

**MINUTES OF THE
ANNUAL STOCKHOLDERS MEETING OF
ABS-CBN CORPORATION
HELD ON MAY 14, 2014**

The annual meeting of the stockholders of ABS-CBN CORPORATION was held on May 14, 2014 at the Dolphy Theater, ABS-CBN Broadcast Center, Sgt. Esguerra Avenue corner Mother Ignacia Street, Quezon City.

CALL TO ORDER

The meeting was called to order by the Chairman of the Board, Mr. Eugenio Lopez III, who presided over the same. The Secretary, Mr. Manuel L.M. Torres, recorded the minutes of the proceedings.

PROOF OF SERVICE OF NOTICE

The Secretary certified that for purposes of the meeting, proper notices of the same were sent to all stockholders of record in accordance with the provisions of the By-Laws.

CERTIFICATION OF THE PRESENCE OF QUORUM

The Secretary certified that there being present at the meeting, in person or by proxy, stockholders owning 1,794,218,411 shares out of 1,872,123,642, or 95.84% of the total number of shares issued and outstanding, a quorum was present for the transaction of business. The Secretary further informed the stockholders that none of the 1,793,174,693 proxies submitted to him carried any abstention or opposition to any of the matters to be taken up during the meeting.

The Secretary also explained that should the need arise, the manner of voting shall be non-cumulative, except as to the election of directors, and each stockholder shall have one vote for each share entitled to vote and registered in his name. Unless a motion is duly made and seconded, the voting shall be made viva voce and counted manually by the Corporate Secretary. Voting shall be done by balloting upon motion duly made and seconded, and the transfer agent shall count and canvass the ballots.

In the election of directors, the top eleven nominees with the most number of votes will be elected as directors. Cumulative voting shall be allowed.

READING AND APPROVAL OF MINUTES
OF PREVIOUS STOCKHOLDERS MEETING

The reading of the minutes of the stockholders' meeting held on April 23, 2013 was dispensed with and, upon motion duly made and seconded, the stockholders unanimously approved the same.

REPORT OF THE PRESIDENT
AND CHIEF OPERATING OFFICER

The President and Chief Operating Officer, Ms. Ma. Rosario Santos-Concio, rendered the following report to the stockholders:

“2013 marked the 60th anniversary of ABS-CBN Corporation. We also celebrated the 20th year of our stations in Cebu, Davao and Bacolod – decades of service, content, storytelling and dreaming.

But while we celebrate and continue to reinvent ourselves, we have also been challenged by forces beyond anyone’s imagination.

As typhoon Yolanda, the Bohol earthquake and the Zamboanga siege affected our countrymen, we harnessed the *kapamilya* spirit in ways never seen before. Our efforts delivered over 1 billion pesos in donations in cash and kind from all over the country and throughout the world. Our *Tulong Na, Tabang Na, Tayo Na* anthem became a symbol of unity and hope – from the over 1 million shirts we sold to the fund raising concerts and all the way to social media. Our offices and facilities were overrun with volunteers, donations, shirts and employees going the extra mile as we collectively felt the responsibility and urgency of the moment.

Today, I am pleased to report that Sagip Kapamilya has aided millions of kapamilyas with bags of relief goods. For livelihood, ABS-CBN Sagip Kapamilya has committed a total of 4,000 fishing boats. We continue to help in building classrooms across the areas affected by the typhoon.

We are and always will be in the Service of the Filipino
Worldwide

Our long term vision is based on five pillars:

1. Content. ABS-CBN is a content company. We will continue to invest in developing, delivering and maximizing opportunities

for our content, our stories and our news and information products across all media and platforms.

2. Innovation. We will explore and develop new opportunities while continuing to grow and review the performance of our current businesses
3. Customer. We will focus on our customers and the new ways that they consume content and demand service
4. Talent. People and talent are at the very heart of ABS-CBN. We will continue to invest in nurturing, developing, retaining and attracting the very best talent in our industries.
5. Value. We will continue to evolve and improve operational effectiveness to deliver growth and value to our stakeholders

We dream. We believe. We plan. We execute.

In 2013, we took giant steps towards our vision of the future.

We added a new corporate value - Service Orientation: Treating Filipinos, our stakeholders—our customers, our people (my unit or team), our shareholders, and our community—as our *Kapamilya*.

We also introduced our Whistle Blower policy – a policy designed to strengthen corporate governance and support employees and staff to live out the values that we hold important to us as a company.

