



AboitizPower

REPUBLIC OF THE PHILIPPINES)
CITY OF **CEBU**) S.S.

CERTIFICATION

I, **M. JASMINE S. OPORTO**, of legal age and with office address at Aboitiz Corporate Center, Gov. M. Cuenco Ave., Kasambagan, Cebu City, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at Aboitiz Corporate Center, Gov. M. Cuenco Ave., Kasambagan, Cebu City;
2. In 2010, the Company substantially adopted all the provisions of the Corporation's Manual of Corporate Governance;
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 its Manual of Corporate Governance.

IN WITNESS WHEREOF, I have hereunto signed this Certificate this
JAN 06 2011 at **CEBU** City, Philippines.

M. Jasmine S. Oporto
M. JASMINE S. OPORTO
Corporate Secretary

Countersigned by:

Enrique M. Aboitiz Jr.
ENRIQUE M. ABOITIZ JR.
Chairman of the Board

SUBSCRIBED AND SWORN to before me this JAN 06 2011 at **CEBU** City, Philippines. Affiant, who is personally known to me exhibited her Philippine Passport No. XX1147714 issued at Manila, Philippines on May 13, 2008.

Doc No. 124 :
Page No. 23 :
Book No. XVI :
Series of 2011.

Leah I. Gernaldez
LEAH I. GERALDEZ
NOTARY PUBLIC
UNTIL DECEMBER 31-2011
PTR No. 1360523 Talisay City 1/7/11
ISP LIFETIME MEMBERSHIP No. 553227
ROLL No. 41369

