

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Sep 1, 2022
2. SEC Identification Number
1803
3. BIR Tax Identification No.
00406761000
4. Exact name of issuer as specified in its charter
ABS-CBN CORPORATION
5. Province, country or other jurisdiction of incorporation
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
ABS-CBN Broadcasting Center, Sgt. Esguerra Ave. cor. Mother Ignacia Street Quezon
City
Postal Code
1103
8. Issuer's telephone number, including area code
34152272
9. Former name or former address, if changed since last report
Not Applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	902,851,848
11. Indicate the item numbers reported herein
Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



ABS-CBN

ABS-CBN Corporation
ABS

PSE Disclosure Form 5-1 - Substantial Acquisitions
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 and/or Section 5 of the Revised Disclosure Rules

Subject of the Disclosure

Subscription by ABS-CBN to common shares and convertible note issued by TV5 Network, Inc. ("TV5")

Background/Description of the Disclosure

The Board of Directors of ABS-CBN Corporation ("ABS-CBN") approved on 10 August 2022 the subscription by ABS-CBN to 6,459,393 common shares of TV5 Network, Inc. ("TV5") representing 34.99% of the outstanding capital stock of TV5 for an aggregate subscription price of P2.16 billion.

The Board also approved the subscription by ABS-CBN to a convertible note to be issued by TV5 in the principal amount of P1.84 billion. The convertible note is convertible, subject to obtaining applicable regulatory approvals, into 5,500,448 additional common shares of TV5 after eight years from its issuance. In the event that the convertible notes are converted, ABS-CBN will own not more than 49.92% of the outstanding capital stock of TV5.

ABS-CBN and TV5 also executed on 10 August 2022 an Investment Agreement for such subscription to shares and a Convertible Note Agreement for the issuance of the convertible notes.

On 31 August 2022, the Parties mutually agreed to terminate the Investment Agreement and the Convertible Note Agreement.

There are no attachments to this amended disclosure since it fully describes the agreement to terminate.

Date of Approval by Board of Directors	Aug 10, 2022
Date of Approval by Stockholders	N/A
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency	N/A

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The investment in TV5 should strengthen the partnership between TV5 and ABS-CBN and open significant opportunities for revenue enhancement, cost efficiencies, and various synergies. Collaboration between both parties in the production and distribution of content, and other areas should allow the company to improve audience engagement/experience and increase market share.

Description of the transaction including the timetable for implementation and related regulatory requirements, if any

ABS-CBN, TV5, Mediaquest Holdings Inc and some of its affiliates will enter into a shareholders' agreement upon closing of the transaction to govern their relationship.

Completion of the transaction, which is expected within the month of August 2022, and full payment of the subscription price to the shares and the principal of the convertible notes will be made by ABS-CBN upon satisfaction of the closing conditions, among which are:

- a. All required consents and corporate actions having been obtained;
- b. Compliance with covenants, agreements, and representations and warranties.
- c. No event shall have occurred that would prevent a party from fulfilling its obligations, or the transactions contemplated from happening.

Identities of the parties to the transaction

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
TV5 Network, Inc.	Owning, controlling, maintaining, operating, and managing radio or broadcasting and television stations, and content distribution and production services	N/A

Terms and conditions of the transaction

The nature and amount of consideration (e.g. price per share, the aggregate amount)

The Company will subscribe to 6,459,393 common shares of TV5 Network, Inc. ("TV5") representing 34.99% of the outstanding capital stock of TV5 for an aggregate subscription price of P2.16 billion.

ABS-CBN will also subscribe to a convertible note to be issued by TV5 in the principal amount of P1.84 billion. The convertible note is convertible, subject to obtaining applicable regulatory approvals, into 5,500,448 additional common shares of TV5 after eight years from its issuance. In the event that the convertible notes are converted, ABS-CBN will own not more than 49.92% of the outstanding capital stock of TV5.

ABS-CBN and TV5 also executed on 10 August 2022 an Investment Agreement for such subscription to shares and a Convertible Note Agreement for the issuance of the convertible notes.

ABS-CBN, TV5, Mediaquest Holdings Inc and some of its affiliates will enter into a shareholders' agreement upon closing of the transaction to govern their relationship.

Basis upon which the amount of consideration or value of the transaction was determined

An independent Philippine Stock Exchange accredited firm conducted a valuation of TV5. The appraisal firm adopted two methodologies: 1) Net Asset Value (NAV) with certain adjustments as deemed appropriate by its analysis and 2) Relative Valuation .

The number of shares to be acquired	6,459,393
Ratio/percentage to total outstanding capital stock	34.99

Terms of payment

Full payment of the subscription price to the shares and the principal of the convertible notes will be made by ABS-CBN upon satisfaction of the closing conditions.

Conditions precedent to closing of the transaction, if any

Completion of the transaction, which is expected within the month of August 2022, and full payment of the subscription price to the shares and the principal of the convertible notes will be made by ABS-CBN upon satisfaction of the closing conditions, among which are:

- a. All required consents and corporate actions having been obtained;
- b. Compliance with covenants, agreements, and representations and warranties.
- c. No event shall have occurred that would prevent a party from fulfilling its obligations, or the transactions contemplated from happening.

There are no conditions precedent to the termination. The termination is effective Aug 31 2022.

Description of the company subject of the transaction**Nature and business**

TV5 is primarily engaged in the business of owning, controlling, maintaining, operating, and managing radio or broadcasting and television stations, and content distribution and production services. It currently owns and operates a broadcasting television network – TV5 and national and regional radio networks.

Discussion of major projects and investments

Major projects of the Company continue to be: iWantTFC - growing our streaming platform locally and internationally, our digital efforts (One Domain and 3rd party efforts), our syndication efforts (domestic: GMA and other local partners, international: Netflix, Viu) and international (Star Magic Tour, Hollywood office, international co-productions); continued monetization of non-performing assets (sale of properties and equipment) and cost management (keeping our expenses flat again as reflected in our financial disclosures)

List of subsidiaries and affiliates, with percentage holdings

Name	% Ownership
Studio5, Inc.	100
Media5 Marketing Corporation	100
Cinegear, Inc	65.7
Pilipinas Global Network Limited	35.4
UXS, Inc. (formerly Unitel Productions, Inc.)	30

Capital structure**Authorized capital stock**

Type of Security	Amount	Number of Shares
Authorized Common Shares	1,800,000,000	18,000,000
Authorized Preferred Shares	200,000,000	2,000,000

Subscribed Shares

Type of Security	Amount	Number of Shares
Subscribed Common Shares	1,000,000,000	10,000,000
Subscribed Preferred Shares	200,000,000	2,000,000

Paid-Up Capital

Amount	1,200,000,000
Number of Shares	12,000,000

Issued Shares

Type of Security	Amount	Number of Shares
Common Shares	1,000,000,000	10,000,000

Preferred Shares	200,000,000	2,000,000
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Outstanding Shares

Type of Security	Amount	Number of Shares
Common Shares	1,000,000,000	10,000,000
Preferred Shares	200,000,000	2,000,000

Par Value

Type of Security	Amount
Common Shares	100
Preferred Shares	100

Ownership Structure (including percentage holdings)

Name	Number of Shares	% Ownership
Telemedia Business Ventures, Inc.	3,000,000	25
Med Vision Resources, Inc.	2,000,000	16.67
Upbeam Investments, Inc.	3,464,555	28.87
MediaQuest Holdings, Inc.	3,495,279	29.13
MediaQuest Group Directors	7	0
Other Minorities	40,159	0.33

Board of Directors

Name	(Regular or Independent)
Manuel V. Pangilinan	Regular
Robert P. Galang	Regular
Ray C. Espinosa	Regular
Anabelle L. Chua	Regular
Albert F. del Rosario	Regular
Jose Ma. K. Lim	Regular
Lydia B. Echaz	Regular

Principal Officers

Name	Position/Designation
Manuel V. Pangilinan	Chairman of the Board
Robert P. Galang	President
Pierre Paul S. Buhay	Treasurer and Chief Financial Officer
Estrelita G. Gacutan	Corporate Secretary
Michael Rex O. Celiz	Assistant Corporate Secretary

Effect(s)/impact on the business, financial condition and operations of the Issuer

The investment in TV5 should strengthen the partnership between TV5 and ABS-CBN and open significant opportunities for revenue enhancement, cost efficiencies, and various synergies. Collaboration between both parties in the production and distribution of content, and other areas should allow the company to improve audience engagement/experience and increase market share.

As the previous disclosure mentioned that closing was still a period away and the termination occurred prior to closing, there is no impact on current financial condition, business or operations of the issuer. Current content arrangements and partnerships continue to be in place and operations did not change as a result of the previous announcement.

Based on ABS-CBN's 1st half results, the Company has continued to improve its financial performance, with revenues higher by P1.3Billion or 16.2% year on year, positive EBITDA of 1.04Billion, and reduction in net loss by 56.8% vs previous year, without these deals in place. We continue to service any obligations while expanding our reach through content partnerships, expand our digital business (Digital revenues were at 2.3 billion in 2021, increasing by 48% from 2020) and grow our international efforts.

Other Relevant Information

This disclosure may contain some statements which constitute "forward-looking statements" that are subject to a number of risks and opportunities. Although ABS-CBN believes that expectations reflected in any forward-looking statements are reasonable, it can give no guarantee of future performance, action or events.

On 31 August 2022, TV5 Network, Inc. ("TV5") and ABS-CBN Corporation ("ABS-CBN"), through a Memorandum of Agreement, mutually agreed to terminate the Investment Agreement dated 10 August 2022 covering the proposed acquisition by ABS-CBN of 34.99% equity interest in TV5 and the Convertible Note Agreement dated 10 August 2022 covering the proposed subscription by ABS-CBN to a Convertible Note to be issued by TV5. The Parties confirmed that they have not implemented any of the transactions covered by the Investment Agreement and the Convertible Note Agreement.

The disclosure has been amended to update the public on the termination of the transaction.

There are no attachments to this amended disclosure since it fully describes the agreement to terminate.

Filed on behalf by:

Name	Raymund Martin Miranda
Designation	Chief Strategy Officer & Chief Risk Management Officer