

MINUTES OF THE
ANNUAL STOCKHOLDERS MEETING OF
ABS-CBN CORPORATION

HELD ON JULY 29, 2021 at 8:00 A.M.

By Zoom Videoconference

https://conveneagm.com/ph/abschn_asm2021

The annual meeting of the stockholders of ABS-CBN CORPORATION was held virtually and conducted by remote communication on July 29, 2021 at 8:00 a.m. at https://conveneagm.com/ph/abschn_asm2021.

CALL TO ORDER

The meeting was called to order by the Chairman of the Board, Mr. Martin L. Lopez, who presided over the same. He said that due to the current pandemic, the Corporation is holding the annual stockholders' meeting virtually. He thanked everyone who registered, sent proxies or are now present at the meeting. The Corporate Secretary, Enrique I. Quiason, recorded the minutes of the proceedings.

PROOF OF SERVICE OF NOTICE

The Corporate 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. The Corporate Secretary said that he caused notices of the annual meeting to be published in accordance with applicable regulations of the Securities and Exchange Commission (the "SEC"). In compliance with the SEC's requirements, the notice and agenda of the meeting were published in the Philippine Star and the Philippine Daily Inquirer, both being newspapers of general circulation, on July 8 and 9, 2021 in both printed form and online. The meeting materials including the Notice and Agenda, Explanation of the Agenda Items, Definitive Information Statement, Registration and Validation Procedures for the Virtual Annual Stockholders Meeting and the Audited Financial Statements together with the quarterly reports were also posted in the Philippine Stock Exchange's Edge Disclosure System and/or in the Company's website.

CERTIFICATION OF THE PRESENCE OF QUORUM

The Corporate Secretary certified that there exists a quorum for purposes of the meeting. He said that out of the 854,330,968 common shares and the 1,000,000,000 voting preferred shares of the Corporation issued and outstanding, there are present in the meeting, virtually or by proxy 756,204,450 shares of the common stock and 987,130,246 shares of the preferred shares representing 94.01% of the outstanding voting stock.

In addition to the Chairman of the Board, Mr. Martin L. Lopez, the following directors were present during the annual stockholders' meeting: Mr. Augusto Almeda Lopez, Vice Chairman of the Board; Mr. Carlo L. Katigbak, President and Chief Executive Officer; Mr. Emmanuel S. De Dios (independent director); Mr. Mario L. Bautista; Mr. Federico M. Garcia; Mr. Federico R. Lopez; Mr. Antonio Jose U. Periquet (Independent Director); and Mr. Salvador G. Tirona. The following Board Advisors were also present during the meeting: Prof. Randolph S. David; Mr. Rafael L. Lopez; Mr. Honorio G. Poblador IV; Ms. Maria Rosario Santos-Concio and Mr. Cesar V. Purisima.

The following members of senior management were likewise present during the meeting: Ma. Luisa S. Alcaneses, Data Privacy Officer; Mr. Roberto V. Barreiro, Head, Corporate Partnerships; Ms. Ma. Rosario S. Bartolome, Head, Integrated Marketing and Customer Experience; Ms. Nilda L. Bayani, Head, Human Resources and Organizational Development; Mr. Kane Errol C. Choa, Head, Integrated Corporate Communications; Ms. Carmela Grace C. Del Mundo, Head, Internal Audit; Mr. Robert G. Labayen, Head, Integrated Creative Communication Management; Ms. Olivia M. Lamasan, Managing Director, ABS-CBN Film Productions, Inc.; Mr. Dennis Marco A. Liquigan, Head, ABS-CBN Music; Mr. Eugenio Lopez IV, Head, Digital; Mr. Raymund Martin T. Miranda, Chief Strategy Officer, Chief Risk Management Officer and Chief Compliance Officer; Ms. Ma. Regina E. Reyes, Head, Integrated News and Current Affairs; Mr. Ricardo B. Tan, Jr., Group Chief Financial Officer; Ms. Rosanna H. Trinidad, Head, Integrated Sales; Mr. Antonio S. Ventosa, Chief Executive Officer, Sky Cable; Ma. Socorro V. Vidanes, Chief Operating Officer, Broadcast; Ms. Marifel G. Gaerlan-Cruz, Assistant Corporate Secretary. Ms. Djole S. Garcia from the Corporation's external auditors, SyCip Gorres Velayo & Co. was also present.

The Corporate Secretary explained that under the Corporation's Articles of Incorporation, all common and voting preferred shares have full voting rights. All common and preferred stockholders as of record as of June 11, 2021 are entitled to register and vote the number of shares in their name as of the record date.

He also said that the Notice and Agenda as published include an explanation of the agenda items. As stated in the Registration and Validation Procedures for the Virtual Annual Stockholders Meeting furnished to the stockholders, a validation of the stockholders was conducted from July 8, 2021 to July 19, 2021. Stockholders intending to participate in the virtual annual stockholders meeting were requested to register through a designated link. Validated stockholders and proxies were sent a confirmation through email and the links to the virtual annual stockholders meeting. They were requested to cast their vote on or before July 19, 2021 through a secure on-line voting platform. This on-line voting platform contained the items for approval as indicated in the agenda set out in the notice. The Corporate Secretary said that the proposed resolution for each of these will be shown on the screen.

The Corporate Secretary informed the stockholders that the manner of voting shall be non-cumulative, except as to the election of directors. Each stockholder shall have one vote for each share entitled to vote and registered in his name. The stockholders had the option to either vote in favor of, or against a matter for approval, or to abstain. The vote of the stockholders representing at least a majority of the shares present or represented at the meeting will be sufficient to approve any of the matters for approval. In the election of directors, cumulative voting shall be allowed and the top eleven nominees with the most number of votes will be elected as directors. Votes received through electronic voting or voting in absentia and votes cast through proxies were tabulated by the Office of the Corporate Secretary and Rizal Commercial Banking Corporation Stock Processing Section, and independently validated by Sycip Gorres, Velayo and Co. The results of the voting with full details of the affirmative and negative votes, as well as abstentions, will be reflected in the minutes of the meeting.

The Corporate Secretary said that questions and comments were allowed to be submitted during registration and until July 19, 2021 and that the Corporation will endeavor to respond to all questions within the time allotted.

He said that the participation and voting procedures were also contained in the Information Statement accessible to all stockholders through the Company's website and the Annual Stockholders Meeting portal as well as the EDGE disclosure system of the Philippine Stock Exchange. The Secretary also said that the meeting was being recorded. Except for the designated speakers and presenters, the microphones of the other attendees were muted.

READING AND APPROVAL OF MINUTES OF PREVIOUS STOCKHOLDERS MEETING

The Chairman said that the next order of business is the approval of the minutes of the previous stockholders meeting. He said that an electronic copy of the minutes of the Annual Stockholders' Meeting held last September 24, 2020 and an electronic copy of the minutes of the Special Stockholders' Meeting held last February 2, 2021 have been made available at the company's website within five business days after the actual meeting. He requested the Corporate Secretary to read the proposed resolution in this regard and the voting results on this item.

The Corporate Secretary said that Management proposed the approval of a resolution as follows:

“RESOLVED, that the stockholders of ABS-CBN Corporation approve, as they hereby approve, the minutes of the Annual Stockholders' Meeting held on September 24, 2020 and the minutes of the Special Stockholders' Meeting held on February 2, 2021.”

The Corporate Secretary said that stockholders owning 1,743,332,423 shares or 99.99% of the shares present or represented in this meeting voted in favor of the approval of the minutes of the last Annual Stockholders' Meeting, 0 shares voted against, and 2,273 shares abstained.

**REPORT OF THE PRESIDENT
AND CHIEF OPERATING OFFICER**

The President and Chief Executive Officer, Mr. Carlo L. Katigbak rendered the following report to the stockholders:

Magandang umaga mga Kapamilya:

The ultimate test of a company's values is in what it chooses to do when things are at their worst. Last year was one of the most difficult years in our history, and yet it was also an opportunity to demonstrate our genuine passion for public service.

At the start of 2020, ABS-CBN supported relief efforts for families affected by the Taal eruption through Tulong Tulong sa Taal – distributing 30,000 relief bags across the various evacuation centers. As the COVID 19 pandemic spread, ABS-CBN launched Pantawid ng Pag-ibig in March working with local government units, our advertisers, and our viewers to provide food and essential goods to our kapamilyas, serving nearly one million families. Despite the loss of our franchises in ABS-CBN and Sky, we continued to find ways to help the country.

Many students are now able to attend classes via TV and the internet through SKY's partnership with the Department of Education. SKY worked hand in hand with key DepEd Divisions in regional areas, giving schools all over the country access to DepEd shows over cable.

The Knowledge Channel launched the "School at Home" Campaign in August of 2020, by airing lessons in Filipino, Math, Science, and English, giving children the opportunity to start learning ahead of the opening of classes.

Public service has always been at the heart of ABS-CBN. It is what inspires us to do the work that we do. It is what creates a very special relationship between the company and our audiences. It is a legacy that has been handed down to us from generation to generation. And it is what gives us purpose today. That amidst all the challenges and problems we face, there is a reason for us to persevere and find ways to continue serving the Filipino.

Much of our strength and courage to continue with our mission stems from the goodness that we find in those that have kept faith in us:

From you, our shareholders, in choosing to journey with us to better times,

From our advertisers who have committed to stand by us—especially those that have assured us that true partners are there for each other in times of difficulty,

From our industry partners who have generously shared platforms that allow us to continue reaching our audiences,

From our banks who have bravely given us the resources to pursue our work,

From our stars for selflessly standing by us in our time of need, and for choosing to help us even if more lucrative opportunities exist elsewhere,

From our employees who have made great financial and emotional sacrifices, and who continue to work tirelessly despite the uncertainty and the pandemic.

And most of all, from our audiences, for continuing to believe in us.

In return, and in gratitude for all the support, we at ABS-CBN reiterate our commitment to public service. Andito kami para sa inyo. We will deliver the News that matters to you, in a way that is fair and balanced, but also honest and brave. We will produce the shows that families have come to love for the hope, inspiration, and joy that they bring to your homes. We will continue to be present to those that need our help and support through the ABS-CBN Foundation and the Knowledge Channel Foundation. We may not have the same resources we used to have, but the passion of our people to serve continues to burn even more brightly.

In 2020, our revenues dropped to P21.4 billion, and we registered a net loss of P13.5 billion. These numbers are symbols of the pain that we are going through. Despite the bleak financial performance last year, we are optimistic that better times will come. The economy will improve, our audiences will return, and the bets we've made on our digital and international businesses will pay off.

Already, we have made some progress on our digital initiatives:

- **iWantTFC now has 4 million monthly active viewers.**
- **We are among the top YouTube channels in the world with 16 billion views**
- **ABSCBN.com reached 2.5 million daily users keeping it as one of the country's largest websites.**
- **And, our movies and TV series are now available globally on Netflix, iFlix and PopTV.**

Gabby Lopez used to tell us that profit is like air. You need it to survive, but it's not why you live. We are working hard to deliver better cash flows and profitability for ABS-CBN. We are committed to delivering fair returns to the people that have invested in us. But in the process, we will never lose sight of our reason for being.

I stand proudly today with every Kapamilya who has faith in our future. Our resolve is undaunted. ABS-CBN will, for this generation and for many more, continue to be in the Service of the Filipino.

APPROVAL OF AUDITED FINANCIAL STATEMENTS

The Chairman next said that copies of the Audited Financial Statements for the year ended December 31, 2020 were duly published and made available to the stockholders prior to this meeting. The financial statements included all pertinent actions undertaken during the year as well as the activities and performance of the subsidiaries and affiliates. The Board of Directors approved the financial statements effective June 3, 2021.

The Chairman said that management was then prepared to clarify or elaborate on any matter reflected in the financial statements or the report of management. The external auditor was also there to explain as may be necessary. He said that in connection with the meeting, the Corporation had requested its stockholders to submit their questions through a designated on-line link. He asked the Corporate Secretary, to read the questions that can be accommodated within the time allotted.

The Corporate Secretary read a question from stockholder Rainier Philip Reyes,; “Considering the end of its franchise, what will be ABS-CBN's plan in the next 5 years, and what is the new business model or approach we are looking into?” Mr. Katigbak replied: “Recent developments have forced us to re-focus ourselves on what we do best—tell stories that matter to people. We will continue with this focus on storytelling and content creation, but also commit to the things that have worked for us. We commit to working with partnerships, like those with A2Z and TV5, that help us distribute our content to as many people as possible. We will also continue with our efforts to develop our digital businesses and international businesses. We are particularly excited about bringing Filipino creative and performing talent to the world stage. We have always believed that our talent is world-class, and this is the best way to prove it.”

Stockholder Ishamel Sam De Luna Canua submitted his questions through the designated online portal and asked: “Some former employees, artists, and top executives have already worked with other networks such as TV5, MBC, GMA Network, etc. There are rumors that those other artists have been banned for unfinished projects, not having permission to ask, or related to the company’s stock. Are they welcome to go back to ABS-CBN when the company will obtain the franchise and get back on air soon?” Mr. Katigbak replied: “Our goal is to make ABS-CBN the home of the country’s best creative, performing, production and journalistic talent. Unfortunately, we have not been able to retain all the great talent we used to work with because of the loss of our franchise. We understand that those whom we have not been able to give work to have had to look for livelihoods elsewhere. We continue to hope that one day, we will be able to work with the great people we were forced to let go off once again.”

Stockholder Eduard Vincent E. Ramos submitted the following question: “What are your plans for your 'big stars' such as Kathniel, Lizquen, etc. moving forward? It seems the company is more focused on building up the careers: “Our big stars have made big sacrifices to stay with the network, even as our reach and viewership are not what they were before. We recognize their sacrifice and commitment to ABS-CBN and are equally committed to them. We are working very hard to make sure that they are given the opportunities to secure the best roles in everything we produce—whether for TV, movies, digital or music. For us, it is never a choice between established names and upcoming stars. We are committed to each individual that has chosen to stay with the company especially in these difficult times.”

Stockholder Eduard Vincent E. Ramos also submitted the following question: “ An executive (Mr. Dyogi) mentioned that ABS aspires to expand its content viewership worldwide, can you elaborate on this? Can you share any progress and do we expect this to have an impact in the company's bottom line?” Mr. Katigbak said: “Today, we are already licensing our content to international digital platforms like Netflix and IFlix. We have exported our TV programs to many countries all over the world, notably in Asia, Europe, and Africa. We have co-produced a series that aired over US TV networks called “Almost Paradise”. We have been recording music that has been released and promoted globally. We have two groups, BGYO and BINI, that are being groomed and positioned as global acts. Prior to COVID, our international revenues excluding TFC subscriptions were about

US\$20 million a year. It has come down recently because of the loss of our global theatrical business. But we believe that the global market is a huge growth opportunity for ABS. We also believe that Filipino creative and performing talent is among the best in the world, and that will allow us to be recognized players in the international arena.”

Stockholder Canua asked the following question: “Because of the denial of the Franchise, ABS-CBN has limited sources, and it will be challenging, especially for the Halalan 2022 coverage. What is the company’s plan or strategy to have its comprehensive coverage? Will there be partnerships from the other media companies aside from the colleges and universities, sponsors, and others?” Stockholder Urcesio Magpantay Badomero Jr. submitted the following question: “Do we will still have enough manpower to conduct election coverage for next year's Halalan 2022?” Mr. Katigbak replied: “Despite our limited resources, we will continue to cover the elections in as comprehensive a manner as possible. We have set aside resources for this—both our own, and from those who have agreed to partner with us. We are also engaging former employees from our regional networks to help with the coverage. We will continue to work with our Bayan patrollers to provide reports from the citizenry. This is part of the public service we have committed ourselves to. We will continue to provide continuous and up-to-date national coverage of the elections in a manner that is complete, balanced and fair.”

Mr. Katigbak further stated that: “We are publishing an updated set of policies governing the network, its talents and employees, in relation to this national election on the ABS-CBN website. We have taken extra measures to demonstrate that the network will remain impartial throughout this political process.”

The Corporate Secretary said that those were the questions that were received and can be accommodated in this meeting for the time allotted. He said that for questions that were received before the deadline and that were not addressed in the meeting, Management will respond directly to them by email. He added that for additional questions from the stockholders, these may be directed to the office of the Corporate Secretary by email at corporatesecretary@abs-cbn.com, and that Management will endeavor to respond to them as well.

The Corporate Secretary said that Management proposed the approval of a resolution as follows:

“RESOLVED, That the stockholders of ABS-CBN Corporation (the ‘Corporation’):

- (i) confirm, approve, and ratify, as they hereby confirm, approve, and ratify, the Board of Directors’ approval of the Audited Financial Statements of the Corporation for the period ended December 31, 2020; and*
- (ii) approve, as they hereby approve, the Report of Management covering the calendar year ending December 31, 2020.”*

The Corporate Secretary said that stockholders owning 1,743,332,423 shares or 99.99% of the shares present or represented in the meeting voted in favor of approving the audited financial statements and the report of management, 0 shares voted against, and 2,274 shares abstained.

ELECTION OF DIRECTORS

The meeting proceeded to the election of directors for the ensuing year. The Corporate Secretary said that in accordance with the rules of the Securities and Exchange Commission and the provisions of our by-laws, he received nominations in favor of the following stockholders:

Mr. Augusto Almeda Lopez
Mr. Randolph S. David
Mr. Emmanuel S. de Dios
Mr. Federico M. Garcia
Mr. Carlo L. Katigbak
Mr. Mario Luza Bautista
Mr. Federico R. Lopez
Mr. Martin L. Lopez
Mr. Oscar M. Lopez
Mr. Honorio Poblador IV
Mr. Salvador G. Tirona

as directors for the ensuing year (2021 to 2022). The Secretary said that Mr. de Dios, Mr. David, and Mr. Poblador were nominated as independent directors in accordance with the rules of the SEC.

With respect to the votes cast, the Secretary said that each director received at least 99.99% of the votes and certified that all the directors so nominated have received the

requisite votes for election without prejudice to a final tabulation to be made part of the records.

The results of the final tabulation of election and tally of votes were as follows:

Director	Number of Votes
Mr. Federico M. Garcia	1,743,334,529
Mr. Carlo L. Katigbak	1,743,331,530
Mr. Augusto Almeda Lopez	1,743,331,423
Mr. Mario Luza Bautista	1,743,331,423
Mr. Federico R. Lopez	1,743,331,423
Mr. Martin L. Lopez	1,743,332,923
Mr. Oscar M. Lopez	1,743,331,423
Mr. Salvador G. Tirona	1,743,331,723
Mr. Emmanuel S. De Dios	1,743,331,423
Prof. Randolph S. David	1,743,331,423
Mr. Honorio G. Poblador IV	1,743,331,423

The Chairman declared all the nominees to be the duly elected members of the board of directors of ABS-CBN Corporation, to serve as such for the ensuing year and until their successors shall have been duly elected and qualified.

**RATIFICATION OF ACTS OF THE BOARD
OF DIRECTORS AND OF MANAGEMENT**

The Chairman said that the next item in the agenda is the ratification of the acts of the Board of Directors and of the Management of the Corporation. Those actions affecting the business, operations, financial performance, and decisions of the Corporation were also covered in the Information Statement, the Report of Management rendered that morning by the President and in the discussions in this meeting. He asked the Corporate Secretary to read the proposed resolution in this regard and the voting results.

The Corporate Secretary said that Management proposed the approval of a resolution as follows:

“RESOLVED, That stockholders of ABS-CBN Corporation confirm and ratify, as they hereby confirm and ratify, all resolutions and acts of the Board of Directors, as well as the acts of the Management of ABS-CBN Corporation during the calendar year ended December 31, 2020, and up to the date of this Annual Stockholders Meeting.”

The Corporate Secretary said that stockholders owning 1,743,332,423 shares or 99.99% of the shares present or represented in this meeting voted in favor of confirming and ratifying the acts of the Board of Directors and of the Management during the calendar year ended December 31, 2020 and up to the date of this meeting, 0 shares voted against, and 2,273 shares abstained.

APPOINTMENT OF EXTERNAL AUDITOR

The Chairman said that the next item in the agenda is the appointment of the external auditors of the Corporation. He requested the Corporate Secretary to read the proposed resolution in this regard and the voting results on this item.

The Corporate Secretary said that Management proposed the approval of a resolution as follows pursuant to the endorsement of the Audit Committee:

“RESOLVED, that the stockholders of ABS-CBN Corporation (the ‘Corporation’), approve, as they hereby approve, the appointment of SyCip Gorres Velayo & Co. as the Corporation’s external auditors for the period 2021-2022.”

The Corporate Secretary said that stockholders owning 1,743,332,443 shares or 99.99% of the shares present or represented in the meeting voted in favor of the appointment of SyCip Gorres Velayo & Co. as the Corporation’s external auditors, 0 shares voted against, and 2,253 shares abstained.

ADJOURNMENT

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

ENRIQUE I. QUIASON
Corporate Secretary

ATTEST:

MARTIN L. LOPEZ
Chairman