

**ABS-CBN CORPORATION**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

*(amended as of September 27, 2018)*

I. Purpose and Composition

The Board of Directors shall create a Corporate Governance Committee, which shall assist the Board in the performance of its corporate governance and sustainability responsibilities.

The Committee shall be composed of at least three (3) members, majority of whom are independent directors. The Committee shall have a Chairman who shall be appointed by the Board and who shall be an independent director.

II. Duties and Responsibilities

The Committee shall ensure compliance with and proper observance of corporate governance and sustainability principles and practices. It shall have the following duties and functions, among others:

- a. Oversee the implementation of the corporate governance and sustainability framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as its business and regulatory environments;
- b. Review the effectiveness of the system for monitoring compliance with laws, regulations, internal policies and industry standards in relation to corporate governance and non-financial and operational compliance matters that impact sustainability;
- c. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct an annual self-evaluation of its performance;
- d. Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- e. Recommend continuing education or training programs for directors, assignment of tasks to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance;
- f. Adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance;
- g. Propose and plan relevant training for the members of the Board;
- h. Develop a Sustainability Development Plan which will contain sustainable strategies, policies, and practices that assist the Company in addressing public and stakeholder sentiment, the implementation of which create value consistent with the long-term preservation and enhancement of stakeholder value in the following areas:
  - i. Environmental: Including but not limited to energy consumption, climate change, greenhouse gas and other pollutant emissions, waste disposal, and water

use;

ii. Social: including but not limited to social well-being, human rights, working conditions, responsible sourcing and other social and reputational issues which may be relevant to the Company; and

iii. Economic/Governance: Including but not limited to good governance, operational savings, revenue generated and distributed, risk and compliance

i. Review and approve the Company's policies and standards which reflect the Company's reputation, including but not limited to the Code of Business Conduct; and

j. Oversee the preparation of an Annual Sustainability Report, as required by regulations, and review and approve said report.

### III. Meetings and Resources

The Chairman shall preside during the meetings. The Committee shall appoint a Secretary, who may or may not be a director or member of the Committee, to prepare minutes of meetings of the Committee and keep appropriate books and records thereof, if necessary.

The Board, or the Committee, may appoint one or more persons to serve as advisor(s) to the Committee. Advisors may attend and speak during the meetings, but have no voting rights on any action of the Committee.

The Committee shall only act as a committee and the individual members thereof shall have no powers as such. A majority of the whole number of members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote. In case of a deadlock in the voting, the Chairman of the Committee shall break the deadlock by casting a second vote.

Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. However, at the minimum, the Committee should meet twice a year. Special meetings may be called by the Chairman of the committee or by request of a majority of the Committee members with at least one day's notice of the time and place of the meeting. Meetings may be held at any time and place without notice if all the members are present or of those not present waive notice in writing before or after the meeting. Meetings may be held in person or via telephone or video conference.

Key matters discussed at such meetings are to be presented at the next succeeding meeting of the Board. Relevant information on meetings shall be included in the Corporation's annual report.

### IV. Performance Evaluation

The members of the Committee shall evaluate the Committee's performance in the discharge of its duties and responsibilities under this committee charter using as standard the best practices set out in memorandum circulars and other issuances of the Securities and Exchange Commission, and the ASEAN Corporate Governance Scorecard concerning corporate governance committees. Committee members shall fill up a self-assessment questionnaire that is developed by the Corporate Governance Committee.

The results of the performance evaluation and any recommendation for improvement shall be reported to the Board.

#### V. Disclosure

This committee charter shall be fully disclosed on the company's website.

Approved by the Corporate Governance Committee

By:

Antonio Jose U. Periquet  
Chairman

Approved by the Board of Directors

By:

Martin L. Lopez  
Chairman

Date: