

SECURITIES AND EXCHANGE COMMISSION SEC FORM MCG-2002

CERTIFICATE

I, Rodolfo M. Carlos Jr., of legal age and with office address at BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent Compliance Officer of BDO Leasing and Finance Inc., a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines with office address at BDO Leasing Centre, Corinthian Gardens, Ortigas Avenue, Quezon City;

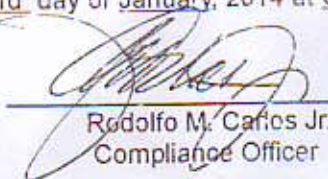
2. In 2013, the Company substantially adopted all the provisions of its Manual on Corporate Governance(Model Corporation), as prescribed by SEC Memorandum Circular NO.2, Series of 2002;

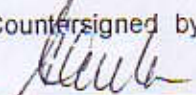
3. During the same year, the Company deviated from the following provisions of the said Manual for the reasons stated below:

Provision(s) of the Manual	Explanation
<u>N/A</u>	<u>N/A</u>

4. I am using this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting of the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have signed this Certificate this 3rd day of January, 2014 at Quezon City, Philippines.


Rodolfo M. Carlos Jr.
Compliance Officer

Countersigned by:

Georgiana A. Gamboa
President

IAN 07 2014

MANILA

SUBSCRIBED AND SWORN TO before me this ___ day of ___ at ___, Philippines, affiant exhibiting to me his SSS ID No. 03-8302320-9 issued by the Social Security System.

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

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Series of 2014
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ATTY. RODOLFO M. CARLOS JR.
NOTARY PUBLIC
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