


CERTIFICATION

KNOW ALL MEN BY THESE PRESENTS:

I, **CZARINA G. TURLA**, of legal age, Filipino, with business address at 3/F Bonifacio Technology Center, 31st Street corner 2nd Avenue, E-Square IT-Park-SEZ, Bonifacio Global City, Taguig City, hereby depose and state:

1. I am the **Acting Compliance Officer/Assistant Corporate Information Officer** of **DFNN INC.** ("DFNN"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at 3/F Bonifacio Technology Center, 31st Street corner 2nd Avenue, E-Square IT-Park-SEZ, Bonifacio Global City, Taguig City.
2. Pursuant to the provisions of DFNN's Corporate Governance Manual ("**Manual**") required under Securities and Exchange Commission ("**SEC**") Memorandum Circular No. 2 dated April 5, 2002, I hereby certify to the best of my knowledge:
 - a. Due compliance with SEC Memorandum Circular No. 2 dated April 5, 2002, as well as all relevant Circulars on Corporate Governance, has been monitored.
 - b. DFNN, its directors, officers and employees are in compliance with the leading practices and principles on good corporate governance as embodied in the company's Manual.
 - c. DFNN also complied with the appropriate performance self-rating assessment and performance evaluation system to determine and measure compliance with the Manual.

DFNN, INC.
 By: 
CZARINA G. TURLA
 Acting Compliance Officer / Assistant
 Corporate Information Officer

ACKNOWLEDGMENT

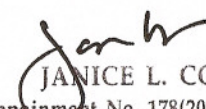
REPUBLIC OF THE PHILIPPINES)
PASIG CITY, METRO MANILA) S.S.

BEFORE ME, a Notary Public, for and in the above jurisdiction, personally appeared:

<u>Name</u>	<u>Comm. Tax Cert. No./Passport No.</u>	<u>Date/Place of Issue</u>
Czarina G. Turla	SS 0931934	April 18, 2006-DFA- Manila, Philippines

WITNESS MY HAND AND SEAL, on this JAN 28 2010 at **PASIG CITY** Metro Manila.

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 Page No. 55;
 Book No. 1;
 Series of 2010.


JANICE L. CO
 Appointment No. 178(2009-2010)
 Notary Public for Pasig City
 Until December 31, 2010
 Attorneys Roll No. 57203
 Suite 2401 The Orient Square;
 F. Ortigas Jr. Road, Ortigas Center Pasig City
 PTR No. 0548142; 06.03.09; Mandaluyong City
 IBP Roll No. 788321; 04.20.09; RSM