



NATIONAL REINSURANCE CORPORATION OF THE PHILIPPINES

18TH FLOOR, PHILIPPINE AXA LIFE CENTRE, SEN. GIL PUYAT AVENUE CORNER TINDALO STREET, MAKATI CITY, PHILIPPINES
TELS (632) 759-5801 TO 06 * FAX (632) 759-5801 * WEBSITE: www.nrcp.com.ph * E MAIL : nrcp@nrcp.com.ph

January 17, 2013

Philippine Stock Exchange Inc.
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Metro Manila

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

Re: **National Reinsurance Corporation of the Philippines**

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 2012, pursuant to the Code of Corporate Governance which is enforced by the Securities and Exchange Commission.

Thank you for your kind attention.

Very truly yours,

A handwritten signature in black ink, appearing to read "Regina S. Ramos", written over the printed name.

REGINA S. RAMOS
Compliance Officer

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 2012. 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 17, 2013.

**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 17, 2013
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** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, do hereby certify that:

1. The Board of Directors of the Corporation held its meetings in the year 2012, specifically on the following dates:

Date of Meeting	Nature of Meetings
January 19, 2012	Regular meeting
February 16, 2012	Regular meeting
March 15, 2012	Regular meeting
April 19, 2012	Regular meeting
May 17, 2012	Regular meeting
June 21, 2012	Regular meeting
June 27, 2012	Organizational meeting
July 19, 2012	Regular meeting
August 16, 2012	Regular meeting
September 20, 2012	Regular meeting
October 18, 2012	Regular meeting
November 15, 2012	Regular meeting
December 13, 2012	Regular meeting

2. Based on the records of the minutes of the meetings of the Board of Directors of the Corporation, 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. The Chairman of the Board, Vice Chairman of the Board, President and all independent directors of the Corporation likewise attended the annual stockholders' meeting of the Corporation held on June 27, 2012.
4. 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.

IN WITNESS WHEREOF, I have hereunto affixed my signature this JAN 17 2013 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 17 2013, 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. 07020751 issued at Makati City on January 27, 2012.

Doc. No. 193 ;
Page No. 40 ;
Book No. 1 ;
Series of 2013 .


JOYCE GRACE B. CASAS
Appointment No. M-506
Notary Public - City of Makati
Until 31 December 2013
Castillo Laman Tan Pantaleon
& San Jose Law Firm
The Valero Tower, 122 Valero Street
Salcedo Village, Makati City
PTR No. 3295582; 04-16-2012; Makati City
IBP No. 893090; 03-09-2012; Makati City Chapter
Roll No. 61486

Annex "A"

Meetings of the Board of Directors for the Year 2012

Name of Directors	RM Jan 19	RM Feb 16	RM March 15	RM April 19	RM May 17	RM June 21	OM June 27	RM July 19	RM Aug. 16	RM Sept. 20	RM Oct. 18	RM Nov. 15	RM Dec. 13
Bernardo, Romeo L.	√	√	√	X	√	√	√	√	√	X	√	X	√
Crisol, Roberto B.	√	√	√	√	X	√	√	√	√	√	√	√	√
Dee, Helen Y.	√	√	√	√	√	√	√	√	√	√	√	√	√
Gozo, Danilo A.	√	√	√	X	√	√	√	√	X	√	√	√	√
Limcaoco, Jose Teodoro K.	√	√	X	√	√	X	√	√	√	√	X	√	√
Napa, Ermilando D.	√	√	√	√	√	√	√	√	√	√	√	√	√
Nera, Medel T.	√	√	√	√	√	√	√	√	√	√	√	√	√
Salcedo, Jr. Alfonso L.	√	√	√	√	√	√	√	√	√	√	√	√	√
Vergara, Robert G.	√	√	√	√	√	√	√	X	√	√	√	√	X
Yu, Gregorio T.	√	√	√	√	√	√	√	√	√	√	√	√	X
Yuchengco, Yvonne S.	√	X	√	√	√	√	X	√	√	√	√	√	√
Ayuste, Rafael G.	N	N	N	N	N	N	√	√	√	√	√	X	√
Gallaga, Rafael C.	N	N	N	N	N	N	√	√	√	√	√	√	√

Legend:

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