NATIONALITY	RESIDENCE
Mr. Emilio Abello	Filipino	206 M. Paterno St., San Juan, Rizal

[1] As approved by the Board of Directors and the Stockholders at their respective meetings held on Mar. 27, 2014 and May 28, 2014.

Mr. Placido L. Mapa, Jr.	Filipino	No. 4 Mahogany Rd., Forbes Park, Makati, Rizal
Mr. Antonio V. Ayala	Filipino	245 Connecticut, Greenhills, Mandaluyong, Rizal
Mr. Antonio H. Ozaeta	Filipino	137 G. Reyes St., San Juan, Rizal
Mr. Miguel Guerrero	Filipino	17 Garfield St., Greenhills, San Juan, Rizal
Mr. Roberto M. Paterno	Filipino	202 V. Cruz Street San Juan, Rizal
Mr. Benito T. dela Cruz	Filipino	4 Mathan Road, White Plains, Quezon City

SEVENTH: That the amount of capital stock of the Corporation is NINE BILLION PESOS(₱9,000,000,000.00). Philippine Currency, divided into:

(a) Eight Billion Eight Hundred Ninety Million (8,890,000,000) common stock ("Common Shares") with the par value of One Peso (₱1.00) per share, and

(b) Eleven Billion preferred stock ("Preferred Shares") with the par value of One Centavo (₱0.01) per share.

Preferred Shares shall have the following rights and features:

(a) All Preferred Shares shall be of equal rank, preference and priority and shall be identical in all respects regardless of series, except to the issue value which may be specified by the Board of Directors from time to time. The Preferred Shares shall have (i) have voting rights and (ii) be non-participating in any other or further dividends beyond that specifically payable on the shares.

(b) Each Preferred Shares shall not be convertible to Common Shares.

(c) Preferred Shares shall be redeemed at issue value in accordance with laws and regulations and shall be redeemed in equal proportion among all series. After completion of the listing of the Corporation's shares on the Philippine Stock Exchange, the Preferred Shares may be redeemed in the event the Philippine Constitution is amended to remove the minimum of 60% Filipino equity ownership requirement imposed on corporations in order to hold title to land in the Philippines. Preferred Shares, once redeemed, shall thereupon revert to the Corporation and may be reissued by the Corporation.

(d) The Preferred Shares of the Corporation shall be transferable only to Philippine citizens or corporations at least 60% of the outstanding equity capital is beneficially owned by Philippine citizens, and which, in either case, are not in competition with Manila Electric Company, Benpres Holdings Corporation, First Philippine Holdings Corporation, or any of their affiliates.

(e) The Board of Directors may specify other terms, conditions, qualifications, restrictions and privileges of the Preferred Redeemable Shares or series/classes thereof, insofar as said terms, conditions, qualifications, restrictions and privileges are not inconsistent with the provisions of this Article Seventh and any of applicable law or regulation. Any redemption shall be at the option of the Corporation. Provided, that such terms and conditions shall be effective upon the filing of certificate thereof with the Securities and Exchange Commission.

(f) In the event of any voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of the shares of each series of Preferred Redeemable Shares then outstanding shall be entitled to receive out of the net assets of the Corporation the amount per share fixed by the resolution or resolutions of the Board of Directors to be received by the holders of shares of each series on such voluntary or involuntary liquidation, dissolution, distribution of assets or winding up, as the case may be, for every share of their holdings of Preferred Redeemable Shares, before any distribution or payment shall be made to the holders of the Common Shares, and shall be entitled to no other further distribution. Neither the consolidation nor the merger of the Corporation with or into any other Corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be liquidation, dissolution, distribution of assets or winding up of the Corporation within the meaning of the provisions hereof, unless the Board of Directors of the Corporation elects to treat such transaction as a liquidation, dissolution, distribution of assets or winding up of the Corporation, or unless such transaction is deemed, under law, to be a liquidation, dissolution, distribution of assets or winding up of the Corporation.

(g) The Board of Directors shall have full power and authority to authorize (whether by adoption of amendments to the By-Laws of the Corporation or of resolutions, the promulgation of rules or regulations or otherwise) the taking by the Corporation of all such action, and the Corporation shall have full power and authority to take all such actions as the Board of Directors may deem necessary or appropriate to insure compliance by the Corporation with any applicable provision of law, rule or regulation relating to the ownership of securities of the Corporation by citizens of the Philippines, aliens or other persons or group of persons, which action may include (but shall not be required to include or be limited to): (i) postponing for such period of time as shall be approved by the Board of Directors, or prohibiting, the recordation on the books of the Corporation of any proposed transfer of any of its securities; (ii) issuing and/or selling for such consideration as shall be approved by the Board of Directors (a) authorized but unissued securities of the Corporation which have not been otherwise reserved or set aside of issuance or (b) authorized and previously issued securities of the corporation which have been reacquired by, and deposited in the treasury of the Corporation; (iii) identifying and/or classifying, by means of a legend or otherwise, certificates representing any securities of the Corporation as "domestic" or "foreign", or utilizing such other designation or legend as shall be approved by the Board of Directors; (iv) maintaining separate transfer records for securities of the Corporation held by citizens of the Philippines, aliens or such other persons or groups of persons as shall be approved by the Board of Directors; and (v) requiring, as a condition to the recordation on the books of the Corporation or any issuance of transfer of any of its securities, information satisfactory to the Board of Directors regarding the citizenship or residence of the person to whom it is proposed to issue or transfer its securities.

Holders of Common Shares and Preferred Shares shall have no pre-emptive rights to issuances and dispositions of shares of the Corporation.

EIGHT: That the amount of capital stock which has been actually subscribed is Two Hundred Thousand Pesos (₱200,000.00), Philippine Currency, and the following persons have subscribed for the number of shares and the amount of capital stock set out after their respective names:

Name	Residence	No. of Shares Subscribed	Amount of Stock Subscribed
Mr. Emilio Abello	206 M. Paterno St., San Juan, Rizal	400	P 40,000.00
Mr. Placido L. Mapa, Jr.	No. 4 Mahogany Rd., Forbes Park, Makati, Rizal	400	P 40,000.00
Mr. Antonio V. Ayala	245 Connecticut, Greenhills, Mandaluyong, Rizal	400	P 40,000.00
Mr. Antonio H. Ozaeta	137 G. Reyes St., San Juan, Rizal	400	P 40,000.00
Mr. Miguel Guerrero	17 Garfield St., Greenhills, San Juan, Rizal	400	P 40,000.00
	Total	2,000	P200,000.00

NINTH: That the following persons have paid in cash for the shares of the capital stock of which they have subscribed the amounts set out after their respective names:

Name	Residence	Amount Paid
Mr. Emilio Abello	206 M. Paterno St., San Juan, Rizal	P 20,000.00
Mr. Placido L. Mapa, Jr.	No. 4 Mahogany Rd., Forbes Park, Makati, Rizal	P 20,000.00
Mr. Antonio V. Ayala	245 Connecticut, Greenhills, Mandaluyong, Rizal	P 20,000.00
Mr. Antonio H. Ozaeta	137 G. Reyes St., San Juan, Rizal	P 20,000.00
Mr. Miguel Guerrero	17 Garfield St., Greenhills, San Juan, Rizal	P 20,000.00
	Total	P100,000.00

TENTH: That Mr. Antonio H. Ozaeta has been elected by the subscribers as Treasurer of the Corporation, to acts as such until his successor is duly elected and shall have qualified in accordance with the by-laws; that, as such Treasurer, he has been authorized to receive for the corporation and to issue in its name receipts for all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of June 1975 at Pasig, Rizal, Philippines.

(Signed)
EMILIO ABELLO

(Signed) **PLACIDO L. MAPA, JR.**	(Signed) **ANTONIO V. AYALA**
(Signed) **ANTONIO H. OZAETA**	(Signed) **MIGUEL GUERRERO**

SIGNED IN THE PRESENCE OF:

(Sgd.) _________________ (Sgd.) ________________

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
PASIG, METRO MANILA) S.S.

