



January 14, 2013

Securities and Exchange Commission
S.E.C. Building, EDSA, Mandaluyong City

Attention: Director Justina F. Callangan
Corporation & Finance Department

Philippine Stock Exchange
3rd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City

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

Philippine Dealing & Exchange Corporation
6766 Ayala Avenue corner Paseo de Roxas, Makati City

Attention: Mr. Cesar B. Crisol
President and Chief Operating Officer

Gentlemen:

Please see attached Certificate of Board Attendance of our directors in board meetings for the year 2012.

Thank you.

Very truly yours,


Michelle Marie T. Valbuena
Compliance Manager
Office of the Corporate Secretary



REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) SS.

SECRETARY'S CERTIFICATE

I, **SOLOMON M. HERMOSURA**, being the duly elected, qualified and incumbent Corporate Secretary of **AYALA LAND, INC.** (the "Corporation"),

DO HEREBY CERTIFY:

1. That Messrs. Oscar S. Reyes and Jaime C. Laya, two of the three independent directors of the Corporation, attended all meetings of the Board in 2012. Mr. Francis G. Estrada, the other independent director, attended four out of the five meetings in 2012.

2. That each of the directors of the Corporation attended at least 50% of the five meetings of the Board. Below is the record of attendance of the directors in 2012:

Directors	No. of Meetings Attended/Held ¹	Percent Present
Fernando Zobel de Ayala	5/5	100%
Jaime Augusto Zobel de Ayala	4/5	80%
Mercedita S. Nolleto	5/5	100%
Delfin L. Lazaro	5/5	100%
Aurelio R. Montinola III	4/5	80%
Oscar S. Reyes	5/5	100%
Francis G. Estrada	4/5	80%
Jaime C. Laya	5/5	100%
Antonino T. Aquino	5/5	100%

3. That I execute this Certification in compliance with the SEC Memorandum Circular No. 6, Series of 2009, known as the SEC Revised Code of Corporate Governance.

¹ In 2012 and during the incumbency of the director.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this JAN 14 2013 at Makati City.



SOLOMON M. HERMOSURA
Corporate Secretary

Countersigned by:

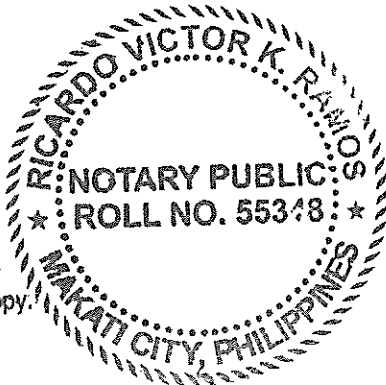


FERNANDO ZOBEL DE AYALA
Chairman, Board of Directors

SUBSCRIBED AND SWORN to before me this JAN 14 2013 at Makati City, affiant, Solomon M. Hermosura, exhibiting to me his Passport No. EB2913409 issued at Manila, Philippines on July 5, 2011.

Doc. No. 319 ;
Page No. 6 ;
Book No. II ;
Series of 2013 .

Notarial DST pursuant to
Sec. 188 of the Tax Code
affixed on Notary Public's copy.



RICARDO VICTOR K. RAMOS
Notary Public - Makati City
Appt. No. M-122 until December 31, 2013
Attorney's Roll No. 55348
PTR No. 3671498MC; 01-02-2013; Makati City
IBP Lifetime Roll No. 010326
MCLE Compliance No. IV-007353; 8/13/2012
3rd Floor, Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines