



January 31, 2012

PHILIPPINE STOCK EXCHANGE, INC.  
3<sup>rd</sup> Floor, Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: Ms. Janet A. Encarnacion  
Head, Disclosure Department

Gentlemen:

Please find attached a copy of the Certification dated January 30, 2012 issued by the Compliance Officer of Cebu Air, Inc. ("Company") regarding the compliance by the Company with the Manual of Corporate Governance for the year 2011.

Thank you.

Very truly yours,

  
ROSALINDA F. RIVERA  
Corporate Secretary

/mhd

Airline Operations Center, Manila Domestic Airport, Pasay City, Philippines  
Trunkline: (632) 852-2328





101302012000881



## 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

### Barcode Page

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Company Representative

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Company Information

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SEC Registration No. 0000154675  
Company Name CEBU AIR INC.  
Industry Classification  
Company Type Stock Corporation

### Document Information

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### COVER SHEET

SEC Registration Number

1 5 4 6 7 5

C E B U A I R , I N C .

(Company's Full Name)

A I R L I N E O P E R A T I O N S C E N T E R ,  
D O M E S T I C R O A D , P A S A Y C I T Y

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

**Bach Johann M. Sebastian**  
**Compliance Officer**

(Contact Person)

**802-7000**

(Company Telephone Number)

1 2 3 1

Month Day  
(Fiscal Year)

M C G - 2 0 0 2

(Form Type)

**Fourth Thursday of June**

Month Day  
(Annual Meeting)

### Certification on Corporate Governance Manual Compliance

N/A

(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

Document ID

Document ID

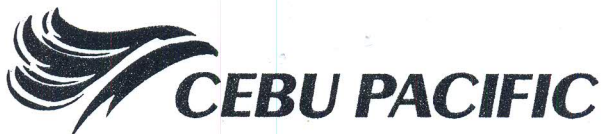
Cashier

STAMPS

LCU

Cashier

Remarks: Please use BLACK ink for scanning purposes.



CERTIFICATION

I, BACH JOHANN M. SEBASTIAN, of legal age and with office address the 42/F Robinsons Equitable Tower, ADB Avenue corner Poveda St., Ortigas Center, Pasig City, after having been duly sworn in accordance with law, depose and state that:

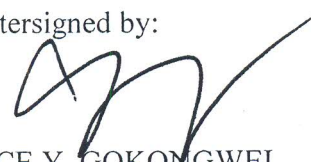
1. I am the incumbent Compliance Officer of Cebu Air, Inc. (the "Company"), a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines, with office address at the Airline Operations Center, Domestic Road, Pasay City;

2. In 2011, the Company substantially adopted the provisions of the Manual on Corporate Governance as prescribed by SEC Memorandum Circular No. 2, Series of 2002, as amended 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 of Corporate Governance.

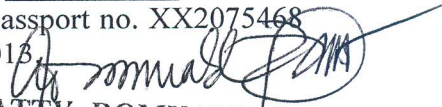
IN WITNESS WHEREOF, I have signed this Certificate this \_\_\_ day of January 2012 at \_\_\_\_\_.

  
BACH JOHANN M. SEBASTIAN  
Compliance Officer

Countersigned by:  
  
LANCE Y. GOKONGWEI  
President and Chief Executive Officer

SUBSCRIBED AND SWORN TO before me this \_\_\_ day of JAN 30 2012, 2012 at PASIG CITY affiant exhibited to me his Philippine passport with passport no. XX2075468 issued in Manila on September 19, 2008 and valid until September 18, 2013.

Doc No. 201 ;  
Page No. 42 ;  
Book No. ✓ ;  
Series of 2012.

  
ATTY. ROMUALD C. PADILLA  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2013  
IBP NO. 869859 / 12-5-11 / PASIG  
PTR NO. 7549311 / 1-6-12 / PASIG  
Roll of Attorneys No. 54298  
TIN 170-266-059

Airline Operations Center, Manila Domestic Airport, Pasay City, Philippines  
Trunkline: (632) 852-2328