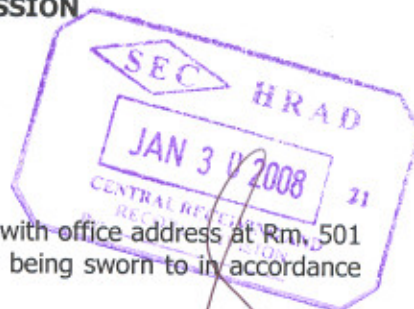


SECURITIES AND EXCHANGE COMMISSION
SEC Form MCG – 2002

CERTIFICATE



I, **LORNA PATAJO KAPUNAN**, of legal age, Filipino and with office address at Rm. 501 East Tower, PSE Tektite Building, Ortigas Center, Pasig City, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of **A. Soriano Corporation** (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at 7th Floor, Pacific Star Building, Makati Avenue cor. Gil J. Puyat Avenue, Makati City;

2. In 2007, the Company has substantially adopted all the provisions of the Manual on Corporate Governance (Model Corporation), as prescribed by SEC Memorandum Circular No. 2, Series of 2002;

3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have hereunto signed this Certificate this 03 day of January, 2008 at Makati City, Philippines.


LORNA PATAJO KAPUNAN
Compliance Officer

Countersigned by:

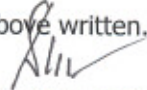

ANDRES SORIANO III
President & Chief Executive Officer

SUBSCRIBED AND SWORN to before me this 10th day of January, 2008 at Makati City, Metro Manila, affiants exhibiting to me their Passport details as follows:

<u>Name</u>	<u>Passport Numbers</u>	<u>Date & Place of Issue</u>
Lorna Patajo Kapunan	<u>ZZ188860</u>	<u>08 June 2006</u> , DFA-Manila
Andres Soriano III	711786600	Aug. 11, 2005 / U.S.A.

Witness my hand and notarial seal on the date and place above written.

Doc. No. 45 ;
Page No. 10 ;
Book No. V ;
Series of 2008.


REGINALDO L. HERNANDEZ
NOTARY PUBLIC
UNTIL DEC. 31, 2008
PTR NO. 0331008
ISSUED ON JAN 24, 2007
AT MAKATI CITY
IBP NO. 69555
ISSUED AT MAKATI CITY
ON DECEMBER 27, 2006
TIN # 100-364-501

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.



CERTIFICATION

I, **LORNA PATAJO- KAPUNAN**, of legal age, Filipino and with office address at 16th Floor, Strata 200 Building, Emerald Ave., Pasig City, after having been duly sworn to in accordance with law, hereby depose and say that:

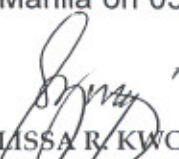
1. I am the Compliance Officer of **A. SORIANO CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Republic of the Philippines, with office address at the 7th Floor, Pacific Star Building, Makati Avenue, Makati City;
2. As such Compliance Officer, I monitor the Corporation's compliance with the provisions and requirements of the Code of Corporate Governance (the "Code") and the Corporation's Manual on Corporate Governance (the "Manual");
3. For the year **2007**, the Corporation has substantially complied with the mandatory requirements and provisions of the Code and the Manual.
4. This certification is being executed for the purpose of complying with the requirements of the Securities and Exchange Commission and/or for whatever legal purpose this may serve.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of January, 2008, at Makati City.


LORNA PATAJO KAPUNAN
Compliance Officer

SUBSCRIBED AND SWORN to before me this 18 day of January, 2008, affiant exhibited to me her Passport No. ZZ233171 issued at DFA-Manila on 05 October 2007 valid until 05 October 2012.

Doc. No. 12
Page No. 4
Book No. I
Series of 2008.


MELISSA R. KWONG
NOTARY PUBLIC FOR AND IN THE CITY OF PASIG
APPOINTMENT NO. 20 (2008-2009)
COMMISSION EXPIRES ON DECEMBER 31, 2008
SUITE 501, TEK TITE EAST TOWER,
PHILIPPINE STOCK EXCHANGE CENTRE
EXCHANGE ROAD, ORTIGAS CENTER PASIG CITY
PTR 4308416, 01-03-08, PASIG CITY
IBP 729508, 12-19-07, RIZAL
ROLL NO. 52785

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S.

