

REPUBLIC OF THE PHILIPPINES)
PASIG CITY, METRO MANILA) S.S.
QUEZON CITY

CERTIFICATION

I, **ENRIQUE I. QUIASON**, of legal age, Filipino, and with office address at the 21st Floor Robinsons Equitable Tower, 4 ADB Avenue cor. Pedro Poveda Road, Ortigas Center, Pasig City, Metro Manila, after being duly sworn in accordance with the law, hereby certify that:

1. I am the Corporate Secretary of **ABS-CBN CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with office address at ABS-CBN Broadcast Center, Sgt. Esguerra Avenue corner Mother Ignacia Street, Quezon City, Metro Manila.

2. The file "Consolidated Changes in the ACGR for 2014" uploaded in the Corporation's website contains updates that have been previously reported in the Corporation's regulatory filings such as the SEC Form 17-C and SEC Form 17-Q, as applicable.

3. This certification is issued in compliance with the requirements of SEC Memorandum Circular No. 12 dated May 26, 2014.


IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of January 2016 at Quezon City, Philippines.



ENRIQUE I. QUIASON
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 5th day of January 2016 at Quezon City, affiant exhibiting to me his SSS ID No. 03-8352361-1 as Competent Evidence of Identity ("CEI")

Doc. No. 157;
Page No. 33;
Book No. T;
Series of 2016.



CREENCIO V. CAJALNE, III
NOTARY PUBLIC
FOR QUEZON CITY
UNTIL DECEMBER 31, 2016
PTR NO. 0378667; 1/8/15; PASIG CITY
IBP NO. 979166; 1/5/15; QUEZON CITY
ROLL NO. 51288/ADM MATTER NO. NP-263 (2015-2016);
Blk. 16, Lot 21, Goodwill Homes I
San Bartolome, Novaliches, Quezon City

CONSOLIDATED CHANGES IN THE ACGR FOR 2015

A. BOARD MATTERS

1. Shareholding in the Company

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
<i>Eugenio Lopez III</i>	669,690		
<i>Augusto Almeda-Lopez</i>	4,055	249,833	
<i>Ma. Rosario Santos-Concio</i>	1		
<i>Oscar M. Lopez</i>	63,605		
<i>Manuel M. Lopez</i>	251,196		
<i>Presentacion L. Psinakis</i>	1,988		
<i>Federico M. Garcia</i>	13,898		
<i>Salvador G. Tirona</i>	2		
<i>Emmanuel S. de Dios</i>	1.00		
<i>Jose Antonio U. Periquet</i>	1.00		
TOTAL	1,004,437	249,833	0.14

2. Chairman and CEO

- (a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes

No

Identify the Chair and CEO:

CEO/President	<i>Ma. Rosario Santos-Concio (up to December 31, 2015)</i> <i>Carlo L. Katigbak (from January 1, 2016)</i>
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3. Voting Result of the last Annual General Meeting (April 24, 2015)

Name of Director	Votes Received
<i>Eugenio Lopez III</i>	100%
<i>Augusto Almeda-Lopez</i>	100%
<i>Ma. Rosario Santos-Concio</i>	100%
<i>Oscar M. Lopez</i>	100%
<i>Manuel M. Lopez</i>	100%
<i>Presentacion L. Psinakis</i>	100%
<i>Federico R. Lopez</i>	100%
<i>Federico M. Garcia</i>	100%
<i>Salvador G. Tirona</i>	100%
<i>Emmanuel S. de Dios</i>	100%
<i>Jose Antonio U. Periquet</i>	100%

4. Orientation and Education Program

- i. State any in-house training and external courses attended by Directors and Senior Management for the past three (3) years: (determining the years that the earlier training programs were conducted).

In-House Training	External Courses
<i>Excellence Workshop Series 2013 (by Disney Institute)</i>	<i>Disney's Approach to Service Excellence Workshop 2013</i>
<i>Kapamilya Digital Summit 2013 (by the Digital Academy)</i>	<i>Humans at the Heart of Digital (2013)</i>
	<i>Building a Secure Cyber World (2013)</i>
	<i>Corporate Governance Seminar (2014)</i>
	<i>Corporate Governance Seminar (2015)</i>

B. BOARD MEETINGS& ATTENDANCE

1) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	<i>Eugenio Lopez III</i>	2015	13	11	85
Member	<i>Ma. Rosario Santos-Concio</i>	2015	13	11	85
Member	<i>Oscar M. Lopez</i>	2015	13	9	69
Member	<i>Augusto Almeda-Lopez</i>	2015	13	11	85
Member	<i>Presentacion L. Psinakis</i>	2015	13	7	54
Member	<i>Manuel M. Lopez</i>	2015	13	12	92
Member	<i>Federico R. Lopez</i>	2015	13	9	69
Member	<i>Federico M. Garcia</i>	2015	13	11	85
Member	<i>Salvador G. Tirona</i>	2015	13	13	100
Independent	<i>Emmanuel S. de Dios</i>	2015	13	11	85
Independent	<i>Jose Antonio U. Periquet</i>	2015	13	11	85

C. BOARD COMMITTEES

1) Committee Members

(a) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	<i>Jose Antonio U. Periquet</i>	2013	15	14	93%	3 years
Member (NED)	<i>Salvador G. Tirona</i>	2010	26	25	96%	6 years
Member (ID)	<i>Emmanuel S. de Dios</i>	2013	15	14	93%	3 years

(b) Others (Specify)

Provide the same information on all other committees constituted by the Board of Directors:

Risk Management Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Member (ID)	<i>Emmanuel S. de Dios</i>	2013	1	1	100	3 years
Chairman (NED)	<i>Salvador G. Tirona</i>	2014	1	1	100	2 years
Member (NED)	<i>Federico M. Garcia</i>	2014	1	1	100	2 years

D. INTERNAL AUDIT AND CONTROL

1) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
<i>The role of the internal audit is to provide an independent and objective assessment of the adequacy, effectiveness and efficiency of the company's systems and processes and recommends necessary control measures for their improvement. It also establishes a follow-up mechanism to monitor the implementation of recommended controls.</i>	<i>The scope of internal auditing encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the organization's governance, risk management and internal process as well as the quality of performance in carrying out assigned responsibilities to achieve the organization's stated goals and objectives. This includes:</i> <ul style="list-style-type: none"> <i>• Evaluating the reliability and integrity of information and the means used to identify, measure, classify and report them.</i> <i>• Evaluating the systems that</i> 	<i>In-house</i>	<i>Higino Dungo, Jr. (Jan to Jun 2015)</i> <i>Edwin Natividad (Jul to Dec 2015)</i>	<i>Internal Audit reports directly to the Board through the Audit Committee. On a quarterly basis Internal Audit reports its plans, findings, management action/action plans on the recommendations and implementation status of audit recommendations.</i> <i>The Chief Internal Auditor or designee issues a written report to management following the conclusion of each internal audit engagement.</i>

	<p>were established to ensure compliance with policies, plans, procedures, laws and regulations which could have a significant impact on the organization.</p> <ul style="list-style-type: none"> • Evaluating the means of safeguarding assets and, as appropriate, verifying the existence of such assets. • Evaluating the effectiveness and efficiency with which resources are used. • Evaluating operations or programs to ascertain whether results are consistent with established objectives and goals and whether the operations or programs are being carried out as planned. • Monitoring and evaluating governance processes. • Monitoring and evaluating the effectiveness of the organization's risk management processes. • Evaluating the quality of the performance of 			
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	<p><i>external auditors and the degree of coordination with internal audit.</i></p> <ul style="list-style-type: none"> • <i>Performing consulting and advisory services to the organization, as appropriate, with regard to governance, risk management, and control.</i> • <i>Reporting periodically on the internal audit activities, purpose, authority, responsibility and performance relative to its plan.</i> • <i>Reporting significant risk exposures and control issues to the Board.</i> • <i>Evaluating specific operations at the request of the Board and the management.</i> 			
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(b) Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
<i>Higino Dungo Jr. (Head – CommGroup Internal Audit)</i>	<i>Transferred as Head of Integrated Public Service in June 2015.</i>
<i>Edwin Natividad (Head – CommGroup Internal Audit)</i>	<i>Resigned in December 2015 to pursue career opportunities abroad.</i>
<i>Margarita Mellizas (Senior Auditor)</i>	<i>Resigned in December 2015 to pursue career opportunities abroad.</i>

(c) Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

Progress Against Plans	<i>As of December 2015, 87% of the 2015 audit plans have been achieved.</i>
Issues¹ and Findings²	<ul style="list-style-type: none">• <i>Inconsistent compliance with policies and guidelines.</i>• <i>Processing delays.</i>• <i>Inadequate monitoring of transactions.</i>• <i>Inadequate documentation.</i>• <i>Need for system enhancements and upgrades.</i>• <i>Inadequate physical inventory, warehousing and reconciliation procedures due to limited manpower and space.</i>• <i>Inconsistent application of controls due to organizational changes, transfer of functions or changes in personnel.</i>
Examination Trends	<ul style="list-style-type: none">• <i>A need for a continuous enhancement of systems and improvement of processes to adopt to changing business objectives and strategies.</i>

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) Preparation of an audit plan inclusive of a timeline and milestones;
- 2) Conduct of examination based on the plan;
- 3) Evaluation of the progress in the implementation of the plan;
- 4) Documentation of issues and findings as a result of the examination;
- 5) Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;
- 6) Conduct of the foregoing procedures on a regular basis.]

¹"Issues" are compliance matters that arise from adopting different interpretations.

²"Findings" are those with concrete basis under the company's policies and rules.

E. ROLE OF STAKEHOLDERS

(a) Show data relating to health, safety and welfare of its employees.

	Programs/Initiatives											
<i>Security and Safety</i>	<ul style="list-style-type: none"> ▪ <i>Conduct of in-house basic occupational safety and health trainings and other technical safety trainings.</i> ▪ <i>Conduct of safety patrols, inspections and risk assessment of various Company facilities.</i> ▪ <i>Compliance to the Building Code.</i> ▪ <i>Compliance to the Fire Code (Republic Act 9514) through the conduct of fire and earthquake evacuation drills as a result of which the Company was issued a fire safety inspection certificate.</i> ▪ <i>Compliance to the Department of Labor and Employment’s Occupational Safety and Health Standards.</i> ▪ <i>Compliance to the Tobacco Regulation Law.</i> ▪ <i>Registration with and compliance to reporting requirements by the Department of Labor and Employment – Bureau of Working Conditions.</i> ▪ <i>Implementation of contractor safety programs.</i> ▪ <i>Promulgation of Studio Safety Guidelines.</i> ▪ <i>Promulgation of Office Safety Guidelines.</i> ▪ <i>Strengthening of regulations and refinement of procedures pertaining to the conduct of events especially remote events.</i> ▪ <i>Promulgation of a policy on the mandatory deployment of safety officers at all location shoots/tapings.</i> ▪ <i>Build-up and maintenance of credible capacity and capability for fire-fighting, collapsed structure search and rescue and especially water search and rescue. Search and rescue operations during floods to assist employees and dependents in distress have been regularly conducted.</i> ▪ <i>Activation of Office Emergency Organization and conduct of Emergency Preparedness Training for Office Wardens, Assistant Wardens, Emergency Response Team Members and Medic.</i> ▪ <i>Conduct of Emergency Preparedness Training for all employees.</i> ▪ <i>Promulgation of Fire Safety Guidelines</i> ▪ <i>Promulgation of Guidelines for Working at Heights</i> 											
<i>Welfare</i>	<ul style="list-style-type: none"> ▪ <i>Regular and covered program employees are extended assistance in the event of natural calamities. In the case of the natural calamities that hit the country in 2015, the Company extended the following financial assistance:</i> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;"></th> <th style="width: 20%; text-align: center;"><i>No. of employees</i></th> <th style="width: 20%; text-align: center;"><i>Value (Php)</i></th> </tr> </thead> <tbody> <tr> <td><i>Calamity assistance</i></td> <td style="text-align: center;"><i>9</i></td> <td style="text-align: center;"><i>0.155M</i></td> </tr> <tr> <td><i>Calamity loan</i></td> <td style="text-align: center;"><i>7</i></td> <td style="text-align: center;"><i>0.205M</i></td> </tr> </tbody> </table> <p style="margin-top: 10px;"><i>There were 70 bereavement claims extended to employees amounting to more than PhP1.5M.</i></p>				<i>No. of employees</i>	<i>Value (Php)</i>	<i>Calamity assistance</i>	<i>9</i>	<i>0.155M</i>	<i>Calamity loan</i>	<i>7</i>	<i>0.205M</i>
	<i>No. of employees</i>	<i>Value (Php)</i>										
<i>Calamity assistance</i>	<i>9</i>	<i>0.155M</i>										
<i>Calamity loan</i>	<i>7</i>	<i>0.205M</i>										

(b) State the company’s training and development programs for its employees in 2015. Show the data.

2015 Leadership Courses (under Leadership Academy)	No. of Graduates
<i>Self-Discovery for Excellence (2 Runs)</i>	<i>38</i>
<i>Coaching for Peak Performance</i>	<i>23</i>

<i>Engineering the Performance System</i>	21
<i>Critical Thinking Skills</i>	36
<i>Basic Management Program</i>	32
<i>5 Choices for Extraordinary Productivity (2Runs)</i>	52

2015 Liberal Studies Academy	No. of Graduates
<i>Media Foundations</i>	36
<i>Adventures in Cinema and TV</i>	34
<i>Appreciative Inquiry</i>	27

2015 Moving Images Academy	No. of Graduates
<i>Self-Discovery for Creatives</i>	28
<i>TV Production 101: PA Training (3 Runs)</i>	53

2015 Journalism Academy	No. of Graduates
<i>The Broadcast Voice: Speech and Delivery</i>	36
<i>Broadcast Journalism</i>	35
<i>Media Law and Ethics</i>	30
<i>Big Data Journalism</i>	19

2015 Digital Academy	No. of Graduates
<i>Introduction to Search Engine Optimization (2 Runs)</i>	60
<i>Digital 101 Toolkit for Sales</i>	41
<i>Content Marketing and Pitching Digital for Sales</i>	41

2015 Service Excellence Academy	No. of Graduates
<i>Kapamilya Experience Excellence Program</i>	28
<i>Winning Customer Loyalty</i>	25

In addition to the above, the below programs were also conducted:

- 1) 270 employees went through the face-to-face New Employee Orientation;
- 2) 467 employees completed enrollments in the mandatory New Employee Orientation e-learning courses. The New Employee Orientation e-learning courses are composed of the following: Code of Conduct, Information Security, Safety Orientation, Security Orientation, Performance Management System and Kumusta Bagong Kapamilya;
- 3) 601 enrollments were also completed in other e-learning courses. Of the regular e-Learning courses, the most recognized courses taken are as follows, Social Media 101, Understanding TV Ratings, Social Media 101.
- 4) For Faculty Development program, 24 employees attended the Instructional Design Workshop and 20 employees completed the Train the Trainer Workshop of the ABS-CBN University's six academies in the year 2015.

There were also special workshops or summits extended to employees namely:

- 1) 275 employees who participated in the Digital Summit (face-to-face);
- 2) 91 managers/leaders who joined the Leadership Story Telling sessions with ABS-CBN leaders as key speakers (Robert G. Labayen and Antonio "March" S. Ventosa)
- 3) 672 managers who attended sessions for Succession Planning and General Competency Cascade to learn the 5 new general competencies and succession planning initiatives in time for performance review.
- 4) 16 employees of the Global Leadership Team completed the 3-day workshop, Coaching and IDP Workshop conducted in SFO

F. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
Lopez, Inc.	480,933,747 common	56.5%	None
Lopez, Inc.	987,130,246 preferred	98.71%	None
ABS-CBN Holdings	328,456,200 common	38.6%	None

G. RIGHTS OF STOCKHOLDERS

Dividends

Declaration Date	Record Date	Payment Date
March 5, 2015	March 20, 2015	April 20, 2015

1. Date of sending out notices: *March 31, 2015*
2. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
<i>Approval of Minutes of the Annual Stockholders Meeting Held on May 14, 2014</i>	100%	-	-
<i>Election of the Directors</i>	100%	-	-
<i>Approval of the Acts of the BOD, Executive Committee and</i>	100%	-	-

<i>Management for the period January 1, 2011 to December 31, 2011</i>			
<i>Appointment of external auditor</i>	100%	-	-
<i>Merger of certain subsidiaries with the Company</i>	100%	-	-

(a) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	<i>*See Enumeration Below</i>	<i>April 24, 2015</i>	<i>Viva Voce</i>	<i>0.05%</i>	<i>96,03%</i>	<i>96.08%</i>

The following directors were present during the annual stockholders' meeting held on April 24, 2015: Eugenio Lopez III, Augusto Almeda-Lopez, Ma. Rosario Santos-Concio, Oscar M. Lopez, Presentacion L. Psinakis, Federico M. Garcia, Salvador G. Tirona, Antonio Jose U. Periquet and Emmanuel S. De Dios. The following officers were present during the said stockholders' meeting: Carlo L. Katigbak, Mario Luza Bautista, Jose Agustin C. Benitez, Jr. Philip L. Berba, Jr., Aldrin M. Cerrado, Higinio T. Dungo, Dino J. Laurena, Donald Patrick L. Lim, Martin L. Lopez, Raymund T. Miranda, Rodrigo P. Montinola, Mario Carlo P. Nepomuceno, Luis Paolo M. Pineda, Cesar Poblador, Enrique I. Quiason, Regina E. Reyes, Ma. Lourdes N. Santos, Vivian Y. Tin, Rolando P. Valdueza, Antonio S. Ventosa, Ma. Socorro V. Vidanes and Fernando V. Villar.

(b) Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	5,612
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	<i>March 31, 2015</i>
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<i>March 31, 2015</i>