These efforts have led various organizations to recognize ABS-CBN as among the Top 50 Philippine Publicly-Listed Companies for corporate governance efforts in 2013.

We launched ABS-CBN Mobile last November 16, 2013. We entered into an MVNO agreement to provide SMS, voice and data services under the ABS-CBN brand. ABS-CBN Mobile is powered by synergies with our content groups and is a strong addition to our growing portfolio of platforms.

SkyCable delivered significant growth in its first full year of operations after acquiring the Destiny Cable assets and subscriber base in 2012 – making it the largest Pay TV platform in the Philippines.

ABS-CBN Global signed a multi-year agreement with Orbit Showtime Network – the largest Pay TV platform in the MEANA region. Global's viewership grew by 250,000 viewers vs 2012. More important, synergies are now evident as we increased the number of Star Cinema movies being shown in international theaters as well as the number of theaters showing our movies. *myRemit*, in turn delivered close to 40% of the improved revenues of our Global team.

We entered the theme parks industry with the announcement of Kidzania - a global indoor theme park concept for families that

empowers, inspires and educates kids through real-life role-playing activities.

We launched O Shopping – a joint venture between ABS-CBN and CJ O Shopping Corporation of Korea, one of the world's largest home shopping companies.

We cemented our commitment to local content with two significant agreements. We signed a multi-year licensing agreement with the Ravelo family for the Ravelo character universe. The second agreement is our joint venture with ALA Promotions Inc. (the biggest Philippine boxing promoter). Our vision is to feature local boxers as we promote and grow the local boxing scene and follow the rise of future world champions.

We launched Jeepney TV on cable. We are seeing opportunities not only to monetize our content library but to introduce these classics to a new generation of viewers.

We grew our digital business. ABS-CBN News Channel signed a content partnership deal with Yahoo! which grew our online presence by over 2 million netizens each day. We launched even more new apps for both the iOS and Android platforms. ABS-CBNNews.com is now the #1 online news site from the Philippines.

After waiting for a number of years, the Japanese Digital Terrestrial Television standard was approved by the government in 2013. We await the release of the Implementing Rules and Regulations in 2014.

In 2013, we welcomed Capital International Private Equity Fund VI, L.P. and affiliated funds (collectively "CIPEF") as our strategic and financial partner.

ABS-CBN Holdings PDR was included in the MSCI Global Small Cap Index in November 2013.

In December 2013, Philippine Rating Services Corp (PRSC) assigned ABS-CBN its highest rating.

Finally, your company was named among the Top 100 Corporations in the Philippines by Business World for our 2012 performance. We jumped eight places up the rankings. ABS-CBN is the only media and entertainment organization in the top 100 list.

While we plan and execute on our vision of the future, we remain equally focused on our core businesses.

Channel 2 continues to lead in national TV ratings with a 42% audience share for the whole day and a primetime audience share of 47%. The top 10 TV shows for 2013 were all ABS-CBN shows led by

Juan de la Cruz.

Our Films and Music group had a stellar year. Star Cinema released 16 films in 2013 with two movies breaking the Php300 million level and one movie making over Php200 million at the box office mark.

Our Narrowcast group continued to deliver strong growth on our cable channels with Cinema One remaining the no. 1 cable channel in the Philippines. As we ended 2013, we also announced the re-branding of Studio 23 into ABS-CBN Sports+Action.

Our News and Current Affairs team mounted our biggest multi-platform event for the year – *Halalan 2013*. Harnessing our national and global reach and branching across all media, we gave our audiences various looks of the mid-term election.

All these efforts have delivered strong results for your company. In 2013, our net revenues grew by 15% while our net income grew by a strong 25%. Our EBITDA grew by 13%. We continue to see growth in our advertising related revenues but are now seeing equally strong growth in our consumer sales segment.

We dream. We believe. We plan. We execute.

As we renew our commitment to all of you, I challenge us once again to tell stories that will forever live in the hearts of our audiences, to create memorable characters that inspire us, to act as scribes of today for generations to come and to envision new ways of reaching families all over the world. Today, I challenge our *kapamilyas* to reach for a tomorrow that we have yet to see – a new ABS-CBN fueled by our past and grounded on the present.

We are and always will be In the Service of the Filipino Worldwide.”

Thereafter, through a video presentation, the significant activities and achievements of the Corporation during the past year, as well as clips of ABS-CBN programs, were shown.

APPROVAL OF AUDITED FINANCIAL STATEMENTS

The next item taken up is the consideration of the audited financial statements of the company for the year ended December 31, 2013. In this regard, some questions were raised, and answered.

An inquiry was made whether the social media is already a threat to the network's ad revenue generation, Ms. Ma. Rosario Bartolome, Head of Integrated Marketing, replied that ABS-CBN continues to enjoy a healthy share of ad sales. She moreover explained that all the different platforms are sold to the advertisers as bundled. Mr. Donald Lim, Head of Digital, added that ABS-CBN has already invested in, and is ready for the growth of, digital media. The Chairman added that a big portion of the Corporation's revenues already come from consumer sales from cable, mobile, theaters, merchandising and the like. Mr. Carlo Katigbak also stated that part of revenues are derived from subscriptions to platforms, such as mobile, wherein exclusive content is shown.

With respect to revenues from election related advocacies, the Group CFO, Mr. Rolando P. Valdueza stated that this is expected to be realized beginning the first quarter of 2015.

On ABS-CBN Mobile, Mr. Katigbak informed the stockholders that 300,000 subscribers came in during the first 5 months of the year, with the number growing to a million by year end. Breakeven is at two million customers, which should be attained by next year.

Commendations from stockholders were given to the Board of Directors, Management and Staff of the company for a good performance during the past year. Also, some suggestions were made, among them, for the network to promote values such as cleanliness and family, as well as to support the less popular sports.

Thereafter, upon motion duly made and seconded, and there being no objection from any stockholder, the report of the President and Chief Operating Officer was noted and the audited financial statements of the Company for the year ended December 31, 2013 were approved.

ELECTION OF DIRECTORS

The meeting proceeded to the election of directors for the ensuing year.

The Secretary informed the body that, in accordance with the rules of the Securities and Exchange Commission, nominations of the following stockholders as Directors were received by him:

MR. EUGENIO LOPEZ III
MR. AUGUSTO ALMEDA LOPEZ
MS. MA. ROSARIO SANTOS-CONCIO
MR. OSCAR M. LOPEZ
MR. MANUEL M. LOPEZ
MS. PRESENTACION L. PSINAKIS
MR. FEDERICO R. LOPEZ
MR. FEDERICO M. GARCIA
MR. SALVADOR G. TIRONA
MR. ANTONIO U. PERIQUET
MR. EMMANUEL S. DE DIOS

with Mr. Antonio U. Periquet and Mr. Emmanuel S. De Dios being nominated as independent directors. There are no other stockholders nominated.

The Chairman thereupon directed that all the votes of the stockholders present or represented be cast in favor of the stockholders nominated, and declared them as the duly elected members of the Board of Directors of the Company, to act as such until the election and qualification of their successors.

RATIFICATION OF THE ACTS OF THE BOARD THE OFFICERS AND MANAGEMENT

Upon motion and duly made and seconded, and there being no objection to the motion, the stockholders approved and adopted the following resolution:

“RESOLVED, That all acts of the Board of Directors, the Board Committees and the Management of Company during the period January 1, 2013 to December 31, 2013 be, as the same hereby are, confirmed and ratified.”

APPOINTMENT OF EXTERNAL AUDITOR

Upon motion made and duly seconded, and there being no objection from any stockholder, the auditing firm of Sycip, Gorres, Velayo & Co. was retained as external auditor of the Company.

AMENDMENT OF THE THIRD ARTICLE OF THE AMENDED ARTICLES OF INCORPORATION

The Chairman stated that the Board of Directors, in its meeting held on February 25, 2014 approved the amendment of the Third Article of the Amended Articles of Incorporation

to reflect the corporate address of the principal office of the Corporation. Upon motion duly made and seconded, the stockholders approved the following resolution:

RESOLVED, that the stockholders of ABS-CBN Corporation, approve, as they hereby approve, the amendment of the Third Article of the Amended Articles of Incorporation to reflect the corporate address of the principal office of the Corporation as follows:

ABS-CBN Broadcast Center
Sgt. Esguerra Avenue corner Mother Ignacia Street
Quezon City, Metro Manila

Stockholders present in person or by proxy representing more than 2/3 of the outstanding capital stock of the Corporation voted in favor of the proposed amendment, with no one voting against the same.

ADJOURNMENT

There being no further business to transact, upon motion duly made and seconded, and there being no objection, the meeting was adjourned.



MANUEL L.M. TORRES
Corporate Secretary

ATTEST:



EUGENIO LOPEZ III
Chairman