



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

**To: All Stockholders of
ABS-CBN Corporation**

Please take notice that the Annual Meeting of Stockholders of **ABS-CBN Corporation** will be held on Thursday, June 21, 2012 at 8:00 a.m. at the Dolphy Theater, ABS-CBN Broadcast Center, Sgt. Esguerra Ave. corner Mo. Ignacia St., Diliman, Quezon City, to discuss the following:

AGENDA

1. Call to Order
2. Proof of Service of Notice
3. Certification of Presence of Quorum
4. Approval of the Minutes of the Annual Stockholders' Meeting held on June 16, 2011
5. Report of Management
6. Election of Directors for the Ensuing Year
7. Ratification of all acts of the Board of Directors, Executive committee and Management for the period covering January 1, 2011 through December 31, 2011 adopted in the ordinary course of business
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

For purposes of the meeting, only stockholders of record as of April 25, 2012 are entitled to attend and vote in the said meeting.

Should you be unable to attend the meeting in person, you may appoint a Proxy by executing the appropriate form. **MANAGEMENT IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND MANAGEMENT A PROXY.** For validation, however, please return your proxies to the undersigned at Ground Floor Benpres Bldg., Meralco Ave. corner Exchange Rd., Ortigas Center, Pasig City not later than June 3, 2012.

For your convenience in registering your attendance, please have some form of identification such as a passport, driver's license or voter's I.D.

By order of the Board of Directors:

A handwritten signature in black ink, appearing to be 'M. Torres', written over a faint circular stamp.

MANUEL L.M. TORRES
Corporate Secretary