





## CERTIFICATION

The undersigned, **JOEL ANGELO C. CRUZ**, in his capacity as the Assistant Vice President - General Counsel & Corporate Secretary of PETRON CORPORATION, (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under Philippine laws with principal office address at SMC Head Office Complex, 40 San Miguel Avenue, Mandaluyong City,


HEREBY CERTIFIES AND STATES THAT:

1. With the successful conduct of the Annual Stockholders Meeting last July 12, 2011 which was well attended by about 89.61% of the Company's stockholders; the regular conduct of board and committee meetings; the continued monitoring of attendance of directors and officers in basic corporate governance seminars conducted by SEC-accredited providers; the compliance with reportorial and disclosure requirements as well as with the financial reporting standards, the Company is in compliance with its Corporate Governance Manual.
2. There are no deviations from its adopted Corporate Governance Manual.
3. The Company adopts the Fit and Proper Rule for the selection of its directors and officers as embodied in the Petron Corporate Governance Manual.
4. This Certification is hereby submitted conformably to SEC's requirements and for whatever legal purpose it may serve.

DONE this 5<sup>th</sup> day of January 2012 at Mandaluyong City, Philippines.

  
**JOEL ANGELO C. CRUZ**  
AVP - General Counsel &  
Corporate Secretary 

Countersigned by:

  
**ERIC O. RECTO**  
President

SUBSCRIBED AND SWORN TO before me this JAN 11 2012 at  
Mandaluyong City, Philippines, by JOEL ANGELO C. CRUZ in his capacity as the  
Assistant Vice President – General Counsel & Corporate Secretary of PETRON  
CORPORATION, affiant exhibiting to me his SSS No 033-83898447 and avowed under  
penalty of law to the whole truth of the contents of the foregoing Certificate.



Doc. No. 422 ✓  
Page No. 65 ✓  
Book No. ✓  
Series of 2012.

MARY ROSE S. TAN  
Commission No. 0252-11  
Notary Public for Mandaluyong City  
Until Dec. 31, 2012  
SMC, 40 San Miguel Ave., Mandaluyong City  
Roll No. 47144  
PTR No. 0980247; 01/03/11, Mandaluyong City  
Lifetime Member No. 09449; 01/04/11, Makati City