Consolidated Changes in ACGR for 2013

BOARD MATTERS

1) Board of Directors

(a) Composition of the Board (Page 1 of the 2012 ACGR)

Complete the table with the information on the Board of Directors

Director's Name Corazon S. Dela Paz – Bernardo	Type Executive (ED), Non Executive (NED) or Independent Director (ID) NED /ID	If Nominee, Identify the Principal Republic Glass Holdings Corporation	Nominator, in the last elected (if ID, state the relationship with the nominator) Geronimo F. Velasco, Jr. -No relationship	Date first elected October 2001	Date last elected (if ID, state the number of years served as ID) ¹ 04/30/2013 2 year	Elected when (Annual / Special Meeting) ASM	Approximate No. of years served as director 9 years and 5 months
Antonio A. Henson ²	NED	-	Geronimo F. Velasco, Jr.	December 2007	4/30/2013	ASM	5 years and nine months
Ma. Paz V. Laperal	ED	Gervel, Inc.	Geronimo F. Velasco, Jr.	April 1990	4/30/2013	ASM	23
Adeline S. Lim	NED /ID	-	Geronimo F. Velasco, Jr. -No relationship	December 1997	4/30/2013	ASM	15 years and 4 months
Victor C. Macalincag	NED /ID	-	Geronimo F. Velasco, JrNo relationship	August 2007	04/30/2013 2 year	ASM	5 years and 7 months
Federico E. Puno	NED /ID	-	Geronimo F. Velasco, JrNo relationship	March 1988	04/30/2013 2 year	ASM	22 years and 4 months
Bienvenido A. Tan, Jr.	NED /ID	=	Geronimo F. Velasco, JrNo relationship	March 1975	04/30/2013 2 year	ASM	38 years and 1 month
Geronimo F. Velasco, Jr.	ED	Gervel, Inc.	Geronimo F. Velasco, Jr.	March 1988	4/30/2013	ASM	25 years and 1 month
Jose Miguel F. Velasco	NED	Gervel, Inc.	Geronimo F. Velasco, Jr.	April 1998	4/30/2013	ASM	15 years
Elizabeth Anne C. Uychaco ³	NED	Sysmart Corporation		October 2013	10/30/2013	Regular BOD Meeting	2 months

(d) Directorship in Other Companies (Page 2 of the 2012 ACGR)

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the Company's Board of Directors who are also directors of publicly-listed companies outside of its Group

		Type of Directorship (ED,NED,ID), Indicate
Director's Name	Name of Listed Company	if Director is also the Chairman
Victor C. Macalincag	Atok Big Wedge Co., Inc; Crown Equities, Inc.,; ISM	NED/ID
	Communication Corporation, Semirara Mining Corporation	
Federico E. Puno	Semirara Mining Corporation, Forum Pacific, Inc.	NED/ID
Bienvenido A. Tan, Jr.	Philippine Tobacco Flue-Curing & Redrying Corporation	NED / Chairman
Geronimo F. Velasco, Jr.	Forum Pacific, Inc.	NED / ID/ Chairman
Elizabeth Anne C. Uychaco	SM Investments Corp. Megawide Construction Corp. Belle	ED/ NED
	Corp.	

(e) Shareholding in the company (Page 3 of the 2012 ACGR)

Complete the following table on members of the company's Board of Directors who directly and

indirectly own shares in the company:

Name of Director Number of Direct Shares shares/ Through (name of % of Capital Stock (As of December 31, 2013) record owner)			Number of Indirect	
(As of December 31, 2013) record owner)	Name of Director	Number of Direct Shares	shares/ Through (name of	% of Capital Stock
		(As of December 31, 2013)	record owner)	

¹ Reckoned from the election immediately following January 2, 2012.

² Resigned on October 30, 2013.

³ Elected as Member of the BOD on October 30, 2013.

Corazon S. Dela Paz – Bernardo	1	313,000	0.04%
Ma. Paz V. Laperal	161,250	-	0.02%
Adeline S. Lim	81,250	=	0.01%
Victor C. Macalincag	20,000	=	0.00%
Federico E. Puno	7,827,561	=	1.15%
Bienvenido A. Tan, Jr.	204,570	=	0.03%
Geronimo F. Velasco, Jr.	2,904,011	=	0.43%
Jose Miguel F. Velasco	45,503	=	0.01%
Elizabeth Anne C. Uychaco ³	1,000	-	0.00%

- 5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors).
 - a) Resignation / Death/ Removal (Page 5 of the 2012 ACGR)

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
Antonio A. Henson	Board of Director	October. 30, 2013	Personal , no explanation was disclosed in his
			resignation letter

b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Voting Result of the Last Annual General Meeting (Page 8 of the 2012 ACGR)

	3 · 3 · .		
Name of Director	Votes Received		
Corazon S. Dela Paz – Bernardo	94.62%		
Antonio A. Henson ²	94.62%		
Ma. Paz V. Laperal	94.62%		
Adeline S. Lim	94.62%		
Victor C. Macalincag	94.62%		
Federico E. Puno	94.62%		
Bienvenido A. Tan, Jr.	94.62%		
Geronimo F. Velasco, Jr.	94.62%		
Jose Miguel F. Velasco	94.62%		

- 6) Orientation and Education Program (Page 9 of the 2012 ACGR)
 - (b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years:

Name	External Courses
Geronimo F. Velasco, Jr. – Director/President	PSCC Corporate Governance Seminar – September 30, 2013
Mario T. Meneses, Jr Corporate Secretary	PSCC Corporate Governance Seminar – September 30, 2013
Leopold C. Tan – Compliance Officer	PSCC Corporate Governance Seminar – September 30, 2013
Florence Wong – Vice President	PSE-Annual Listing & Disclosure Rules Seminar-December 12, 2011;SGV&CO-Mechanics of Derivatives: Valuation, Accounting and Risk Management-May 30,2011/SGV&CO-Comprehensive Seminar on FWT and EWT-February 22, 2011/PSE-Annual Listing & Disclosure Rules Seminar-December 3, 2010; PICPA-PFRS Trends and Updates-July 19, 2010. SGV Tax Updates Seminar – January 24, 2013 / SGV Workshop on VAT March 20, 2013 / SGV PFRS 13: Fair Value Measurement Seminar- May 20-21, 2013 / SGV Seminar on Derivatives and Hedge AccountingSeptember 6, 2013 / PSCC Corporate Governance Seminar – September 30, 2013

(c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

	Name of Director/ Officer	Date of Training	Program	Name of Training Institute
Geron	mo F. Velasco, Jr. – Director/President	September 30, 2013	Corporate Governance Seminar	Philippine Securities Consultancy Corporation (PSCC)

- B. CODE OF BUSINESS CONDUCT & ETHICS
 - 5) Family, Commercial and Contractual Relations (Page 12 of the 2012 ACGR)
 - b). Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the Company:

Name of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
Metropolitan Management, Inc.	Business	Lease Agreement in the amount of P915K for the year
		2013.

c. BOARD MEETINGS & ATTENDANCE

2). Attendance of Directors (Page 13 of the 2012 ACGR)

Board	Name of Director	Date of Election	No. Of Meetings Held during the year	No. of Meetings Attended	%
Chairman-Independent	Bienvenido A. Tan, Jr.	April 30, 2013	8	8	100.0%
Member-Independent	Corazon S. Dela Paz – Bernardo	April 30, 2013	8	6	75%
Member	Antonio A. Henson ²	April 30, 2013	6	4	67%
Member	Ma. Paz V. Laperal	April 30, 2013	8	6	75%
Member-Independent	Adeline S. Lim	April 30, 2013	8	8	100.0%
Member-Independent	Victor C. Macalincag	April 30, 2013	8	8	100.0%
Member-Independent	Federico E. Puno	April 30, 2013	8	8	100.0%
Member	Geronimo F. Velasco, Jr.	April 30, 2013	8	8	100.0%
Member	Jose Miguel F. Velasco	April 30, 2013	8	6	75%
Member	Elizabeth Anne C. Uychaco ³	October 30, 2013	2	2	100.0%

D. REMUNERATION MATTERS

5). Remuneration of Management (Page 16 of the 2012 ACGR)

Identify the five (5) members of the management who are not at the same time executive directors and indicate the total and indicate the remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Florence Wong – Vice President and CFO	
Mario T. Meneses, Jr.	P1.48mm
Leopold C. Tan – Compliance Officer	

I. DISCLOSURE AND TRANSPARENCY

1). Ownership Structure (Page 25 of the 2012 ACGR)

a) Holding 5% shareholding or more

Shareholder	Number of Shares (As of December 31, 2013)	Percent	Beneficial Owner
Gervel, Inc.	458,962,945	67.29%	-
PCD Nominee Corp. (Filipino)	77,062,445	11.29%	=
Metropolitan Management Corp.	47,884,800	7.02%	į.
Sysmart Corporation	37,712,811	5.53%	

Name of Senior Management	Number of Direct Shares	Number of Indirect shares/	% of Capital Stock	
		through (name of record owner)		
Ma. Paz V. Laperal	161,250		0.02%	
Geronimo F. Velasco, Jr.	2,904,011		0.43%	
Florence Wong	30,000		0.00%	
Total	3,095,261		0.45%	

3). External Auditor's Fee (Page 26 of the 2012 ACGR)