CERTIFICATION

WE, **ANDRES SORIANO III** and **JOSHUA L. CASTRO**, both of legal age, American and Filipino citizens, respectively, and with office address at 7th Floor, Pacific Star Building, Makati Avenue cor. Gil J. Puyat Avenue, Makati City, after having been duly sworn in accordance with law, do hereby depose and state that:

1. We are the duly elected President and Chairman of the Board, and Assistant Corporate Secretary, respectively, of **A. Soriano Corporation** (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines under SEC Certificate of Registration Number PW02, with office address at 7th Floor, Pacific Star Building, Makati Avenue cor. Gil J. Puyat Avenue, Makati City;
2. As such President and Chairman of the Board, and Assistant Corporate Secretary, we have custody and control of the corporate records, books of accounts, documents and other papers of the Company;
3. We hereby certify that the attendance of each director of the Company in the board meetings for the year 2007, as prescribed by SEC Memorandum Circular No. 3, Series of 2006, are as follows:

Names of Directors	March 6, 2007	April 16, 2007	September 11, 2007	December 7, 2007
Andres Soriano III	✓	✓	✓	✓
Eduardo J. Soriano	✓	✓	✓	✓
Oscar J. Hilado	✓	✓	✓	x
Jose C. Ibazeta	✓	✓	✓	✓
John Gokongwei, Jr.	✓	✓	x	x
Raymundo G. Pe	✓	✓	✓	✓
Roberto R. Romulo	✓	✓	x	✓

4. This certification is being issued in compliance with the reportorial requirements of the Securities and Exchange Commission.

IN WITNESS WHEREOF, we have hereunto affixed our signatures at Makati City, Metro Manila this 10th day of January, 2008.


ANDRES SORIANO III
President and Chairman of the Board


JOSHUA L. CASTRO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 10th day of January, 2008, affiants exhibited to me their Passport details as follows:

<u>Name</u>	<u>Passport Numbers</u>	<u>Date and Place of Issue</u>
Andres Soriano III	711786600	Aug. 11, 2005; U.S.A.
Joshua L. Castro	UU0019686	Oct. 19, 2006; Manila

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2008.

SECURITIES AND EXCHANGE COMMISSION
SEC Form MCG – 2002

CERTIFICATE



I, **LORNA PATAJO KAPUNAN**, of legal age, Filipino and with office address at Rm. 501 East Tower, PSE Tektite Building, Ortigas Center, Pasig City, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of **A. Soriano Corporation** (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at 7th Floor, Pacific Star Building, Makati Avenue cor. Gil J. Puyat Avenue, Makati City;

2. In 2007, the Company has substantially adopted all the provisions of the Manual on Corporate Governance (Model Corporation), as prescribed by SEC Memorandum Circular No. 2, Series of 2002;

3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have hereunto signed this Certificate this 10th day of January, 2008 at Makati City, Philippines.


LORNA PATAJO KAPUNAN
Compliance Officer

Countersigned by:



ANDRES SORIANO III
President & Chief Executive Officer

SUBSCRIBED AND SWORN to before me this 10th day of January, 2008 at Makati City, Metro Manila, affiants exhibiting to me their Passport details as follows:

<u>Name</u>	<u>Passport Numbers</u>	<u>Date & Place of Issue</u>
Lorna Patajo Kapunan	27188860	08 June 2009 DFA-Manila
Andres Soriano III	711786600	Aug. 11, 2005 / U.S.A.

Witness my hand and notarial seal on the date and place above written.

Doc. No. 45;
Page No. 10;
Book No. ✓;
Series of 2008.


REGINALDO L. HERNANDEZ
NOTARY PUBLIC
UNTIL DEC. 31, 2008
PTR NO. 0231104
ISSUED ON JAN. 24, 2007
AT MAKATI CITY
IBP NO. 69555
ISSUED AT MAKATI CITY
ON DECEMBER 27, 2006
TIN # 100-364-501