



NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES

18th Floor, Philippine AXA Life Centre, Sen. Gil J. Puyat Avenue corner Tindalo Street, Makati City 1200, Philippines
Trunk lines: +632 759 5801 to 06 * Fax: +632 759 5886 * Website: nrpc.com.ph * e-mail: nrpc@nrpc.com.ph

January 25, 2012

THE PHILIPPINE STOCK EXCHANGE, INC.

Philippine Stock Exchange Centre
Exchange Road, Ortigas Center
Pasig City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Gentlemen:

Attached is our Corporate Secretary's Sworn Certification on the attendance in Board meetings of each director of National Reinsurance Corporation of the Philippines for the year 2011, pursuant to the Code of Corporate Governance which is enforced by the Securities and Exchange Commission.

Sincerely,



JOHN E. RUANG
Senior Vice President/CEO

COVER SHEET

8 0 1 1 8

SEC Registration Number

NATIONAL REINSURANCE
CORPORATION OF THE PHILIPPINES

(Company's Full Name)

18TH FLOOR PHILIPPINE AXA LIFE
CENTRE SEN. GIL PUYAT MAKATI

(Business Address: No., Street City / Town / Province)

Atty. Noel A. Laman
Atty. Ma. Pilar Pilares-Gutierrez
Contact Person

888-4391

Company Telephone Number

1 2
Month

3 1
Day

Fiscal Year

Certification on Directors' Attendance at
the 2011 Board Meetings

FORM TYPE

4th Monday of June
Month Day

Annual Meeting

Secondary License Type, if Applicable

C F D

Dept Requiring this Doc

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. **31 December 2011**
Date of Report (Date of earliest event reported)
2. SEC identification Number **80118** 3. BIR Tax Identification No. **000-480-869-000**
4. **NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES**, doing business under the names and styles of **Philippine National Reinsurance Company, PhilNaRe**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **16th Floor, Philippine AXA Life Centre,
Sen. Gil Puyat Ave. cor. Tindalo St., Makati City** **1200**
Address of principal office Postal Code
8. **(632) 759-5601 to 06**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding |
|---------------------|--|
| Common Shares | 2,159,877,600 |
| TOTAL | 2,159,877,600 |

11. Indicate the item numbers reported herein:Item i

i. **Other Matters**

Pursuant to the Code of Corporate Governance which is enforced by the Securities and Exchange Commission, enclosed herewith is the Secretary's Sworn Certification on the attendance in Board meetings of each director for the year 2011. Pursuant to Section 16, SEC Memorandum Circular No. 3, series of 2007, the said Certification on attendance should be submitted every 30th day of January.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized, in the City of Makati on January 25, 2012.

**National Reinsurance Corporation of the Philippines,
doing business under the names and styles of Philippine
National Reinsurance Company, PhilNaRe
Issuer**



NOEL A. LAMAN
Corporate Secretary

COUNTERSIGNED BY:



HELEN Y. DEE

Chairperson of the Board of Directors

January 25, 2012

Date

CERTIFICATION

KNOW ALL MEN BY THESE PRESENTS:

I, **NOEL A. LAMAN**, of legal age, Filipino, married, with office address at the 5th Floor, The Valero Tower, 122 Valero Street, Salcedo Village, Makati City, being the duly elected Corporate Secretary of **National Reinsurance Corporation of the Philippines**, a corporation organized and existing under the laws of the Philippines, under oath, do hereby certify:

1. That the Board of Directors of National Reinsurance Corporation of the Philippines held its meetings in the year 2011, specifically on the following dates:

| Date of Meeting | Nature of Meetings |
|------------------------|---------------------------|
| January 20, 2011 | Regular meeting |
| February 17, 2011 | Regular meeting |
| March 17, 2011 | Regular meeting |
| May 19, 2011 | Regular meeting |
| June 16, 2011 | Regular meeting |
| June 30, 2011 | Organizational meeting |
| July 21, 2011 | Regular meeting |
| August 18, 2011 | Regular meeting |
| September 15, 2011 | Regular meeting |
| October 20, 2011 | Regular meeting |
| November 17, 2011 | Regular meeting |
| December 15, 2011 | Regular meeting |

2. That as per the record of the minutes of the meetings of the Board of Directors of National Reinsurance Corporation of the Philippines, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors, both regular and special, during his incumbency or any twelve (12) month period during said incumbency. (See Annex "A" hereof)
3. This certification is submitted to comply with the requirement of SEC Memorandum Circular No. 2, series of 2002, otherwise known as the SEC Code of Corporate Governance, as amended, and SEC Memorandum Circular No. 3, series of 2007.

DL

IN WITNESS WHEREOF, I have hereunto affixed my signature this
_____ at Makati City, Metro Manila.


NOEL A. LAMAN
Corporate Secretary

COUNTERSIGNED BY:

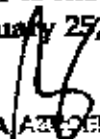

HELEN Y. DEE
Chairperson of the Board of Directors

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Makati, Philippines, this JAN 24 2012, affiant who is personally known to me and whose identity I have confirmed through his Passport No. EA0004475 issued on November 10, 2009 in Manila, bearing the affiant's photograph and signature, and who showed to me his Community Tax Certificate No. 05973651 issued at Makati City on January 25, 2011.

Doc. No. 271
Page No. 12
Book No. 8
Series of 2012

3571.20.01




REGINA AZUCENA G. SANTOS
App. No. 111-0-000
Notary Public - City of Makati
Until 31 December 2012
Cebu Lungsod Taal Division
Government Law Firm
The Village at 421-423 Taal Street
Cebu Lungsod Taal City
PTR No. 317-000-0100, 2012 Makati City
BP No. 87042; G1-02/2012; Makati City Chapter
Rol No. 56718

Annex "A"

Meetings of the Board of Directors for the Year 2011

| Name of Directors | RM Jan. 20 | RM Feb. 17 | RM March 17 | RM May 19 | RM June 16 | OM June 30 | RM July 21 | RM Aug. 18 | RM Sept. 15 | RM Oct. 20 | RM Nov. 17 | RM Dec. 15 |
|---------------------------------|------------------|------------------|-------------------|-----------------|------------------|------------------|------------------|------------------|-------------------|------------------|------------------|------------------|
| Bernardo, Romeo L. | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Crisol, Roberto B. | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Dee, Helen Y. | √ | √ | √ | √ | X | √ | X | √ | √ | √ | √ | √ |
| Gozo, Danilo A. ¹ | N | N | N | N | N | √ | X | X | X | X | √ | √ |
| Limcaoco, Jose Teodoro K. | X | √ | √ | √ | √ | √ | X | √ | √ | √ | √ | √ |
| Napa, Ermilando D. ² | N | N | N | N | N | √ | √ | √ | √ | √ | √ | √ |
| Nera, Medel T. ³ | N | N | N | N | N | N | √ | √ | √ | √ | √ | √ |
| Salcedo, Jr. Alfonso L. | X | √ | √ | √ | X | √ | √ | √ | X | √ | √ | √ |
| Vergara, Robert G. | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | X | √ |
| Yu, Gregorio T. | √ | √ | √ | √ | X | √ | √ | √ | √ | √ | √ | √ |
| Yuchengco, Yvonne S. | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ | √ |
| Primitivo Cal ⁴ | √ | √ | √ | √ | √ | N | | | | | | |
| Consuelo Manansala ⁵ | √ | √ | X | √ | √ | N | | | | | | |

Legend:

| | | |
|----|---|-------------------------------------|
| √ | - | Present |
| X | - | Absent |
| RM | - | Regular Meeting |
| SM | - | Special Meeting |
| OM | - | Organizational Meeting |
| E | - | Elected |
| R | - | Resigned |
| N | - | Not yet a director / Not re-elected |

¹ Elected during the June 30, 2011 annual meeting of the stockholders.

² Elected during the June 30, 2011 annual meeting of the stockholders.

³ Elected during the regular meeting of the Board of Directors held on July 21, 2011.

⁴ Not re-elected at the June 30, 2011 annual meeting.

⁵ Not re-elected at the June 30, 2011 annual meeting.