

ABS-CBN CORPORATION

NOMINATION AND ELECTION COMMITTEE CHARTER

I. Purpose and Composition

The Nomination and Election Committee (the “Committee”) shall assist the Board in reviewing and evaluating the qualifications of all persons nominated to the Board and other appointments that require Board approval. The Committee shall also assess the effectiveness of the Board’s processes and procedures in the election or replacement of directors.

The Committee shall be composed of at least three (3) members, with such number of independent directors as may be required under the Corporation’s Manual on Corporate Governance. The Committee shall have a Chairman who shall be appointed by the Board.

II. Duties and Responsibilities

The Committee shall determine the nomination and election process for directors and other key officers whose appointments require Board approval. In view thereof, the Committee shall have the following duties and functions, among others:

- a. Review and oversee the composition of the Board and make recommendations to ensure compliance with applicable laws, rules and regulations as well as the Corporation’s By-Laws and Manual on Corporate Governance;
- b. Screen and evaluate the qualifications and disqualifications of the nominees to the Board of Directors in accordance with the By-laws, Manual on Corporate Governance, Board Charter and relevant laws, rules and regulations, and provide its recommendation to the Board of Directors for approval.;
- c. Identify and recommend qualified individuals for nomination and election to the Board as an Independent Director, each of whom can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. For this purpose, the Committee may use professional search firms or other external sources of candidates to search for qualified candidates to the Board;
- d. Ensure that a formal and transparent nomination process;
- e. Review and evaluate the qualifications of persons nominated to other positions which require appointment by the Board, and provide guidance and advice as necessary for appointments by the Chairman of the Board of Directors or President;
- f. Assess the effectiveness of the Board’s processes and procedures in the election or replacement of Board members and in appointing officers or advisors, and develop, update and recommend to the Board policies for considering nominees for directors, officers or advisors;
- g. Consider and recommend to the Board other qualifications for directors, including independence criteria/standards for independent directors, which are aligned with the Corporation’s vision, mission and corporate strategy, that now or may hereafter be provided in relevant laws or any amendments thereto; and

- h. Perform such other duties and responsibilities that may be delegated by the Board to the Committee from time to time.

III. Nomination Process to the Board

The Committee shall observe the following process and criteria in receiving and evaluating nominations to the Board in line with the Corporation's strategic directions:

1. All stockholders of the Corporation, regardless of the number of shares held, have the right to submit nominations for director. All nominations for director shall be in writing.
2. All written nominations from stockholders of nominees for director, which are received on or before the record date of the stockholders' meeting where directors are to be elected, shall be forwarded to the Committee. Nominations shall indicate (i) the complete name of the nominating stockholder, along with his/her address and/or other contact details, and the number of ABS-CBN shares he/she owns directly or beneficially (for purposes of validating that he/she is a stockholder of the Corporation); and (ii) the complete name(s) of the stockholder(s) being nominated and his/her/their contact details.
3. Each nominee shall be screened and his/her qualifications evaluated by the Committee, taking into consideration the qualifications required and the disqualifications of directors which are provided in the Corporation's Manual on Corporate Governance, by-laws, the Corporation Code, SEC issuances, other applicable regulations and laws. The Committee shall also take into consideration other factors such as academic attainment, the breadth of professional experience, professional affiliations, and other such factors which will be relevant in making a determination of whether the nominee has the qualities of a director which are aligned with the strategic direction, values and culture of the Corporation. The Committee shall further take into consideration the number of directorships being held by the nominee in other corporations in so far as the same may limit his/her ability to diligently and effectively perform the duties and responsibilities of a director of the Corporation.
4. A nominee for independent director shall further be evaluated taking into consideration the added qualifications required of independent directors which are provided in the Corporation's Manual on Corporate Governance, by-laws, SEC issuances, and other applicable regulations and laws, and shall be required to submit a Certification of Independent Director which conforms to the requirements of the SEC for the same, should the nomination be accepted.
5. The list of all nominees who, after evaluation by the Committee have been found to have the qualifications and none of the disqualifications, and who accept their nomination, shall be submitted to the Board at least twenty (20) business days prior to the date of the stockholders' meeting where directors are to be elected.

6. The nominees approved by the Board are recommended for election as directors at the meeting of the stockholders where directors are to be elected.

In case of vacancy in the Board other than removal of a director or expiration of term, the Committee shall likewise determine and identify the qualified nominee and recommend to the Board, if the remaining directors still constitute a quorum, to elect such qualified nominee to fill the vacancy.

In case of vacancy in the Board Committees, the Committee shall identify and recommend directors to fill vacancies in any of the Board Committees, taking into account the requirements set forth in their respective charters.

IV. Nominations to Key Management Positions

1. The Committee shall review and evaluate the qualifications of all persons nominated to positions in the Corporation which require appointment by the Board. In conducting its review, the Committee shall consider the following factors:
 - a. Duties and responsibilities of the position/s under consideration;
 - b. For the nominees:
 - (i) Level of knowledge on the Corporation's business;
 - (ii) Potential to assume greater responsibility in the organization;
 - (iii) Ability, integrity and expertise; and
 - (iv) Results of previous performance assessments
2. The Committee's review of the management succession plan shall also take into account relevant human resource policies of the Corporation and its vision, mission and overall corporate strategy.

V. 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. A majority of the whole number of members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote. In case of a deadlock in the voting, the Chairman of the Committee shall break the deadlock by casting a second 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 or by request of a majority of the Committee members 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 or of those not present waive notice in writing before or after the meeting. 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. Annual Review

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

V. Disclosure

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

Approved by the Nomination and Election Committee

By:

Eugenio Lopez III
Chairman

Approved by the Board of Directors

By:

Martin L. Lopez
Chairman

Date: