

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is Filed for the Year: 2014
2. Exact Name of Registrant as Specified in its Charter: ABS-CBN Corporation
3. Address of Principal Office: ABS-CBN Broadcast Center, Sgt. Esguerra Ave., corner Mo. Ignacia St., Quezon City Postal Code: 1103
4. SEC Identification Number: 1803  (SEC Use Only)
Industry Classification Code
6. BIR Tax Identification Number: 000-406-761-000
7. Issuer's Telephone number, including area code: (632) 924-4101
8. Former name or former address, if changed from the last report: Not applicable

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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	11
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Actual number of Directors for the year	11
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID)	Elected when (Annual /Special Meeting)	No. of years served as director
Eugenio Lopez III	NED		Lopez, Inc.	1986	2014	Annual	28
Augusto Almeda-Lopez	NED		Lopez, Inc.	1989	2014	Annual	25
Ma. Rosario Santos-Concio	ED		Lopez, Inc.	2006	2014	Annual	8
Oscar Lopez	NED		Lopez, Inc.	1966	2014	Annual	48
Presentacion Psinakis	NED		Lopez, Inc.	1988	2014	Annual	26
Manuel Lopez	NED		Lopez, Inc.	2010	2014	Annual	4
Federico Lopez	NED		Lopez, Inc.	1999	2014	Annual	15
Federico Garcia	NED		Lopez, Inc.	1998	2014	Annual	16
Salvador Tirona	NED		Lopez, Inc.	2010	2014	Annual	4
Emmanuel de Dios	ID		Raul Quizon (no relationship)	2013	2014 (2 years)	Annual	2
Antonio Periquet	ID		Raul Quizon (no relationship)	2013	2014 (2 years)	Annual	2

- (b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

The Board, management, employees and shareholders believe that good corporate governance is a necessary component of what constitutes sound strategic business management and would improve the economic and commercial prosperity of the Company and ultimately, the shareholders. As stated in the Company's Manual of Corporate Governance the main duty and responsibility of the Board is to represent the shareholders' interest in perpetuating a successful business, including optimizing long-term financial returns. The Board is responsible for determining that the Company is managed in such a way to ensure such result.

The shareholders have the right to receive timely and transparent information about the Company. The Board recognizes and shall respect the rights of the shareholders under the law, the articles of incorporation and the by-laws specifically the stockholders' right to vote, pre-emptive rights, power of inspection, right to dividend and appraisal rights. In terms of disclosure, the Company shall prepare and submit all required reports to concerned agencies (e.g., SEC, PSE and PDEX).

(c) How often does the Board review and approve the vision and mission?

As needed.

(d) Directorship in Other Companies

(i) Directorship in the Company's Group¹

Identify, as and if applicable, the members of the company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
<i>Eugenio L. Lopez III</i>	<i>Sky Cable Corporation</i>	<i>Chairman</i>
	<i>Sky Vision Corporation</i>	<i>President</i>
	<i>Lopez Holdings Corporation</i>	<i>Vice Chairman</i>
	<i>Lopez, Inc.</i>	<i>Treasurer</i>
	<i>Bayan Telecommunications</i>	<i>Chairman</i>
	<i>First Gen Corporation</i>	<i>Director</i>
	<i>First Philippine Holdings Corporation</i>	<i>Director</i>
	<i>Rockwell Land</i>	<i>Director</i>
	<i>Eugenio Lopez Foundation</i>	<i>Director</i>
	<i>ABS-CBN Holdings Corporation</i>	<i>Treasurer</i>
<i>Oscar M. Lopez</i>	<i>Lopez Holdings Corporation</i>	<i>Chairman Emeritus</i>
	<i>First Philippine Holdings Corporation</i>	<i>Chairman Emeritus</i>
	<i>First Gen Corporation</i>	<i>Chairman Emeritus</i>
	<i>Lopez, Inc.</i>	<i>President</i>
	<i>Energy Development Corp.</i>	<i>Chairman Emeritus</i>
	<i>First Philippine Industrial Park</i>	<i>Chairman Emeritus</i>
	<i>First Gen Renewables, Inc.</i>	<i>Chairman Emeritus</i>
	<i>ABS-CBN Holdings Corporation</i>	<i>President</i>
	<i>Eugenio Lopez Foundation</i>	<i>Trustee</i>
	<i>Rockwell Land</i>	<i>Chairman Emeritus</i>
<i>Manuel M. Lopez</i>	<i>Rockwell Land</i>	<i>Chairman</i>
	<i>Lopez, Inc.</i>	<i>Vice Chairman</i>
	<i>Lopez Holdings Corporation</i>	<i>Chief Executive Officer</i>
	<i>Sky Vision Corporation</i>	<i>Chairman</i>
	<i>Eugenio Lopez Foundation</i>	<i>Chairman</i>
	<i>First Philippine Holdings Corporation</i>	<i>Vice Chairman</i>
<i>Federico R. Lopez</i>	<i>First Philippine Holdings Corporation</i>	<i>Chairman</i>
	<i>First Gen Corporation</i>	<i>Chairman</i>
	<i>Energy Development Corporation</i>	<i>Chairman</i>
	<i>Rockwell Land</i>	<i>Vice Chairman</i>
	<i>First Philippine Industrial Park</i>	<i>Chairman</i>
	<i>First Gen Renewables, Inc.</i>	<i>Chairman</i>
	<i>Eugenio Lopez Foundation</i>	<i>Trustee</i>
	<i>Lopez Holdings Corporation</i>	<i>Treasurer</i>
<i>Salvador G. Tirona</i>	<i>Lopez Holdings Corporation</i>	<i>President</i>
	<i>Sky Vision Corporation</i>	<i>Director</i>
	<i>ABS-CBN Holdings Corporation</i>	<i>Comptroller</i>
	<i>Eugenio Lopez Foundation</i>	<i>Director</i>
	<i>Bayan Telecommunications, Inc.</i>	<i>Director</i>

<i>Augusto Almeda-Lopez</i>	<i>First Philippine Holdings Corporation</i>	<i>Director</i>
	<i>Bayan Telecommunications, Inc.</i>	<i>Director</i>
	<i>Sky Vision Corporation</i>	<i>Vice Chairman</i>
<i>Presentacion L. Psinakis</i>	<i>Lopez, Inc.</i>	<i>Chairman</i>
	<i>Eugenio Lopez Foundation</i>	<i>Trustee</i>
	<i>ABS-CBN Holdings Corporation</i>	<i>Director</i>
<i>Antonio Jose U. Periquet</i>	<i>ABS-CBN Holdings Corporation</i>	<i>Independent Director</i>

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
<i>Antonio Periquet</i>	<i>Ayala Corporation</i>	<i>Independent Director</i>
	<i>Bank of the Philippine Islands</i>	<i>Independent Director</i>
	<i>DMCI Holdings, Inc.</i>	<i>Independent Director</i>
	<i>Philippine Seven Corporation</i>	<i>Independent Director</i>
	<i>Max's Group of Companies</i>	<i>Independent Director</i>

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
<i>Eugenio L. Lopez III</i>	<i>Lopez Holdings Corporation</i>	<i>Vice Chairman</i>
	<i>ABS-CBN Holdings Corporation</i>	<i>Treasurer</i>
<i>Manuel M. Lopez</i>	<i>Lopez Holdings Corporation</i>	<i>Chief Executive Officer</i>
<i>Salvador G. Tirona</i>	<i>Lopez Holdings Corporation</i>	<i>President</i>
	<i>ABS-CBN Holdings Corporation</i>	<i>Comptroller</i>
<i>Oscar M. Lopez</i>	<i>Lopez Holdings Corporation</i>	<i>Chairman Emeritus</i>
	<i>ABS-CBN Holdings Corporation</i>	<i>President</i>
<i>Federico R. Lopez</i>	<i>Lopez Holdings Corporation</i>	<i>Treasurer</i>
<i>Presentacion L. Psinakis</i>	<i>ABS-CBN Holdings Corporation</i>	<i>Director</i>
<i>Antonio Jose U. Periquet</i>	<i>ABS-CBN Holdings Corporation</i>	<i>Independent Director</i>

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	<i>None</i>	<i>None</i>
Non-Executive Director	<i>None</i>	<i>None</i>
CEO	<i>None</i>	<i>None</i>

(e) Shareholding in the Company

Complete the following table on the members of the company's Board of Directors who directly and indirectly

own shares in the company:²

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
<i>Eugenio Lopez III</i>	669,690	0	.08
<i>Augusto Almeda-Lopez</i>	4,055	249,833 <i>ACRIS Corporation</i>	.03
<i>Oscar Lopez</i>	63,605	0	.01
<i>Presentacion Psinakis</i>	1,988	0	.00
<i>Rosario Santos-Concio</i>	1	0	.00
<i>Manuel Lopez</i>	212,186	0	.02
<i>Federico Lopez</i>	1	0	.00
<i>Salvador Tirona</i>	2	0	.00
<i>Federico Garcia</i>	13,898	0	.00
<i>Emmanuel de Dios</i>	1	0	.00
<i>Antonio Periquet</i>	1	0	.00
TOTAL	965,427	249,833	0.14

2) Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes

No

Identify the Chair and CEO:

Chairman of the Board	<i>Eugenio Lopez III</i>
CEO/President	<i>Ma. Rosario Santos-Concio</i>

There is a mix of executive, non-executive and independent directors on the Board. The Company ensures that independent directors comprise at least 20% of its Board as mandated by the SEC. In addition, the 3-member Board of Advisors provides guidance to the BOD.

- (b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

	Chairman	Chief Executive Officer
Role	<i>The Chairman of the Board is responsible for the management, development and the effective performance of the BOD, and provides leadership to the BOD for all aspects of the BOD's work.</i>	<i>The CEO has general charge and supervision of the business and affairs of the Company, subject to the BOD.</i>
Accountabilities and Deliverables	<i>The Chairman of the BOD plans and organizes all the activities of the BOD including: preparation for, and the conduct of, Board meetings; the quality, quantity and timeliness of the information that goes to the BOD; formation of the Board committees and the integration of their activity with that of the Board; evaluation of the effectiveness and implementation of improvements; development of the</i>	<i>The CEO makes, executes and signs in the name of the Company such contracts as are necessary in the ordinary course of business, and such other contracts as are authorized by the BOD. The CEO also signs such other certificates or instruments of the Company as are proper and necessary for the transaction of its ordinary business. He/she sees that the resolutions of the BOD are duly executed and carried out and performs all such other duties as are incident to his/her office. He/she</i>

² PSE Disclosure (Public Ownership Report), as of 31 December 2014.

	<i>Board, including recruitment of Directors, evaluation and compensation.</i>	<i>prepares an annual report, or as often as required, to the BOD and the stockholders regarding the business of the Company. The CEO countersigns all checks, drafts, or other orders for payment of money.</i>
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3) Explain how the board of directors plans for the succession of the CEO/Managing Director/President and the top key management positions?

The BOD created the Succession Planning Committee to ensure that there is a pipeline to key positions in the organization, and that there are ready replacements for any key positions that are suddenly vacated. The committee oversees the replacement planning table of the organization, and identifies successors and gaps in succession, as well as any measures needed to fill such gaps.

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Please explain.

Yes, it is the policy of the Company to have a mix of executive, non-executive and independent directors on the Board. There is also a Board of Advisors that provides guidance to the BOD. The three members of the Board of Advisors attend all Board meetings and are members of the Board Committees.

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? Please explain.

Yes. The non-executive directors have been members of the Board for a number of years thus, they already have extensive experience in the sector or industry. For example, the Chairman of the Board, Mr. Eugenio Lopez III used to be the President and CEO of the Company. As President, he aggressively pursued ABS-CBN's diversification into various successful ventures that include interactive media, sound recording, post-production, international cable and satellite distribution, sports programming, licensing and merchandising and digital TV. Meanwhile, Mr. Federico M. Garcia was the President of ABS-CBN from 1998 to 2003. Prior to his appointment as President, Mr. Garcia was Executive Vice President and General Manager of ABS-CBN. He also worked as a TV Sales Executive with ABS-CBN from 1966 to 1972. He was also Executive Vice President of GMA Network, managing its marketing and programming activities. As a testament to his achievements in the industry, he is a recipient of various Philippine broadcasting awards.

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive	Non-Executive	Independent Director
Role	<i>The directors represent the shareholders' interest in perpetuating a successful business including optimizing long-terms financial returns. They are responsible for determining that the Company is managed in such a way to ensure such result.</i>		
Accountabilities	<i>The directors are responsible for determining that the Company is managed successfully. Directors have the duty to be diligent and loyal to the Company. They must exercise that degree of skill, diligence and care that a reasonable prudent person would exercise in similar circumstances. They should act on an informed basis in good faith and in honest belief that a decision was taken in the best interest of the Company. A director is a fiduciary of the Company and shall not take advantage of the Company by means of fraudulent or unfair transactions. Directors must avoid actual and potential conflicts of interest and shall disclose fully and fairly their interests in contracts with the Company.</i>		
Deliverables	<i>The directors have the following deliverables: (1) formulation of the Company's vision, mission, purpose and values and determination of the strategies to achieve its purpose and implement its values in order to ensure that the Company survives and thrives; (2) ensure that adequate procedures, systems and</i>		

	<i>practices are in place geared towards protecting the Company's assets and reputation; (3) monitor the effectiveness of management policies and decisions; (4) formulate a process for the selection of directors and officers; (5) ensure that the Company communicates with shareholders and other stakeholders effectively; and (6) perform such other functions which may be required under existing laws, issuances and regulations.</i>
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Provide the company's definition of "independence" and describe the company's compliance to the definition.

