



Energy Development Corporation
38th Floor, One Corporate Centre Building, Julia Vargas corner Meralco Avenue
Ortigas Center, Pasig 1605, Philippines
Trunklines: +63 (2) 667-7332 (PLDT) / +63 (2) 755-2332 (Globe)

January 13, 2012

JANET A. ENCARNACION
HEAD, Disclosures Department
The Philippine Stock Exchange, Inc.
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue, Makati City

Dear Ms. Encarnacion:

We submit the attached certification on Energy Development Corporation's compliance with the Corporate Governance Manual for 2011, duly filed with the Securities and Exchange Commission (SEC) pursuant to the SEC Code of Corporate Governance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Erudito S. Recio", written over a faint, illegible stamp.

Erudito S. Recio
Investor Relations Manager &
Corporate Information Officer



101122012000744



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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CERTIFICATION

I, **AGNES C. DE JESUS**, of legal age and with office address at the 38th Floor, One Corporate Centre Building, Julia Vargas Ave. corner Meralco Ave., Ortigas Center, Pasig City, Metro Manila, Philippines, being the duly-elected Senior Vice-President and Compliance Officer of the **Energy Development Corporation** ("EDC", the "Company"), a corporation duly-organized and existing in accordance with the laws of the Republic of the Philippines, with office address indicated above, after being sworn to in accordance with law, hereby certify and state that:

1. The Company has adopted in its Corporate Governance Manual the leading practices and principles of good corporate governance pursuant to the provisions of SEC Memorandum Circular No. 2, Series of 2002, as amended by SEC Memorandum No. 6, series of 2009;
2. For the year 2011, the Company, through its Directors, Officers, Managers and employees, fully complied with all the leading practices and principles of its duly-adopted Corporate Governance Manual.
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 Corporate Governance Manual.

IN WITNESS WHEREOF, I have signed this Certificate this Jan. 10, 2012, at Pasig, Philippines.

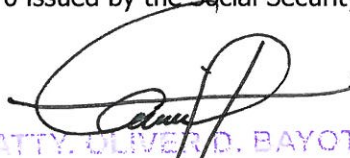
Agnes C. de Jesus
AGNES C. DE JESUS
 Senior Vice-President and Compliance Officer

Countersigned by:

RICHARD B. TANTOCO
 President and Chief Operating Officer

SUBSCRIBED AND SWORN TO before me this JAN 10 2012 at _____, Philippines, affiants exhibiting to me their respective proofs of identity:

- | | |
|-----------------------|--|
| 1. Agnes C. de Jesus | TIN No. 115-333-278 issued by the Bureau of Internal Revenue |
| 2. Richard B. Tantoco | SSS ID No. 03-9384708-0 issued by the Social Security System |

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ATTY. OLIVER D. BAYOT
 Notary Public for the Cities of Taguig and Pasig, and
 Municipalities of San Juan and Estrogo until December 31, 2012
 Appointed by SEC No. 110-2011-2-12
ENERGY DEVELOPMENT CORPORATION
3rd Flr., Bldg. V, Energy Center, Merritt Road, Fort Bonifacio, Taguig City
 Ref. No. 4867, May 14, 2011
 PTR No. A-1164841, January 4, 2011, Taguig City
 IBP No. 844864, January 4, 2011, Rizal - San Juan - Mandaluyong