



# NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES

18<sup>th</sup> Floor, Philippine AXA Life Centre, Sen. Gil J. Puyat Avenue corner Tindalo Street, Makati City, Philippines  
Telephone : +63 2 759-5801 to 06 \* Facsimile : +63 2 759-5886 \* Website : nrpc.com.ph \* e-mail : nrpc@nrpc.com.ph

January 25, 2010

## THE PHILIPPINE STOCK EXCHANGE, INC.

Philippine Stock Exchange Centre  
Exchange Road, Ortigas Center  
Pasig City

Attention: Disclosures Department

Gentlemen:

Attached is a copy of the **Certification of Compliance by PhilNaRe with certain corporate governance principles and practices as set forth in SEC Memorandum Circular No. 2 and Insurance Commission Circular (IC) Letter No. 31-2005 and other relevant issuances of the SEC and the IC.**

Very truly yours,

  
**JOHN E. HUANG**  
Senior Vice President/CFO

## CERTIFICATION

Pursuant to the provisions of Securities and Exchange Commission ("SEC") Memorandum Circular No. 2 dated April 5, 2002, as amended, I hereby certify that:

1. The compliance of National Reinsurance Corporation of the Philippines (the "Company") with SEC Memorandum Circular No. 2, as amended, and Insurance Commission ("IC") Circular Letter No. 31-2005 dated September 26, 2006 on Corporate Governance Principles and Practices and other relevant issuances of the SEC and the IC has been regularly monitored;

2. In order to measure or determine the level of compliance of the Board of Directors and management with the Company's Manual of Corporate Governance, the Company has appointed a compliance officer, who is responsible on a continuing basis for monitoring compliance with the provisions of the Company's Manual of Corporate Governance. The Compliance Officer likewise accomplishes Self Assessment Questionnaire-General Disclosure on Corporate Governance Practices for Insurance Companies, Professional Reinsurers and Intermediaries. The report, which is reviewed by the Board of Directors, is a requirement of the IC and is submitted to the IC on a semi-annual basis.

3. The Company likewise complied with SEC Memorandum Circular No. 12, series of 2009, and submitted its corporate governance score card within the time period required under the said circular.

4. Pursuant to the Company's Manual of Corporate Governance, the Company instituted the following changes in its organization:

- The Board established an Executive Committee and a Nomination and Compensation Committee.
- All Directors of the Company are required to limit their directorship positions in other companies engaged in insurance and insurance-related business to four (4).
- Effective July 2006, the Company has appointed its independent directors as members of its Audit Committee.
- The Company formalized and regularly updates its Anti-Money Laundering Policies and Procedures.

5. There has been no deviation from the Company's Manual of Corporate Governance. The Company's Board of directors and management recognize that a good corporate governance system is integral to the mandate bestowed upon them by the Company's stockholders.

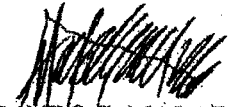
6. The Company continues to improve corporate governance practice through continuous training of management on the best practices of good corporate governance. All new directors and executive officers with a designation of Vice President or higher are required to participate in and complete a Corporate Governance Seminar.

IN WITNESS WHEREOF, I hereby sign this certificate this

JAN 22 2010

at

~~BOZON CITY~~

  
ARMANDO S. MALABANAN  
Compliance Officer

COUNTERSIGNED BY:

  
WINSTON F. GARCIA  
Chairman of the Board of Directors

SUBSCRIBED AND SWORN to before me this

JAN 22 2010

~~BOZON CITY~~ exhibiting to me his Passport No. XX-2020356 issued on Sept. 13, 2008 at Manila and CTC No. 01001698 issued on January 21, 2010 at Makati City

Doc. No. 426 ;  
Page No. 11 ;  
Book No. 11 ;  
Series of 2010.

ATTY. JCEL G. GORDOLA  
NOTARY PUBLIC  
NOTARIAL COMMISSION NO. NP-052  
COMMISSION EXPIRES DEC 31, 2011  
PTR NO. 3176482; 11/04/2010; Q.C.  
IBP NO. 774185; 11/12/2010; Q.C.  
ROLL OF ATTORNEY NO. 25103