Independence in the context of board governance means that independent directors comprise at least 20% of the Company's Board as mandated by the SEC, which the Company is compliant with. The Company defines an independent director as a person other than an officer or employee of the Company, its parent or subsidiaries, or any other individual having a relationship with the Company which would interfere with the exercise of independent judgment in carrying out the responsibilities of a Board director. The Board assesses the independence of each director and of each individual nominated for election to the Board as an independent director. As part of this analysis, the Board reviews and concludes whether each nominee for independent director satisfies the requirements of the rules of the SEC, the Company by-laws and the Manual of Corporate Governance.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

Independent directors have two-year terms and they can be re-elected again as independent directors after their terms.

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
<i>None</i>	<i>Note Applicable</i>	<i>Note Applicable</i>	<i>Note Applicable</i>

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	<i>All nominations for the election of Directors by the stockholders shall be submitted in writing to the BOD at least 30 business days before the scheduled date of the annual stockholders' meeting. The Board or a duly constituted committee shall pre-screen the qualifications and prepares a final list of all qualified nominees. Only nominees who appear on the final list of qualified nominees</i>	<i>A director shall have the following qualifications: (1) holder of at least one share of stock of the Company and (2) personal integrity, capacity to read and understand financial statements, absence of conflict of interest with the Company (subject to the discretion of the Board), time availability and motivation. A stockholder cannot qualify as a Board member, if he/she</i>
(ii) Non-Executive Directors		

	<p><i>shall be eligible for election of directors. No other nominations shall be entertained after the final list of nominees has been prepared.</i></p> <p><i>The election of directors is held during the annual stockholders meeting and is conducted in the manner provided by the Corporation Law of the Philippines.</i></p> <p><i>In case of vacancies in the Board between annual stockholder meetings, the Board may elect directors to serve until the next annual meeting.</i></p>	<p><i>is engaged in any business which competes with or is antagonistic to that of the Company or any of its subsidiaries and affiliates. Without limiting the generality of the foregoing, a stockholder shall be deemed to be so engaged: (1) if he/she is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 10% or more of any outstanding class of shares of any corporation (other than one in which the Company owns at least 30% of the capital stock) engaged in a business which the Board, by at least two-thirds vote of the directors present constituting a quorum, determines to be competitive or antagonistic to that of the Company or its subsidiaries and affiliates; (2) if he/she is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any other corporation or entity engaged in any line of business of the Company or that of its subsidiaries and affiliates and in the judgment of the Board, by at least two-thirds vote of the directors present constituting a quorum, the laws against combinations in restraint of trade shall be violated by such person's membership in the BOD; (3) if the Board, in the exercise of its judgment in good faith, determines by at least two-thirds vote of the directors present constituting a quorum that he/she is the nominee of any person set forth in (1) and (2).</i></p> <p><i>The following disqualifications of directors may be considered in the selection process: (1) final judicial conviction of an</i></p>
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		<p><i>offense involving moral turpitude or fraudulent act or transgressions; (2) finding by final and executory judgment by the SEC or a court or other administrative body of competent jurisdiction of a willful serious violation, or willful, aiding, abetting, counseling, inducing or procuring of the serious violation of, any material provision of the Securities Regulation Code, the Corporation Code or any other law administered by the SEC or Bangko Sentral ng Pilipinas, or any rule, regulation or order of the SEC or the Bangko Sentral ng Pilipinas; (3) judicial declaration of insolvency; (4) finding by final and executor judgment by a foreign court or equivalent financial regulatory authority with competent jurisdiction of material acts, serious violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs and (5) conviction by final and executory judgment of an offense punishable by imprisonment for a period exceeding six years, or a violation of the Corporation Code, committed within five years prior to the date of his/her election or appointment.</i></p>
(iii) Independent Directors	<p><i>The Board assesses the independence of each director and of each individual nominated for election to the Board as an independent director. As part of this analysis, the Board reviews and concludes whether each nominee for independent director satisfies the requirements of the rules of the SEC, the Company by-laws and the Manual of Corporate Governance. Once the nominee passes the requirements, he/she is</i></p>	<p><i>An independent director should have the following qualifications: (1) should at least have one share of stock of the Company; (2) should at least be a college graduate or should have been engaged or exposed to the business of the Company for at least five years; (3) should possess integrity and probity and (4) should be assiduous/ diligent.</i></p> <p><i>In addition, independent directors should not be: (1) directors or officers or</i></p>

	<p><i>recommended for election by the shareholders.</i></p> <p><i>The election of independent directors is held during the annual stockholders meeting and is conducted in the manner provided by the Corporation Law of the Philippines.</i></p>	<p><i>substantial stockholders of the Company or its related companies or any of its substantial shareholders (other than as independent directors of any of the foregoing); (2) relatives of any director, officer or substantial shareholders of the Company, or any of its related companies or any of its substantial shareholders; (3) acting as nominees or representatives of a substantial shareholder of the Company or any of its related companies or any of its substantial shareholders; (4) employed in any executive capacity by the Company or any of its related companies or by any of its substantial shareholders within the last two years; (5) retained as professional advisers by the Company, any of its related companies or any of its substantial shareholders within the last two years, either personally or through their firms; (6) engaged or have been engaged in any transaction with the Company or with any of its related companies or with any of its substantial shareholders, whether by themselves or with other persons or through a firm of which they are partners or companies of which they are directors or substantial shareholders, other than transactions which are conducted at arms-length and are immaterial; and (7) an owner of more than 2% of the shares of the Company and/or its related companies or any of its substantial shareholders.</i></p> <p><i>The following disqualifications of directors may be considered in the selection process: (1) final judicial conviction of an offense involving moral turpitude or fraudulent act or</i></p>
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		<p><i>transgressions; (2) finding by final and executory judgment by the SEC or a court or other administrative body of competent jurisdiction of a willful serious violation, or willful, aiding, abetting, counseling, inducing or procuring of the serious violation of, any material provision of the Securities Regulation Code, the Corporation Code or any other law administered by the SEC or Bangko Sentral ng Pilipinas, or any rule, regulation or order of the SEC or the Bangko Sentral ng Pilipinas; (3) judicial declaration of insolvency; (4) finding by final and executory judgment by a foreign court or equivalent financial regulatory authority with competent jurisdiction of material acts, serious violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; (5) conviction by final and executory judgment of an offense punishable by imprisonment for a period exceeding six years, or a violation of the Corporation Code, committed within five years prior to the date of his/her election or appointment and (6) having competing or antagonistic businesses with the Company.</i></p>
b. Re-appointment		
(i) Executive Directors	None	None
(ii) Non-Executive Directors		
(iii) Independent Directors		
c. Permanent Disqualification		

<p>(i) Executive Directors (ii) Non-Executive Directors (iii) Independent Directors</p>	<p><i>The Nomination Committee reviews and recommends to the Board the temporary disqualification of a director. The Board has the final decision in disqualifying a director.</i></p>	<p><i>Any of the following shall be ground for dismissal for cause of an executive/non-executive director:</i></p> <ul style="list-style-type: none"> ▪ <i>Refusal to fully disclose the extent of his/her business interest as required under the Securities Regulation Code and its Implementing Rules and Regulations.</i> ▪ <i>Absence or non-participation for unjustifiable reason/s in more than 50% of all meetings, both regular and special, of the Board during his/her incumbency, or any 12 month period during said incumbency.</i> ▪ <i>Dismissal or termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he/she has cleared himself/herself of any involvement in the alleged irregularity.</i> ▪ <i>Conviction that has become final referred to in the grounds for the disqualification of directors.</i>
<p>d. Temporary Disqualification</p>		

(i) Executive Directors (ii) Non-Executive Directors (iii) Independent Directors	<i>The Nomination Committee reviews and recommends to the Board the temporary disqualification of a director. The Board has the final decision in disqualifying a director.</i>	<i>Any of the following shall be ground for temporary disqualification of a director:</i> <ul style="list-style-type: none"> ▪ <i>Refusal to fully disclose the extent of his/her business interest as required under the Securities Regulation Code and its Implementing Rules and Regulations.</i> ▪ <i>Absence or non-participation for unjustifiable reason/s in more than 50% of all meetings, both regular and special, of the Board during his/her incumbency, or any 12 month period during said incumbency.</i> ▪ <i>Dismissal or termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he/she has cleared himself/herself of any involvement in the alleged irregularity.</i>
e. Removal		
(i) Executive Directors	<i>Same as permanent disqualification</i>	<i>Same as permanent disqualification</i>
(ii) Non-Executive Directors		
(iii) Independent Directors		
f. Re-instatement		
(i) Executive Directors	<i>None</i>	<i>None</i>
(ii) Non-Executive Directors		
(iii) Independent Directors		
g. Suspension		
(i) Executive Directors	<i>None</i>	<i>None</i>
(ii) Non-Executive Directors		
(iii) Independent Directors		

Voting Result of the last Annual General Meeting

Name of Director	Votes Received
<i>Eugenio Lopez III</i>	<i>95.84%</i>
<i>Augusto Almeda-Lopez</i>	<i>95.84%</i>
<i>Ma. Rosario Santos-Concio</i>	<i>95.84%</i>
<i>Oscar Lopez</i>	<i>95.84%</i>
<i>Manuel Lopez</i>	<i>95.84%</i>
<i>Presentacion Psinakis</i>	<i>95.84%</i>
<i>Federico Lopez</i>	<i>95.84%</i>
<i>Federico Garcia</i>	<i>95.84%</i>
<i>Salvador Tirona</i>	<i>95.84%</i>

<i>Emmanuel de Dios</i>	95.84%
<i>Antonio Periquet</i>	95.84%

6) Orientation and Education Program

- (a) Disclose details of the company's orientation program for new directors, if any.

New directors are provided orientation on the Company's operations, senior management and its business environment. This usually takes one week and is handled by the division heads. New directors who have no board experience receive orientation in their unaccustomed responsibility. They are also inducted in terms of their fiduciary duties and responsibilities as well as in respect of the Board's expectations.

- (b) State any in-house training and external courses attended by Directors and Senior Management for the past three (3) years: (determining the years that the earlier training programs were conducted).

In-House Training	External Courses
<i>Entrepreneurial Leadership Program (2011 – 2013)</i>	<i>Corporate Level Strategy Course (Harvard University) (2011)</i>
<i>Script Analysis Workshop (2011)</i>	<i>Loyalty World Asia: Innovation, Best Practice and Return on Investment for All Businesses (2012)</i>
<i>New Media Workshop (2011)</i>	<i>ESOMAR Congress: Accelerating Excellence, Celebrating 65 Years and Beyond (2012)</i>
<i>First Aid and Personal Safety Training (2012)</i>	<i>Disney's Approach to Service Excellence Workshop 2013</i>
<i>Excellence Workshop Series 2013 (by Disney Institute)</i>	<i>Humans at the Heart of Digital (2013)</i>
<i>Kapamilya Digital Summit 2013 (by the Digital Academy)</i>	<i>Building a Secure Cyber World (2013)</i>
<i>Dave Ulrich Asia Forum (2014)</i>	<i>Corporate Governance Seminar (2014)</i>
<i>Carl Jung Self Discovery Seminar (2014)</i>	<i>Creating Value through Leadership and HR from the Outside In (2014)</i>
	<i>Walking with Jung, an Experience: Alchemy that Works (2014)</i>

- (c) Continuing education programs for directors: programs and seminars and roundtables attended during the year.

None.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
<i>Cory V. Vidanes</i>	<i>September 3- October 24, 2014</i>	<i>Harvard Advance Management Program</i>	<i>Harvard Business School</i>

B. CODE OF BUSINESS CONDUCT & ETHICS

- 1) Discuss briefly the company's policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conflict of Interest	<i>A director must avoid actual and potential conflicts of interest and shall disclose fully and fairly his/her interests in contracts with the</i>	<i>A senior manager is expected not to have direct or indirect financial or pecuniary interest in any business, contract or transaction in connection</i>	<i>An employee is expected not to have direct or indirect financial or pecuniary interest in any business, contract or transaction in connection with which</i>

	<p><i>Company.</i></p> <p><i>A director should not be engaged in any business which competes with or is antagonistic to that of the Company or any of its subsidiaries and affiliates. Without limiting the generality of the foregoing, a director shall be deemed to be so engaged: (1) if he/she is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 10% or more of any outstanding class of shares of any corporation (other than one in which the Company owns at least 30% of the capital stock) engaged in a business which the Board, by at least two-thirds vote of the directors present constituting a quorum, determines to be competitive or antagonistic to that of the Company or its subsidiaries and affiliates; (2) if he/she is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any other corporation or entity engaged in any line of business of the Company or that of its subsidiaries and affiliates and in the judgment of the Board, by at least two-thirds vote of the directors present constituting a quorum, the laws against combinations</i></p>	<p><i>with which he/she intervenes or takes part in his/her official capacity.</i></p> <p><i>In addition, a senior manager is expected not to moonlight or render services for another employer without the knowledge of higher management. He/she is also expected to disclose other businesses or jobs undertaken which is in conflict with existing or future undertaking of the Company.</i></p>	<p><i>he/she intervenes or takes part in his/her official capacity.</i></p> <p><i>In addition, an employee is expected not to moonlight or render services for another employer without the knowledge of higher management. He/she is also expected to disclose other businesses or jobs undertaken which is in conflict with existing or future undertaking of the Company.</i></p>
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	<p><i>in restraint of trade shall be violated by such person's membership in the BOD; (3) if the Board, in the exercise of its judgment in good faith, determines by at least two-thirds vote of the directors present constituting a quorum that he/she is the nominee of any person set forth in (1) and (2).</i></p>		
<p>(b) Conduct of Business and Fair Dealings</p>	<p><i>A director shall not take advantage of the Company by means of fraudulent or unfair transactions. He/she must act honestly and in good faith in the interest of the Company.</i></p> <p><i>It is considered an offense if a director fails, as provided by existing policies, or in the absence of any policy, in accordance with sound business practice, and without justifiable reason, to timely remit, pay, reimburse, liquidate any money, collection or cash advance, or return and/or deliver goods, stocks or other properties, entrusted to him/her by the Company, or received by him/her from customer or client or business associate or affiliate or their representative, for his/her administration, or under any other obligation to make delivery of, or return the same.</i></p> <p><i>A director is also expected not to favor or connive with suppliers, customers or any other person in</i></p>	<p><i>It is considered an offense if a senior manager fails, as provided by existing policies, or in the absence of any policy, in accordance with sound business practice, and without justifiable reason, to timely remit, pay, reimburse, liquidate any money, collection or cash advance, or return and/or deliver goods, stocks or other properties, entrusted to him/her by the Company, or received by him/her from customer or client or business associate or affiliate or their representative, for his/her administration, or under any other obligation to make delivery of, or return the same.</i></p> <p><i>A senior manager is also expected not to favor or connive with suppliers, customers or any other person in consideration of kickbacks, personal rebates or any valuable consideration.</i></p>	<p><i>It is considered an offense if an employee fails, as provided by existing policies, or in the absence of any policy, in accordance with sound business practice, and without justifiable reason, to timely remit, pay, reimburse, liquidate any money, collection or cash advance, or return and/or deliver goods, stocks or other properties, entrusted to him/her by the Company, or received by him/her from customer or client or business associate or affiliate or their representative, for his/her administration, or under any other obligation to make delivery of, or return the same.</i></p> <p><i>An employee is also expected not to favor or connive with suppliers, customers or any other person in consideration of kickbacks, personal rebates or any valuable consideration.</i></p>

	<i>consideration of kickbacks, personal rebates or any valuable consideration.</i>		
(c) Receipt of gifts from third parties	<i>A director is expected not to directly or indirectly request or receive gifts/presents, share percentages or any form of benefit or favor, for himself/herself or for any other person in connection with any business, contract, application or transaction between the Company and any other party, wherein the director in his/her capacity has to intervene.</i>	<i>A senior manager is expected not to directly or indirectly request or receive gifts/presents, share percentages or any form of benefit or favor, for himself/herself or for any other person in connection with any business, contract, application or transaction between the Company and any other party, wherein the manager in his/her capacity has to intervene.</i>	<i>An employee is expected not to directly or indirectly request or receive gifts/presents, share percentages or any form of benefit or favor, for himself/herself or for any other person in connection with any business, contract, application or transaction between the Company and any other party, wherein the employee in his/her capacity has to intervene.</i>
(d) Compliance with Laws & Regulations	<i>The following disqualifications of directors may be considered in the selection process: (1) final judicial conviction of an offense involving moral turpitude or fraudulent act or transgressions; (2) finding by final and executory judgment by the SEC or a court or other administrative body of competent jurisdiction of a willful serious violation, or willful, aiding, abetting, counseling, inducing or procuring of the serious violation of, any material provision of the Securities Regulation Code, the Corporation Code or any other law administered by the SEC or Bangko Sentral ng Pilipinas, or any rule, regulation or order of the SEC or the Bangko Sentral ng Pilipinas; (3) judicial declaration of insolvency; (4) finding by final and executor</i>	<i>Conviction of a criminal act by judgment in court of law is a ground for dismissal. Senior management should always report and not cover up violations of the Company rules and regulations by employee/s under him/her.</i>	<i>Conviction of a criminal act by judgment in court of law is a ground for dismissal. Employees should always report and not cover up violations of the Company rules and regulations by their supervisors and colleagues.</i>

	<p><i>judgment by a foreign court or equivalent financial regulatory authority with competent jurisdiction of material acts, serious violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs and (5) conviction by final and executor judgment of an offense punishable by imprisonment for a period exceeding six years, or a violation of the Corporation Code, committed within five years prior to the date of his/her election or appointment.</i></p> <p><i>Refusal to fully disclose the extent of his/her business interest as required under the Securities Regulation Code and its Implementing Rules and Regulations is a ground for dismissal of a director.</i></p>		
(e) Respect for Trade Secrets/Use of Non-public Information	<p><i>A director is not allowed to reveal, give away or disclose without authority the Company's trade secrets and/or trade practices or trade processes or any valuable information to unauthorized persons, or making available such information in advance of its authorized release date. This includes any attempt by unauthorized person to get such information.</i></p>	<p><i>Senior management is not allowed to reveal, give away or disclose without authority the Company's trade secrets and/or trade practices or trade processes or any valuable information to unauthorized persons, or making available such information in advance of its authorized release date. This includes any attempt by unauthorized person to get such information.</i></p>	<p><i>Employees are not allowed to reveal, give away or disclose without authority the Company's trade secrets and/or trade practices or trade processes or any valuable information to unauthorized persons, or making available such information in advance of its authorized release date. This includes any attempt by unauthorized person to get such information.</i></p>
(f) Use of Company Funds, Assets and Information	<p><i>The following are considered offenses against the Company: theft, robbery; misappropriation of</i></p>	<p><i>The following are considered offenses against the Company: theft, robbery; misappropriation of funds</i></p>	<p><i>The following are considered offenses against the Company: theft, robbery; misappropriation of funds or property; alteration or</i></p>

	<p><i>funds or property; alteration or removal of any property without authorization conduct of unauthorized work using company time and resources for profit; late financial or business transactions; malicious or willful destruction, misuse or unauthorized use of property; unlawful use of the Company's intellectual property, lending of tools and equipment without proper authorization; and negligence of Company property, materials and funds.</i></p>	<p><i>or property; alteration or removal of any property without authorization conduct of unauthorized work using company time and resources for profit; late financial or business transactions; malicious or willful destruction, misuse or unauthorized use of property; unlawful use of the Company's intellectual property, lending of tools and equipment without proper authorization; and negligence of Company property, materials and funds.</i></p>	<p><i>removal of any property without authorization conduct of unauthorized work using company time and resources for profit; late financial or business transactions; malicious or willful destruction, misuse or unauthorized use of property; unlawful use of the Company's intellectual property, lending of tools and equipment without proper authorization; and negligence of Company property, materials and funds.</i></p>
<p>(g) Employment & Labor Laws & Policies</p>	<p><i>Not applicable as directors are not employees of the Company.</i></p>	<p><i>The Company complies with all the labor laws and policies mandated by the Department of Labor and Employment. The Company ensures that policies pertaining to general employment, probation, regularization, termination, work conditions, compensation and benefits, conflict of interest, non-disclosure, special training and copyright and ownership rights policies as stated in the senior management's contract are discussed. Senior managers are given fixed monthly salaries and bonuses, depending on the performance of the Company. The Company follows all mandatory regulations for social security contributions (e.g., SSS, HDMF, etc.). On top of these, senior managers are provided life and health insurance, educational allowance, and rice subsidy, among others. Due process is followed in cases when a senior manager may have</i></p>	<p><i>The Company complies with all labor laws and policies mandated by the Department of Labor and Employment. The Company ensures that policies pertaining to general employment, probation, regularization, termination, work conditions, compensation and benefits, conflict of interest, non-disclosure, special training and copyright and ownership rights policies as stated in the employees' contracts are discussed. Generally, newly-recruited employees undergo a 6-month probationary period and upon satisfactory performance, given a regular employment status. Employees are given fixed monthly salaries and salaries, depending on the performance of the Company. The Company follows all mandatory regulations for social security contributions (e.g., SSS, HDMF, etc.). On top of these, employees are provided life and health insurance, educational allowance, and rice subsidy,</i></p>

		<i>to be terminated due to performance issues or violation of company policies.</i>	<i>among others. Due process is followed in cases when the employee may have to be terminated due to performance issues or violation of company policies.</i>
(h) Disciplinary action	<i>Not applicable as directors are not employees of the Company.</i>	<p><i>Disciplinary action is prescribed and enforced in progressively increasing gravity. However, this does not apply to grave offenses for which the senior manager may be charged immediately with the heaviest penalty depending on the gravity of the case. As a further action, the Company may institute the necessary civil and/or criminal case against the senior manager as it deems necessary.</i></p> <p><i>The company has four levels of disciplinary actions, namely: (1) verbal warning, (2) written warning, (3) suspension of <30 days, and (4) 30 days suspension to dismissal.</i></p>	<p><i>Disciplinary action is prescribed and enforced in progressively increasing gravity. However, this does not apply to grave offenses for which the employee may be charged immediately with the heaviest penalty depending on the gravity of the case. As a further action, the Company may institute the necessary civil and/or criminal case against the employee as it deems necessary.</i></p> <p><i>The company has four levels of disciplinary actions, namely: (1) verbal warning, (2) written warning, (3) suspension of <30 days, and (4) 30 days suspension to dismissal.</i></p>
(i) Whistle Blower	<i>None</i>	<i>The whistle blowing policy provides for and encourages employees and others to report, in good faith, any covered wrongful conduct committed by employees which they have personal knowledge of. The policy assures employees of protection against harassment, threats, and any other form of retaliation from the persons reported. This policy is a clear statement that if any covered wrongdoing by any of the Company's employees is identified and reported accordingly, it will be dealt with, through thorough investigation and proper imposition of accountability. The</i>	<i>The whistle blowing policy provides for and encourages employees and others to report, in good faith, any covered wrongful conduct committed by employees which they have personal knowledge of. The policy assures employees of protection against harassment, threats, and any other form of retaliation from the persons reported. This policy is a clear statement that if any covered wrongdoing by any of the Company's employees is identified and reported accordingly, it will be dealt with, through thorough investigation and proper imposition of accountability. The Company takes steps to ensure that such wrongdoing is prevented in</i>

		<i>Company takes steps to ensure that such wrongdoing is prevented in the future.</i>	<i>the future.</i>
(j) Conflict Resolution	None	<i>The senior managers should adhere to the principles of conflict resolution through friendly negotiations in order to avoid losses to both parties as a result of open conflict. The senior managers should make use of the Company's Labor Management Council, Grievance Process and Arbitration to resolve conflicts/disputes. These mechanisms involve mutual respect and open communication in reaching equally beneficial agreements for two parties in conflict.</i>	<i>The senior managers should adhere to the principles of conflict resolution through friendly negotiations in order to avoid losses to both parties as a result of open conflict. The senior managers should make use of the Company's Labor Management Council, Grievance Process and Arbitration to resolve conflicts/disputes. These mechanisms involve mutual respect and open communication in reaching equally beneficial agreements for two parties in conflict.</i>

2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

Yes.

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

Employee discipline is primarily a line function. As such, all officers are entrusted with the responsibility to supervise other employees, whether on a permanent or temporary basis, are tasked to initiate and conduct administrative investigations for violations of the Code of Conduct, and impose disciplinary action when warranted.

The HR Department assists in the proper handling of cases and provides supervisors/managers with directions and review decisions, in accordance to the due process required by law before they are released. A comprehensive orientation/on boarding for new employees on the Code of Conduct and other rules and regulations of the Company is key in ensuring compliance and this is being done through an e-learning course.