BEFORE ME, a Notary Public in the Province of Rizal, Philippines, personally appeared:

Name	Community Tax Cert. No.	Date/Place of Issue
Emilio Tan T.A.N	A-7746	1/2/75 - Manila
Placido L. Mapa, Jr. T.A.N. 1362-422-6	A-365458	1/6/75 - Manila
Antonio H. Ozaeta T.A.N 1424-201-0	A-7333010	1/2/75 - Manila
Antonio V. Ayala T.AN. 1054-968-1	A-365459	1/6/75 - Pasig, Rizal
Miguel Guerrero	A-6806040	2/1/75 - Manila

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

WITNESS MY HAND AND SEAL this 30th day of June, 1975 at Pasig, Rizal, Philippines.

(Signed)
ROMEO A. MACTAL
Notary Public
Until December 31,1975
PTR No.
Issued at
Issued on

Doc. No. 369;
Page No. 75;
Book No. XI;
Series of 1975.

STOCK CORPORATION

TRN-N072026-SECO5YMI4UA7K

Securities and Exchange Commission PHILIPPINES

COMPANY REGISTRATION AND MONITORING DEPARTMENT AMENDMENT FORM (Articles of Incorporation)

Corporate Name: ROCKWELL LAND CORPORATION
Company Type: STOCK CORPORATION
Authorized Representative: PINOY, MA. FE CAROLYN
Mobile/Landline No.: 09178025395

SEC Registration No.: 0000062893
Number of Board:
Email Address: carolp@rockwell.com.ph

Provision/s for Amendment on Articles of Incorporation:

DATE OF APPROVAL BY THE BOARD OF DIRECTORS: <u>JUNE 02, 2026</u> DATE OF APPROVAL BY THE SHAREHOLDERS: <u>JUNE 02, 2026</u>	
From Based from the latest SEC approved Articles of Incorporation (amendments, if any)	**To** (based from the latest SEC approved Articles of Incorporation)
PRIMARY PURPOSE	
To acquire, purchase, lease, hold, sell, or otherwise deal in land and real estate or any interest or right therein as well as real or personal property of every kind and description for itself or for others; to deal and engage in the real estate business in all its aspects and branches by itself or through its subsidiaries; to own, hold, improve, develop, subdivide, administer and manage any land or real estate; to erect or cause to be erected on any land owned, held or acquired by the Corporation buildings or structures of every kind and nature; to plan, build, manage and sell condominiums, buildings, complexes, communities and projects of every kind and description: to sell, trade, mortgage, barter, encumber or otherwise dispose of any land, real estate, subdivision, buildings, or other structures or any other property and any interest or right therein, at any time owned or held by the Corporation and to manage and administer in behalf of any individual, corporation or association, lands, buildings, or any kind of business and any kind of properties, whether real or personal, to lease and to manage and operate shopping malls located therein intended for cinemas, bowling centers, billiard centers, snack bars, restaurants, shop and other retail business.	To acquire, purchase, lease, hold, sell, or otherwise deal in land and real estate or any interest or right therein as well as real or personal property of every kind and description for itself or for others; to deal and engage in the real estate business in all its aspects and branches by itself or through its subsidiaries; to own, hold, improve, develop, subdivide, administer and manage any land or real estate; to erect or cause to be erected on any land owned, held or acquired by the Corporation buildings or structures of every kind and nature; to plan, build, manage and sell condominiums, buildings, complexes, communities and projects of every kind and description<u>;</u> to sell, trade, mortgage, barter, encumber or otherwise dispose of any land, real estate, subdivision, buildings, or other structures or any other property and any interest or right therein, at any time owned or held by the Corporation<u>;</u> to manage and administer in behalf of any individual, corporation or association, lands, buildings, or any kind of business and any kind of properties, whether real or personal<u>;</u> to lease and to manage and operate shopping malls located therein intended for cinemas, bowling centers, billiard centers, snack bars, restaurants, shop and other retail business<u>; and to own, operate and maintain theaters and performance, concert, opera, music, dance, conference, lecture or seminar halls and such other buildings and facilities necessary or desirable for the performance, holding, and instruction of concerts, theatre, drama, operas, plays, musicals, dance performances, conferences, lectures, seminars and other forms of</u>

