

**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 corner Gil J. Puyat Avenue, Makati City;

2. In 2011, 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 set my hand this 7th day of December 2011 at Makati City, Metro Manila.


LORNA PATAJO-KAPUNAN
Compliance Officer

Countersigned by:

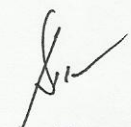

ANDRES SORIANO III
President & Chief Executive Officer

SUBSCRIBED AND SWORN to before me this 7th day of December 2011 at Makati City, Philippines, affiants exhibiting to me their Passport details as follows:

<u>NAME</u>	<u>CTC/PP NUMBER</u>	<u>DATE/PLACE ISSUED</u>
Lorna Patajo Kapunan	ZZ233171	October 5, 2007/Manila
Andres Soriano III	711786600	August 11, 2005 / U.S.A.

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

Doc. No. 523 ;
Page No. 106 ;
Book No. VM ;
Series of 2011.


REGINALDO L. HERNANDEZ
NOTARY PUBLIC FOR AND IN THE CITY OF MAKATI
APPOINTMENT # M-354; ROLL # 2064-2
COMMISSION EXPIRES ON 12-31-12
PTR # 2642995; 01-03-11, MAKATI CITY
IBP # 841593; 12-09-10, PASIG CITY
TIN # 100-864-501