Assisting in the dissemination and implementation of the Code of Conduct is the Ethics Committee which focuses on conflict-of-interest situations. The Committee helps make decisions and clarify stands in cases of personal or professional conflict, or in which the employee or the company stands to gain unfairly from an arrangement, relationship or procedure.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
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(1) Parent Company	<p><i>Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.</i></p> <p><i>The sales to and purchases from related parties are made at normal market prices. Outstanding balances as of year-end are unsecured, interest-free and settlement occurs in cash, and are collectible or payable on demand. Assessment of provision for doubtful accounts relating to amounts owed by related parties is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates. Related party transactions or reorganizations that would affect related-party transactions are reported to and reviewed by the Audit Committee.</i></p> <p><i>All related party transactions are reported in the Company's Annual Audited Financial Statement and Annual Company Report.</i></p>
(2) Joint Ventures	
(3) Subsidiaries	
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/children/siblings/parents	
(7) Directors including spouse/children/siblings/parents	
(8) Interlocking director relationship of Board of Directors	

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	<i>None</i>
Name of Officer/s	<i>None</i>
Name of Significant Shareholders	<i>None</i>

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	<i>The Company has defined cases wherein a possible director or an existing director can be considered as having conflict of interest.³ The Nomination and Election Committee reviews and evaluates the qualifications, including possible</i>

³ A stockholder cannot qualify as a Board member, if he/she is engaged in any business which competes with or is antagonistic to that of the Company or any of its subsidiaries and affiliates. Without limiting the generality of the foregoing, a stockholder shall be deemed to be so engaged: (1) if he/she is an officer, manager or controlling person of, or the owner (either of record or beneficial) of 10% or more of any outstanding class of shares of any corporation (other than one in which the Company owns at least 30% of the capital stock) engaged in a business which the Board, by at least two-thirds vote of the directors present constituting a quorum, determines to be competitive or antagonistic to that of the Company or its subsidiaries and affiliates; (2) if he/she is an officer, manager or controlling person of, or the owner (either of record or beneficially) of 10% or more of any outstanding class of shares of any other corporation or entity engaged in any line of business of the Company or that of its subsidiaries and affiliates and in the judgment of the Board, by at least two-thirds vote of the directors present constituting a quorum, the laws against combinations in restraint of trade shall be violated by such person's membership in the BOD; (3) if the Board, in the exercise of its judgment in good faith, determines by at least two-thirds vote of the directors present constituting a quorum that he/she is the nominee of any person set forth in (1) and (2).³

	<i>conflict of interest, of all persons nominated to the Board and other appointments that require board approval. In addition, the Ethics Committee focuses on conflict of interest situations by helping to make decisions and clarify stands in cases of personal or professional conflict.</i>
Group	<i>Same as the above.</i>

5) Family, Commercial and Contractual Relations

- (a) Indicate, if applicable, any relation of a family,⁴ commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
<i>None</i>	<i>Not applicable</i>	<i>Not applicable</i>

- (b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description
<i>None</i>	<i>Not applicable</i>	<i>Not applicable</i>

- (c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Name of Shareholders	% of Capital Stock affected (Parties)	Brief Description of the Transaction
<i>None</i>	<i>Not applicable</i>	<i>Not applicable</i>

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

	Alternative Dispute Resolution System
Corporation & Stockholders	<i>None</i>
Corporation & Third Parties	<i>None</i>
Corporation & Regulatory Authorities	<i>None</i>

C. BOARD MEETINGS& ATTENDANCE

- 1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

The BOD meetings are held throughout the year. The regular meetings of the BOD are held immediately after the stockholders' meeting and on the fourth Thursday of each month. In addition, special BOD meetings are convened, if necessary.

- 2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%

⁴Family relationship up to the fourth civil degree either by consanguinity or affinity.

Chairman	<i>Eugenio Lopez III</i>	2014	12	11	92%
Member	<i>Ma. Rosario Santos-Concio</i>	2014	12	11	92%
Member	<i>Oscar Lopez</i>	2014	12	8	67%
Member	<i>Augusto Almeda-Lopez</i>	2014	12	11	92%
Member	<i>PresentacionPsinakis</i>	2014	12	9	75%
Member	<i>Manuel Lopez</i>	2014	12	11	92%
Member	<i>Federico Lopez</i>	2014	12	6	50%
Member	<i>Federico Garcia</i>	2014	12	11	92%
Member	<i>Salvador Tirona</i>	2014	12	12	100%
Independent	<i>Emmanuel de Dios</i>	2014	12	11	92%
Independent	<i>Antonio Periquet</i>	2014	12	12	100%

- 3) Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

None.

- 4) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? Please explain.

No. A quorum at any of the BOD meetings shall consist of a majority of the entire membership of the Board.

- 5) Access to Information

- (a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?

During the meeting day itself.

- (b) Do board members have independent access to Management and the Corporate Secretary?

Yes.

- (c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc?

The Company Secretary has the following duties and responsibilities: (1) issues notices for all board and shareholders meetings; (2) assists the Board in the preparation of the meeting agenda and in the preparation and gathering of materials/documents to be presented to the Board or the shareholders; (3) implements such methods adopted by the Board to efficiently and timely inform and brief the Board members prior to the Board meetings; (4) attends Board meetings and take down the minutes of special and regular meetings of the Board and shareholders; (5) takes charge of the corporate seal and records (6) signs, together with the President, all stock certificates and such other instruments as may require such signature; and (7) prepares reports and perform such other duties as are incident to the office, or as properly required of him/her by the BOD.

- (d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative.

Yes.

- (e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

⁵Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

Yes

No

Committee	Details of the procedures
Executive	<i>The directors can request for information or clarify matters through e-mails and meetings with concerned persons/ committees.</i>
Audit	
Nomination	
Remuneration	
Others (specify)	

6) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
<i>Meetings with board of advisors and industry experts.</i>	<i>Through the approval or endorsement of the Board Chairman, directors can approach the board of advisors and industry experts in order to receive external advice.</i>

7) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

Existing Policies	Changes	Reason
<i>None</i>	<i>None</i>	<i>Not applicable</i>

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	<p><i>Fixed remuneration (including salary and benefits) is reviewed by the Company's Head of Corporate Services Group 1. Using available market data, the CEO's current fixed remuneration is compared to similar positions at similarly situated organizations.</i></p> <p><i>Upon determination of the need to adjust the fixed remuneration of the CEO, the Head of the Corporate Services Group 1 convenes the Compensation Committee for the Chairman and CEO and presents his findings for review and approval.</i></p>	<p><i>The fixed monthly salaries of the top 4 highest paid management officers may be adjusted if the Company meets its financial metrics. The salary adjustment is based on the actual financial performance of the Company and the managers' individual performance appraisal.</i></p>

	<i>The fixed monthly salary of the CEO is adjusted if the Company meets its financial metrics.</i>	
(2) Variable remuneration	<i>The annual variable pay plan provides incentive for achieving target performance measures. The CEO is given a variable pay based on the actual financial performance of the Company and the CEO's individual performance appraisal. The variable pay is expressed as a percentage of the monthly base salary.</i>	<i>The annual variable pay plan provides incentive for achieving target performance measures. The top 4 highest paid management officers are given variable pays based on the actual financial performance of the Company and managers' individual performance appraisal. The variable pay is expressed as a percentage of the monthly base salary.</i>
(3) Per diem allowance	<i>Same as regular officers.</i>	<i>Same as regular officers.</i>
(4) Bonus	<i>The same as item 2 (variable remuneration)</i>	<i>The same as item 2 (variable remuneration)</i>
(5) Stock Options and other financial instruments	<i>None</i>	<i>None</i>
(6) Others (specify)	<i>Not applicable</i>	<i>Not applicable</i>

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	<i>Same as market rate.</i>	<i>Directors receive a per diem for every board and committee meetings that they attend. They may also participate in the profit sharing and bonuses declared by the Company.</i>	<i>Each director receives a set amount of PhP5,000 per board meeting and PhP5,000 per committee meeting. In terms of profit sharing and bonuses, the total yearly compensation of directors shall not exceed 10 percent of the net income before income tax of the Company during the preceding year.</i>
Non-Executive Directors	<i>Same as market rate.</i>	<i>Directors receive a per diem for every board and committee meetings that they attend. They may also participate in the profit sharing and</i>	<i>Each director receives a set amount of Ph5,000 per board meeting and PhP5,000 per committee</i>

		<i>bonuses declared by the Company.</i>	<i>meeting. In terms of profit sharing and bonuses, the total yearly compensation of directors shall not exceed 10 percent of the net income before income tax of the Company during the preceding year.</i>
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Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Provide details for the last three (3) years.

No.

Remuneration Scheme	Date of Stockholders' Approval
<i>Not applicable</i>	<i>Not applicable</i>

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	<i>None</i>	<i>None</i>	<i>None</i>
(b) Variable Remuneration	<i>Php4,637,120</i>	<i>Php31,773,560</i>	<i>Php3,682,400</i>
(c) Per diem Allowance	<i>Php220,000</i>	<i>Php1,690,000</i>	<i>Php580,000</i>
(d) Bonuses	<i>Included in variable pay</i>	<i>Included in variable pay</i>	<i>Included in variable pay</i>
(e) Stock Options and/or other financial instruments	<i>None</i>	<i>None</i>	<i>None</i>
(f) Others (Specify)	<i>None</i>	<i>None</i>	<i>None</i>
Total	<i>Php4,857,120</i>	<i>Php33,463,560</i>	<i>Php4,262,400</i>

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	<i>None</i>	<i>None</i>	<i>None</i>
2) Credit granted	<i>None</i>	<i>None</i>	<i>None</i>
3) Pension Plans/Contributions	<i>None</i>	<i>None</i>	<i>None</i>
(d) Pension Plans, Obligations incurred	<i>None</i>	<i>None</i>	<i>None</i>
(e) Life Insurance Premium	<i>None</i>	<i>None</i>	<i>None</i>

(f) Hospitalization Plan	None	None	None
(g) Car Plan	None	None	None
(h) Others (Specify)	None	None	None
Total	0	0	0

4) Stock Rights, Options and Warrants

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
None	Not applicable	Not applicable	Not applicable	Not applicable

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
No incentive programs were introduced, amended or discontinued.	Not applicable	Not applicable

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Ma. Rosario N. Santos-Concio	P 176,957,932
Ma. Lourdes N. Santos	
Ma. Socorro V. Vidanes	
Carlo Joaquin Tadeo L. Katigbak	
Rolando P. Valdueza	

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions/ Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director	Independent Director			

		(NED)	(ID)			
<i>Program- ming</i>	1	1	1	None	<i>The Programming Committee deliberates on the programming issues and strategies of the network, and is primarily a business strategy committee.</i>	<i>Power to decide programs and strategies.</i>
<i>Compensa- tion</i>	0	2	1	None	<i>The Compensation Committee reviews any recommendations on incentive schemes and issuance of stock options to employees.</i>	<i>Power to decide on incentive schemes and stock option policy for employees.</i>
<i>Compensa- tion for the Chairman & the CEO</i>	0	2	1	None	<i>The Committee reviews and approves the fixed remuneration (salary and benefits) adjustment of the Chairman based on the recommendation of the Company's Corporate Services Group 1.</i>	<i>Power to approve the fixed remuneration of the Chairman.</i>
<i>Succession Planning</i>	0	2	1	None	<i>The Committee ensures that there is a pipeline to key positions in the organization and that there are ready replacements for any key positions that are suddenly vacated. It oversees the replacement planning table of the organization, and identifies successors and gaps in succession, as well as any measures needed to fill such gaps.</i>	<i>Power to approve the succession planning strategy and plans.</i>
<i>Audit</i>	0	1	2	Yes	<i>The Committee has the following duties and responsibilities:</i> <ul style="list-style-type: none"> • <i>Check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements.</i> • <i>Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Company and crisis management.</i> • <i>Pre-approve all audit</i> 	<i>Power to investigate any matter brought to its attention with full access to all books records and personnel of the company using special counsel or outside experts when necessary.</i>

					<p><i>plans, scope and frequency in connection with the conduct of external audit.</i></p> <ul style="list-style-type: none"> • <i>Interface with internal auditors and external auditors.</i> • <i>Elevate to international standards the accounting and auditing processes, practices and methodologies, and develop the following in relation to this reform: (i) definitive timetable within which the accounting system of the Company will be international Accounting Standards (IAS) compliant and (ii) an accountability statement that will identify officers and/or personnel responsible for such task.</i> • <i>Develop a transparent financial management system that aims to ensure the integrity of internal control activities through-out the Company.</i> • <i>Regularly review organizational and procedural controls guided by best practices.</i> 	
<i>Risk Management</i>	<i>0</i>	<i>2</i>	<i>1</i>	<i>None</i>	<p><i>The Committee has the following duties and responsibilities:</i></p> <ul style="list-style-type: none"> • <i>Oversee the formulation and establishment of an enterprise-wide risk management system.</i> • <i>Review, analyze and recommend the policy, framework, strategy, method and/or system used by the Company to manage risks, threats or liabilities.</i> • <i>Review and assess the likelihood and magnitude of the impact of material events on the Company and/or recommend measures, responses or</i> 	<i>Power to oversee and monitor the formulation and implementation of the enterprise-wide risk management initiative.</i>

					<i>solutions to avoid or reduce risks or exposures.</i> <ul style="list-style-type: none"> • <i>Perform such other duties and functions and/or assume such responsibilities as may be delegated by the BOD.</i> 	
Nomina- tion & Election	1	1	1	None	<i>The Committee reviews and evaluates the qualifications of all persons nominated to the Board and other appointments that require Board approval, and assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.</i>	<i>Power to approve nomination and other appointments to the Board and power to assess the systems and procedures regarding election and replacement of directors.</i>

2) Committee Members⁶

(a) Programming Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	<i>Federico Garcia</i>	2014	0	n/a	n/a	7 years
Member (ED)	<i>Ma. Rosario Santos-Concio</i>	2014	0	n/a	n/a	7 years
Member (ID)	<i>Emmanuel de Dios</i>	2014	0	n/a	n/a	2 year

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	<i>Antonio Periquet</i>	2014	6	5	83%	2 years
Member (NED)	<i>Salvador Tirona</i>	2014	6	5	83%	5 years
Member (ID)	<i>Emmanuel de Dios</i>	2014	6	5	83%	2 years

Disclose the profile or qualifications of the Audit Committee members.

Salvador G. Tirona, age 59

Mr. Salvador G. Tirona has served as a Director of the Company since 2010. He is the President and Chief Operating Officer and concurrently, Chief Finance Officer of Lopez Holdings Corporation. He initially joined

⁶ Minutes of the Organizational Meeting of the BOD, May 14, 2014 (immediately after the ASM)

Lopez Holdings Corporation as its Chief Finance Officer in September 2005 and held this position until his appointment to his current position in 2010. He was formerly a Director and the Chief Finance Officer of Bayan Telecommunications, Inc. He joined the Lopez Group in 2003 as the Chief Finance Officer of Maynilad Water Services, Inc. He holds a Bachelor's degree in Economics from the Ateneo de Manila University and a Master's degree in Business Administration from the same university.

Antonio Jose U. Periquet, Filipino, age 53

Mr. Antonio Jose U. Periquet has been an independent director of ABS-CBN since 2013. He is currently chairman of the Campden Hill Group, Campden Hill Advisors and Pacific Main Holdings, Inc., and also serves as an independent director on the boards of Ayala Corporation, Bank of the Philippine Islands, BPI Capital, BPI Family Savings Bank, DMCI Holdings, the Max's Group of Companies and the Philippine Seven Corporation. Mr. Periquet is a Trustee of the Lyceum of the Philippines University and is a member of the Dean's Global Advisory Board of the Darden School of Business, University of Virginia. He is a graduate of the Ateneo de Manila University (AB Economics) and holds an MSc in Economics from Oxford University and an MBA from the University of Virginia.

Emmanuel S. de Dios, Filipino, age 60

Mr. de Dios is a Professor of Economics at the University of the Philippines School of Economics since 1989. He is also the President of Human Development Network (Philippines) since July 2012. He was the Dean of the University of the Philippines School of Economics from 2007 to 2010. He was a member of the Board of Advisers to the Board of Directors of the Corporation from 2011 until his election as an Independent Director in 2013. He is a member of the Board of Trustees of Pulse Asia (Phils.), Inc. since 2008. He received his AB Economics degree from the Ateneo de Manila University cum laude in 1978 and his Ph.D. in Economics from the University of the Philippines in 1987. He pursued post-doctoral studies in the Univeritat Konstanz in Germany from 1987 to 1988. He is the author of various books, monographs, articles and reviews in the field of economics.

Describe the Audit Committee's responsibility relative to the external auditor.

The following are the responsibilities of the Audit Committee relative to the external auditor:

- Review the external auditor's proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed on the scope.
- Review the performance of the external auditors.
- Review and confirm the independence of the external auditors by obtaining statements from the auditors on relationship between the auditors and the Company, including non-audit services.
- Evaluate and determine non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor both in relation to their significance to the auditor and in relation to the Company's total expenditure on consultancy.
- Meet separately with the external auditors to discuss any matters that the Committee or auditors believe should be discussed privately.
- Ensure that significant findings and recommendations made by the external auditors are received and discussed on a timely basis.
- Recommend, through the BOD, to the stockholders duly accredited external auditor.
- Ensure that the external auditor is rotated every five years or earlier or the handling partner is changed.
- Ensure that the reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor are reported in the Company's annual and current reports.

(c) Nomination and Election Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Member (ID)	Antonio Periquet	2014	1	1	100	2 years
Chairman (NED)	Eugenio Lopez III	2014	1	1	100	2 years

Member (ID)	<i>Emmanuel S. de Dios</i>	2014	1	1	100	2 years
Member	<i>Ma. Rosario Santos-Cancio</i>	2014	1	1	100	2 years

(d) Compensation Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Member (ID)	<i>Antonio Periquet</i>	2014	0	n/a	n/a	2 years
Chairman (NED)	<i>Augusto Almeda Lopez</i>	2014	0	n/a	n/a	2 years
Member (NED)	<i>Federico M. Garcia</i>	2014	0	n/a	n/a	2 years

(e) Others (Specify)

Provide the same information on all other committees constituted by the Board of Directors:

Succession Planning Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Member (NED)	<i>Salvador G. Tirona</i>	2014	0	n/a	n/a	1 year
Member (ID)	<i>Emmanuel de Dios</i>	2014	0	n/a	n/a	1 year
Member (NED)	<i>Augusto Almeda Lopez</i>	2014	0	n/a	n/a	1 year

Risk Management Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Member (ID)	<i>Emmanuel de Dios</i>	2014	3	3	100	1 year
Chairman (NED)	<i>Salvador G. Tirona</i>	2014	3	3	100	1 year
Member (NED)	<i>Federico M. Garcia</i>	2014	3	3	100	1 year

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
<i>Programming</i>	<i>None</i>	<i>Not Applicable</i>
<i>Compensation</i>	<i>None</i>	<i>Not Applicable</i>
<i>Compensation for the Chairman & the CEO</i>	<i>None</i>	<i>Not Applicable</i>
<i>Succession Planning</i>	<i>None</i>	<i>Not Applicable</i>
<i>Audit</i>	<i>None</i>	<i>Not Applicable</i>
<i>Risk Management</i>	<i>None</i>	<i>Not Applicable</i>
<i>Nomination & Election</i>	<i>None</i>	<i>Not Applicable</i>

4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
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<i>Programming</i>	<i>The Committee deliberated on the programming issues and strategies of the Network.</i>	<i>The Committee was able to ensure achievement of balanced programming and desired rating.</i>
<i>Compensation</i>	<i>The Committee reviewed recommendations on incentive schemes and issuance of stock options to employees.</i>	<i>The Committee was able to ensure that the Company's compensation and incentives schemes remain competitive.</i>
<i>Compensation for the Chairman and the CEO</i>	<i>None, as there was no need to adjust the remuneration of the Chairman and the CEO.</i>	<i>Not applicable.</i>
<i>Succession Planning</i>	<i>The Committee oversaw the replacement planning table of the organization and identified successors and gaps in succession, as well as any measures needed to fill such gaps.</i>	<i>The Committee was able to ensure that there is a pipeline to key positions in the organization and that there are ready replacements for any key positions that are suddenly vacated.</i>
<i>Audit</i>	<i>The Committee looked at the following areas: (1) reasonableness of the Company's financial statements and efficiency of the financial reporting process; (2) proper management of business risks and reliability of the internal control environment; (3) independence and effectiveness of internal audit functions and processes; (4) qualifications, independence and fees of the Company's external auditors with regard to the annual review of the Company's financial statements and (5) Company's compliance with legal and regulatory requirements.</i>	<i>The Committee was able to comply with the Audit Committee Charter and was able to confirm that: (1) majority of the Committee members are independent directors; (2) that the Company's audited financial statements conform with the Philippine Financial Reporting Standards and International Reporting Standards, as appropriate; (3) the internal audit scope and plans, as well as the manpower resources and competencies necessary to carry out the audit plan are comprehensive and adequate and (4) the audit reports, including necessary corrective actions, were reviewed and discussed with concerned management and internal auditors.</i>
<i>Risk Management</i>	<i>The Committee continued to establish and implement an integrated risk management framework. The Committee ensured that the Company's corporate strategy formulation and business decision-making processes always take into account potential risks and the steps and costs necessary to minimize, if not eliminate, such risks. The Company, through the Risk Management Committee, ensured that it has the proper control systems in place, and to the extent possible, adopted global best practices, to identify and assess, analyze and mitigate market, operating, financial, regulatory, community, reputational and other risks.</i>	<i>The integrated risk management framework addresses the need to cover all aspects of risks across the Company's organization and improve the Company's risk management readiness.</i>
<i>Nomination and Election</i>	<i>The Committee reviewed and evaluated the qualifications of all</i>	<i>The Committee was able to ensure that only qualified individuals are</i>

	<i>persons nominated to the Board and other appointments that require Board approval. It also assessed the effectiveness of the Board's processes and procedures in the election or replacement of directors.</i>	<i>nominated to the Board and that the election and replacement process continues to be effective.</i>
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5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
<i>Programming</i>	<i>To review programming grid on a year-round basis</i>	<i>To ensure achievement of balance programming and desired rating</i>
<i>Compensation</i>	<i>To review compensation of key officers and the Board</i>	<i>To ensure that the Company's compensation and incentives schemes remain competitive.</i>
<i>Compensation for the Chairman and the CEO</i>	<i>To review and approve, if necessary, the recommended changes by the Head of the Corporate Services Group 1 concerning the salary and benefits provided to the Company's CEO.</i>	<i>To ensure that the salary and benefits of the Company's CEO are at par or competitive with the same position in similarly situated organizations.</i>
<i>Succession Planning</i>	<i>Still being formulated.</i>	<i>To ensure that there is a pipeline to key positions in the organization and that there are ready replacements for any key positions that are suddenly vacated.</i>
<i>Audit</i>	<p><i>To hold quarterly meetings to:</i></p> <ul style="list-style-type: none"> ▪ <i>Review the reasonableness of the Company's financial statements and efficiency of the financial reporting process.</i> ▪ <i>Evaluate the adequacy and effectiveness of the Company's governance and internal controls.</i> ▪ <i>Assess the independence and effectiveness of external and internal audit functions and processes.</i> ▪ <i>Require reporting of significant issues and action plans concerning compliance with legal and regulatory requirements.</i> ▪ <i>Review material changes in the Company's organizational structure and policies.</i> 	<i>All significant issues relating to the Company's governance, operations, financial reporting, internal controls, legal, compliance and other matters that may be raised by the Company's management, external and internal auditors, legal counsels and other concerned parties during its quarterly and special meetings.</i>
<i>Risk Management</i>	<i>To review the risk management framework of the Company.</i>	<i>To come up with an enterprise risk management framework.</i>
<i>Nomination and Election</i>	<i>Still being formulated.</i>	<i>To ensure that only qualified individuals are nominated to the Board and that the election and replacement process continues to be effective.</i>

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

The BOD and management are mindful of the potential impact of various risks to the Company's ability to deliver quality content across multiple platforms and consequently, as a result of its operations, value to shareholders. Due to this, the Company will continuously establish and implement an integrated risk management framework that covers all aspects of risks across its organization, and improve its risk management readiness.

(b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

Prior to the creation of the Risk Management Committee of the Board in May 2010, the Audit Committee of the Board was also tasked to review the risk management system of the Company and report to the directors. The directors have reviewed the effectiveness of the risk management system and found them to be adequate.

(c) Period covered by the review;

The period covered by the review was the calendar year 2014.

(d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and

The review is performed on a quarterly basis.

(e) Where no review was conducted during the year, an explanation why not?

Not applicable

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Financial Risk	<p><u>Interest Rate Risk</u> <i>The Company's exposure to the risk for changes in market interest rates relates primarily to the company's debt obligations with floating interest rates. To manage this mix in a cost-efficient manner, it is the Company's policy to enter into interest rate swaps whenever the need arises.</i></p> <p><u>Foreign Currency Risk</u> <i>It is the Company's policy to enter into cross currency swaps whenever the need arises to manage foreign currency risk and eliminate the variability of cash</i></p>	<p><i>To minimize, if not eliminate, main risks arising from the Company's financial instruments specifically cash flow interest rate risk, foreign currency risk, credit risk and liquidity risk.</i></p>

flows due to changes in the fair value of the foreign-currency denominated debt with maturity of more than one year.

Credit Risk

The Company is exposed to credit risk from operational and financing activities. On the credit risk arising from operating activities, the Company only extends credit with recognized and accredited third parties. The Company implements a pay before broadcast policy to new customers. In addition, receivable balances are monitored on an ongoing basis. Such determination considers the age of the receivables and current solvency of the individual accounts. With regard to financing activities, as a general rule, the Company transacts these activities with counterparties that have a long credit history in the market and outstanding relationship with the Company. The policy of the Company is to have the board of directors accredit these banks and/or financial institutions before any of these financing activities take place.

With respect to credit risk arising from the financial assets of the Company, exposure to credit risk arises from default of the counterparty. There is no requirement for collateral over trade receivables since the Company trades only with recognized and accredited counterparties.

Liquidity Risk

To manage liquidity risk, the Company conducts weekly cash planning. This undertaking specifically considers the maturity of both the financial investments and financial assets and projected operational disbursements. As part of its liquidity risk management, the Company regularly evaluates its projected and actual cash flows. As a

	<i>general rule, cash balance should be equal to Php2 billion at any given time to compensate for two months of operational exigencies amidst occasional fluctuation of cash inflows. The required cash balance is assessed periodically when operating cash requirements either decreases or increases. The Company places funds in the money market only when there are surpluses from its requirements. Placements are strictly made based on cash planning assumptions and as much as possible, covers only a short period of time.</i>	
<i>The formal identification of the other risks is currently being undertaken. The Company contracted Ernest and Young/SGV to assist in the development of an ERM Framework and Program.</i>	<i>Not applicable.</i>	<i>Not applicable.</i>

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
<i>Same as above (company)</i>	<i>Not applicable.</i>	<i>Not applicable.</i>

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

Risk to Minority Shareholders
<i>None.</i>

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
<i>The formal identification of the other risks is currently being undertaken. The Company contracted</i>	<i>Not applicable.</i>	<i>Not applicable.</i>

<i>Ernest and Young/SGV to assist in the development of an ERM Framework and Program.</i>		
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(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
<i>The formal identification of the control systems is currently being undertaken. The Company contracted Ernest and Young/SGV to assist in the development of an ERM Framework and Program.</i>	<i>Not applicable.</i>	<i>Not applicable.</i>

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
<i>Risk Management Committee</i>	<i>The Company's Chief Risk Officer reports to the Risk Management Committee.</i>	<i>The Risk Management Committee ensures that the Company's corporate strategy formulation and business decision-making processes always takes into account potential risks and steps and costs to minimize, if not eliminate, such risks. The Committee ensures that it has the proper control systems in place, and to the extent possible, adopted best global practices, to identify and assess, analyze and mitigate market, operating, financial, regulatory, community, reputational and other risks.</i>

G. INTERNAL AUDIT AND CONTROL

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

- (a) Explain how the internal control system is defined for the company

Internal controls are processes and methodologies established and implemented by management to effectively manage risks and ensure the achievement of its business objectives encompassing the organization's governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, safeguarding of assets and compliance with laws, regulations and contracts.

- (b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate.

The Board, through the Audit Committee, reviews the adequacy and effectiveness of the internal control system encompassing the Company's governance, operations, information systems, to include reliability and integrity of financial and operational information, effectiveness and efficiency of operations, safeguarding of assets, and compliance with laws, rules, regulations and contracts. The 2014 annual report submitted by the Audit Committee to the Board states that the internal control system is effective and adequate.

- (c) Period covered by the review;

2014.

- (d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and

The Audit Committee reviews the internal controls, including the necessary corrective actions, at least four times a year and additional meetings are convened if necessary. Critical business operations are reviewed annually while the rest of the areas are reviewed at least every two to three years using the risk-based approach in accordance with the "Standards for the Professional Practice of Internal Auditing (Philippines)." In addition, the Audit Committee oversees the annual financial statements preparation through the external/independent auditor ensuring that the conduct of the audit is in compliance with the Philippine Financial Standards and International Financial Reporting Standards as appropriate.

- (e) Where no review was conducted during the year, an explanation why not.

Not applicable.

2) Internal Audit

- (a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
<i>The role of the internal audit is to provide an independent and objective assessment of the adequacy, effectiveness and efficiency of the company's systems and processes and</i>	<i>The scope of internal auditing encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the organization's governance, risk management and</i>	<i>In-house</i>	<i>Higino Dungo, Jr.</i>	<i>Internal Audit reports directly to the Board through the Audit Committee. On a quarterly basis Internal Audit reports its plans, findings, management action/action</i>

<p><i>recommends necessary control measures for their improvement. It also establishes a follow-up mechanism to monitor the implementation of recommended controls.</i></p>	<p><i>internal process as well as the quality of performance in carrying out assigned responsibilities to achieve the organization's stated goals and objectives. This includes:</i></p> <ul style="list-style-type: none"> <i>• Evaluating the reliability and integrity of information and the means used to identify, measure, classify and report them.</i> <i>• Evaluating the systems that were established to ensure compliance with policies, plans, procedures, laws and regulations which could have a significant impact on the organization.</i> <i>• Evaluating the means of safeguarding assets and, as appropriate, verifying the existence of such assets.</i> <i>• Evaluating the effectiveness and efficiency with which resources are used.</i> <i>• Evaluating operations or programs to ascertain whether results are consistent with</i> 			<p><i>plans on the recommendations and implementation status of audit recommendations.</i></p> <p><i>The Chief Internal Auditor or designee issues a written report to management following the conclusion of each internal audit engagement.</i></p>
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	<p><i>established objectives and goals and whether the operations or programs are being carried out as planned.</i></p> <ul style="list-style-type: none"> • <i>Monitoring and evaluating governance processes.</i> • <i>Monitoring and evaluating the effectiveness of the organization's risk management processes.</i> • <i>Evaluating the quality of the performance of external auditors and the degree of coordination with internal audit.</i> • <i>Performing consulting and advisory services to the organization, as appropriate, with regard to governance, risk management, and control.</i> • <i>Reporting periodically on the internal audit activities, purpose, authority, responsibility and performance relative to its plan.</i> • <i>Reporting significant risk exposures and control issues to the Board.</i> • <i>Evaluating specific</i> 			
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	<i>operations at the request of the Board and the management.</i>			
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- (b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?

The Audit Committee approves the hiring/appointment and termination of the Chief Internal Auditor. The Committee also approves annually the staffing requirements of the Internal Audit Division.

- (c) Discuss the internal auditor’s reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?

The Chief Internal Auditor reports functionally to the Board, through the Audit Committee. He has free and unrestricted access to the Board through the said Committee. The internal auditors are authorized full, free and unrestricted access to any and all of the company’s records, physical properties and personnel pertinent to carrying out their audit functions. The Chief Internal Auditor confirms to the Audit Committee, on an annual basis, the organizational independence of the internal audit activity.

- (d) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
Ronald Francisco (Head – Technical Audit)	Allowed to resign in January 2014 due to poor performance.
Mer Elisa Lucio (Senior Auditor)	Resigned in September 2014 to pursue their family business.
Celso Bagnes (Head – Technical and Information Security Audit)	Allowed to resign in December 2014 due to poor performance

- (e) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit’s progress against plans, significant issues, significant findings and examination trends.

Progress Against Plans	As of December 2014, 88% of the 2014 audit plans have been achieved.
Issues⁷ and Findings⁸	<ul style="list-style-type: none"> • <i>Inconsistent compliance with policies and guidelines.</i> • <i>Processing delays.</i> • <i>Inadequate monitoring of transactions.</i> • <i>Inadequate documentation.</i> • <i>Need for system enhancements and upgrades.</i> • <i>Inadequate physical inventory, warehousing and reconciliation procedures due to limited manpower and space.</i> • <i>Inconsistent application of controls due to organizational changes, transfer of functions or changes in personnel.</i>

⁷“Issues” are compliance matters that arise from adopting different interpretations.

⁸“Findings” are those with concrete basis under the company’s policies and rules.

Examination Trends	<ul style="list-style-type: none"> • <i>A need for a continuous enhancement of systems and improvement of processes to adopt to changing business objectives and strategies.</i>
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[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings (“examination trends”) based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

(f) Audit Control Policies and Procedures

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column “Implementation.”

Policies & Procedures	Implementation
1. <i>General Policy</i> 1.1 <i>Audit Manual</i> 1.2 <i>Statement of Policy</i>	<i>Implemented</i>
2. <i>Professional and Organizational</i> 2.2 <i>Responsibilities of Internal Auditors</i> 2.3 <i>Code of Ethics</i> 2.4 <i>Standards for the Professional Practice of Internal Auditing</i> 2.5 <i>Standards for Information Systems Audit</i> 2.6 <i>Internal Audit Organization</i> 2.7 <i>Job Descriptions</i> 2.8 <i>Performance Appraisal</i> 2.9 <i>Values</i>	<i>Implemented</i>
3. <i>Annual and Strategic Planning</i> 3.1 <i>Annual Audit Master Plan</i> 3.2 <i>Budget Preparation</i>	<i>Implemented</i>
4. <i>Audit Process and Reporting</i> 4.1 <i>Planning and Preliminary Survey</i> 4.2 <i>Audit Approach and Work Program</i> 4.3 <i>Audit Fieldwork</i> 4.3.1 <i>Process Mapping/Walkthrough</i> 4.3.2 <i>Defining the Test Population</i> 4.3.3 <i>Test of Controls</i> 4.3.4 <i>Methods of Conducting Fieldwork</i> 4.3.5 <i>Timing/Location of Fieldwork</i> 4.3.6 <i>Use of Audit Command Language</i> 4.3.7 <i>Preliminary Audit Findings</i> 4.4 <i>Audit Report Finalization</i> 4.5 <i>Follow-Up of Audit Recommendations</i>	<i>Implemented</i>
5. <i>Administrative Matters</i> 5.1 <i>Daily Time Report</i> 5.2 <i>Internal and External Communication</i> 5.3 <i>Safekeeping of Working Papers</i>	<i>Implemented</i>

<p>5.4 Report on Internal Audit Activities</p> <p>5.5 Audit Library</p> <p>5.6 Technology Resource Request</p> <p>5.7 Timekeeping and Work Hours</p>	
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(g) Mechanisms and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
<p><i>The auditors are free from interference by any element in the organization, including matters of audit selection, scope, procedures, frequency, timing, or report content.</i></p> <p><i>Internal auditors have no direct operational responsibility or authority over any of the activities audited. Accordingly, they do not implement internal controls, develop procedures, install systems, prepare records, or engage in any other activity that may impair the internal auditor's judgment.</i></p> <p><i>The Chief Internal Auditor confirms to the Audit Committee, at least annually, the organizational independence of the internal audit activity.</i></p> <p><i>Meanwhile, the Chairperson of the Audit Committee is an independent director. All members of the committee are independent of management.</i></p> <p><i>The Audit Committee also reviews and</i></p>	<p><i>The Company does not in any way influence the financial analysts to follow its position on certain financial assumptions and analysis even if it sometimes disagrees with the contents of the analyst reports.</i></p>	<p><i>The Company does not in any way influence the investment banks in preparing and analyzing their own valuation models even if it sometimes disagrees with the results.</i></p>	<p><i>The Company did not get in contact with the rating agency after the management meeting and correspondence with the analysts was only made when they asked for additional information.</i></p> <p><i>To ensure the independence of the rating process, the Company was not privy of the discussions made by the Rating Committee in coming up with a credit rating.</i></p>

<p><i>confirms the independence of the external auditors by obtaining statements from the auditors on the relationship between the auditors and the company, including non-audit services. The committee also ensures that the external auditor is rotated every five years or earlier or the handling partner is changed.</i></p>			
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(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company’s full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

Mr. Eugenio L. Lopez III (Chairman of the Board)
Ms. Ma. Rosario Santos-Concio (Chief Executive Officer)
Mr. Aldrin M. Cerrado (Chief Financial Officer)

H. ROLE OF STAKEHOLDERS

1) Disclose the company’s policy and activities relative to the following:

	Policy	Activities
Customers' welfare	<p><i>The Company is committed to the delivery of world class products and services and to the responsible and creative utilization of resources, most especially its human resource. It fosters and promotes an environment of professionalism based on competence, self-discipline and responsible behavior. In establishing such an environment a set of defined standards of acceptable behavior in performing one’s job and in dealing with co-employees and the public that is consistent with corporate policies and core values is necessary.</i></p>	<p><i>Under the Company’s Code of Conduct, favoring or conniving with suppliers, customers or any other person in consideration of kickbacks, personal rebates or any valuable consideration is considered an offense. Company personnel who do not adhere to this policy are dealt with accordingly.</i></p>
Supplier/contractor selection practice	None	None
Environmentally friendly value-chain	<p><i>The Company shall be actively involved in the preservation of natural resources.</i></p>	<p><i>The Company complies with several government environmental laws through the following initiatives: re-use or recycling of effluent water (PD984 or Clean Water Act); proper disposal of busted lamps used oil</i></p>

		<p><i>and used/spent batteries (RA6969 or Toxic Substance and Hazardous and Nuclear Waste Control Act) and annual stack emission testing of generator sets (RA8749 or Clean Air Act).</i></p> <p><i>The Company saves energy its office headquarters by installing variable frequency drives for chilled water pump operations in the centralized air conditioning system. It also has materials recovery facilities for solid waste management, which results in an average reduction of 25 tons per year of solid waste for disposal. The vermicomposting facilities reduce solid waste from tree and plant trimmings and the resulting organic fertilizer is used for plants propagation. The Company uses mostly “green sealed” or “designed for the environment” chemicals for housekeeping, which reduces the health risk among cleaners. The Company also has properly labeled trash cans (reusable, biodegradable, non-biodegradable) which makes it easy to segregate waste. It also uses biodegradable trash bags.</i></p>
Community interaction	<p><i>The Company shall be a good corporate citizen in the areas where it operates.</i></p>	<p><i>The ABS-CBN Lingkod Kapamilya Foundation, Inc. was established to become a holistic community builder. “Bantay Bata,” a child protection and welfare organization cited by the United Nations Convention on the Rights of the Child, responds to thousands of hotline calls and handles hundreds of rescue causes. The program also provides scholarships and conducts feeding programs. As the term implies, “BantayKalikasan” is engaged in environmental protection through policy formulation assistance, reforestation, river system rehabilitation and ecotourism promotion. “SagipKapamilya” is involved in relief operations and rehabilitation after a natural or man-made disaster. It also trains schools and communities in disaster risk reduction.</i></p>

		<p>Programa Genio is involved in curriculum enhancement, teacher training and learning resource development in public schools</p> <p>BayaniJuan manages a 107-hectare resettlement community in Calauan, Laguna for families affected by the rehabilitation of the Pasig river and typhoon Ondoy .</p> <p>Kapit Bisig Para sa ilog Pasig, in partnership with the Pasig River Rehabilitation Commission (PRRC) is heavily involved in the rehabilitation of the Pasig River. Together it has so far cleaned 17 esteros in Manila and Quezon City. KBPIP has likewise rehabilitated the 100 year old Paco Market to keep Estero de Paco clean.</p> <p>The Company sends representatives to meetings, hearings and public consultations on various issues conducted by the barangay.</p> <p>The Company also requests for barangay clearance/permit for tapings, production shootings, and use of sidewalks as parking area during stockholders' meetings, trade events, program launchings, awarding ceremonies, etc.</p> <p>Incident reports to the barangay in relation to accidents, robbery, illegal parking, illegal vendors, violation of tricycle drivers and establishment are submitted by the Company.</p> <p>In addition, the Company supports the barangay on its information drive by covering barangay-related activities.</p> <p>The Company requests for issuance of community tax certificates to employees yearly.</p>
Anti-corruption programmes and procedures	The Company is committed to the delivery of world class products and services and to the responsible and creative utilization of resources, most especially its human resource. It fosters and promotes an environment of professionalism	Under its' Code of Conduct, the misappropriation of the Company's funds and property is considered an offense. Failure to remit, pay, reimburse, liquidate any money, collection or cash advance, or return and/or deliver

	<i>based on competence, self-discipline and responsible behavior. In establishing such an environment a set of defined standards of acceptable behavior in performing one's job and in dealing with co-employees and the public that is consistent with corporate policies and core values is necessary.</i>	<i>goods, stocks, and other properties is also considered an offense. Company personnel who do not follow the policies are given appropriate disciplinary actions. Employees who commit fraud can be charged criminally with the appropriate authorities.</i>
Safeguarding creditors' rights	<i>The Company shall comply with the debt servicing requirements of the creditors. The Company shall also ensure that the documentary requirements of the creditors are complete, accurate and submitted on time.</i>	<i>Creditors are regularly provided financial and operational information about the company through quarterly and annual investors' briefings. The Company's Treasury Head updates the creditors of the company's performance on a regular basis and when there is an immediate need.</i> <i>New contracts/agreements for investments, loan availments, asset disposals, mergers and acquisitions, etc. are reviewed by the Company's Legal Department in order to determine if certain provisions may violate existing loan covenants. In cases when certain covenants will be breached, the Treasury seeks the consent of creditors to undertake the new initiative or when appropriate, negotiate with counter parties to remove/modify provisions that may have a consequence of breaching any loan covenants.</i>

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

Yes.

3) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare?

	Policy
<i>Health</i>	<i>The Company values its human resources as its prime asset hence, health and wellness programs for the employees are part of the mandate that rests upon the HR Operations for implementation. These include programs mandated by the government and those initiated by the Company.</i>
<i>Security and Safety</i>	<i>The protection of the Company's assets (i.e., people, property, information and reputation), is essential to the long-term success of the business. Security and safety of these assets are therefore of paramount importance. For this purpose, management shall ensure that adequate resources are available to support and sustain security and safety programs, projects and activities.</i>
<i>Welfare</i>	<i>Aligned with the Company's mission of being in the service of the Filipino, the Company</i>

	takes this mission to heart, foremost, to its very own “Kapamilya,” its workforce. It provides assistance to its employees during contingencies such as calamities, accidents, illness and bereavement, among others.
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(b) Show data relating to health, safety and welfare of its employees.

	Programs/Initiatives											
<i>Health</i>	<ul style="list-style-type: none"> ▪ Medical insurance with the Company’s accredited HMO provider is a standard benefit for all regular employees including their immediate dependents. ▪ The Company has a flexible benefits program (Flexben) for its regular employees wherein allowances for medical, optical, rice and educational expenses may be availed of either in lump amounts or in the form of purchases of vaccine or medical insurance package for family members. ▪ The Company has medical clinics which operates 24/7 in its premises. These clinics are manned by competent registered doctors and nurses who have varied specializations such as internal medicine, family medicine, pulmonary medicine, OB/gynecology and nutrition. ▪ The annual physical exam and follow thru consultation for each employee are done regularly. ▪ Health and Wellness Fair, sports/fitness activities, health symposium and awareness campaigns are regularly conducted to increase employees’ health consciousness and promote healthy lifestyle. 											
<i>Security and Safety</i>	<ul style="list-style-type: none"> ▪ Conduct of in-house basic occupational safety and health trainings and other technical safety trainings. ▪ Conduct of safety patrols, inspections and risk assessment of various Company facilities. ▪ Compliance to the Building Code. ▪ Compliance to the Fire Code (Republic Act 9514) through the conduct of fire and earthquake evacuation drills as a result of which the Company was issued a fire safety inspection certificate. ▪ Compliance to the Department of Labor and Employment’s Occupational Safety and Health Standards. ▪ Compliance to the Tobacco Regulation Law. ▪ Registration with and compliance to reporting requirements by the Department of Labor and Employment – Bureau of Working Conditions. ▪ Implementation of contractor safety programs. ▪ Promulgation of Studio Safety Guidelines. ▪ Promulgation of Office Safety Guidelines. ▪ Strengthening of regulations and refinement of procedures pertaining to the conduct of events especially remote events. ▪ Promulgation of a policy on the mandatory deployment of safety officers at all location shoots/tapings. ▪ Build-up and maintenance of credible capacity and capability for fire-fighting, collapsed structure search and rescue and especially water search and rescue. Search and rescue operations during floods to assist employees and dependents in distress have been regularly conducted. 											
<i>Welfare</i>	<ul style="list-style-type: none"> ▪ Regular and covered program employees are extended assistance in the event of natural calamities. In the case of the natural calamities that hit the country in 2014, the Company extended the following financial assistance: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;"><i>No. of employees</i></th> <th style="text-align: center;"><i>Value (Php)</i></th> </tr> </thead> <tbody> <tr> <td><i>Calamity assistance</i></td> <td style="text-align: center;">40</td> <td style="text-align: center;">Php755M</td> </tr> <tr> <td><i>Calamity loan</i></td> <td style="text-align: center;">32</td> <td style="text-align: center;">Php700M</td> </tr> </tbody> </table> <p>There were 52 bereavement claims extended to employees amounting to more than PHP1M</p>				<i>No. of employees</i>	<i>Value (Php)</i>	<i>Calamity assistance</i>	40	Php755M	<i>Calamity loan</i>	32	Php700M
	<i>No. of employees</i>	<i>Value (Php)</i>										
<i>Calamity assistance</i>	40	Php755M										
<i>Calamity loan</i>	32	Php700M										

(c) State the company's training and development programmes for its employees in **2014**. Show the data.

Course Name	No. of Graduates
<i>Basic Management Courses</i>	38
<i>Basic Supervisory Courses</i>	42
<i>Coaching and Mentoring</i>	49
<i>Engineering the Performance System</i>	63
<i>Interaction Management</i>	28
<i>Project Management</i>	86

Modules	No. of Graduates
<i>Critical Thinking Skills</i>	21
<i>Finance for Non-Finance</i>	29
<i>Entrepreneurial Marketing</i>	27
<i>Operations Management</i>	48
<i>Organizational and Financial Resource Management</i>	28
<i>Leadership and Business Ethics</i>	28
<i>Environmental Analysis</i>	19
<i>Internal Analysis</i>	20
<i>Strategy Formulation, Implementation and Monitoring</i>	17
<i>Self-Mastery</i>	23

2014 Leadership Courses (under Leadership Academy)	No. of Graduates
<i>Self Discovery (2 Runs)</i>	41
<i>Coaching for Peak Performance</i>	29
<i>Engineering the Performance System</i>	23
<i>Critical Thinking Skills</i>	35
<i>Basic Management Program</i>	36
<i>5 Choices for Extraordinary Productivity (2Runs)</i>	50
<i>Developing Others and Individual Development Plan Workshops (2 Classes)</i>	32

2014 Liberal Studies Academy	No. of Graduates
<i>Reading Literature – Batch 1</i>	28

<i>Global Filipino – Batch 1</i>	21
2014 Moving Images Academy	No. of Graduates
<i>General Motion Picture Education (GEMPE: Cycle 1) – Batch 1</i>	23
<i>Self-Discovery for Creatives (Jung Workshop) – Batch 1</i>	25
2014 Journalism Academy	No. of Graduates
<i>Media Law and Ethics – Batch 1</i>	19
<i>How Government Works – Batch 1</i>	12
<i>Broadcast Journalism – Batch 1</i>	29
<i>Journalistic Research – Batch 1</i>	23
2014 Digital Academy	No. of Graduates
<i>Digital 101 – Batch 1</i>	30
<i>Digital Technologies – Batch 1</i>	34
<i>Content Marketing – Batch 1</i>	31
<i>Pitching Digital – Batch 1</i>	30
<i>Integrated Digital Strategy – Batch 1</i>	30

In addition to the above training programs, 180 employees went through the face-to-face New Employee Orientation; 217 employees completed enrollments in the mandatory New Employee Orientation e-learning courses. The New Employee Orientation e-learning courses are composed of the following: Code of Conduct, Information Security, Safety Orientation, Security Orientation, and the Performance Management System; 368 enrollments were also completed in other e-learning courses such as Understanding TV Ratings, Social Media 101, Consulting Skills, Organization Design, and Engineering the Performance System;

Finally, an Instructional Design Workshop and Train the Trainer for Faculty Development of the ABS-CBN University's six academies was completed by 23 employees in the year 2014.

There were also special workshops or summits extended to employees. 236 employees who participated in the Digital Summit (face-to-face); including 30-40 pax were on livestream. Moreover, 89 managers who joined the Quarterly Leadership Learning Sessions with ABS Leaders as key speakers.

State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.

The annual variable pay provides incentive for achieving target performance measures. Company officers and employees are given variable pay based on the actual financial performance of the Company and the officer's/employee's individual performance appraisal.

- 4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behaviour? Explain how employees are protected from retaliation.

The whistle blowing policy provides for and encourages employees and others to report, in good faith, any covered wrongful conduct committed by employees which they have personal knowledge of. The policy assures employees of protection against harassment, threats, and any other form of retaliation from the persons reported. Any employee who attempts, performs, causes or encourages any retaliatory actions against a whistleblower and/or the whistleblowers relatives up to the fourth degree of consanguinity or affinity will be subjected to disciplinary action and may be either be suspended or dismissed, without prejudice to other legal actions that the Company may take, upon showing that the motive of the said employee was due to the disclosure made by the whistleblower.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
<i>Lopez Holdings</i>	446,231,607	52	<i>None</i>
<i>ABS-CBN Holdings</i>	321,681,100	38	<i>None</i>

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
<i>Ma. Rosario Santos-Concio</i>	1	0	.00
<i>Rolando Valdeuzza</i>	91,500	0	.01
<i>Ma. Socorro Vidanes</i>	10,000	0	.00
<i>Mario Carlo Nepomuceno</i>	35,351	0	.00
<i>Vivian Tin</i>	8,600	0	.00
<i>Martin Lopez</i>	19,659	0	.00
<i>Regina Reyes</i>	48	0	.00
<i>Luis Paolo Pineda</i>	3,500	0	.00
<i>Manuel Torres</i>	12,705	0	.00
<i>Enrique Quiason</i>	9,615	0	.00
TOTAL	190,979	0	0.02

2) Does the Annual Report disclose the following:

Key risks	Yes
Corporate objectives	Yes
Financial performance indicators	Yes
Non-financial performance indicators	Yes
Dividend policy	Yes
Details of whistle-blowing policy	Yes
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Yes
Training and/or continuing education programme attended by each director/commissioner	Yes
Number of board of directors/commissioners meetings held during the year	12
Attendance details of each director/commissioner in respect of meetings held	Yes
Details of remuneration of the CEO and each member of the board of directors/commissioners	Yes

Should the Annual Report not disclose any of the above, please indicate the reason for the non-

disclosure.

Not applicable.

3) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
SyCip, Gorres, Velayo & Co.	Php22,984,150	Php13,541,406

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

The Company disseminates information through its investor relations website, printed reports and online PSE disclosures.

5) Date of release of audited financial report: *March 28, 2014 for the 2013 audited financial report; **March 30, 2015 for the 2014 audited financial report***

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of association)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

Not applicable

7) Disclosure of RPT

RPT	Relationship	Nature	Value
<i>Blocktime fees paid by the Parent Company (ABS-CBN Corp.) and Studio 23 to Amcara</i>	<i>Associate</i>	<i>Blocktime fees</i>	<i>PhP32,475</i>
<i>Expenses paid by ABS-C to Bayantel, a subsidiary of Lopez, Inc. and other related parties</i>	<i>Entities under common control</i>	<i>Rent and utilities</i>	<i>PhP431,236</i>
<i>Expenses and charges paid for by the Parent Company which are reimbursed by the concerned related</i>	<i>Entities under common control</i>	<i>Rent and utilities</i>	<i>PhP221,867</i>

<i>parties</i>			
<i>Expenses paid by the Parent Company and subsidiaries to Bayanteland other related parties</i>	<i>Entities under common control</i>	<i>Service fees and utilities expenses</i>	<i>PhP184,573</i>
<i>Expenses paid by Sky Cable to Bayantel and other related parties</i>	<i>Entities under common control</i>	<i>Bandwidth costs and utilities expenses</i>	<i>PhP148,699</i>
<i>Termination cost charges of Bayantel to ABS-CBN Global</i>	<i>Entities under common control</i>	<i>Termination cost</i>	<i>PhP56,973</i>
<i>Management and other service fees</i>	<i>Entities under common control</i>	<i>Management fee</i>	<i>PhP39,678</i>
<i>Airtime revenue from Bayantel</i>	<i>Entities under common control</i>	<i>Airtime fees</i>	<i>PhP19,862</i>
<i>Due from: Bayantel</i>	<i>Affiliate</i>	<i>Trade & other receivables</i>	<i>PhP245,255</i>
<i>Due from: Amcara</i>	<i>Associate</i>	<i>Trade & other receivables</i>	<i>PhP145,052</i>
<i>Due from: ABS-CBN Foundation, Inc.</i>	<i>Affiliate</i>	<i>Trade & other receivables</i>	<i>PhP39,862</i>
<i>Due from: First Philippine Holdings Corporation</i>	<i>Affiliate</i>	<i>Trade & other receivables</i>	<i>PhP10,264</i>
<i>Due from: Goldlink Securities and Investigative Services, Inc.</i>	<i>Affiliate</i>	<i>Trade & other receivables</i>	<i>PhP5,772</i>
<i>Due from: Rockwell Land, Corp.</i>	<i>Affiliate</i>	<i>Trade & other receivables</i>	<i>PhP4,254</i>
<i>Due from: Lopez Holdings</i>	<i>Affiliate</i>	<i>Trade & other receivables</i>	<i>PhP3,095</i>
<i>Due from: Star Cinema</i>	<i>Associate</i>	<i>Trade & other receivables</i>	<i>PhP2,153</i>
<i>Due from: Others</i>	<i>Affiliate</i>	<i>Trade & other receivables</i>	<i>PhP10,558</i>
<i>Due to: Lopez Holdings</i>	<i>Affiliate</i>	<i>Trade & other payables</i>	<i>PhP8,305</i>
<i>Due to: Lopez, Inc.</i>	<i>Parent</i>	<i>Trade & other payables</i>	<i>PhP578</i>
<i>Due to: Others</i>	<i>Affiliates</i>	<i>Trade & other payables</i>	<i>PhP21,046</i>

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

None.

J. RIGHTS OF STOCKHOLDERS

- 1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings
 - (a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	<i>Majority of outstanding stock entitled to vote</i>
------------------------	-------------------------------------------------------

(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	<i>Motioning and seconding</i>
Description	<i>A stockholder motions for the approval of corporate acts and should be seconded by another stockholder.</i>

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
<i>None</i>	<i>None</i>

Dividends

Declaration Date	Record Date	Payment Date
March 27, 2014	April 16, 2014	May 7, 2014

(d) Stockholders' Participation

1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.

Measures Adopted	Communication Procedure
<i>None</i>	<i>Not applicable</i>

2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:
 - a. Amendments to the company's constitution
 - b. Authorization of additional shares
 - c. Transfer of all or substantially all assets, which in effect results in the sale of the company

All of the above required the approval of shareholders. Shareholders vote on these in a stockholders meeting.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up? *No.*
 - a. Date of sending out notices: *April 22, 2014*
 - b. Date of the Annual/Special Stockholders' Meeting: *May 14, 2014*

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

No questions were asked during the last Annual Stockholders' meeting.

5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
<i>Election of the Directors</i>	95.84%	-	-
<i>Approval of the Acts of the BOD, Executive Committee and Management for the period January 1, 2011 to December 31, 2011</i>	95.84%	-	-
<i>Appointment of external auditor</i>	95.84%	-	-

6. Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

The results were not published.

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
<i>None</i>	<i>Not applicable</i>

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual		May 14, 2014		95.78%	0.06%	95.84%

(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

Yes, through the stock transfer office.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

Yes.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	<i>Any stockholder entitled to vote may be represented at any regular or special meeting of stockholders by a duly executed proxy. Proxies should be in writing, properly signed and witnessed by one party.</i>
Notary	<i>Not required.</i>

Submission of Proxy	<i>The written proxy shall be filed with the Office of the Corporate Secretary of the Company not later than 10 calendar days prior to the scheduled stockholders meeting.</i>
Several Proxies	<i>None</i>
Validity of Proxy	<i>None</i>
Proxies executed abroad	<i>None</i>
Invalidated Proxy	<i>None</i>
Validation of Proxy	<i>None</i>
Violation of Proxy	<i>None</i>

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
<i>Notices to annual/special stockholders' meeting are to be sent to all stockholders 15 business days prior to the meeting.</i>	<i>The Company's Investor Relations Officer drafts the stockholders' meeting letter of invitation while the stock transfer agent sends out the notices via mail and monitors the attendance during the meeting itself.</i>

(i) Definitive Information Statements and Management Report⁹

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	5,877
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	<i>April 22, 2014</i>
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<i>April 22, 2014</i>
State whether CD format or hard copies were distributed	<i>Hard copies</i>
If yes, indicate whether requesting stockholders were provided hard copies	<i>Yes</i>

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	<i>Yes</i>
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	<i>Yes</i>
The auditors to be appointed or re-appointed.	<i>Yes</i>
An explanation of the dividend policy, if any dividend is to be declared.	<i>Yes</i>

⁹ STSI.

The amount payable for final dividends.	Yes
Documents required for proxy vote.	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

Not applicable.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
<i>None</i>	<i>Not applicable</i>

(b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes.

K. INVESTORS RELATIONS PROGRAM

1) Discuss the company's external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.

As a publicly listed corporation, the Company is subject to reporting requirements prescribed by regulatory authorities, including the SEC and the PSE, among others. The Company is compliant in submitting timely structured and non-structured reports and disclosure filing required by the SEC and the PSE.

To complement these disclosures, the Company's Investor Relations Group holds regular analyst and press briefings coincident with its quarterly and annual report submissions that further explain, elaborate on and contextualize the Company's operating performance and financial condition and results. The Company's Chief Finance Officer, Head of Treasury and its Head of Investor Relations are always present at these investor, analyst and press briefings to address any questions that may be raised concerning the Company's operating and financial results.

In addition, the Company's Chief Finance Officer, Head of Treasury and its Head of Investor Relations, meet with representatives of institutional investors and investment funds upon request and at various investor conferences throughout the year for more intimate and detailed discussions about the Company's businesses, operating and financial results, business prospects and long-term plans. Inquiries from institutional and individual investors received by regular or electronic mail are also duly acknowledged and addressed in a timely and transparent manner.

The Company maintains an investor relations website that contains information on its history and businesses, its Board of Directors and senior management executives, financial information and reports and disclosures filed with the SEC and the PSE, share price performance and dividend history and investor relations contact information.

The Company's Investor Relations website may be found on <http://ir.abs-cbn.com>

2) Describe the company's investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.

	Details
(1) Objectives	<i>To provide all information requirements of investors. To ensure that all needs and requirements of investors are met.</i>
(2) Principles	<i>The Company fully respects shareholder rights and complies with</i>

	<i>regulatory and legal requirements that enforce and ensure that such rights are respected. These requirements include due and proper notification of general meetings and provision of adequate, transparent and timely information to shareholders.</i>
(3) Modes of Communications	<i>Email, telephone</i>
(4) Investors Relations Officer	<i>Ricardo Tan Jr., 4152272; ir@abs-cbn.com</i>

- 3) What are the company’s rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?

None.

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

None.

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES¹⁰

Discuss any initiative undertaken or proposed to be undertaken by the company.

For more than two decades, the ABS-CBN Foundation, Inc. (AFI) has significantly affected various sectors of society through its array of advocacies in the environment, education, child welfare, disaster response and preparedness and community building. The foundation has six programs, namely: Bantay Bata, Bantay Kalikasan, Kapit Bisig Para sa Ilog Pasig, BayaniJuan, Programa Genio and Sagip Kapamilya.

“Sagip Kapamilya” provides relief in times of man-made or natural calamities and disasters. It endeavors to respond within 24 to 36 hours with immediate distribution of relief packs to families affected by fire, landslide, typhoon, flooding and even those displaced by war and demolitions. For those who are temporarily sheltered in evacuation centers, “Sagip Kapamilya” provides special care for nursing mothers and their babies through their “Sagip Kapamilya Kanlungan” Program. “Kapamilya Shower Na,” a project in partnership with Ted Failon and DZMM, provides evacuees with hygiene kits and a mobile shower room to promote proper hygiene and sanitation as well as help uplift the dampen spirits of survivors. Beyond providing relief, “Sagip Kapamilya” endeavors to exert effort on the lasting sustainability of communities by embarking on Rehabilitation and Risk Reduction projects. Rehabilitation efforts include repair of damaged schools, feeding program for children, shelter provision, water system installations and scholarship. Disaster Risk Reduction involves disaster preparedness training in various schools and communities. “Sagip Kalusugan” gives supplemental feeding to children affected by calamity. “Linis Eskwela” mobilizes volunteers to clean schools submerged in mud. To date, Sagip Kapamilya already distributed 447 tons of relief goods to more than a hundred thousand families affected by Typhoon Yolanda.

“Bantay Kalikasan has stayed true to its mission to initiate and catalyze initiatives to ensure an actively protected, adequately rehabilitated and sustainably-managed environment. It has pioneered successful watershed management in the country – the 1,552 hectares of La Mesa Watershed has been reforested. Different local government units have sought the technical expertise of La Mesa’s forest management team to duplicate its success among other watersheds in the country. The “No to Mining” Campaign has generated more than 7 million signatures to stop the mining operations in island ecosystems and key biodiversity areas as it directly pollutes the rivers, streams, fisheries and farmlands where the food industry thrives. But to say no to mining does not suffice; a sustainable solution is necessary especially for the community residing in proposed and existing mining areas. “Bantay Kalikasan,” as a catalyst in developing more ecotourism areas in the country, launched Green Initiative. This is a movement that aims to create more ecotourism sites in the country. By introducing ecotourism, communities become aware of the economic potential and viability of national attractions found within their region, not to mention the culture, cuisine and talent that can be discovered. The campaign to eradicate improper disposal of hazardous wastes is also one of the important tasks of “Bantay Kalikasan.” “Bantay Baterya” and “Bantay Langis” continue to provide and educate better options to dispose used lead acid

¹⁰ ABS-CBN Foundation Inc.

batteries and used industrial oil. “Kapit Bisig Para sa Ilog Pasig” was launched in 2009 to clean the “esteros” or tributaries around the Pasig River.

Launched in 2007, “BayaniJuan” was conceived following AFI’s extensive experience in various rehabilitation and development programs which includes education, child protection, microfinance and environment. AFI synergized the efforts of these key programs into one project to holistically develop sustainable communities. Rooted from the spirit of “bayanihan,” this project partners with the government, NGOs, private groups and various sectors.

“Bantay Bata,” Asia’s model for child care services, celebrated its 16th anniversary in 2014. Its toll free hotline, 1-6-3, remains as the country’s only helpline devoted to receiving and responding to child abuse reports. The program’s services have widened through the years and now includes medical and legal assistance, counseling and family therapy, educational scholarships through “Bantay Edukasyon,” feeding programs through “Bantay Kalusugan,” and community outreach programs such as medical and dental mission. “

“Programa Genio” envisions to discover and develop the inherent genius in every child. In partnership with the Department of Education, this program focuses on public elementary school children and their immediate communities. It maintains current partnerships with private sector donors that advocate school development. The program seeks to achieve its goal by providing a holistic school development program with the following components: Needs Assessment, Teacher Training, Supplementary Instructional Materials (Educational TV Packages), Monitoring & Consultancy and, Parental Involvement Seminars. “Programa Genio” is involved with curriculum enhancement, teacher training and learning resource development.

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	None	None
Board Committees	None	None
Individual Directors	None	None
CEO/President	None	None

N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

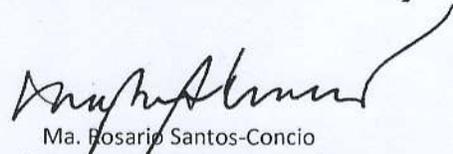
Violations	Sanctions
Non-compliance with the Corporate Governance Manual.	<p>The Board may take appropriate actions, after notice and hearing, on the individual directors, officers and employees such as censure, suspension or removal from office depending on the gravity of the offense as well as the frequency of the violation.</p> <p>The commission of a serious violation of a material provision of the corporate governance manual by any member of the Board shall be sufficient cause from removal from directorship.</p>

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of PASIG CITY on 27 MAR 2015 20 .

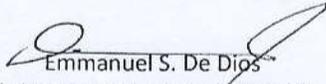
SIGNATURES



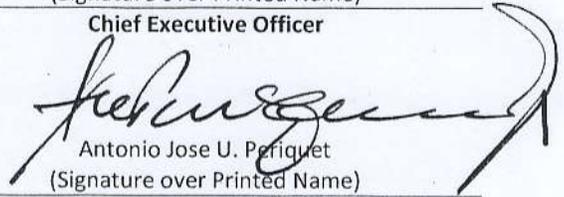
Eugenio Lopez III
(Signature over Printed Name)
Chairman of the Board



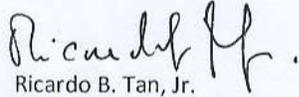
Ma. Rosario Santos-Concio
(Signature over Printed Name)
Chief Executive Officer



Emmanuel S. De Dios
(Signature over Printed Name)
Independent Director



Antonio Jose U. Periquet
(Signature over Printed Name)
Independent Director



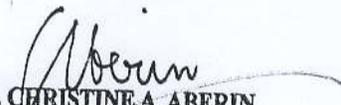
Ricardo B. Tan, Jr.
(Signature over Printed Name)
Compliance Officer

27 MAR 2015

SUBSCRIBED AND SWORN to before me this _____ day of _____ 20___, affiant(s) exhibiting to me their _____, as follows:

NAME	VALID ID NO.	DATE OF ISSUE / EXPIRY	PLACE OF ISSUE
Eugenio L. Lopez III	Passport No. EB88352063	07 June 2018	DFA, Manila
Ma. Rosario Santos- Concio	Passport No. EB88879911	26 July 2018	DFA, Manila
Emmanuel De Dios	Passport No. EE21235609	March 23, 2011	DFA Manila
Antonio Jose U. Periquet	SSS No. 03-8032428-6		
Ricardo B. Tan, Jr.	SSS No. 33-3032693-0		

NOTARY PUBLIC



MA. CHRISTINE A. ABERIN
NOTARY PUBLIC
FOR AND IN THE CITY OF PASIG, TAGUIG AND
SAN JUAN AND IN THE MUNICIPALITY OF PATEROS
UNTIL DECEMBER 31, 2015
PTR NO. 0378671; 1/8/15; PASIG CITY
IBP NO. 979170; 1/5/15; RSM
ROLL NO. 62475/APPOINTMENT NO. 251 (2014-2015)
21/F Robinsons-Equitable Tower
4 ADB Ave. cor. Poveda St.
1605 Ortigas Center, Pasig City

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