



January 14, 2013

MS. JANET A. ENCARNACION

Head, Disclosure Department
Philippine Stock Exchange, Inc.
3rd Floor, Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Re: Certifications on Attendance of the Board of Directors in 2012 Meetings of Aboitiz Power Corporation and Compliance with the Manual of Corporate Governance

Dear Ms. Encarnacion,

Please find enclosed the following documents:

- (a) Certification on Attendance of the Board of Directors in 2012 Meetings of Aboitiz Power Corporation; and
- (b) Certification on Compliance with the Manual of Corporate Governance.

Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ POWER CORPORATION

By

M. JASMINE S. OPORTO

Corporate Secretary



101142013001025



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Industry Classification
Company Type Stock Corporation

Document Information

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Remarks CFD

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


CERTIFICATION

I, **M. JASMINE S. OPORTO**, after having been duly sworn according to law, hereby depose and state that:


1. I am a Filipino citizen, of legal age, with office address at Aboitiz Corporate Center, Governor Manuel Cuenco Avenue, Kasambagan, Cebu City, Cebu, Philippines.
2. I am the Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office address at Aboitiz Corporate Center, Governor Manuel Cuenco Avenue, Kasambagan, Cebu City, Cebu, Philippines.
3. As such Corporate Secretary, I hereby certify that at the special and regular board meetings of the Company during the year 2012, a quorum was always present.
4. Attendance by board members at such meetings were as follows:

DIRECTORS	REGULAR AND SPECIAL MEETINGS 2012								
	5-Jan special	3-Feb regular	1-March special	28-March regular	21-May regular	3-Aug regular	27-Sept regular	9 and 10 -Nov (Board Retreat)	28 - Nov regular
Enrique M. Aboitiz, Jr.	✓	✓	✓	✓	✓	✓	✓	✓	X
Jon Ramon Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Erramon I. Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Antonio R. Moraza	✓	✓	✓	✓	X	✓	✓	✓	✓
Mikel A. Aboitiz	✓	✓	✓	✓	X	✓	✓	✓	X
Jaime Jose Y. Aboitiz	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jose R. Facundo (Independent Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Romeo L. Bernardo (Independent Director)	✓	✓	✓	✓	✓	✓	✓	✓	✓
Jakob G. Disch (Independent Director)	X	✓	✓	X	✓	✓	✓	✓	✓
Total No. of Directors Present	8	9	9	8	7	9	9	9	7

IN WITNESS WHEREOF, I have hereunto affixed my signature this 27th day of December 2012 at Cebu City, Philippines.

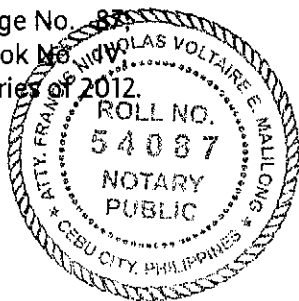

M. JASMINE S. OPORTO
Corporate Secretary


Countersigned by:


ENRIQUE M. ABOITIZ JR.
Chairman of the Board

SUBSCRIBED AND SWORN to before me this 27th day of December 2012 at Cebu City, Philippines. Affiant, who is personally known to me, personally appeared before me and exhibited her Philippine Passport No. XX1147714 issued at Manila, Philippines on May 13, 2008 and her Community Tax Certificate No. 19129540 issued on February 4, 2011 at Cebu City.

Doc No. 435;
Page No. 87
Book No. 117
Series of 2012.




FRANCIS NICHOLAS VOLTAIRE E. MALILONG
Notary Public for Cebu City
Notarial Commission No. 041-11
Until December 31, 2012
Aboitiz Corporate Center
Gov. M. Cuenco Ave., Cebu City
ROLL No. 54087
PTR No. 2157281 Cebu City 01.02.12
IBP Lifetime No. 872219 Cebu City 01.04.12
MCLE Compliance No. III-0011243



101142013001029



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Remarks Cert.

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

CERTIFICATION


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1. I am a Filipino citizen, of legal age, with office address at Aboitiz Corporate Center, Governor Manuel Cuenco Avenue, Kasambagan, Cebu City, Cebu, Philippines.
2. I am the Corporate Secretary of **ABOITIZ POWER CORPORATION** (the "Company"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office address at Aboitiz Corporate Center, Governor Manuel Cuenco Avenue, Kasambagan, Cebu City, Cebu Philippines.
3. In 2012, the Company substantially adopted all the provisions of the Company's Manual of Corporate Governance;
4. 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, the undersigned has hereunto set her hand this 27th day of December 2012 at Cebu City, Philippines.

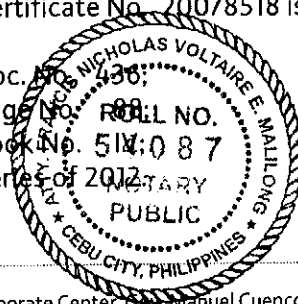

M. JASMINE S. OPORTO
Corporate Secretary


Countersigned by:


ENRIQUE M. ABOITIZ, JR.
Chairman of the Board

SUBSCRIBED AND SWORN to before me this 27th day of December 2012 at Cebu City, Philippines. Affiant, who is personally known to me, personally appeared before me and exhibited her Philippine Passport No. XX1147714 issued at Manila, Philippines on May 13, 2008 and her Community Tax Certificate No. 20078518 issued on February 27, 2012 at Cebu City.

Doc. No. 136;
Page No. 88;
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Series of 2012




NICHOLAS VOLTARE E. MALILONG
Notary Public for Cebu City
Notarial Commission No. 041-11
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