



January 18, 2013

Ms. Janet A. Encarnacion
Head, Disclosure Department
Philippine Stock Exchange Centre
Exchange Road, Ortigas Centre
Pasig City

Dear Ms. Encarnacion:

In compliance with SEC Memorandum Circular No. 6, Series of 2009, otherwise known as "*The Revised Code of Corporate Governance*", we are submitting herewith the certification on the extent of Bank's compliance with its Manual on Corporate Governance.

Thank you.

Very truly yours,

Ma. Fe P. Salamatin

MA. FE P. SALAMATIN
VP, Compliance Officer

Noted by:

Ma. Christina P. Alvarez

MA. CHRISTINA P. ALVAREZ
FVP, Corporate Information Officer

COVER SHEET

1 7 5 1 4

SEC Registration Number

R I Z A L C O M M E R C I A L B A N K I N G C O R P

(Company's Full Name)

6 8 1 9 R C B C P L A Z A A Y A L A A V E C O R

S E N G I L P U Y A T A V E M A K A T I C I T Y

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

Ma. Fe P. Salamatin

Contact Person

894-9090

Company Telephone Number

Month

Day

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS



SECURITIES AND EXCHANGE COMMISSION
SEC Form MCG-2002

CERTIFICATION

I, Ma. Fe P. Salamatin, of legal age and with office address at 6819 RCBC Plaza Ayala Avenue cor. Sen. Gil Puyat Avenue Makati City after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of Rizal Commercial Banking Corporation (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at 6819 Ayala Avenue, Makati City;
2. In 2012, the Company substantially adopted all the provisions of the Manual on Corporate Governance as prescribed by SEC Memorandum Circular No.6, Series of 2009;
3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual on Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate this 18 day of January, 2013 at Makati, Philippines.

MA. FE. P. SALAMATIN
Compliance Officer

Countersigned by:

LORENZO V. TAN
President

SUBSCRIBED AND SWORN TO before me this JAN 18 2013, at _____, Philippines, affiant exhibiting to me Community Tax Certificate No. 06119629, issued on 1/4/2013 at the City of Manila and SSS No. 0345470243.

WITNESS my hand and notarial seal on the date and place above written.

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BOOK NO. 147
SERIES OF 2013

ATTY. CATALINO VICENTE L. ARABIT
NOTARY PUBLIC
Appointment No. M-86 (2011-2012)
Until 31 December 2012
PTR NO: 3182312; 01/05/12; Makati City
IBP NO: 879236; 01/05/12; Makati City
ROLL NO: 40145
7th Floor, Yuchengco Tower 1, RCBC Plaza
Ayala Avenue, Makati City