Name of Auditor	Audit Fee	Non-Audit Fee
SGV & Co.	Ps. 0.37mm	NA

7). Disclosure of RPT (Page 26 of the 2012 ACGR)

RPT	Relationship	Nature	Value
Metropolitan Management, Inc.	Shareholder and Parent	Annual Lease Agreement	P915K

J. RIGHTS OF STOCKHOLDERS

- 1). Right to participate effectively in and vote in Annual/Special Stockholders' Meeting
 - c). Stockholders' Right (Page 28 of the 2012 ACGR)

Declaration Date	Record Date	Payment Date
10/30/2013	11/14/2013	12/06/2013

- d). Stockholders' Participation
 - 5. Results of Annual/Special Stockholders' Meetings Resolutions (page 28 of 2012 ACGR).

Resolution	Approving	Dissenting	Abstaining
Reading and Approval of the Minutes of the previous Annual Stockholders 'Meeting.	Unanimous	None	None
Annual Report of the President	Unanimous	None	None
Approval of the Audited Consolidated Financial Statements for the Year Ended December 31, 2012	Unanimous	None	None
Ratification and approval of all acts and resolutions of the Board of Directors and Officers of the Corporation for the fiscal year 2012 (i.e. Declaration of Cash Dividends)	Unanimous	None	None
Election of the members of the Board of Directors (including the Independent Directors).	Unanimous	None	None
Appointment of External Auditors	Unanimous	None	None

6. Date of publishing the result of the votes taken during the most recent AGM/ASM for all resolutions (page 29 of 2012 ACGR):

The result of the votes taken during the April 30, 2013 ASM was disclosed to the Philippines Stock Exchange on the same day, April 30, 2013.

- f). Stockholders' Attendance (page 29 of 2012 ACGR)
 - i). Details of Attendance in the Annual/Special Stockholders' Meeting held (page 28 of 2012 ACGR):

			Voting			
	Names of Board		Procedures (by	% of SH		
Type of	Members/ Officers		Poll, show of	Attending in	% of SH in	Total % of SH in
Meeting	present	Date of Meeting	hands etc.)	Person	Proxy	Attendance
ASM	Corazon S. Dela Paz –	April 30, 2013	Show of hands	81.24%	13.38%	94.62%
	Bernardo		or Viva Voce as			
	Antonio A. Henson		appropriated			
	Ma. Paz V. Laperal					
	Adeline S. Lim					
	Victor C. Macalincag					
	Federico E. Puno					
	Bienvenido A. Tan, Jr.					
	Geronimo F. Velasco, Jr.					
	Jose Miguel F. Velasco					
ASM	Mario T. Meneses, Jr.	April 30, 2013	NA	NA	NA	NA
ASM	Florence Wong	April 30, 2013	NA	NA	NA	NA

SECRETARY'S CERTIFICATE

- I, MARIO T. MENESES, JR., of legal age, Filipino and with office address at the 16th floor, Unit 1608 Cityland 10 Tower 1, H.V. dela Costa Street, Salcedo Village, Makati City, after being duly sworn in accordance with law, hereby certify that:
- I am the duly elected and qualified Corporate Secretary of REPUBLIC GLASS HOLDINGS CORPORATION (Formerly Republic Glass Corporation) a corporation duly organized and existing under and by virtue of Philippine Laws, with office address at Republic Glass Building, 196 Salcedo Street, Legaspi Village, Makati City (the "Corporation");
- At the regular meeting of the Board of directors of the Corporation held on 31 July 2014, at which a quorum was present, the following resolution was unanimously adopted and approved:

"RESOLVED, AS IT IS HEREBY RESOLVED, that in compliance with SEC Memorandum No. 12 series of 2014, the Corporation hereby approves the consolidated updates and changes to the Annual Corporate Governance Report (ACGR) for the year 2013".

The foregoing resolution is in accordance with the records of the Corporation in my possession and the same has not been amended, suspended or repealed todate.

	IN WITNESS WHEREOF, I have	hereunto set my hand this _	AUG 0 7 2014 day
of	2014 at	CITY OF MAKATI	

MARIO T. MENESES, JR. Corporate Secretary

SUBSCRIBED AND SWORN to before me this ______ day of ______, affiant exhibiting to me his CTC No. 10857635 issued at Makati City on January 9, 2014.

NOTARY PUBLIC

/dith

ATTY. JOSHUAP. LAPUZ

Notary Public Makati City

Until/Dec. 31, 2015

Appointment No. M-41

PTR No. 4229070 Jan. 2, 2014/Makati
IBP Lifetime No. 04897

Roll No. 45790

G/F Fedman Bldg., 199 Salcedo St. Legaspi Village, Makati City