





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, 2010 which was well attended by about 90.70% 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 13th day of January 2011 at Mandaluyong City, Philippines.

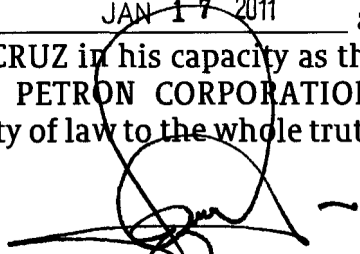

JOEL ANGELO C. CRUZ
AVP - General Counsel &
Corporate Secretary 

Countersigned by:


ERIC O. RECTO
President

SUBSCRIBED AND SWORN TO before me this JAN 17 2011 at
Mandaluyong City, Philippines, by JOEL ANGELO C. CRUZ in his capacity as the
AVP - General Counsel & Corporate Secretary of PETRON CORPORATION,
personally known to me and avowed under penalty of law to the whole truth
of the contents thereof.

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Series of 2011.


ROMMEL L. BAWALAN
Notary Public for Mandaluyong City
Notary Commission No. 3333-10
Until December 31, 2011
PTR No. 2099115MB 01-11-10 Makati City
LRN- 07098 01-07-08 Pasig City
Roll of Attorney No. 42924
SMC Head Office Complex,
40 San Miguel Ave., 1550 Mandaluyong City
MCLE Compliance No. #1-0010822 3.30.10