

ABS-CBN CORPORATION

THE PROGRAMMING COMMITTEE CHARTER

I. Purpose and Composition

The Programming Committee (the “Committee”) shall assist the Board in identifying programming issues and defining strategies of the Corporation as a broadcast network, and will be primarily a business strategy committee.

The Committee shall be composed of the Chairman of the committee and two (2) members, as may be required under the Corporation’s Manual on Corporate Governance. The Chairman of the Committee shall be appointed by the Board. The Committee shall also be assisted by at least one (1) advisor.

II. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- a. Discuss necessary inputs and provide specific advice, as requested for any programming issue of the Corporation; and
- b. Maintain an on-going strategic communication between the Board and the management, which include a review of new programming initiatives, performance of programming portfolios and any substantial shift in programming strategy.

III. Meetings and Resources

The Chairman shall preside during the meetings. The Committee shall appoint a Secretary, who may or may not be a director or member of the Committee, to prepare minutes of meetings of the Committee and keep appropriate books and records thereof, if necessary.

The Board, or the Committee, may appoint one or more persons to serve as advisor(s) to the Committee. Advisors may attend and speak during the meetings, but have no voting rights on any action of the Committee.

The Committee shall only act as a committee and the individual members thereof shall have no powers as such. All members shall constitute a quorum for the transaction of business and every unanimous decision of the members shall be valid as an act of the Committee. Each member shall have one (1) vote.

Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. However, at the minimum, the Committee should meet twice a year. Special meetings may be called by the Chairman of the committee with at least one day’s notice of the time and place of the meeting. Meetings may be held at any time and place without notice if all the members are present. Meetings may be held in person or via telephone or video conference.

Key matters discussed at such meetings are to be presented at the next succeeding meeting of the Board. Relevant information on meetings shall be included in the Corporation's annual report.

IV. Technical Assistance and Records

When requested, the Chief Operating Officer, Broadcast and management and personnel of the Corporation shall provide technical assistance and support to the Committee.

Subject to the data privacy laws, the Committee shall have free and full access to all relevant information, data, records, properties and personnel. Except for information that are required to be disclosed pursuant to applicable laws and regulations, the records shall be kept confidential.

V. Annual Review

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.

VI. Disclosure

This committee charter shall be fully disclosed on the company's website.

Approved by the Programming Committee

By:

Federico M. Garcia
Chairman

Approved by the Board of Directors

By:

Martin L. Lopez
Chairman

Date: