



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

Please take notice that the Annual Meeting of Stockholders of **ABS-CBN Corporation** will be held on May 14, 2014 at 8:00 a.m. at the Dolphy Theater, ABS-CBN Broadcast Center, Sgt. Esguerra Ave. corner Mo. Ignacia St., Diliman, Quezon City, to discuss the following:

AGENDA

1. Call to Order
2. Proof of Service of Notice
3. Certification of Presence of Quorum
4. Approval of the Minutes of the Annual Stockholders' Meeting held on April 23, 2013.
5. Report of Management
6. Election of Directors for the Ensuing Year
7. Ratification of all acts of the Board of Directors, Executive Committee and Management for the period covering January 1, 2013 through December 31, 2013 adopted in the ordinary course of business
8. Amendment of the Third Article of the Articles of Incorporation to Reflect the Complete Address of the Principal Office of the Corporation
9. Appointment of External Auditors
10. Adjournment

For purposes of the meeting, only stockholders of record as of March 18, 2014 are entitled to attend and vote in the said meeting.

Should you be unable to attend the meeting in person, you may appoint a Proxy by executing the appropriate form. **MANAGEMENT IS NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND MANAGEMENT A PROXY.** For validation, however, please return your proxies to the undersigned at Ground Floor Benpres Bldg., Meralco Ave. corner Exchange Rd., Ortigas Center, Pasig City not later than May 2, 2014.

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

By order of the Board of Directors:

A handwritten signature in black ink, appearing to be 'M. Torres', written over a light blue horizontal line.

MANUEL L.M. TORRES
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b)
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

Preliminary Information Statement

Definitive Information Statement

2. Name of registrant as specified in its charter:

ABS-CBN CORPORATION

3. Province, Country or other jurisdiction of incorporation or organization

QUEZON CITY, PHILIPPINES

4. SEC Identification Number: 1803

5. BIR Tax Identification Number: 301-000-406-761V

6. Address of Principal Office

ABS-CBN Broadcast Center
Sgt. Esguerra Avenue corner Mother Ignacia Street
Quezon City 1103Philippines

7. Registrant's telephone no. and area code: (632) 924-41-01 up to 22 /
(632) 415-22-72

8. Date, time and place of the meeting of security holders

Date : May 14, 2014
Time : 8:00 A.M.
Place : Dolphy Theater, ABS-CBN Broadcast Center
Sgt. Esguerra Avenue corner Mother Ignacia St.,
Quezon City 1103 Philippines

9. Approximate date of which the Information Statement is first to be sent or given to security holders

April 21, 2014

10. Securities registered pursuant to Sections 8 & 12 of the Code or Section 4 and 8 of the Revised Securities Act:

a. Authorized Capital Stock Php1,500,000,000 (Php1.00 par value)

b. Number of Shares Outstanding as of March 31, 2014

Common Shares	872,123,642 shares
Preferred Shares	1,000,000,000 shares

c. Amount of Debt Outstanding as of , 2013

P6,000,000,000 7 Year Bond due 2021

11. Are any or all of these securities listed on the Philippine Stock Exchange?

Yes [/] No []

The Company's common shares have been listed on the Philippine Stock Exchange since 1992.

ABS-CBN CORPORATION INFORMATION STATEMENT

This information statement is dated April 14, 2014 and is being furnished to stockholders of record of ABS-CBN Corporation ("ABS-CBN" or the "Company") as of March 18, 2014 in connection with the Annual Stockholders' Meeting.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

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A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders

Date - May 14, 2014, Wednesday
Time - 8:00 A.M.
Place - Dolphy Theater, ABS-CBN Broadcast Center, Quezon City

Principal Office - ABS-CBN Broadcast Center, Sgt. Esguerra Ave.,
cor. Mo. Ignacia St., Quezon City, Metro Manila

Approximate date of which the Information Statement is first to be sent to security holders

April 21, 2013

Item 2. Dissenters' Right of Appraisal

A stockholder has a right to dissent and demand payment of the fair value of his share: (i) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares or of authorizing preferences over the outstanding shares or of extending or shortening the term of corporate existence; (ii) in case any sale, lease, mortgage or disposition of all or substantially all the corporate property or assets; and (iii) in case of merger or consolidation.

The appraisal right may be exercised by a stockholder who has voted against the proposed corporate action, by making a written demand on the Company within 30 days after the date on which the vote was taken for the payment of the fair market value of his shares.

There are no matters or proposed corporate actions which may give rise to a possible exercise by security holders of their appraisal rights under Title X of the Corporation Code of the Philippines.

Item 3. Interest of Certain Persons in Matters to be acted upon

- (a) No Director or Executive Officer of the Company has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon.
- (b) No Director has informed the Company of his opposition to any action to be taken by the registrant at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) The Company has 872,123,642 common shares subscribed and outstanding as of March 31, 2014. Every stockholder shall be entitled to one vote for each share of common stock held as of the established record date.
- (b) The Company has 1,000,000,000 preferred shares subscribed and outstanding as of March 31, 2014. Every stockholder shall be entitled to one vote for each share of preferred stock held as of the established record date.
- (c) All stockholders of record as of March 18, 2014 are entitled to notice of and to vote at the Company's Stockholders' Meeting.
- (d) With respect to the election of directors, a stockholder may vote such number of shares for as many persons as there are directors to be elected or he may accumulate said shares and give one candidate as many votes as the number of directors to be elected or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the total number of shares owned by him multiplied by the whole number of directors to be elected.
- (e) Security ownership of certain Record and Beneficial Owners and Management:

Security Ownership of Certain Records and Beneficial Owners as of March 31, 2014:

Title Of class	Name and Address of Record Owner	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	% of Class	% of Outstanding
Common	Lopez, Inc. 5/F Benpres Bldg, Exchange Road cor Meralco Ave., Pasig City	Lopez, Inc. (To be represented by Ms. Presentacion Psinakis, Chairman)	Filipino	480,933,747	55.14%	25.69%

Common	PCD Nominee Corporation G/F Makati Stock Exchange Bldg., Ayala Ave., Makati City <i>(PCD Nominee Corporation is not related to the Company)</i>	ABS-CBN Holdings Corporation (To be represented by Mr. Oscar M. Lopez, Chairman)	Filipino	313,965,874	36.00%	16.77%
Preferred	Lopez, Inc. 5/F Benpres Bldg, Exchange Road cor Meralco Ave., Pasig City	Lopez Inc. (To be represented by Ms. Presentacion L. Psinakis, Chairman)	Filipino	987,130,246	98.71%	52.73%

Lopez, Inc. is the holding company of the Lopez family. It is owned by the respective holding companies of the families of Eugenio Lopez, Jr., Oscar M. Lopez, Presentacion L. Psinakis and Manuel M. Lopez. It has issued convertible notes covering the shares in the Company registered and beneficially owned by it in favor of Lopez Holdings Corporation (formerly: Benpres Holdings Corporation).

The Board of Directors of Lopez, Inc. has the power to decide how Lopez Inc.'s shares in ABS-CBN Corporation are to be voted.

ABS-CBN Holdings Corporation is owned 50% by Lopez, Inc. and 50% by Oscar M. Lopez, Manuel M. Lopez, Presentacion L. Psinakis, and Eugenio Lopez III. The shares in the Company registered and beneficially owned by it are covered by Philippine Depositary Receipts (PDRs) which gives the holder thereof the right to delivery or sale of the underlying share. The PDRs are listed with the Philippine Stock Exchange.

The Board of Directors of ABS-CBN Holdings Corporation has the power to decide how ABS-CBN Holdings Corporation's shares in ABS-CBN Corporation are to be voted.

Other than the stockholders identified above, as of April 14, 2014 there are no other stockholders other than participants under PCD account who own more than 5% of the voting securities.

There are no foreign shareholders.

Security Ownership of Management as of March 31, 2014:

As of March 31, 2014, the Company's directors and senior officers owned an aggregate of 1,406,249 shares of the Company, equivalent to 0.1613% of the Company's total issued and outstanding capital stock.

Title of Class	Stockholder Name and Position	Nature of Beneficial Ownership	Citizen-ship	Number of Shares Held	Percent Held
Common	Eugenio Lopez III <i>Chairman</i>	Direct	Filipino	669,690	0.0798%
Common	Augusto Almeda-Lopez <i>Vice-Chairman</i>	Indirect	Filipino	253,888	0.0303%
Common	Oscar M. Lopez <i>Director</i>	Direct	Filipino	63,605	0.0075%
Common	Presentacion L. Psinakis <i>Director</i>	Direct	Filipino	1,988	0.0002%
Common	Ma. Rosario Santos-Concio <i>Director, President and Chief Executive Officer</i>	Direct	Filipino	1	0.0000%
Common	Manuel M. Lopez <i>Director</i>	Direct	Filipino	212,186	0.0253%
Common	Federico R. Lopez <i>Director</i>	Direct	Filipino	1	0.0000%
Common	Salvador G. Tirona <i>Director</i>	Direct	Filipino	2	0.0000%
Common	Federico M. Garcia <i>Director</i>	Direct	Filipino	13,898	0.0017%
Common	Antonio Periquet <i>Independent Director</i>	Direct	Filipino	1	0.0000%
Common	Emmanuel De Dios <i>Independent Director</i>	Direct	Filipino	1	0.0000%
Common	Rolando P. Valdueza <i>Head, Corporate Services Group 2 and Group Chief Finance Officer</i>	Direct	Filipino	91,500	0.0109%
Common	Ma. Socorro V. Vidanes <i>Head, Broadcast</i>	Direct	Filipino	10,000	0.0012%
Common	Mario Carlo P. Nepomuceno <i>Head, Corporate Services Group 1</i>	Direct	Filipino	35,351	0.0042%
Common	Vivian Tin <i>Head, Integrated Customer Business Development</i>	Direct	Filipino	8,600	0.0010%
Common	Martin L. Lopez <i>Chief Information Officer</i>	Direct	Filipino	19,659	0.0023%

Common	Regina E. Reyes <i>Head, Integrated News and Current Affairs</i>	Direct	Filipino	58	0.0000%
Common	Luis Paolo Pineda <i>Head, Business Development</i>	Direct	Filipino	3,500	0.0004%
Common	Manuel Torres <i>Corporate Secretary</i>	Direct	Filipino	12,705	0.0015%
Common	Enrique Quiason <i>Assistant Corporate Secretary</i>	Direct	Filipino	9,615	0.0011%
	Security Ownership of Directors and Management			1,406,249	0.1613%

None of the members of the Company's directors and management own 2.0% or more of the outstanding capital stock of the Company.

- (f) The Company knows of no person holding more than 5% of common shares under a voting trust or similar agreement.
- (g) No change of control in the Company has occurred since the beginning of its last fiscal year.

Item 5. Directors and Executive Officers

 **Board of Directors**

The following are expected to be nominated as members of the Board of Directors for the ensuing year during the Company's Annual Stockholders' Meeting on May 14, 2014:

- Eugenio L. Lopez III
- Augusto Almeda-Lopez
- Ma. Rosario Santos-Concio
- Oscar M. Lopez
- Presentacion L. Psinakis
- Federico R. Lopez
- Manuel M. Lopez
- Salvador G. Tirona
- Federico M. Garcia
- Antonio Jose U. Periquet (*Independent Director*)
- Emmanuel S. de Dios (*Independent Director*)

All of the nominees are incumbent directors. They were formally nominated by a shareholder of Lopez Inc., through its Chairman, Mr. Manuel M. Lopez. The nominees will serve as directors of the Company for one year from date of

election. Mr. Raul B. Quizon, a stockholder, nominated the independent directors. Mr. Raul B. Quizon is not related in any way to any of the nominees for independent directors.

The Nomination and Election Committee reviews and evaluates the qualifications of all persons nominated to the Board and other appointments that require Board approval, and assesses the effectiveness of the Board's processes and procedures in the election or replacement of directors. It is composed of Eugenio Lopez III, Ma. Rosario Santos-Concio, and Antonio Jose Periquet. Randolph S. David is an advisor of the committee.

The Company has adopted the SRC Rule 38 (Requirements on Nomination and Election of Independent Directors) and compliance therewith has been made.

The following directors have held their current positions in their respective companies for more than 5 years unless otherwise indicated. Below is a summary of the nominees' qualifications:

Eugenio L. Lopez III, Filipino, age 61

Chairman of the Board of Directors

Eugenio "Gabby" Lopez III is the Chairman of the Board of ABS-CBN Corporation. He was elected Chairman in 1997. Aside from leading ABS-CBN, Mr. Lopez III also serves as Vice Chairman of Lopez Holdings Corporation. He is also a Director of First Gen Corporation, First Philippine Holdings and Sky Vision Corporation. He earned a Bachelor of Arts degree in Political Science from Bowdoin College in 1974 in Brunswick, Maine and a Masters degree in Business Administration from the Harvard Business School in 1980 in Boston, Massachusetts.

Augusto Almeda-Lopez, Filipino, age 85

Vice-Chairman

Mr. Almeda-Lopez joined ABS-CBN in 1962. He has served as Vice Chairman of the Company since 1989. Mr. Almeda-Lopez is also the Vice-Chairman of First Philippine Holdings Corporation. He also serves as the Chairman of ACRIS Corporation and ADTEL, Inc. while he serves as a Director of various companies in the telecommunications, manufacturing, and service industries, namely First Philippine Industrial Corporation, First Gen Renewables Inc., First Electro Dynamics Corporation, Philippine Electric Corporation, Bayan Telecommunications Inc., and Sky Vision Corporation. He is an alumnus of De La Salle College and Ateneo de Manila, is a graduate of the University of the Philippines College of Law class 1952 and he finished an Advanced Management Program course at Harvard University in 1969.

Ma. Rosario Santos-Concio, Filipino, age 58

Board Member, President and Chief Executive Officer

Ms. Santos-Concio was appointed Chief Executive Officer in January 2013. Prior to this, she was ABS-CBN's President and Chief Operating Officer in 2008. She was previously the Head of Channel 2 Mega Manila Management. Onscreen, Ms. Santos-Concio hosts ABS-CBN Channel 2's longest-running drama anthology *Maalaala Mo Kaya*. Ms. Santos-Concio began her career in the Company as a Television Production Consultant in 1987 after working as a line producer for BanCom, Audiovision, Vanguard Films, Regal Films and Vision Exponents. She also worked as a Film Production Manager for the Experimental Cinema of the Philippines. Ms. Santos-Concio is the recipient of many cinema and broadcast industry-related awards over the years. She graduated *cum laude* from St. Paul's College in Manila with a Communications Arts degree. Ms. Santos-Concio also completed the Advanced Management Program at Harvard Business School in 2007.

Oscar M. Lopez, Filipino, age 83

Board Member

Mr. Oscar M. Lopez has served as a Director of ABS-CBN since 1966. He also serves as Chairman Emeritus and Chief Strategic Officer of the First Philippine Holdings Corporation (FPHC), and Chairman Emeritus of Lopez Holdings Corporation, First Gen and Energy Development Corporation. He is Chairman of First Philippine Industrial Park and First Sumiden Circuits, Inc. He is also Vice Chairman of Rockwell Land. Mr. Lopez has led FPHC's efforts in other businesses aside from energy and power, including toll road construction, industrial park and real estate development,

and electronics manufacturing. Mr. Lopez has a Master's degree in Public Administration from the Littauer School of Public Administration in Harvard University (1955), the institution where he also earned his Bachelor of Arts degree, *cum laude* in 1951.

Presentacion L. Psinakis, Filipino, age 78

Board Member

Ms. Psinakis has served as a Director of the Company since 1988. Ms. Psinakis is the founder and President of Griffin Sierra Travel, Inc. She is a member of the Board of Trustees of the Eugenio Lopez Foundation, Inc. and also serves as director of the following companies: Lopez Inc., Benpres Insurance Agency, ADTEL Inc., and Philippine Commercial Capital Inc. She took a Bachelor of Arts course in St. Scholastica's College.

Federico R. Lopez, Filipino, age 52

Board Member

Mr. Lopez has served as a Director of the Company since 1999. He is the Chairman and Chief Executive Officer of First Philippine Holdings Corporation. He is also the Chairman and Chief Executive Officer of First Gen and Energy Development Corporation. Mr. Lopez is the Chairman of First Philec, First Balfour, First Philippine Solar Corporation, and First Philippine Industrial Corporation. He is a member of the boards of First Philippine Holdings Corporation, Energy Development Corporation, First Private Power Corporation, and Bauang Private Power Corporation. He also serves as director, President and Chief Executive Officer of FG Luzon, FG Bukidnon Power Corporation, First Gen Hydro Power Corporation, First Gen Geothermal Power Corporation, First Gen Visayas Hydro Power Corporation, First Gen Mindanao Hydro Power Corporation, First Gen Energy Solutions Inc., First Gen Northern Energy Corporation, First Gen Premiere Energy Corporation, Red Vulcan, Prime Terracota, First Gen Visayas Energy Inc., First Gen Prime Energy Corporation, FGHC, FGPC, FGP, AlliedGen, Unified Holdings Corporation, FNPC, FGLand, and FGPipeline. He is also the President of First Philippine Conservation Inc. Mr. Lopez graduated from the University of Pennsylvania with a Bachelor of Arts degree in Economics and International Relations, *cum laude* in 1983.

Manuel M. Lopez, Filipino, age 70

Board Member

Mr. Lopez is the Chairman and Chief Executive Officer of Lopez Holdings Corporation. He is a holder of a Bachelor of Science degree in Business Administration and attended the Program for Management Development at the Harvard Business School. He is the chairman of Rockwell Land, the Vice Chairman of FPHC and is a director of Meralco. He was Chief Executive Officer of Meralco from July 2001 to June 2010. Mr. Lopez is the Philippine Ambassador to Japan.

Salvador G. Tirona, Filipino, age 58

Board Member

Mr. Tirona is the President and Chief Operating Officer of Lopez Holdings Corporation. He initially joined Lopez Holdings Corporation as its Chief Finance Officer (CFO) in September 2005 and held this position until his appointment to his current position in 2010. He was formerly a director and the CFO of Bayan. In 2003, he was the CFO of Maynilad Water Services, Inc. He holds a Bachelor degree in Economics from the Ateneo de Manila University and a Master of Business Administration from the same university.

Federico M. Garcia, Filipino, age 68

Board Member

Mr. 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 in 1966 until Martial Law. Before rejoining the Company in 1987, he was Executive Vice President of GMA Network, managing its marketing and programming activities. He attended the College of Business Administration at the University of the Philippines. Mr. Garcia is a recipient of various Philippine broadcasting industry awards.

Antonio Jose U. Periquet, Filipino, age 52

Board Member, Independent Director

Mr. Periquet is Chairman of the Board of Pacific Main Holdings, Inc. (since 1999), Campden Hill Group (since 2012) and Regis Financial Advisers (since 2012). He is a director of Ayala Corporation (since 2010), Bank of the Philippine Islands

(since 2012), BPI Capital Corporation (since 2010), BPI Family Bank (since 2012), DMCI Holdings, Inc. (since 2010) and Philippine Seven Corporation (since 2010). He is an independent director of ABS-CBN Holdings, Inc. since 2012. He was a member of the Board of Advisers of the Corporation from 2011 until his election as an Independent Director in 2013 and a member of the Global Advisory Council, Darden School of Business, University of Virginia. He was a director of the Development Bank of the Philippines (2010 to 2012), Chairman and Managing Director and Head of Research of Deutsche Regis Partners, Inc. (1999-2010). He received his AB Economics degree from Ateneo de Manila University in 1982, a MSC Economics degree from Oxford University in 1988 and a Masters in Business Administration from the University of Virginia in 1990.

Emmanuel S. de Dios, Filipino, age 59

Board Member, Independent Director

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.

Independent Directors of the Board

The nominees for Independent Directors Mr. Periquet and Mr. de Dios are independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with their exercise of independent judgment in carrying out their responsibilities as directors of the Company.

Specifically, Mr. Periquet and Mr. de Dios: (i) are not directors or officers or 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); (ii) are not relatives of any director, officer or substantial shareholder of the Company, or any of its related companies or any of its substantial shareholders; (iii) are not acting as nominees or representatives of a substantial shareholder of the Company, or any of its related companies or any of its substantial shareholders; (iv) have not been 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 (2) years; (v) are not retained as professional advisers by the Company, any of its related companies or any of its substantial shareholders within the last two (2) years, either personally or through their firms; (vi) have not engaged and do not engage 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 arm's length and are immaterial; and (vii) do not own more than two percent of the shares of the Company and/or its related companies or any of its substantial shareholders. Mr. Periquet and Mr. de Dios do not possess any of the disqualifications enumerated under Section II (5) of the Code of Corporate Governance and Section II (D) of SEC Memorandum Circular No. 16, Series of 2002.

List of Executive Officers

The following officers are expected to be nominated for re-election or election at the Organizational Meeting of the Board of Directors following the Annual Stockholders' Meeting on May 14, 2014:

Ma. Rosario Santos-Concio, Filipino, age 58

President and Chief Executive Officer

Ms. Santos-Concio was appointed Chief Executive Officer in January 2013. Prior to this, she was ABS-CBN's President and Chief Operating Officer in 2008. She was previously the Head of Channel 2 Mega Manila Management. Onscreen,

Ms. Santos-Concio hosts ABS-CBN Channel 2's longest-running drama anthology *Maalaala Mo Kaya*. Ms. Santos-Concio began her career in the Company as a Television Production Consultant in 1987 after working as a line producer for BanCom, Audiovision, Vanguard Films, Regal Films and Vision Exponents. She also worked as a Film Production Manager for the Experimental Cinema of the Philippines. Ms. Santos-Concio is the recipient of many cinema and broadcast industry-related awards over the years. She graduated *cum laude* from St. Paul's College in Manila with a Communications Arts degree. Ms. Santos-Concio also completed the Advanced Management Program at Harvard Business School in 2007.

Ma. Socorro V. Vidanes, Filipino, age 51
Head, Broadcast

Prior to her appointment as Head of Broadcast, Ms. Vidanes was the Head of Channel 2 Mega Manila in 2009. Prior to that, she held the position of Managing Director for ABS-CBN TV Production from 2001 to 2008. She was responsible for the conceptualization, production and management of all TV Entertainment programs on ABS-CBN Channel 2. She has been with ABS-CBN since 1986, starting as an Associate Producer and has since then been involved in the production of all types of programs – talk shows, variety, reality, game, comedy and drama. Ms. Vidanes obtained her degree of Bachelor of Arts in Communication Arts from the Ateneo de Manila University.

Carlo L. Katigbak, Filipino, age 43
Head, Access and President/Chief Executive Officer, SkyCable

Mr. Katigbak is the President and CEO of SkyCable. He began his career as a financial analyst with First Pacific Capital Corp. in 1992. He joined SkyCable in 1994 as Corporate Finance Manager and has held various positions in Corporate Planning, Provincial Operations and Finance. In 1998, he served as the first Managing Director of Pilipino Cable Corporation. He was then assigned to ABS-CBN Interactive as Managing Director in 1999 where he led the company pioneer various digitals services such as mobile downloads, interactive TV, online advertising and online video-on-demand. He returned to SkyCable as Managing Director in 2005. Mr. Katigbak has a Bachelor of Science in Management Engineering from the Ateneo de Manila University. Mr Katigbak also completed the Advanced Management Program at Harvard Business School in 2009.

Rafael L. Lopez, Filipino, age 56
Head, Global

Mr. Lopez assumed the position of Senior Vice President and Chief Operating Officer of ABS-CBN Global Limited in 2004. He concurrently serves as the Managing Director of ABS-CBN International in North America and has held this position since 1998. He started as the Information Technology Head of ABS-CBN International in North America in 1994. Prior to this, he spent 12 years working as a systems analyst for Bell Atlantic. He graduated from the San Francisco State University with a Bachelor of Arts degree in Music. He also obtained a degree in computer programming from Control Data Institute and completed the Stanford Business Executive Program for Executives in 2002.

Ma. Lourdes N. Santos, Filipino, age 56
Head, Star Creatives

Ms. Santos holds more than 2 decades of experience in the local film industry having started as a production assistant for Vanguard Films in 1982. She went on to become head of the movie division of Gryk Ortaleza, Inc., an entertainment company, then a line producer for Regal Films in 1986 and the general manager of Vision Films in 1989. She joined the company as executive producer for its drama programs. In 1995, she became the Managing Director of ABS-CBN Film Productions, Inc. Ms. Santos was appointed Senior Vice-President of the Television Drama Division for the Company's Entertainment Group in 2003. In 2006, she was likewise assigned to handle Star Records, Inc. Ms. Santos graduated *cum laude* in BS Hotel and Restaurant Management at the University of Santo Tomas.

Ma. Regina "Ging" E. Reyes, Filipino, age 50
Head, Integrated News and Current Affairs

Ms. Reyes is responsible for all newsgathering, content and strategic direction of the News and Current Affairs Division of ABS-CBN Corporation. She has over 20 years of solid experience as a broadcast journalist. She joined ABS-CBN in 1986 as a Production Assistant, rose from the ranks to become Executive Producer and Head Writer of the award-

winning "The World Tonight" and other special events, and eventually, Director for News Production. Prior to her appointment as Head of News and Current Affairs, Ms. Reyes was ABS-CBN'S North America News Bureau Chief from 2002 to 2010. In 2007, she was named by the Filipina Women's Network as one of the 100 Most Influential Filipino Women in the U.S.

Antonio S. Ventosa, Filipino, age 51

Head, Narrowcast

Mr. Ventosa joined the Company in 2006 as Head of Corporate Marketing. He was appointed in 2009 as Managing Director of ABS-CBN's Cable Channels and Print Media Group. He brings with him several years of experience in marketing that build leadership brands. He was an account director at Dentsu Young and Rubicam Malaysia for Colgate Palmolive Singapore and Malaysia, and regional account director at Leo Burnett in Singapore for McDonald's Asia before returning to the Philippines in 1994. He was, at one time, the chairman and the president of the Association of Accredited Advertising Agencies of the Philippines or 4A's, and a board director of AdBoard. Prior to joining the Company, he was managing director of Leo Burnett Manila. Mr. Ventosa graduated with a marketing degree from De La Salle University and was honored in 2004 by his alma mater as one of its alumni achievers for having made a significant contribution in the field of advertising.

Mario Carlo P. Nepomuceno, Filipino, age 54

Head, Corporate Services Group 1

Mr. Nepomuceno's career spans close to 30 years in the field of human resources and organizational development with stints in brand management and sales. Mr. Nepomuceno has worked in a broad range of industries with both local and global organizations, either as a consultant or employee. He has had exposure to the banking, fast moving consumer goods, transportation, data, telecoms, cable, and BPO industries, among others. Outside the private sector, he has serviced clients in the government and non-government sectors as well. Mr. Nepomuceno is a graduate of the Ateneo de Manila University with a bachelor's degree in Psychology.

Rolando P. Valdueza, Filipino, age 53

Head, Corporate Services Group 2 and Group Chief Finance Officer

Mr. Valdueza was appointed Chief Finance Officer in 2008. Prior to his appointment as CFO, he was Head of the Regional Network Group (RNG) of ABS-CBN since 2001. Before joining the Company in 1988 as Budget Officer, he was an auditor with SGV & Co. and was Finance Manager at the National Marine Corporation. He also served as Sky Cable Regional Director for Visayas and Mindanao and later became Managing Director of Pilipino Cable Corporation. Mr. Valdueza took up BS Accounting at University of the East and graduated *magna cum laude* in 1981.

Jose Agustin C. Benitez, Jr., Filipino, age 54

Head, Integrated Sales

Mr. Benitez joined the Company in 2006 as the Company's Head of Channel 2 Sales. He is tasked with establishing strategic long-term partnerships with agencies and advertiser clients. He was formerly Sales Head of ABC Channel 5 and of GMA Channel 7, and was instrumental in developing the Sales Units of both companies. Before becoming involved in Broadcast Sales, Mr. Benitez was formerly Media Director and Vice President of Ace Saatchi and Saatchi, where he provided leadership to a media department that handled diverse clients. He was also formerly President and CEO of Zenith Optimedia, Nestle's independent media agency, and President and CEO of Optimum Media.

Ma. Rosario S. Bartolome, Filipino, age 42

Head, Integrated Marketing

Ms. Bartolome provides overall leadership in marketing the Company's channels, programs and campaigns to advertisers and media agencies. Ms. Bartolome brings with her more than 17 years of experience in integrated communications planning and media marketing. She is recognized locally and internationally for her innovative and cutting edge media solutions that have shaped the Philippine media landscape. Prior to joining ABS-CBN, she was the Managing Director of Carat Philippines and was Vice President of Universal McCann Philippines. Ms. Bartolome graduated from the Ateneo de Manila University with a degree in Communication Arts.

Robert G. Labayen, Filipino, age 52

Head, Integrated Creative Communication Management

Mr. Labayen spent 22 years in advertising prior to joining ABS-CBN in 2004. He started as a copywriter and rose to the rank of Managing Partner and Executive Creative Director. He also served the advertising industry as President of the Creative Guild of the Philippines. Today, his Division articulates the ABS-CBN vision of service to the Filipino through their work in promoting our company image and our entertainment, news, sports and advocacy programs.

Vivian Y. Tin, Filipino, age 51**Head, Integrated Customer Business Development**

Ms. Tin heads the Integrated Customer Business Development group of ABS-CBN. Her division provides consumer and market insights and information to support strategic and tactical business decisions for ABS-CBN and all its subsidiaries. Ms. Tin has had extensive experience in market research, particularly in media measurement and customized research. She began her career at Trends-MBL, where she rose to become Associate Research Director in 1992. After her stint in Trends-MBL, she moved on to ACNielsen Philippines where she became Director of Customized Research that handled top local and multinational companies in home care, personal care, pharmaceutical, food, dining and financial services. Prior to joining ABS-CBN, Ms. Tin was formerly Executive Director of Nielsen Media Research, the media research division of ACNielsen Philippines. She was a director of AdBoard in 2005 and 2006 and was the President of the Marketing & Opinion Research Society of the Philippines (MORES) in 2004 and 2005. She graduated *magna cum laude* with a Bachelor of Arts degree in Political Science and had her graduate studies on Applied Statistics, both at the University of the Philippines. Ms. Tin also completed the Advanced Management Program at Harvard Business School in 2010.

Aldrin M. Cerrado, Filipino, age 44**Chief Finance Officer**

Prior to his appointment as Head of Finance, Mr. Cerrado was Head of Finance Operations. As Head of Finance Operations, he led the group that is a key business partner of the different lines of business of the Company. The Finance Operations Group provides financial leadership for the various operations, high level financial analysis to support the long term change agenda within the operations business units, and critiques and reviews functional plans, budgets and forecast ensuring accuracy and robustness. Before his appointment as Head of Finance Operations of ABS-CBN Corporation, he was a Partner in SyCip Gorres Velayo & Co., where he was a member of the Management Committee and concurrently served as the Oil & Gas Industry Leader and the Japan Business Services Country Leader. He is a certified public accountant with close to 21 years of experience in providing independent assurance on financial and non-financial information of companies in various industries, including media and entertainment. He also has experience in providing assistance in deal structuring, commercial and financial due diligence, and working capital and related financing analysis. He obtained his Bachelor's in Commerce, major in Accounting, from the University of Santo Tomas and completed his Master of Business Management degree, with distinction, from the Asian Institute of Management.

Martin L. Lopez, Filipino, age 40**Chief Information Officer**

As Chief Information Officer, Mr. Lopez heads and exercises governance on all IT functions and activities which includes IT infrastructure and media systems management, IT standards and strategies, long-term technology and strategic technical services. Before his appointment, he was Vice President and Chief Information Officer of Manila Electric Company (Meralco), where he managed all ICT related assets of the Company covering all its computer, information system and telecommunication related resources. He was also the President and CEO of e-Meralco Ventures, Inc. (eMVI), a wholly owned subsidiary of Meralco engaged in the Telecommunications and Broadband business. He is a graduate of Menlo College in California with a degree in Business Administration. He completed the Executive MBA Program from the Asian Institute of Management.

Raymund Martin T. Miranda, Filipino, age 50**Chief Strategy Officer and Chief Risk Management Officer**

Mr. Miranda has been an Asia-Pacific media executive and strategist for more than 29 years. Mr. Miranda was appointed Chief Strategy Officer in August 2012. He was also appointed Chief Risk Officer in a concurrent capacity in

November 2012. As CSO, Mr. Miranda is tasked with designing, driving and managing the strategic planning process across the organization. As CRMO, he is also tasked with leading, developing and managing the risk management strategies, processes and policy reviews of the organization. Prior to his appointment with ABS-CBN, he was a consultant for the company for various projects. Mr. Miranda served as the Managing Director, Global Networks Asia-Pacific of NBCUniversal from 2007 to 2011, heading the entertainment channels division of NBCUniversal across 33 countries. Before that, he spent a year in Manila as the President/CEO of Nation Broadcasting Corporation (92.3x FM) and Head of Strategy and Content for Mediaquest Holdings, Inc. From 1998 to 2006, he was with The Walt Disney Company in Singapore and Manila as Managing Director South East Asia for Walt Disney International, Managing Director for South East Asia/Korea for Walt Disney Television International and the Head of Radio Disney Asia. He started his career in FM radio before joining the GMA Network group in 1987. He was named Vice-President, Creative Services of GMA Network, Inc. in 1992.

Higino Dungo, Filipino, age 52
Head, Internal Audit

Mr. Dungo joined ABS-CBN in July 2008. As head of Internal Audit, he leads the Division in providing an independent and objective assessment and appraisal of the effectiveness of the Internal Control System throughout the organization through risk based operational, financial, compliance and consulting audit services. Prior to joining the Company, he worked with Meralco for 20 years. Mr. Dungo is a Certified Public Accountant, an Accredited Quality Assurance Reviewer and a Certified Internal Auditor, a global designation for internal auditors.

Luis Paolo M. Pineda, Filipino, age 41
Head, Business Development

Mr. Pineda was appointed Head of Business Development in 2009. He joined ABS-CBN Interactive in 2000 as Business Development Manager for www.pinoycentral.com where he was able to establish strong partnerships and identified potential joint ventures with companies in the same industry. His work eventually included coordination with all ABS-CBN media platforms, conceptualization, execution, and evaluation of mobile applications. In 2005, he took on the role of overall head for the company's mobile and online business while practically co-managing its video-streaming operations. His appointment to oversee the gaming business followed in August of 2005 and in December 2005, he was officially designated as Managing Director for ABS-CBN Interactive. Mr. Pineda is an alumnus of the Ateneo de Manila University and completed an executive management course in Kellogg University.

Mario Luza Bautista, Filipino, age 59
General Counsel

As General Counsel, Atty. Bautista supervises the Company's Legal Services Department and advises Senior Management and the Board of Directors on legal matters. He sits as a member in the Company Executive Committee, the Stratcom, the News and Current Affairs Management Committee and the Corporate Services Group Executive Committee. He likewise provides assistance to the Company's Office of the Ombudsman. He is a Founding Partner of the Poblador Bautista and Reyes Law Office and has been its Managing Partner since 1999 until the present. Atty. Bautista graduated with a Bachelor of Arts Degree in Communication Arts from the Ateneo de Manila University in 1975. He obtained his Bachelor of Laws Degree from the University of the Philippines in 1979 and ranked no. 6 in the Bar Examinations of that year. He was a Professor of Criminal Law at the Ateneo de Manila School of Law. Atty. Bautista has been consistently cited as a "leading lawyer" by several international publications in the fields of dispute resolution, banking and finance, insurance, capital markets, telecoms and media, mergers and acquisitions, employment, corporate reorganizations/insolvency and real estate

Maximilian T. Uy, Filipino, age 49
Chief Legal Counsel

Atty. Uy earned his Bachelor of Laws degree from the University of the Philippines, after having graduated from the College of Business Administration from the same university. He practiced law after passing the 1990 Bar Exams and eventually specialized in litigation and intellectual property law. He joined ABS-CBN in February 2000 and has held his present position since July 2006.

Manuel L.M. Torres, Filipino, age 68**Corporate Secretary**

Mr. Torres has served as the Corporate Secretary of ABS-CBN since 1993. He is a senior partner at the law firm of Quiason Makalintal Barot Torres Ibarra & Sison, where he has actively been engaged in the practice of law since its inception in 1974. Mr. Torres graduated *cum laude* from San Beda College in 1966, with a Bachelor of Science degree in Commercial Science. He obtained his Bachelor of Laws degree from San Beda College of Law in 1973 and placed 5th in the bar examinations of that year. He is also a Certified Public Accountant.

Enrique I. Quiason, Filipino, age 53**Assistant Corporate Secretary**

Mr. Enrique I. Quiason, aged 53, Filipino, received a Bachelor of Science degree in Business Economics and a Bachelor of Laws degree from the University of the Philippines, and a Master of Laws degree in Securities Regulation from Georgetown University. He is a senior partner of the Quiason Makalintal Barot Torres Ibarra & Sison Law Office. He is the corporate secretary of FPHC, L H C, Lopez, Inc. Rockwell, ABS-CBN Holdings, Inc., Bayan Telecommunications, Inc., and Sky Cable Corporation. .

Family Relationships

Mr. Oscar M. Lopez is the brother of Mrs. Presentacion L. Psinakis and Manuel M. Lopez. He is the uncle of Mr. Eugenio L. Lopez III and the father of Mr. Federico R. Lopez. Mr. Eugenio L. Lopez III and Mr. Federico R. Lopez are first cousins.

Mr. Rafael L. Lopez is the brother of Eugenio L. Lopez III. Mr. Martin L. Lopez is the cousin of Eugenio L. Lopez III and the son of Mr. Manuel M. Lopez. Mr. Carlo L. Katigbak is a cousin of Mr. Eugenio L. Lopez III. Ms. Rosario Santos Concio and Ms. Ma. Lourdes N. Santos are sisters.

Significant Employees

The Company considers its entire workforce as significant employees. Everyone is expected to work together as a team to achieve the company's goals and objectives.

 Involvement of Directors and Officers in Certain Legal Proceedings

For the past 5 years up to April 14, 2014, the Company is not aware of any bankruptcy proceedings filed by or against any business of which a director, person nominated to become a director, executive officer, or control person of the Company is a party or of which any of their property is subject.

For the past 5 years up to April 14, 2014, the Company is not aware of any conviction by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, of any of its director, person nominated to become a director, executive officer, or control person.

For the past 5 years up to April 14, 2014, the Company is not aware of any order, judgment, or decree not subsequently reversed, superseded, or vacated, by any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending, or otherwise limiting the involvement of a director, person nominated to become a director, executive officer, or control person of the Company in any type of business, securities, commodities, or banking activities.

For the past 5 years up to April 14, 2014, the Company is not aware of any findings by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, that any of its director, person nominated to become a director, executive officer, or control person has violated a securities or commodities law.

Relationships and Related Transactions

For a detailed discussion of ABS-CBN's related party transactions, see Note 22 of the accompanying notes to the Company's audited consolidated financial statements.

Except for transactions discussed in Notes 22 of the accompanying notes to the Company's audited consolidated financial statements, there had been no material transactions during the past 2 years, nor is any material transaction presently proposed, to which the Company was or is to be a party in which any director, executive officer of the Company, or security holder of more than 10% of the Company's voting securities, any relative or spouse of any such director or executive officer or owner of more than 10% of the Company's voting securities had or is to have direct or indirect material interest.

Furthermore, there had been no material transactions during the past two years, nor is any material transaction presently proposed, between the Company and parties that fall outside the definition of "related parties" under PAS No. 24, but with whom the registrants or its related parties have a relationship (e.g., former senior management of the Company or other parties who have some other former or current relationship with the Company) that enables the parties to negotiate terms of material transactions that may not be availed from other, more clearly independent parties on an arm's length basis.

Item 6. Compensation of Directors and Executive Officers

Information as to the aggregate compensation paid or accrued during the last 2 fiscal years and to be paid in the ensuing fiscal year to the Company's chief executive and 5 other most highly compensated executive officers follow:

SUMMARY COMPENSATION TABLE				
Annual Compensation				
Name	Year	Salary (P)	Bonus (P)	Other Annual Compensation
Chief executive and most highly compensated executive officers (in alphabetical order): Ma. Rosario N. Santos-Concio Carlo Joaquin Tadeo L. Katigbak Ma. Lourdes N. Santos Rolando P. Valdueza Ma. Socorro V. Vidanes	2014E	110,948,541		
	2013	107,717,030	35,652,693	0
	2012	111,093,590	35,171,341	0
All managers and up as a group unnamed	2014E	1,273,032,896		
	2013	1,235,954,268	357,293,311	0
	2012	1,022,307,910	240,135,562	0

There are no standard arrangements between the registrant and its executive officers, hence there are no employment contracts between the Registrant and the named executive officers nor any compensatory plan or

arrangement. No action is to be taken with regard to election, any bonus, profit sharing, pension/retirement plan granting of extension of any option, warrant or right to purchase any securities.

Item 7. Independent Public Accountants

The principal accountants and external auditors of the Company is the accounting firm of SyCip, Gorres, Velayo & Company (SGV & Co.). The accounting firm of SGV & Co. has been the Company’s Independent Public Accountants for the last 5 years. There was no event in the past 5 years where SGV & Co. and the Company had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

The Company has engaged SGV & Co., with Ms. Vivian Cruz-Ruiz as the engagement partner, for the audit of the Company’s books in 2013. The Company has complied with SRC Rule 68, paragraph 3(b)(iv) re: five (5)year rotation requirement for the external auditor.

SGV & Co. is being recommended for re-election at the scheduled Annual Stockholders’ Meeting on May 14, 2014.

Representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholders’ Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The aggregate fees billed to ABS-CBN and its subsidiaries for each of the last 2 fiscal years for professional services rendered by the external auditor are as follows:

	2013	2012
Audit Fees	18,780,000	24,662,605
Non-Audit Fees	12,005,000	2,380,664

The audit committee’s approval policies and procedures for the above services from SGV & Co., the external auditors are discussed in Section 7 of the Company’s Manual of Corporate Governance filed with the Commission on September 2, 2002. The audit committee pre-approves all audit and non-audit services as these are proposed or endorsed before these services are performed by our independent auditor.

The Audit Committee is composed of Mr. Antonio Jose Periquet as Chairman, Messrs. Salvador Tirona, and Emmanuel De Dios. Mr. Carlo Katigbak is an advisor of the Audit Committee.

Item 8. Employee Stock Option Plan

The Company had an employee stock option plan (ESOP) which covered 1,403,500 shares at 95% of offer price during the initial public offering. Collections were made in 48 semi-monthly installments without interest through payroll deductions. Shares offered under the Plan have been fully paid and issued since 1995.

On March 29, 2000, the Board of Directors approved another ESOP covering 6,080,306 shares. In 2002, all the shares acquired by the Company covering this ESOP, were exercised by the employees. As of December 31, 2010, there are no more outstanding ESOP.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Item Authorization or Issuance of Securities Other than for Exchange

No action is to be taken with respect to the authorization or issuance of securities.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification or exchange of the Company's securities.

Item 11. Financial and Other Information

No action is to be taken.

Item 12. Merges, Consolidations, Acquisitions and Similar Matters

No action relating to an acquisition, business combination or other reorganization, is being presented to the stockholders.

Item 13. Acquisition or Disposition of Property

No action is to be taken with respect to the acquisition or disposition of any property.

Item 14. Restatement of Accounts

No action is to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

- (a) Approval of the Annual Report of Management and the Audited Financial Statements for the year ending December 31, 2013
- (b) Approval of the Minutes of the Annual Meeting of the Stockholders held on April 23, 2013, covering the following matters:
 - i) Annual Report of Officers;
 - ii) Approval of Annual report and Audited Financial Statements for the Year Ended December 31, 2012;
 - iii) Election of the Members of the Board of Directors, including the Independent Directors;
 - iv) Ratification and approval of all acts and resolution of the Board of Directors for the fiscal year 2012;
 - v) Appointment of External Auditors;

Item 16. Matters Not Required to be Submitted

No action is to be taken with respect to any matter that is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, Bylaws or Other Documents

The amendment of the THIRD Article of the Articles of Incorporation to reflect the complete address of the Principal Office of the Corporation, will be presented to the stockholders for approval. The amendment is required by SEC Memorandum Circular No. 6, Series of 2014.

Item 18. Other Proposed Actions

- a) Ratification of all acts of the Board of Directors, Executive Committee and Management for the period covering January 1, 2013 through December 31, 2013 adopted in the ordinary course of business, such as:
 - i) Approval of investments;
 - ii) Treasury matters related to opening of accounts and bank transactions;
 - iii) Appointment of signatories and amendment thereof
- b) Election of the Member of the Board of Directors, including the Independent Directors, for the ensuing calendar year;
- c) Appointment of the External Auditor, SyCip Gorres Velayo & Co.

Item 19. Voting Procedures

- a) Vote Required: Motions in general require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote. However, certain proposed actions may require the vote of at least a majority or at least two thirds of the outstanding capital stock of the Company. The vote required for the amendment of the Amended By-laws is at least a majority of the outstanding capital stock of the Company. The manner of voting is non-cumulative, except as to the election of directors.
- b) The approval of stockholders representing not less than majority of the outstanding capital stock of the Corporation is required for the amendment of the Amended By-laws.
- c) Method: Straight and cumulative voting. For the amendment of the Amended By-laws, voting shall be straight voting. In the election of directors, the top eleven nominees with the most number of votes will be elected as directors. If the number of nominees does not exceed the number of directors to be elected, all the shares present or represented at the meeting will be cast in favor of the nominees. If the number of nominees exceeds the number of directors to be elected, voting will be done by ballots. On the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected or he may accumulate such shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.
- d) The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at any meeting of the stockholders, in the presence of the Company's external auditor.

Upon the written request of a stockholder, the Company undertakes to furnish said stockholder with a copy of the Company's annual report on SEC Form 17-A free of charge. The Company also undertakes to furnish the stockholders at the stockholders annual meeting a copy of the Quarterly Report on Form 17-Q for the first quarter of 2014, when available. Any written request for a copy of the annual report shall be addressed to the following:

**ABS-CBN Corporation
ABS-CBN Broadcast Center
Sgt. Esguerra Avenue corner Mother Ignacia Street
Diliman, Quezon City**

**Attention: Aldrin M. Cerrado
Chief Finance Officer**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Pasig City on April 14, 2014.

ABS-CBN CORPORATION

By: _____
MANUEL L.M. TORRES
Corporate Secretary