

16 August 2010

TO: The National Stock Exchange of Australia Limited

## DECLARATION

1. State:

- (1) present surname and any former surname(s)  
**CLARO F. CERTEZA**
- (2) present first name(s) and any former first name(s)  
**Not Applicable**
- (3) date of birth  
**26 September 1957**
- (4) residential address;  
**3505 Hilario St., Brgy. Palanan, Makati City, Philippines**
- (5) nationality and former nationality, if any  
**Natural born citizen of the Philippines**
- (6) professional qualifications, if any.

**Mr. Certeza graduated from the Ateneo School of Law where he obtained his Bachelor of Laws degree. He also holds a Bachelor of Science degree from the University of the East. He is a member of the faculty of the Ateneo de Manila University School of Law where he lectures on Civil Law, Labor Law and Franchise Law.**

**Mr. Certeza has been in the practice of law since 1984. He started as a litigation lawyer where he focused on criminal and civil cases. In 1992, he joined the Jollibee Foods Corporation, the biggest fast-food chain in the Philippines where he concurrently served as Vice President for Legal and Vice President for Corporate Affairs. He was later elected Director of the company and also a member of its Management Committee. As head of the company's Legal Division, he was responsible for: a.) standardizing all of its contracts, i.e. franchise agreements, leases, contracts with customers and suppliers; b.) negotiating and reviewing all contracts involving the company; c.) acting as lead counsel in all litigations involving the company; d.) protecting the company's intellectual property; e.) overseeing the franchise compliance programs of the company; and, f.) performing corporate housekeeping for the company which is a listed company. As head of Corporate Affairs, he was responsible for preserving, protecting, and promoting the company's corporate reputation and he also acted as the corporation's spokesman in dealing with issues of national significance.**

**He is likewise the Legal Consultant of Gawad Kalinga, an institution recognized world-wide as an advocate of poverty alleviation.**

**He is an active member of the Philippine Franchise Association where he was a director and is currently a member of its Legal and Continuing Education Committee. He is also a noted resource speaker on Franchising and Crisis Management.**

2. Are you a *director* or alternate *director* of any other corporation which is publicly listed or traded or a partner in any partnership? If so, state the name of any such corporation or partnership, the nature of business where this is not indicated in the title, and date you became a *director* or partner.

**Mr. Certeza is not a director of any other corporation which is publicly listed or traded.**

**After he retired from Jollibee, Mr. Certeza resumed private practice and on May 2007, became a name partner in the *Law Firm of Subido Pagente Certeza Mendoza & Binay*, a general professional partnership, where his area of practice is Corporate and Civil Litigation, Intellectual Property, and Franchising.**

3. Have you at any time been adjudged bankrupt in any jurisdiction? If so, state the court by which you were adjudged bankrupt and, if discharged, the date and conditions on which you were granted your discharge.

**No.**

4. Have you at any time been a party to a scheme of arrangement or made any other form of composition with your creditors?

**No.**

5. Are there any unsatisfied judgements outstanding against you? If so, give full particulars.

**No.**

6. Has any corporation been put into compulsory liquidation or had an administrator or an administrative or other receiver appointed during the period when you were (or within the preceding twelve months had been) one of its *directors* or alternate *directors*? Has any partnership been put into compulsory liquidation or been sequestered during the period when you were (or within the preceding twelve months had been) one of its partners? If so, in each case state the name, nature of business, date of commencement of winding up, administration or receivership and the amount involved together with an indication of the outcome or current position.

**No.**

7. Have you at any time or has a corporation of which you were a director, shadow director or alternate director at the time of the offence been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to companies. All such convictions must be disclosed even though they may now be “spent convictions”. If so, state the court by which you were or the corporation was convicted, the date of conviction and full particulars of the offence and the penalty imposed.

**No.**

8. Have you, in connection with the formation or management of any corporation, partnership or unincorporated institution been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its members? If so, give full particulars.

**No.**

9. Have you ever been disqualified by a court from acting as a director of a corporation, or from acting in the management or conduct of the affairs of any corporation? If so, give full particulars.

**No.**

10. Have you, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions? If so, give full particulars.

**No.**

I, **CLARO F. CERTEZA**, a director of **AGRINURTURE, INC.** (the “*Issuer*”), declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the *Exchange* to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and/or such regulatory bodies as the *Exchange* may, in its absolute discretion think fit.

## **UNDERTAKING**

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:

- (1) comply to the best of my ability with the *Listing Rules* of the National Stock Exchange of Australia Limited from time to time in force and disclose to the *issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors’* share interests;

- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this **16<sup>th</sup> day of August 2010**



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Claro F. Certeza, Esq.