	entertainment, meetings or gatherings.
SECONDARY PURPOSE	
1. To engage in the business of general builders and contractors such as the building and construction of private houses and buildings, government and/or military buildings, and other edifices, either local or foreign, needed and necessary in the ordinary course of business and life including the construction, enlargement, repair, or manufacturing plants, bridges, piers, docks, mines, shafts, water works, railroad, railways, structures and all iron, steel work, masonry and earth construction and to extend and receive any contracts or assignment of contracts, therefor, or relating thereto, or connected therewith and to manufacture and furnish the building materials and supplies connected therewith.	1. To engage in the business of general builders and contractors such as the building and construction of private houses and buildings, government and/or military buildings, and other edifices, either local or foreign, needed and necessary in the ordinary course of business and life including the construction, enlargement, repair, or manufacturing plants, bridges, piers, docks, mines, shafts, water works, railroad, railways, structures and all iron, steel work, masonry and earth construction and to extend and receive any contracts or assignment of contracts, therefor, or relating thereto, or connected therewith and to manufacture and furnish the building materials and supplies connected therewith.
2. In general to act as agent, attorney-in-fact, purchasing agent and general agent of any person, or persons, or persons, corporation or corporations, or other associations.	2. In general to act as agent, attorney-in-fact, purchasing agent and general agent of any person, or persons, corporation or corporations, or other associations.
3. To invest and deal with moneys and properties of the corporation in such manner as from time to time be considered wise or expedient for advancement of its interest, and to sell, or dispose of or transfer the business, goodwill, properties and undertakings of such terms as it shall see fit to accept.	3. To invest and deal with moneys and properties of the corporation in such manner as from time to time be considered wise or expedient for advancement of its interest, and to sell, or dispose of or transfer the business, goodwill, properties and undertakings of such terms as it shall see fit to accept.
4. To purchase, acquire, hold, dispose of, and otherwise deal in such and with shares, stocks, bonds, securities, and other evidence of indebtedness created by any company having objects altogether or in part similar to those of this corporation, and while the owner and holder thereof, to exercise all the rights and incidents of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom, without acting as stock broker or dealer in securities.	4. To purchase, acquire, hold, dispose of, and otherwise deal with shares of stock, bonds, securities, and other evidence of indebtedness created by any company having objects altogether or in part similar to those of this corporation, and while the owner and holder thereof, to exercise all the rights and incidents of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom, without acting as stock broker or dealer in securities.
5. To engage in agriculture (in all its aspects), cultivation, production. Purchase, warehousing, milling, sale, barter, import and export of agricultural products.	5. To carry on a general import and export business in 'goods, wares and merchandise of any

6. To breed, raise, import and deal in cattle and livestock of all kinds, and to carry on a general cattle raising business, purchasing or acquiring, and selling or otherwise disposing of stocks, supplies, equipment, accessories, appurtenances, products of said business.

7. To carry on a general import and export business in 'goods, wares and merchandise of any and all kinds or nature whatsoever and enter in all kinds of contracts, agreements and obligations, or other associations for the purchasing, acquiring, selling or otherwise disposing of goods, wares and merchandise of all kinds, either as principal or agent, upon commission or indent orders.

8. To act as agent or representative of corporations, firms, individuals, in general, and in particular, to act as a commission merchant, commercial broker and factors and to carry on and undertake any business transactions, or operation commonly carried on the manufacturer's agents.

9. To enter into, make, perform, operate, maintain, invest, deal in, manage, own and dispose and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public, national or municipal or body politic, including the management and operation of cinemas, bowling centers, billiards centers, snack bars, restaurants and other retail business.

10. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the exercise of anyone or more of the powers herein enumerated, or which at any time, appear conducive to, or expedient for, the protection or benefits of this corporation. In furtherance, and not in limitation of the foregoing purposes and powers, this corporation shall have the general powers conferred by the laws of the Philippines, and all powers necessary, desirable or incident to the carrying out completely of its corporate purposes, powers and objects, or any of them, including, but not limited to, participation in commercial, mercantile and industrial enterprises and operation in the Philippines and elsewhere.

and all kinds or nature whatsoever and enter in all kinds of contracts, agreements and obligations, or other associations for the purchasing, acquiring, selling or otherwise disposing of goods, wares and merchandise of all kinds, either as principal or agent, upon commission or indent orders.

6. To act as agent or representative of corporations, firms, individuals, in general, and in particular, to act as a commission merchant, commercial broker and factors and to carry on and undertake any business transactions, or operation commonly carried on the manufacturer's agents.

7. To enter into, make, perform, operate, maintain, invest, deal in, manage, own and dispose and carry out contracts of every sort and kind, not prohibited by law, with any person, firm, association or corporation, private, public, national or municipal or body politic, including the management and operation of cinemas, bowling centers, billiards centers, snack bars, restaurants, other retail business**, and the theater and performance, concert, opera, music, dance, conference, lecture or seminar halls.**

8. To assist, encourage, promote, organize, exhibit, distribute and provide entertainment, performances, exhibitions, dances, films, concerts , amusements , recreations conferences , lectures , seminar s and competitions of all kinds.

9. To provide, conduct and/or obtain advice, education, courses of instruction, lectures, seminars, discussions, exhibitions, workshops and publications in relation to or in connection with the operations of the theater and performance, concert, opera, music, dance, conference, lecture or seminar halls.

10. To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the exercise of anyone or more of the powers herein enumerated, or which at any time, appear conducive to, or expedient for, the protection or benefits of this corporation. In

	furtherance, and not in limitation of the foregoing purposes and powers, this corporation shall have the general powers conferred by the laws of the Philippines, and all powers necessary, desirable or incident to the carrying out completely of its corporate purposes, powers and objects, or any of them, including, but not limited to, participation in commercial, mercantile and industrial enterprises and operation in the Philippines and elsewhere.

DIRECTORS' CERTIFICATE

We, the undersigned majority of the Board of Directors and the Corporate Secretary of ROCKWELL LAND CORPORATION DOING BUSINESS UNDER THE NAME AND STYLE OF POWERPLANT MALL; POWERPLANT CINEMAS; EDADES SERVICED APARTMENTS, do hereby certify that the Articles of Incorporation of said corporation was amended by a majority vote of the Board of Directors at a meeting held on June 02, 2026, at which meeting a quorum was present, and ratified by the vote of the stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock at a meeting held on June 02, 2026 at the principal office of the corporation and/or via remote communication in accordance with the rules and regulations of the Securities and Exchange Commission.

JUL 09 2026

IN WITNESS WHEREOF, we have hereunto signed this certificate this ___ day of ____ at MAKATI CITY ______.

Nestor J. Padilla
Chairman of the Board
TIN: 184-607-869

Federico R. Lopez
Vice Chairman
TIN: 102-829-522

Valerie Jane L. Soliven
President and Director
TIN: 105-818-907

Miguel Ernesto L. Lopez
Treasurer and Director
TIN: 100-854-253

Benjamin Ernesto R. Lopez
Director
TIN: 169-830-430

Roberta L. Feliciano
Director
TIN: 205-022-805

Francis Giles B. Puno
Director
TIN: 910-435-875

Jose Valentin A. Pantangco, Jr.
Director
TIN: 168-001-814

Emmanuel S. de Dios
Independent Director
TIN: 110-841-005

Roberto L. Panlilio
Independent Director
TIN: 106-905-652

Perla R. Catahan
Independent Director
TIN: 102-829-292

Ma. Fe Carolyn Go-Pinoy
Assistant Corporate Secretary
TIN: 162-560-486

SECRETARY'S CERTIFICATE

I, MA. FE CAROLYN GO PINOY, legal age, a Filipino, and resident of 1517 THE MANANSALA HIDALGO DRIVE CORNER ESTRELLA ST. ROCKWELL MAKATI, after having been sworn to in accordance with law hereby depose and state that:

I am the duly elected and qualified Assistant Corporate Secretary of ROCKWELL LAND CORPORATION DOING BUSINESS UNDER THE NAME AND STYLE OF POWERPLANT MALL; POWERPLANT CINEMAS; EDADES SERVICED APARTMENTS, a corporation duly registered with the Commission and in good standing, with principal office at THE GARAGE AT ROCKWELL CENTER ESTRELLA ST CITY OF MAKATI, FOURTH DISTRICT, NATIONAL CAPITAL REGION (NCR).

To the best of my knowledge, from the date of approval of the amendment/s by the Board of Directors/Trustees in a meeting held on June 02, 2026 and the Stockholders/Members in a meeting held on June 02, 2026 up to the date of filing of the application for amendment of Articles of Incorporation with the Commission, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or any claim by any person or group against the board of directors/trustees, individual director/trustee and/or major corporate officer/s of the Corporation as its duly elected and/or appointed director/trustee or officer or vice versa.

Signed this ______day of JUL 09 2026 at MAKATI CITY.

MA. FE CAROLYN GO PINOY
TIN: 162-560-486-000
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me on this ______ day of JUL 0 9 2026 20 _____ in MAKATI CITY Philippines. This refers to the Amendment Form consisting of the Directors' Certificate and Secretary's Certificate, signed by the affiants who personally appeared before me exhibiting to me their valid government identification cards as indicated below:

Name	ID	Valid Until
Valerie Jane L. Soliven	PP#P4436434B	January 18, 2030
Miguel Ernesto L. Lopez	PP#P1510400B	April 23, 2029
Roberta L. Feliciano	DL#N03-97-230614	September 1, 2032
Jose Valentin A. Pantangco, Jr.	DL#N01-17-013088	February 14, 2032
Emmanuel S. de Dios	PP#P4603950B	January 27, 2030
Roberto L. Panlilio	DL#N11-75-007888	April 22, 2030
Perla R. Catahan	PP#P7155116B	July 7, 2031
Ma. Fe Carolyn Go-Pinoy	PP#P8723226A	September 11, 2028

Doc. No.: 124 ;
Page No.: 27 ;
Book No.: XIV ;
Series of 2026.

DOCUMENT STAMP ATTACHED

DAVE ADRIAN V. BRUZON
NOTARY PUBLIC
ROLL NO. 78732
MAKATI CITY, PHILIPPINES

DAVE ADRIAN V. BRUZON
Notary Public for and in the City of Makati
Appointment No. M-094 until December 31, 2027
Roll of Attorneys No. 78732
IBP No. 594916 / 01.05.2026 / Quezon City
PTR No. 10767344 / 01.06.2026 / Makati City
8 Rockwell Hidalgo Drive, Makati City
MCLE Compliance No. VIII-0010408
ULAS Compliance No. N/A

JUL 09 2026

SUBSCRIBED AND SWORN TO before me on this _____ day of _________ 20 _____ in MAKATI CITY Philippines. This refers to the Amendment Form consisting of the Directors' Certificate and Secretary's Certificate, signed by the affiants who personally appeared before me exhibiting to me their valid government identification cards as indicated below:

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Ma. Fe Carolyn Go-Pinoy	PP#P8723226A	September 11, 2028

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DAVE ADRIAN V. BRUZON
NOTARY PUBLIC
ROLL NO. 78732
MAKATI CITY, PHILIPPINES

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MCLE Compliance No. VIII-0010408
ULAS Compliance No. N/A

DOCUMENTARY STAMP
PHP 30.00
26-0004830-0001538
07.09.2026 02:10
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AMENDMENT FORM