

ABS-CBN CORPORATION

THE SUCCESSION PLANNING COMMITTEE CHARTER

I. Purpose and Composition

The Succession Planning Committee (the “Committee”) shall assist the Board in ensuring that there is a pipeline to key positions in the Corporation, and that there are ready replacements for any key positions that are suddenly vacated. The Committee shall oversee the replacement planning table of the Corporation, and shall identify successors and gaps in succession, as well as approve any proposed measures needed to fill such gaps.

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. The Committee shall also be assisted by an advisor.

II. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- a. Establish and review the overall succession planning process of the Corporation;
- b. Review and approve the goals and objectives of the Corporation relevant to the succession planning of its executive officers and key personnel; and
- c. Conduct, at least once a year, a review of the executive officers and key personnel and update succession plans as needed.

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. 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.

IV. Technical Assistance and Records

When requested, the Group Head for Corporate Services Group 1, 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 Succession Planning Committee

By:

Salvador G. Tirona
Chairman

Approved by the Board of Directors

By:

Martin L. Lopez
Chairman

Date: