



SECURITIES AND EXCHANGE COMMISSION

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2020**
2. SEC Identification Number **1803**
3. BIR Tax Identification No. **000-406-761-000**
4. Exact name of issuer as specified in its charter **ABS-CBN Corporation**
5. **Philippines** (SEC Use Only)
Province, Country or other jurisdiction of
incorporation or organization Industry Classification Code:
7. **ABC-CBN Broadcast Center** **1103**
Sgt. Esguerra Ave. cor. Mother Ignacia St. Postal Code
Quezon City
Address of principal office
8. **(632) 415-2272**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.



INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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The Board's Governance Responsibilities

Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

Recommendation 1.1

1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	References: Pages 30-32 of the 2020 Annual Report	
2. Board has an appropriate mix of competence and expertise.	Compliant	https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	Pages 13-16 of the 2020 Definitive Information Statement, which specifies the background and experiences of each board director. https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459	

Recommendation 1.2

1. Board is composed of a majority of non-executive directors.	Compliant	The board is composed of 10 non-executive directors.	
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		<p>References:</p> <p>Pages 30-32 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p> <p>Pages 17-20 of the 2020 Definitive Information Statement and Result of 2020 Annual Stockholders' Meeting https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/results-of-annual-stockholders-meeting-2020/id-458</p>	
Recommendation 1.3			
<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>The policy on training of directors is contained in the following references:</p> <ol style="list-style-type: none"> 1. Pages 15-16 of the Revised Manual on Corporate 	

		<p>Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>2. Pages 6-7 of The Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>The orientation program and annual continuing training are in the following references:</p> <p>1. Pages 15-16 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>2. Pages 6-7 of The Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>1. Pages 15-16 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>2. Pages 6-7 of The Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25</p>	

		<p>3. Page 71 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>4. Page 46 of the 2020 Annual Report - https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The board's policy on board diversity is in the following reference: Page 4 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its	Compliant	The company has a policy on board diversity.	

<p>board diversity and reports on progress in achieving its objectives.</p>		<p>Reference: Page 4 of the Revised Manual on Corporate Governance https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Diversity in age, skills, competence and knowledge are achieved based on the individual backgrounds of our directors.</p> <p><u>Age Ranges:</u> 45-60 years old: 4 directors 61-70 years old: 3 directors 71 years old and up: 4 directors</p> <p><u>Skills / Sectors:</u> Business Information Technology Public Administration Finance Economics Environment Media and Entertainment</p> <p>References: Pages 30-32 of the 2020 Annual Report</p>	
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		<p>https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p> <p>Pages 17-20 of the 2020 Definitive Information Statement, which specifies the background and experiences of each board director.</p> <p>https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Our Corporate Secretary is Atty. Enrique I. Quiason. He is not the Compliance Officer and he is not a member of the board of directors.</p> <p>References:</p> <ol style="list-style-type: none"> 1. Pages 36 and 45 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510 2. Pages 24 and 64 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459 	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>3. Page 4 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>4. Pages 9-10 of the Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25</p>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Our Compliance Officer (along with our directors and key officers) attended a four-hour training conducted by the Institute of Corporate Directors on October 23, 2020.</p> <p>Reference: Institute of Corporate Directors Certificate of Participation for Oct 23, 2020 Advanced Corporate Governance Training Certificate attached as Annex A</p>	

Optional: Recommendation 1.5



1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Non-compliant		The Corporate Secretary publishes the board meeting agenda at least three days before a board meeting.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Our Compliance Officer for the FY 2020 is Aldrin M. Cerrado. He was the Chief Financial Officer of ABS-CBN from 2013 to January 2021 and holds a rank of Vice-President, which is of an equivalent rank, position, with adequate stature and authority in the Corporation as a Senior Vice-President. He is not a member of the Board of Directors. References: 1. Pages 33 of the 2020 Annual Report - https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510 2. Page 12 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		



<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Our Compliance Officer (along with our directors and key officers) attended a four-hour training conducted by the Institute of Corporate Directors on October 23, 2020.</p> <p>Reference: Institute of Corporate Directors Certificate of Participation for Oct 23, 2020 Advanced Corporate Governance Training Certificate attached as Annex A</p>	
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Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company’s articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>The Directors are presented with Reports by Management so they may make decisions on a fully informed, in good faith, with due diligence and care, and in the best interest of the Corporation.</p> <p>References: 1. Pages 4-5 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-</p>	
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		<p>manual/revised-manual-on-corporate-governance/id-24</p> <ol style="list-style-type: none"> 2. Pages 7-8 of the Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25 3. Pages 28 and 64 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459 4. Pages 43-45 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510 <p>The Board was regularly provided by Management with reports on operations, financial condition and competition at Board Meetings. As an example, please see the attached Agenda of Board Meeting, with a portion on Management Reports, attached as "Annex B".</p>	
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Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The Board oversees the development, review and approval of the company's business objectives and strategy, as well as, its implementation.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>References:</p> <ol style="list-style-type: none"> 1. Pages 4-5 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24 2. Pages 7-8 of the Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25 3. Pages 28 and 64 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459 4. Pages 45 of the 2020 Annual Report 	

		<p>https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p> <p>The Board was regularly provided by Management with reports on operations, financial condition and competition at Board Meetings. As an example, pls. see the attached minutes of the Board Meeting attached as Annex B and Annex F.</p>	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Non-compliant</p>		<p>We are in the process of updating our vision, but we have clear mission and core values.</p> <p>References:</p> <ol style="list-style-type: none"> Page 19-20 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510 Page 54 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-

			definitive-information-statement/id-459
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	The Board has adopted a Strategic Planning Process - https://www.abs-cbn.com/governance/policies/strategic-planning-policy/id-50	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The Chairman of the Board is Martin L. Lopez. He possesses all the qualifications and performs all the duties under the Revised Manual on Corporate Governance and Board Charter.</p> <p>References:</p> <ol style="list-style-type: none"> 1. Page 6 of Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24 2. Page 9 of the Board Charter - https://www.abs-cbn.com/governance/corporate-governance- 	

		<p>manual/abs-cbn-board-charter/id-25</p> <p>3. Pages 18 and 64 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>4. Page 30 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The Board has constituted a Succession Planning Committee which responsibilities, are embodied in the Succession Planning Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/the-succession-planning-committee-charter/id-75	
2. Board adopts a policy on the retirement for directors and key officers.	Non-compliant		The company has a policy on the retirement of key officers, but does not yet have one for directors.

		The Succession Planning process is outlined here - https://www.abs-cbn.com/governance/policies/succession-planning/id-51	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The Board approves the Variable Pay design for both executives and non-executives of the company. The Variable Pay is linked to both company and employee performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The Board approves the Variable Pay design for both executives and non-executives of the company. The Variable Pay is linked to both company and employee performance.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Each individual director does not participate in the approval of his own remuneration.	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The Board approves a Variable Pay structure for senior executives.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term	Compliant	The Company has a Variable Pay structure which pays bonuses and salary increases based on performance of the company and	



interest, such as claw back provision and deferred bonuses.		performance ratings of the executives.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>The Board has adopted a nomination and election policy, which is adopted in accordance with the Revised Manual on Corporate Governance. The nomination and election policy states that all nominations are accepted from shareholders regardless of the number of shareholdings. The screening and shortlisting of candidates is provided. The assessment process is indicated in the policy. The qualities of the nominees are vetted vis-à-vis the strategic direction of the company.</p> <p>References:</p> <p>Page 5 of the Revised Manual on Corporate Governance – https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Nomination and Elections Committee Charter - <a 221="" 55="" 901="" 919"="" data-label="Page-Footer" href="https://www.abs-cbn.com/governance/board-</p> </td> <td></td> </tr> <tr> <td>2. Board nomination and election policy is disclosed in the company’s Manual on Corporate Governance.</td> <td>Compliant</td> <td></td> </tr> <tr> <td>3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.</td> <td>Compliant</td> <td></td> </tr> <tr> <td>4. Board nomination and election policy includes how the board shortlists candidates.</td> <td>Compliant</td> <td></td> </tr> <tr> <td>5. Board nomination and election policy includes an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement of a director.</td> <td>Compliant</td> <td></td> </tr> <tr> <td>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</td> <td>Compliant</td> <td></td> </tr> </table> </div> <div data-bbox="> <p>SEC Form – I-ACGR * Updated 21Dec2017</p> </p>	

		committees-and-charter/nominations-and-elections-committee-charter/id-29 Nomination and Election Policy - https://www.abs-cbn.com/governance/board-committees-and-charter/nominations-and-elections-policy/id-30	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	The company makes use of the network and database of the Institute of Corporate Directors as an external source of candidates to the Board. Reference: Last paragraph of the Nomination and Election Policy - https://www.abs-cbn.com/governance/board-committees-and-charter/nominations-and-elections-policy/id-30	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party	Compliant	The Revised Manual on Corporate Governance states that the board shall have this overall responsibility.	



<p>transactions (RPTs) and other unusual or infrequently occurring transactions.</p>		<p>Reference: Page 5 of the Revised Manual on Corporate Governance – https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>The Corporation has formalized its RPT policy and submitted the same to SEC and PSE in October 2019.</p> <p>https://www.abs-cbn.com/governance/policies/related-party-transactions-policy-of-abs-cbn-corporo/id-96</p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>The Corporation’s RPT policy covers all entities within the group.</p> <p>https://www.abs-cbn.com/governance/policies/related-party-transactions-policy-of-abs-cbn-corporo/id-96</p>	
<p>Supplement to Recommendations 2.7</p>			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be</p>	<p>Compliant</p>	<p>These thresholds are defined in the Corporation’s RPT policy.</p> <p>https://www.abs-cbn.com/governance/policies/related-party-transactions-policy-of-abs-cbn-corporo/id-96</p>	

<p>disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>		<p>ed-party-transactions-policy-of-abs-cbn-corporation/id-96</p> <p>All RPTs are disclosed, despite its categorization. 2020 Definitive Information Statement – https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Note 23 of the 2020 Annual Report and AFS https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders’ meetings.</p>	<p>Compliant</p>	<p>The RPT policy provides that should the majority vote of the independent directors is not obtained, the 2/3 of shareholders may ratify the RPT.</p> <p>https://www.abs-cbn.com/governance/policies/related-party-transactions-policy-of-abs-cbn-corporation/id-96</p>	
<p>Recommendation 2.8</p>			



<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>The Board approves the selection of Management led by the CEO, and heads of other control functions.</p> <p>References:</p> <p>Page 5 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Results of the 2020 Organizational Meeting dated September 24, 2020 – please see Edge Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>The Board has in place an annual performance assessment process of the CEO and the heads of the other control functions.</p> <p>Reference: Page 17 of the Revised Manual on Corporate Governance https://www.abs-cbn.com/governance/corporate-governance-manual/revised-</p>	

		<p>manual-on-corporate-governance/id-24</p> <p>The Board conducted a performance assessment of the CEO, Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive in December 2020.</p> <p>The Office of the Corporate Secretary handed out the assessment forms, discussed the process, and summarized the results.</p> <p>Pages 55 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Non-compliant</p>		<p>The company has a performance management framework for Management and rank and file, but it is not yet overseen or administered by the Board.</p>
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Non-compliant</p>		<p>The company has a performance management framework for Management and rank and file, but it is not yet overseen or administered by the Board.</p>

Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The Board oversees that an appropriate internal control system is in place. The Company has an Internal Audit Department. Conflicts of interest are disclosed.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>References:</p> <p>Page 5 of the Revised Manual on Corporate Governance – https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p> <p>Conflict of Interest Disclosure Form – attached as Annex C.</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>The Board has adopted an Audit Committee Charter, through the Audit Committee.</p> <p>Reference:</p>	



		Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The Board and Management are guided by and make use of the COSO and the ISO 31000 ERM (Assess, Improve and Monitor Method) frameworks. The minutes of the regular Board meetings indicate the various phases of our risk mgt. framework journey. Please also see page 5 of the Revised Manual on Corporate Governance.	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary roles.	Compliant	The Board has adopted a Board Charter in 2018. Reference: Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			

1. Board has a clear insider trading policy.	Compliant	<p>The Board and the Company has an insider trading policy.</p> <p>Reference: Insider trading policy - https://www.abs-cbn.com/governance/policies/insider-trading-policy/id-48</p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Non-compliant		The company is looking into developing a policy on not allowing or limiting granting of loans to directors.
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>All decisions involving the businesses and properties of the company require board approval or are delegated to key officers.</p> <p>References: Article 3 Item 1 of the Company's By-Laws (and Section 23 of the Corporation Code of the Philippines). https://www.abs-cbn.com/governance/abs-cbn-corporation-by-laws-amended-as-of-2011/id-3</p> <p>Material transactions approved by the board are disclosed to the SEC and PSE through 17-C.</p>	

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board’s functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>The Board has established eight committees, namely:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Compensation Committee 3. Compensation Committee for the Chairman and Chief Executive Officer 4. Corporate Governance Committee 5. Nomination and Election Committee 6. Risk Management Committee 7. Programming Committee 8. Succession Planning Committee <p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p>	
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		<p>Page 46-47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>The Board has established an Audit Committee to perform the duties required for corporate governance.</p> <p>References:</p> <p>Page 13 of the Revised Manual on Corporate Governance – https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p> <p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.</p>	

		<p>do?edge_no=030c7da3daeb97b50de8473cebbd6407</p> <p>Audit Committee Charter – https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p> <p>Report of the Audit Committee for 2020 - https://www.abs-cbn.com/governance/reports</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p>The Audit Committee is composed of the following:</p> <ol style="list-style-type: none"> 1. Mr. Antonio Jose U. Periquet – Chairman, Lead Independent Director 2. Mr. Emmanuel S. De Dios – Member, Independent Director 3. Mr. Salvador G. Tirona - Member <p>References:</p> <p>Page 13 of the Revised Manual on Corporate Governance – https://www.abs-cbn.com/governance/corporate-governance-manual/revised-</p>	

		<p>manual-on-corporate-governance/id-24</p> <p>Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p> <p>Results of the 2020 Organizational Meeting dated September 24, 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p> <p>Audit Committee Charter – https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>The members of the audit committee have backgrounds in accounting, audit and finance.</p> <p>References:</p> <p>Page 47 and 51 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-</p>	

		reports/latest-annual-report/2020-annual-report/id-510	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-compliant		<p>Mr. Antonio Jose U. Periquet, Chairman of the Audit Committee, is not the Chairman of the Board but the Chairman of the Corporate Governance Committee.</p> <p>References:</p> <p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edg_no=030c7da3daeb97b50de8473cebbd6407</p> <p>Page 47 and 51 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>The Audit Committee pre-approves all audit and non-audit services of SG & Co., the external auditor.</p> <p>References:</p> <p>2020 Audit Committee Report - https://www.abs-cbn.com/governance/reports/audit-committee-reports/2020-audit-committee-report/id-110</p>	

		Page 51 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee conducted meetings with the external audit team. <p style="text-align: center;">ABS-CBN CORPORATION Audit Committee Meeting will be held on Thursday, November 19, 2020, 2:30pm to 4:30pm via Zoom</p> <p style="text-align: center;">AGENDA</p> <p style="text-align: center;">I. Executive Session with SGV 2:30 to 2:45PM</p> See attached Notices of Meeting, attached as Annex D-1	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee met four times in 2020, pls. see the attached Notices of Meeting, attached as Annexes "D-1, D-2, D3, D-4"	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	The Audit Committee approved the appointment of Ms. Carmela Grace Del Mundo as Chief Audit Executive. Please see attached Audit Committee's Certificate, attached as Annex "E" .	
Recommendation 3.3			

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>In 2018, the Board established a Corporate Governance Committee.</p> <p>References:</p> <p>Page 15 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p> <p>Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-compliant</p>		<p>The Corporate Governance Committee is composed of three members, two of which are independent directors. The Company only has two independent directors.</p>



			Mr. Antonio Jose U. Periquet – Chairman, Lead Independent Director Mr. Emmanuel De Dios – Member, Independent Director Maria Luza Bautista - Member
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	The Chairman of the Corporate Governance Committee is an independent director, Mr. Antonio Jose U. Periquet. Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Non-Compliant		The Corporate Governance Committee was not able to meet in 2020.
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Board has established a separate Board Risk Oversight Committee (BROC) which is responsible for the oversight of the company's Enterprise Risk Management system. References: Page 15 of the Revised Manual on Corporate Governance – https://www.abs-cbn.com/governance/corporate-	

		<p>governance-manual/revise-manual-on-corporate-governance/id-24</p> <p>Risk Committee Charter – https://www.abs-cbn.com/governance/board-committees-and-charter/risk-management-committee-charter/id-28</p> <p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p> <p>Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Non-compliant</p>		<p>The Risk Committee is composed of four members, the Chairman being an independent director:</p> <p>Mr. Emmanuel De Dios – Chairman, Independent Director Mr. Federico R. Lopez – Member Mr. Salvador G. Tirona – Member Mr. Martin L. Lopez - Member</p>

			<p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p> <p>Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Compliant	<p>Mr. De Dios, Chairman of the Risk Committee is not the Chairman of the Board or of any other committee.</p> <p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p> <p>Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Mr. Martin Lopez, member of the Risk Committee, has extensive experience in risk management, particularly in the field of Information</p>	

		<p>Technology, previously holding the position of Chief Information Officer.</p> <p>Reference: Pages 18 and 64 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Page 30 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 3.5			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<p>The Risk Management Committee reviews related party transactions. However, for those breaching the 10% materiality threshold, the RPT is reviewed and approved by the Board.</p> <p>References: Pages 14-15 of the Revised Manual on Corporate Governance – https://www.abs-cbn.com/governance/corporate-governance-manual/revise</p>	

		<p>manual-on-corporate-governance/id-24</p> <p>Risk Committee Charter – https://www.abs-cbn.com/governance/board-committees-and-charter/risk-management-committee-charter/id-28</p> <p>RPT Policy – https://www.abs-cbn.com/governance/policies/related-party-transactions-policy-of-abs-cbn-corporo/id-96</p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Non-compliant</p>		<p>The Risk Committee is composed of four members, the Chairman being an independent director and all being non-executive directors:</p> <p>Mr. Emmanuel De Dios – Chairman, Independent Director Mr. Federico R. Lopez – Member Mr. Salvador G. Tirona – Member Mr. Martin L. Lopez - Member</p> <p>Results of the 2020 Organizational Meeting dated September 24 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edg_no=030c7da3daeb97b50de8473ceb9d6407</p>

			Page 47 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	All established committees have their respective committee charters stating their individual purposes, membership, structure, operations, reporting process, resources and relevant information, with standards for evaluation.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	Reference: https://www.abs-cbn.com/governance/board-committees-and-charter	
3. Committee Charters were fully disclosed on the company's website.	Compliant	All committee charters are fully disclosed in the company website. Reference: https://www.abs-cbn.com/governance/board-committees-and-charter	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board,	Compliant	The directors attend and actively participate in all meetings of the	



<p>Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>		<p>Board. Please see the attached minutes of the Board Meeting showing the attendance of directors and their participation, attached as Annex "F".</p> <p>Videoconferencing is conducted in accordance with the rules and regulations of the Commission</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	Compliant	<p>All members of the Board were given company-issued iPads containing meeting materials and are given copies of the meeting materials.</p>	
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	Compliant	<p>As an example, please see the attached minutes of the Board Meeting, attached as Annex "F", showing that the directors asked questions or sought clarifications and explanations.</p>	
<p>Recommendation 4.2</p>			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	Non-compliant		<p>Mr. Periquet, our lead independent director, serves in more than 5 publicly-listed companies. However, this did not deter him from performing his duties and in fact, was able to attend 100% of the Board meetings for 2020.</p>
<p>Recommendation 4.3</p>			



1. The directors notify the company's board before accepting a directorship in another company.	Compliant	The directors submit written notification before accepting a directorship in another company.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p>Our executive director, Mr. Carlo Katigbak, only serve in two publicly listed companies which are ABS-CBN Corporation and SSI Group, where he serves as an Independent Director.</p> <p>Page 48 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The meetings of the board of directors are scheduled and held every last Thursday of the month. This is set before the start of the financial year.	
3. Board of directors meet at least six times during the year.	Compliant	<p>There were fourteen (14) Board Meetings in 2020, please see disclosure letter of the Corporate Secretary to the SEC attesting to the number of board meetings https://edge.pse.com.ph/openDiscViewer.do?edge_no=a12cc1fbd75e478d5d542af6f1e997b9</p> <p>Page 45 of the 2020 Annual Report</p>	

		https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant		A quorum consists of a majority of the entire membership of the Board, pls. see page 6 of the Amended By-Laws of the company. http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2011/
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-compliant		<p>The company is currently considering to add more independent directors for 2021, in compliance with the Revised Corporation Code. The Company has a Board of Advisors that provides guidance to the Board of Directors.</p> <p>Results of the 2020 Organizational Meeting dated September 24, 2020 – please see PSE Disclosure https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473ceb6407</p> <p>Page 44 of the 2020 Annual Report</p>



			https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Mr. Periquet and Mr. De Dios, our independent directors possess all the qualifications and none of the disqualifications to become independent directors.</p> <p>Reference:</p> <p>Pages 7-9 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Pages 3-6 of the Board Charter - https://www.abs-cbn.com/governance/corporate-governance-manual/abs-cbn-board-charter/id-25</p> <p>Pages 20, 62-63 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-</p>	

		stockholders-meeting/2020-definitive-information-statement/id-459 Page 44 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	There are no such agreements, by-laws provisions or other arrangements that constrain the directors' ability to vote independently.	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	The company's Revised Manual on Corporate Governance and the 2020 Annual Report provide that the independent directors serve for a cumulative term of 9 years. In 2020, Mr. Periquet and Mr. De Dios has served for a cumulative period of seven years. References: Page 9 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revise	

		manual-on-corporate-governance/id-24 Page 44 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	The nine-year term limit is upheld by the company. References: Page 9 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24 Page 44 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	This principle is followed by the Company. References:	

		<p>Page 9 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Page 44 of the 2020 Definitive Information Statement – https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>Mr. Martin Lopez is the Chairman of the Board. Mr. Carlo Katigbak is the Chief Executive Officer.</p> <p>Reference: Page 6 of the Revised Manual In Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Page 45 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-</p>	

		reports/latest-annual-report/2020-annual-report/id-510	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>The Chairman of the Board and the Chief Executive Officer have clear, distinct and defined responsibilities.</p> <p>Reference: Page 6 of the Revised Manual In Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Page 45 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>Mr. Periquet is the Lead Independent Director, and performs his duties as such in accordance with the Revised Manual on Corporate Governance.</p> <p>Reference: Page 9-10 of the Revised Manual In Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-</p>	



		manual-on-corporate-governance/id-24 Page 32 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	In 2020, there were was no instance involving a director with a material interest in a transaction affecting the company.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant		The non-executive directors did not hold a meeting with the external auditor and heads of the internal audit, compliance and risk functions in 2020
2. The meetings are chaired by the lead independent director.	Non-Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Ms. Charo Santos-Concio served as the company's CEO from Jan. 1, 2013 to Dec. 31, 2015. Mr. Carlo L. Katigbak is CEO since Jan. 1, 2016. Ms. Santos-Concio is currently a member of the Board of Advisors.	

Principle 6: The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	The Board has instituted a self-assessment process which is codified in the Revised Manual on Corporate Governance.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant	The Board conducted the self-assessment for the Board, its individual members, the Chairman, CEO and key officers, and the committees in December 2020. Reference: Pages 16-17 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24 Page 55 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Compliant	This principle is included in the Revised Manual on Corporate	

		<p>Governance and will be implemented every three years starting from 2018. The company plans to have this assessment facilitated by an external facilitator in 2021.</p> <p>Reference:</p> <p>Pages 16-17 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	
<p>1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p>	<p>Compliant</p>	<p>The Revised Manual on Corporate Governance has determined the minimum criteria and process to determine the performance of the Board, individual directors and committees. It also allows for a feedback mechanism from shareholders.</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>Reference:</p> <p>Page 16-17 of the Revised Manual on Corporate Governance -</p>	

		https://www.abs-cbn.com/governance/corporate-governance-manual/revise-manual-on-corporate-governance/id-24	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	The company has Code of Conduct and a Code of Ethics. References: Code of Conduct - https://www.abs-cbn.com/governance/policies/code-of-conduct/id-43 Code of Ethics - https://www.abs-cbn.com/governance/policies/code-of-ethics/id-44	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	This is part of the onboarding of all directors, managers and employees of the company. The Code of Conduct and the Code of Ethics are also available for download/viewing on our website.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Please refer to https://www.abs-cbn.com/governance/policies	

		https://www.abs-cbn.com/governance/policies/code-of-conduct/id-43	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Code of Conduct provides clear and strict policies and procedures in penalizing any form of bribery. Reference: Page 9 of the Code of Conduct - https://www.abs-cbn.com/governance/policies/code-of-conduct/id-43	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	The Human Resources (HR) Department assists the Board and Senior Management in the proper handling of cases of violations. HR provides supervisors/managers with guidance and direction, and reviews decisions, in accordance with due process. A comprehensive orientation of new employees on the Code of Conduct and other rules and regulations of the company is key to ensuring compliance. Significant audit findings are reported to the Board, through the Audit	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		



		Committee, notice of meeting is attached as Annex D-4 .	
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Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>The Board has embodied in its Revised Manual on Corporate Governance the importance of fair, accurate and timely disclosure. It has appointed a Chief Compliance Officer who also heads the Investor Relations function. The Board adopts the disclosure rules of the Philippine Stock Exchange and Securities and Exchange Commission.</p> <p>Reference:</p> <p>Pages 18-19 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial</p>	<p>Non-Compliant</p>		<p>Financial documents are published on the company website and submitted to the PSE. The annual financial statement</p>
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<p>statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>			<p>is likewise distributed to the stockholders during the ASM.</p> <p>2019 Annual Report and Q1 2020 reports were filed on August 20, 2020 due to delays in the preparation of the financial statements caused by the community quarantines and the non-renewal of the franchise of the Corporation.</p> <p>References: <u>2020 First Quarter Report</u> – filed with the PSE and SEC on August 20, 2020 - https://edge.pse.com.ph/openDiscViewer.do?edge_no=cd6eb355bee3457b0de8473ceb6407</p> <p><u>2020 Second Quarter Report</u> – filed with the SEC on August 20, 2020 - https://edge.pse.com.ph/openDiscViewer.do?edge_no=a2b91a587c9d3dce0de8473ceb6407</p> <p><u>2020 Third Quarter Report</u> – filed with the SEC on November 16, 2020 - https://edge.pse.com.ph/openDiscViewer.do</p>
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			<p>o?edge_no=49f8bd6e9cead8180de8473ceb bd6407</p> <p>2020 Annual Report - filed with the SEC on June 8, 2021- https://edge.pse.com.ph/openDiscViewer.do?edge_no=3047baefc1c40e4f5d542af6f1e997b9</p>
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	Non-compliant		<p>The Annual Report discloses key risks relating to the company (17-A, Business Overview, sec. 1.11). The risks related to the identity of controlling shareholders, cross-holdings, and imbalances between the controlling shareholders' voting power and equity position, are not viewed by the company as a key risk. However, the Annual Report contains information on security ownership of certain beneficial owners and of Management, and disclosures on certain relationships and related transactions (17-A, sec. 1.10 referring to Note 4 to the audited financial statements), which provides an investor with ample information for risk assessment.</p>
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	Compliant	<p>The company has a policy on disclosure of directors and officers of dealings in company's shares within 3 business days.</p>	
<p>2. Company has a policy requiring all officers to disclose/report to the company any</p>	Compliant	<p>References:</p>	



<p>dealings in the company's shares within three business days.</p>		<p>Page 19 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Insider Trading Policy - https://www.abs-cbn.com/governance/policies/insider-trading-policy/id-48</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>The Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders through the filing of Statement of Changes in Beneficial Ownership of Securities (Form 23-B), proper disclosure through Public Ownership Report, List of Top 100 Stockholders, and Annual Report (17-A), as of December 31, 2020. There was no share buy-back in 2020.</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any</p>	<p>Compliant</p>	<p>The individual board members' experiences and qualifications, and assessment of any potential conflicts of interest, are fully disclosed.</p>	



<p>potential conflicts of interest that might affect their judgment.</p>		<p>Reference:</p> <p>Pages 17-20 of the 2020 Definitive Information Statement – https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Page 30-32 of the 2020 Annual Report</p> <p>https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>The individual key executives' experiences and qualifications, and assessment of any potential conflicts of interest, are fully disclosed.</p> <p>Reference:</p> <p>Pages 21-24 of the 2020 Definitive Information Statement – https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	

		Pages 33-36 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Each board director receives a set amount of ₱40,000 per board meeting and ₱20,000 per committee meeting attended. In terms of profit sharing and bonuses, the total yearly compensation of directors shall not exceed 10 percent of the net income before income tax of the Company during the preceding year. References: Page 38 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
2. Company provides a clear disclosure of its policies and procedure for setting	Compliant	In our 2016 Annual Corporate Governance Report, the policy and procedure is disclosed as follows:	

<p>executive remuneration, including the level and mix of the same.</p>		<p>Executive officers receive a fixed remuneration and variable remuneration.</p> <p>For the fixed remuneration,</p> <ul style="list-style-type: none"> a. The company's Head of Corporate Services Group (CSG), reviews the fixed remuneration (including salary and benefits) of the CEO. This is benchmarked against the available market data on similar organizations. The fixed remuneration of the CEO may likewise be adjusted, if the company has met its financial targets for the preceding year. <p>Upon the determination of the need for remuneration adjustment, the Head of CSG shall request the Corporate Secretary to convene the Compensation Committee for the Chairman and CEO, where he would present recommendation for approval.</p> <ul style="list-style-type: none"> b. The fixed remuneration of the top 4 highest paid management officers may be 	
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		<p>adjusted, if the company has met its financial targets for the previous year. The salary adjustment shall be based on the actual financial performance of the company and the subject officer's performance appraisal covering the preceding year.</p> <p>For Variable Remuneration/Pay: The annual variable pay plan provides incentives for achieving target performance measures. The variable pay given to the CEO and executives is based on the actual financial performance of the company and the subject officer's individual performance appraisal. The variable pay is expressed as a percentage of the monthly base salary.</p> <p>Stock Option Plan: On February 22, 2017, the Board of Directors approved an Employee Stock Purchase Plan and an Executive Stock Purchase Plan. The stockholders unanimously approved the Stock Purchase Plans on April 6, 2017, and the Securities and Exchange Commission (SEC) resolved</p>	
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		<p>that the issuance of said shares is exempt from the registration requirement, pursuant to Section 10.2 of the Securities and Regulation Code, on September 28, 2017.</p> <p>References: Page 26-28 of the 2020 Definitive Information Statement – https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Page 27 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p>The aggregate remuneration of the CEO and top 4 most highly compensated is disclosed in:</p> <ol style="list-style-type: none"> 1. Page 26 of the 2020 Definitive Information Statement – https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders- 	

		<p>meeting/2020-definitive-information-statement/id-459</p> <p>2. Pages 37-38 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>References: Related Party Transactions Policy – https://www.abs-cbn.com/governance/policies/related-party-transactions-policy-of-abs-cbn-corporo/id-96</p> <p>Risk Management Committee Charter – https://www.abs-cbn.com/governance/board-committees-and-charter/risk-management-committee-charter/id-28</p> <p>Note 23 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	



2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Note 23 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Conflicts of Interest are disclosed through the Conflict of Interest Disclosure Form (Attached as Annex C)	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	RPTs always form part of the annual audited financial statements (See Note 23 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510 to ensure that they are fair and at arms' length.	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	The company adopts the PSE disclosure rules and submit full, fair, accurate and timely disclosure of every material fact or even that occur. http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=114 There was no acquisition or disposal of significant assets in 2020.	



2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	In the past, the company appointed independent parties like ING and SGV to evaluate the fairness of transaction prices.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>The company adopts the PSE disclosure rules and submit full, fair, accurate and timely disclosure of every material fact or even that occur.</p> <p>http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=114</p> <p>There were no such agreements in 2020.</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>Please refer to our Revised Corporate Governance Manual</p> <p>https://www.abs-cbn.com/governance/corporate-governance-manual/revise-manual-on-corporate-governance/id-24</p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant	Our Corporate Governance Manual was submitted to SEC in May 2017.	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The Company submitted its updated MCG to the SEC and PSE last year	

		through its 2018 I-ACGR as part of its annexes. https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		References: 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
a. Corporate Objectives	Compliant	a. Corporate Objectives - Page 19-20 of the 2020 Annual Report.	
b. Financial performance indicators	Compliant	b. Financial Performance Indicators – Page 29 of the 2020 Annual Report.	
c. Non-financial performance indicators	Compliant	c. Non-financial performance indicators - Pages 53 of the 2020 Annual Report.	
d. Dividend Policy	Compliant	d. Dividend Policy – Page 23 and 49 of the 2020 Annual Report.	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors' meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		

		<p>e. Biographical details - Pages 30-32 of the 2020 Annual Report.</p> <p>f. Attendance details - Page 45 of the 2020 Annual Report.</p> <p>g. Total remuneration - Page 38 of the 2020 Annual Report</p>	
<p>2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.</p>	Compliant	<p>The company submitted its Integrated-Annual Corporate Governance Report (I-ACGR) for 2020, which embodies its compliance with the Code of Corporate Governance, and where there is non-compliance, identifies and explains reason for each such issue.</p> <p>Reference:</p> <p>2020 Annual Report page 43, 55 https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.</p>	Compliant	<p>The Board has regular monthly meetings, as much as possible, to review the performance of the Company and its subsidiaries, approve any pertinent plans, budgets, and financial statements, set guidelines for management, and</p>	

		<p>discuss any various matters requiring Board attention and approval. Any member of the Board may ask management to give special reports on and analysis of certain issues.</p> <p>Reference: 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p>	<p>Compliant</p>	<p>The 2020 Audit Committee Report has a statement on the adequacy of the company's internal controls/risk management systems.</p> <p>References: Page 51 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510 2020 Audit Committee Report - https://www.abs-cbn.com/governance/reports/audit-committee-reports/2020-audit-committee-report/id-110</p>	

<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>Compliant</p>	<p>The company discloses such key risk factors.</p> <p>Reference:</p> <p>Page 20 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p>Recommendation 9.1</p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>The Audit Committee has embodied in its charter the process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p> <p>References:</p> <p>Page 14 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	

		Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	<p>In the minutes of the meeting held on September 24, 2020, upon motion made and duly seconded, and there being no objection from any stockholder, the auditing firm of Sycip, Gorres, Velayo & Co. was retained as external auditor of the company.</p> <p>References:</p> <p>https://www.abs-cbn.com/investors/asm-2020/results-of-asm-2020/minutes-of-the-annual-stockholders-meeting-2020/id-464</p> <p>Page 28-29 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	The external auditor has not been removed. However, the company will disclose should there be change in accordance with the PSE Disclosure rules.	

Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>Page 14 of the Revised Manual on Corporate Governance states the policy of rotating the lead audit partner every five years.</p> <p>https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Page 28 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee’s responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor’s independence and objectivity; and iii. exercising effective oversight to review and monitor the 	Compliant	<p>These responsibilities are embodied in the Audit Committee Charter.</p> <p>Reference:</p> <p>Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	

<p>effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>			
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>The Audit Committee Charter provides that the Committee shall obtain reasonable assurance with respect to work of the external assurance providers.</p> <p>Page 7 of the Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	
<p>Supplement to Recommendations 9.2</p>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Compliant</p>	<p>The Audit Committee Charter provides that the Committee shall obtain reasonable assurance with respect to work of the external assurance providers.</p> <p>Page 7 of the Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>The Audit Committee Charter provides that the Committee shall obtain reasonable assurance with</p>	

		<p>respect to work of the external assurance providers.</p> <p>Page 7 of the Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	
Recommendation 9.3			
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>Non-Compliant</p>		<p>Non-audit fees are disclosed in the 2020 Annual Report, as well as the Audit Committee approves these non-audit services.</p> <p>Page 29 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>	<p>Compliant</p>	<p>Management presented to Audit Committee the nature of non-audit services and the corresponding fees, which the Audit Committee approved, as certified by the attestation of the Chief Audit Executive, attached as Annex "G".</p> <p>The Audit Committee stays alert for any potential conflict of interest by obtaining statement from the external auditor about their relationships with the Company, including the non-audit services performed in the past, and discuss</p>	

		<p>the information with the external auditors to review and confirm their independence.</p> <p>Reference: Pages 7 of the Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	
Additional Recommendation to Principle 9			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Non-Compliant		<p>Fees paid to SGV in 2020 were as follows: Php13,589,420 for audit services and Php25,962,697 for non-audit services.</p> <p>Reference: Page 28 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Sycip Gorres & Velayo (SGV) is duly accredited by the SEC under the Group A category with SEC Accreditation No. 0012-FR-5 (Group A)	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	SGV and Co. was subjected to SOAR in 2018.	

		<ol style="list-style-type: none"> 1) Date it was subjected to SOAR, if subjected – November 12-23, 2018 2) Name of the Audit Firm – SGV & Co. 3) Members of the engagement team inspected by SEC – The names of the members of the engagement team were provided to the SEC during the SOAR inspection. 	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>The Board has a clear and focused policy on the disclosure of non-financial information.</p> <p>References:</p> <p>2020 Sustainability Report - https://www.abs-cbn.com/sustainability/sustainability-report-2020/id-15e0b088-f01f-4113-a855-8bb398894580</p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Non-Compliant		<p>The company has adopted the GRI framework in 2019.</p> <p>Reference: Sustainability Report -</p>



			https://www.abs-cbn.com/governance/reports/sustainability-report/2019-sustainability-report/id-79
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	The company has media and analysts' briefings. References: Page 18 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:		The company discloses the following up-to-date information:	
a. Financial statements/reports (latest quarterly)	Compliant	a. Financial statements report – https://www.abs-cbn.com/governance/reports	
b. Materials provided in briefings to analysts and media	Compliant	b. Materials provided in briefings to analysts and media – https://www.abs-cbn.com/investors/events	
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		

e. Minutes of ASM and/or SSM	Compliant	c. Downloadable Annual Report - https://www.abs-cbn.com/investors/annual-reports	
f. Company's Articles of Incorporation and By-Laws	Compliant	<p>d. Notice of ASM and/or SSM – https://www.abs-cbn.com/investors/annual-stockholders-meeting</p> <p>e. Minutes of ASM – https://www.abs-cbn.com/investors/annual-stockholders-meeting</p> <p>f. Articles of Incorporation and By-Laws - https://www.abs-cbn.com/governance/articles-of-incorporation-as-amended-in-2014/id-2</p> <p>https://www.abs-cbn.com/governance/abs-cbn-corporation-by-laws-amended-as-of-2011/id-3</p>	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	<p>Corporate Governance - https://www.abs-cbn.com/governance</p> <p>Investor Relations - https://www.abs-cbn.com/investors</p>	

Main Website - <https://www.abs-cbn.com/corporate>

Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>The Company has an adequate and effective internal control system in place.</p> <p>Reference:</p> <p>Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>The company's leaders are guided by and make use of the COSO and the ISO 31000 ERM (Assess, Improve and Monitor Method) frameworks. The Board's Risk Management Committee meets twice a year and convenes annually for the Chief Risk Management Officer's Report. At the annual Board retreat, Risk Management, Business Continuity and Crisis Management are reviewed, discussed, updated and managed as part of the key strategic</p>	

		<p>initiatives of the company, and then are resourced accordingly.</p> <p>Reference:</p> <p>Page 48-49 and 70 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p>In 2020, the company's regulatory compliance would be predominantly compliance with the regulations of the National Telecommunications Commission in connection with the licenses granted the company. The Company's legal department has a dedicated team and program for ensuring compliance with NTC rules and regulations. The program entails regular monitoring (and thus is frequently reviewed) as Temporary Permits, Provisional Authorities, Certificates of Public Convenience and Necessity.</p> <p>Compliance with the Data Privacy Act has also been the focus in 2020.</p>	



Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The company has an Information Technology Service Continuity Management Standards and Plan. Reference: https://www.abs-cbn.com/governance/policies/it-service-continuity-management-standards-and-pla/id-49	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The company has in place an independent audit function. Reference: Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	In September 2020, Ms. Carmela Grace C. Del Mundo was appointed as Chief Audit Executive. References: September 24, 2020 Results of Organizational Meeting	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p>Ms. Del Mundo, as Chief Audit Executive is responsible for the internal audit activity of the company. However, there is no portion that is outsourced to a third party service provider.</p> <p>Reference:</p> <p>Audit Committee Charter - https://www.abs-cbn.com/governance/board-committees-and-charter/audit-committee-charter/id-27</p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	The company's internal audit activity is not outsourced.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	The company has a separate Risk Management Function which, identifies, assesses and monitors key risk exposures.	

		<p>Reference:</p> <p>Page 48-49 and 70 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Pages 20 and 50 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Supplement to Recommendation 12.4			
<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Compliant</p>	<p>The company has engaged SGV to assist in the development of an enterprise risk management framework and program. Pls. see page 70 of the 2020 Definitive Information Statement https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Page 50 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-</p>	

[reports/latest-annual-report/2020-annual-report/id-510](#)

Recommendation 12.5

<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p>	<p>Compliant</p>	<p>Mr. Raymund Martin T. Miranda is the Chief Risk Management Officer.</p> <p>His profile is at pages 22 and 70 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Page 35 the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Compliant</p>	<p>The CRO has the rank of Vice-President and has a separate department to support to fulfill his responsibilities.</p>	

Additional Recommendation to Principle 12

<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	<p>Non-Compliant</p>		<p>The 2020 Internal Audit Attestation is attached as Annex "H" as signed by the Chief Audit Executive as the Internal Audit reports directly to the Audit Committee.</p>
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Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The basic shareholder rights are disclosed in pages 19-20 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	The Revised Manual on Corporate Governance which contains the basic shareholder rights is disclosed in the company's website. https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	The company's common share has one vote for one share. Reference: Page 14 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459	

<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>All shareholders of the same class are treated equally.</p> <p>The equitable treatment of the shareholder is in page 62, 74-75 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>The voting procedure is in page 29 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	
<p>4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Non-compliant</p>		<p>The Corporation Code of the Philippines and the By-Laws of the company require only a majority vote, or 2/3 vote in certain instances, for corporate actions. The company has not adopted such supermajority mechanism since there is no law that requires it. http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2011/</p>
<p>5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Special meetings may be held upon written call signed by the shareholders of record. Pls. see Article 2 Section 3 of the By-Laws of</p>	

		the company. In 2020, no such call was made by any of the shareholders. http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2011/	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Minority shareholders have similar rights to all other shareholders and are given the right to nominate directors.</p> <p>Reference:</p> <p>Pages 19-22 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>The company has a transparent and specific dividend policy.</p> <p>References:</p> <p>Page 69 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	

Optional: Recommendation 13.1



<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>In the 2020 ASM, the company has already appointed an independent party to count and/or validate the votes at the ASM.</p> <p>Minutes of the 2020 Annual Stockholders' Meeting - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/minutes-of-the-annual-stockholders-meeting-2020/id-461</p>	
<p>Recommendation 13.2</p>			
<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Compliant</p>	<p>The Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information was sent at least 28 days before the meeting.</p> <p>PSE Disclosure - https://edge.pse.com.ph/openDiscViewer.do?edge_no=7830b22d1516e6df0de8473cebbd6407</p> <p>https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/notice-and-agenda-2020/id-460</p>	



Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Profiles of Directors are provided in pages 17-20 of the 2020 Definitive Information Statement https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459	
b. Auditors seeking appointment/re-appointment	Compliant	Auditors seeking re-appointment are provided in page 27 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459	
c. Proxy documents	Compliant	Proxy document is provided in page 11 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459	
Optional: Recommendation 13.2			

<p>1. Company provides rationale for the agenda items for the annual stockholders meeting</p>	<p>Compliant</p>	<p>The rationale of the agenda items for the Annual Stockholders' Meeting is provided in pages 8 to 10 of the Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	
<p>Recommendation 13.3</p>			
<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	<p>Compliant</p>	<p>The Results of the Annual or Special Stockholders Meeting and Results of the Organizational Meeting are disclosed with the PSE on the same day as the ASM</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=9a9b0aae4501015f0de8473cebbd6407</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=030c7da3daeb97b50de8473cebbd6407</p>	
<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>Compliant</p>	<p>The Minutes of the 2020 Annual Stockholders' Meeting were made available in the website within 5 business days.</p> <p>2020 Minutes - https://www.abs-cbn.com/investors/asm-2020/results-</p>	

		of-asm-2020/minutes-of-the-annual-stockholders-meeting-2020	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor was present during the 2020 ASM. 2020 Minutes - https://www.abs-cbn.com/investors/asm-2020/results-of-asm-2020/minutes-of-the-annual-stockholders-meeting-2020	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Non-compliant		The company believes its dispute mechanism is adequate and effective, but may establish alternative mechanisms in the future.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non-compliant		The company believes its dispute mechanism is adequate and effective, but may establish alternative mechanisms in the future.
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	In 2020, Mr. Aldrin M. Cerrado, Head of Investor Relations. Telephone +63 2 3415 2272. Fax +63 2 3431 9368. Email IR@abs-cbn.com. Page 54 of the 2020 Annual Report	

		https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
2. IRO is present at every shareholder's meeting.	Compliant	The Investor Relations Officer was present at every shareholders' meeting including that of 2020. 2020 Minutes of the ASM - https://www.abs-cbn.com/investors/asm-2020/results-of-asm-2020/minutes-of-the-annual-stockholders-meeting-2020/id-464	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The company's By-Laws contain no anti-takeover provisions. - https://www.abs-cbn.com/governance/abs-cbn-corporation-by-laws-amended-as-of-2011/id-3	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The company's public ownership percentage is 42.92%, as of Dec. 31, 2020. Public Ownership Report Disclosure as of 31 December 2020 – https://edge.pse.com.ph/openDiscViewer.do?edge_no=3ecd5763e34913d65d542af6f1e997b9	

Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>The company encourages shareholders engagement.</p> <p>Reference:</p> <p>Pages 19-20 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>The company practices secure electronic voting in absentia.</p> <p>Reference:</p> <p>Page 2-5pm of 2020 Definitive Information Statement https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p>	

Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation	Compliant	The company identifies its stakeholders.	
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<p>between them and the company in creating wealth, growth and sustainability.</p>		<p>Reference:</p> <p>Pages 19-20 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p> <p>Pages 51-53 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>The company treats and protects stakeholders fairly.</p> <p>Reference:</p> <p>Pages 19-20 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	

		Pages 51-55 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	The company has a framework that allows stakeholders to communicate with the company and to obtain redress for the violation of their rights. Reference: Pages 19-20 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24 Pages 52 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Non-compliant		The company believes its dispute mechanism is adequate and effective, but may establish alternative mechanisms in the future.

Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	There was no such request in 2020.	
2. Company respects intellectual property rights.	Compliant	<p>The company has disclosed with the PSE its efforts to combat piracy and violation of its intellectual property rights.</p> <p>http://edge.pse.com.ph/openDiscViewer.do?edge_no=3823273eb4cdc397efdfc15ec263a54d#sthash.xMMBq9RU.dpbs</p>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p>The company has a policy on customer welfare. -</p> <p>https://www.abs-cbn.com/governance/policies/customers-welfare/id-70</p> <p>Pages 51-52 of the 2020 Annual Report</p> <p>https://www.abs-cbn.com/investors/annual-</p>	

		reports/latest-annual-report/2020-annual-report/id-510	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>Compliant</p>	<p>The company has a supplier/contractor selection practice.</p> <p>https://www.abs-cbn.com/governance/policies/supplier-or-contractor-selection-practice/id-52</p> <p>Pages 51-52 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>Compliant</p>	<p>Employee participation is established.</p> <p>Reference: Pages 20-22 of the Revised Manual on Corporate Governance - https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24</p>	
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Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The Board approves the Variable Pay design for both executives and non-executives of the company. The Variable Pay is linked to both company and employee performance.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>The company has policies and practices on health, safety and welfare of its employees.</p> <p>Reference: Page 6- 10 of 2020 Sustainability Report https://www.abs-cbn.com/sustainability/sustainability-report-2020/id-15e0b088-f01f-4113-a855-8bb398894580</p> <p>Anti-sexual harassment policy https://www.abs-cbn.com/governance/policies/anti-sexual-harassment-policy/id-89 https://www.abs-cbn.com/governance/policies/anti-sexual-harassment-policy-amendment/id-82</p> <p>Code of Ethics</p>	

		https://www.abs-cbn.com/governance/policies/code-of-ethics/id-44 Whistleblowing Policy https://www.abs-cbn.com/governance/policies/abs-cbn-whistleblowing-policy/id-42	
3. Company has policies and practices on training and development of its employees.	Compliant	The company has policies and practices on the training and development of its employees. It has established the ABS-CBN University, a corporate learning environment that aims to empower ABS-CBN employees to be more competitive in their respective fields. Reference: Page 7 of 2020 Sustainability Report https://www.abs-cbn.com/sustainability/sustainability-report-2020/id-15e0b088-f01f-4113-a855-8bb398894580	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	The Code of Conduct has an anti-corruption policy. https://www.abs-cbn.com/governance/policies/code-of-conduct/id-43	



2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The Code of Conduct is part of the onboarding of all directors, managers and employees.	
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Supplement to Recommendation 15.2

1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	The Code of Conduct has a policy on penalizing bribery. https://www.abs-cbn.com/governance/policies/code-of-conduct/id-43	
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Recommendation 15.3

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The company has a whistleblowing policy. https://www.abs-cbn.com/governance/policies/abs-cbn-whistleblowing-policy/id-42	
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2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	The company has a whistleblowing policy. https://www.abs-cbn.com/governance/policies/abs-cbn-whistleblowing-policy/id-42	
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3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Please see pages 20-21 of the Revised Manual on Corporate Governance on Whistleblowing policy. https://www.abs-cbn.com/governance/corporate-governance-manual/revised-manual-on-corporate-governance/id-24	
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Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Reference: 2020 Definitive Information Statement</p> <p>Page 46-47, 73-74 https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Pages 17-19, and 53 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
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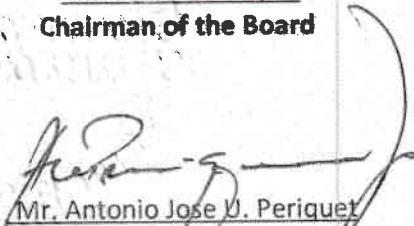
Optional: Principle 16

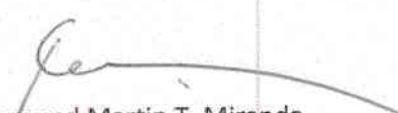
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Compliant</p>	<p>The company has an environmental friendly value chain.</p> <p>https://www.abs-cbn.com/governance/policies/environmentally-friendly-value-chain/id-46</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Compliant</p>	<p>The company interacts in communities which it operates.</p> <p>References:</p>	

	<p>Page 46-47, 73-74 of the 2020 Definitive Information Statement - https://www.abs-cbn.com/investors/annual-stockholders-meeting/2020-annual-stockholders-meeting/2020-definitive-information-statement/id-459</p> <p>Pages 17-19, and 53 of the 2020 Annual Report https://www.abs-cbn.com/investors/annual-reports/latest-annual-report/2020-annual-report/id-510</p>	
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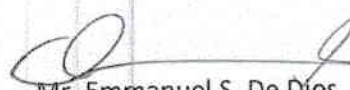
Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized.


Mr. Martin L. Lopez
Chairman of the Board


Mr. Antonio Jose V. Periquez
Lead Independent Director


Mr. Raymund Martin T. Miranda
Compliance Officer


Mr. Carlo L. Katigbak
President and Chief Executive Officer


Mr. Emmanuel S. De Dios
Independent Director


Atty. Enrique I. Quiason
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUN 30 2021 at : Affiant(s) exhibiting to me the following as competent evidence of identity:

<u>NAMES</u>	<u>VALID ID NO.</u>	<u>DATE OF EXPIRY</u>	<u>PLACE OF ISSUE</u>
Antonio Jose U. Periquet	SSS No. 03-8032428-6		
Emmanuel S. De Dios	GSIS CRN No. 006-0086-925802		
Enrique I. Quiason	PP No. P9908505A	Dec. 11, 2028	DFA Manila
Martin L. Lopez	PP No. 9450479A	Nov 6, 2028	DFA Manila
Carlo L. Katigbak	PP No. P5367822B	July 27, 2030	DFA Manila
Raymund Martin T. Miranda	PP. No P6592630A	Mar 27, 2028	DFA Manila

Doc. No : 445
Page No: 90
Book No: 8
Series of: 2621.

ANLW
AURELIA BEATRICE M. SANTOS
Commission No. 149
Notary Public for Quezon City
Until December 31, 2021
4/F, ELJ Communications Center
Eugenio Lopez Drive, Quezon City
Roll No. 62155
PTR No. 0730951/01.07.2021/Quezon City
IBP No. 143020/01.07.2021/Quezon City
MCLE Compliance No. VI-0002199/04.24.2017

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized.



Mr. Martin L. Lopez
Chairman of the Board

Mr. Carlo L. Katigbak
President and Chief Executive Officer

Mr. Antonio Jose U. Periquet
Lead Independent Director

Mr. Emmanuel S. De Dios
Independent Director

Mr. Raymund Martin T. Miranda
Compliance Officer

Atty. Enrique I. Quiason
Corporate Secretary

SUBSCRIBED AND SWORN to before me this _____ at _____; Affiant(s) exhibiting to me the following as competent evidence of identity:

<u>NAMES</u>	<u>VALID ID NO.</u>	<u>DATE OF EXPIRY</u>	<u>PLACE OF ISSUE</u>
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Page No: _____

Book No: _____

Series of: _____

ANNEXES
ABS-CBN CORPORATION
INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT FOR 2020

1. **Annex A:** Certificate of Attendance in Advanced Corporate Governance Training of Corporate Secretary and Compliance Officer
2. **Annex B:** Notice and Agenda showing that the Board was provided with relevant reports by Management
3. **Annex C:** Conflict of Interest Disclosure Form
4. **Annexes D-1, D-2, D-3, D-4:** Notices of Audit Committee Meetings
5. **Annex E:** Audit Committee's Certificate ratifying the appointment of Ms. Carmela Grace Del Mundo as Chief Audit Executive
6. **Annex F:** Sample minutes of Board meeting showing active participation of Directors / or that they asked questions or clarifications
7. **Annex G:** Certification by the Chief Audit Executive that the non-audit services, together with the fees were presented to the Audit Committee, which they approved in December 2020
8. **Annex H:** Internal Audit Attestation



Institute of Corporate Directors

presents this

Certificate of Participation

to

Enrique I. Quiason

Lopez Holdings Corp.

for having completed the online course

**Advanced Corporate
Governance Training**

held on

23 October 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Raymund Martin T. Miranda

ABS-CBN Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

23 October 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

Leonardo M. Berba
Chief Executive Officer



Institute of Corporate Directors

presents this

Certificate of Participation

to

Aldrin M. Cerrado

ABS-CBN Corporation

for having completed the online course

Advanced Corporate Governance Training

held on

23 October 2020

1:00 pm - 5:00 pm

through ZOOM Meetings

Leonardo M. Berba
Chief Executive Officer



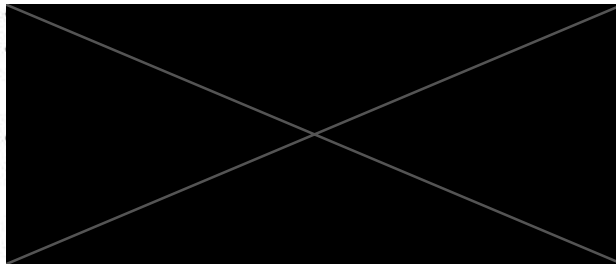
ABS-CBN Corporation

Sgt. Esguerra Avenue, Quezon City, Philippines

NOTICE OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS OF ABS-CBN CORPORATION

TO: ALL MEMBERS OF THE BOARD

Please take notice that the regular meeting of the Board of Directors of **ABS-CBN CORPORATION** on **March 26, 2020** (Thursday), at **2:30 p.m.** shall be held via "remote communication" on the **ZOOM Cloud Meeting app, with the following details:**



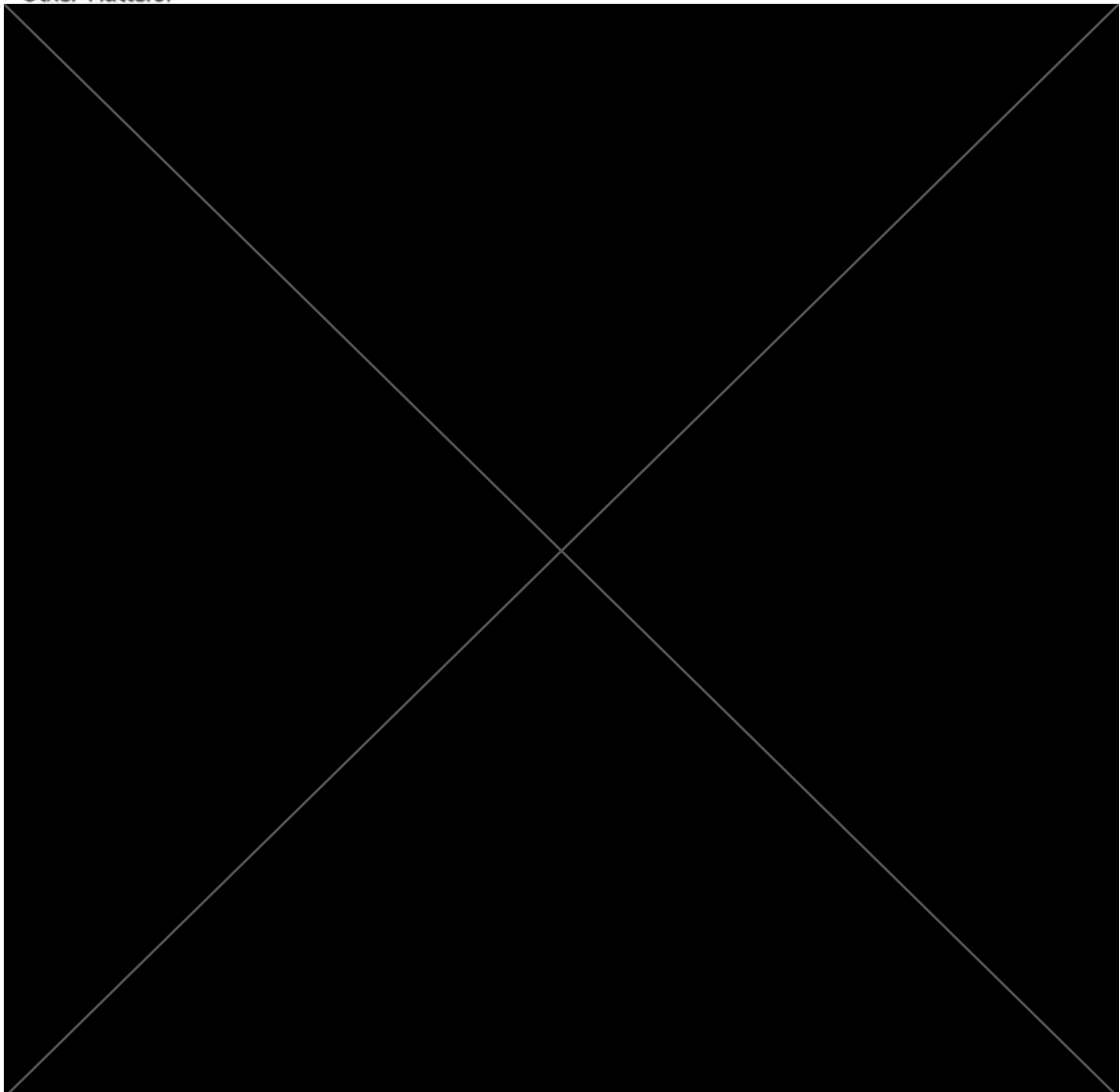
Kindly refer to the attached Agenda for the matters to be taken up at the Meeting.

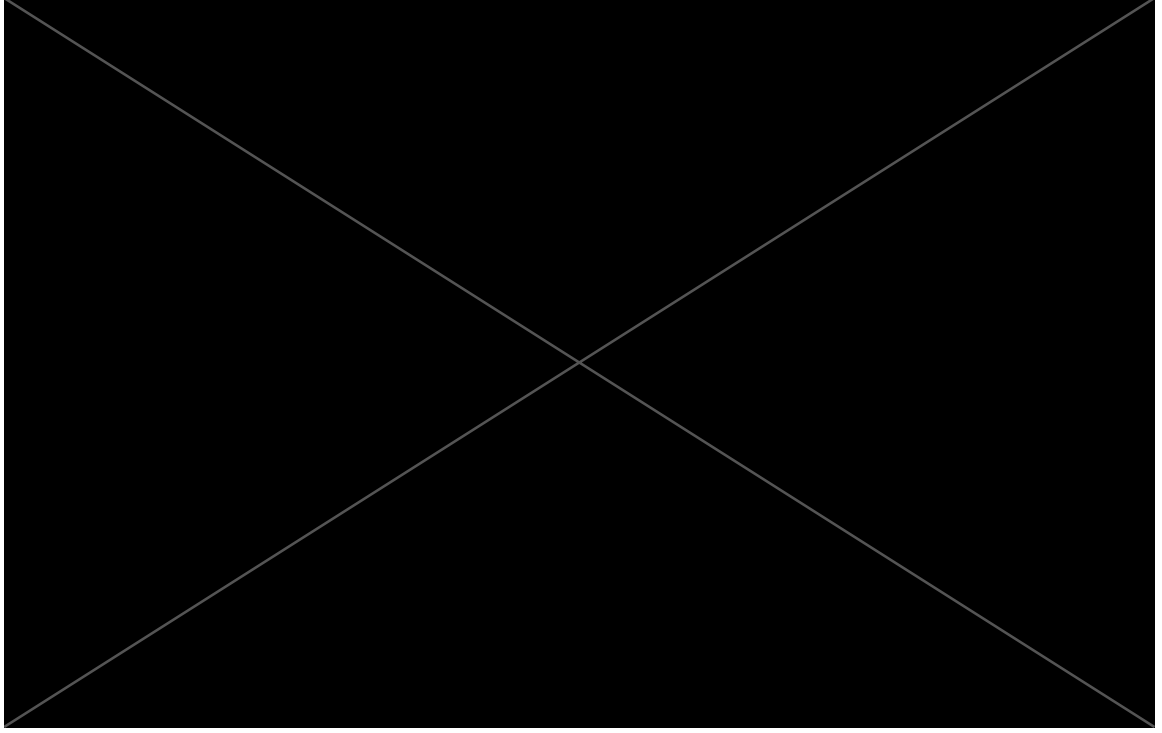


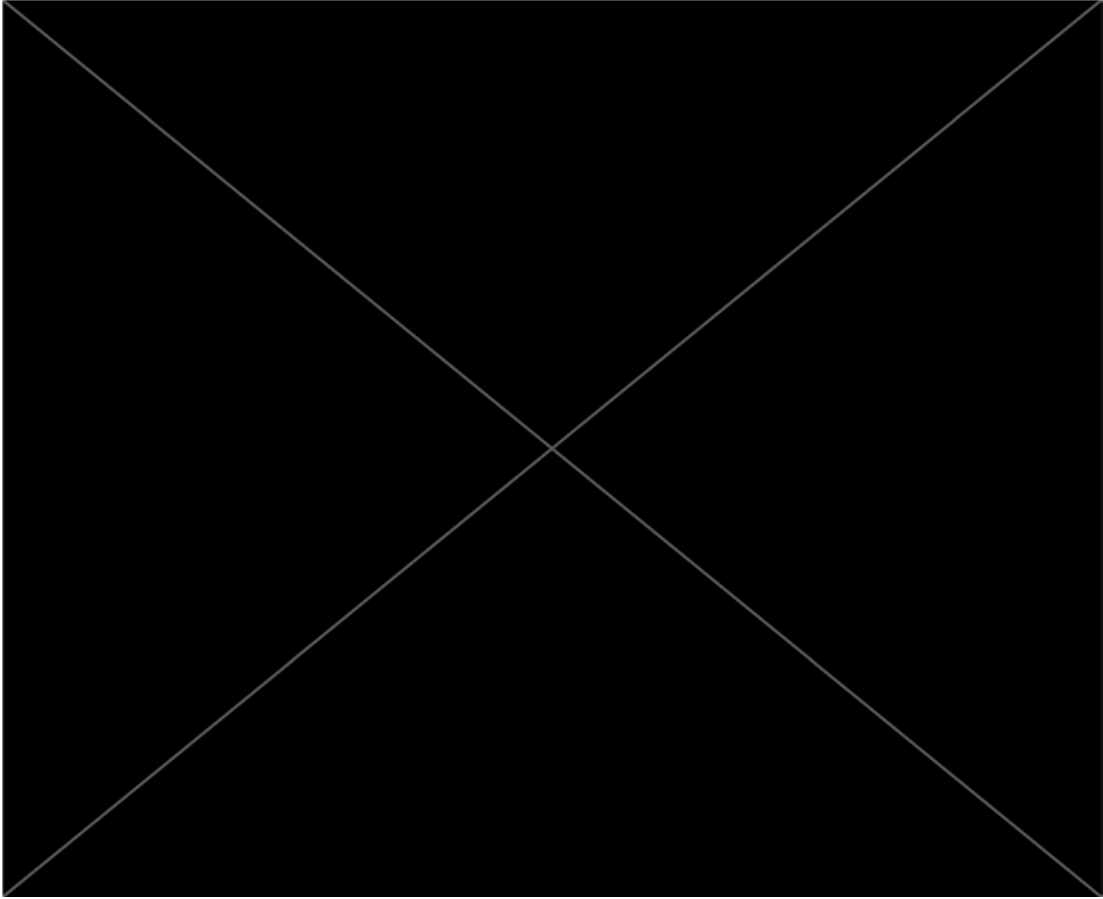
MARIFEL G. GAERLAN-CRUZ
Assistant Corporate Secretary

AGENDA

1. Call to Order
2. Determination of Quorum
3. Approval of the minutes of 05 March 2020 regular board meeting
4. Management Reports:
 - a. KPIs : Raymund Miranda, Oz Trinidad
 - b. Ratings : Vivian Tin
 - c. Financials : Aldrin Cerrado
 - d. COVID 19 Business Continuity Update : Philbert Berba, Nilda Bayani
 - e. Public Service : Connie N. Lopez
5. Other Matters:







CONFLICT OF INTEREST - DISCLOSURE FORM

The following is a disclosure statement required by the Company pursuant to the Conflict of Interest provision in the Code of Conduct. Please respond to each of the questions below:

		YES	NO
1. Do you or does your parent, sibling, spouse, son/daughter, parent-in-law, son-in-law/daughter-in-law; work for, or have a proprietary interest in, a customer, supplier or competitor of ABS-CBN or any of its subsidiaries?			
2. Are you engaged in any activity:	<i>a. that competes with the Company and any of its subsidiaries (includes working for, or providing services to a competitor)?</i>		
	<i>b. wherein you serve as a member of the Board of Directors, or as an officer, or employee of a third party that has a direct or indirect business relationship with the Company and any of its subsidiaries, or provides services to a competitor?</i>		
	<i>c. wherein you provide services to a third party that has a direct or indirect business relationship with the Company and its subsidiaries, or provides services to a competitor?</i>		
	<i>d. which involves co-employee(s) that you have reporting or workflow relationships with (outside of your functions & duties as an employee of the company)?</i>		
3. Do you have any relative (parent, sibling, spouse, son/daughter, uncle, aunt, nephew, niece, parent-in-law, sibling-in-law, son-in-law/daughter-in-law, nephew-in-law/niece-in-law, cousin, cousin-in-law) in the Company/Subsidiary:	<i>a. that reports to you?</i>		
	<i>b. that was hired by you (regardless of employment type, including agency/outsourced personnel)?</i>		
	<i>c. over whom you have authority on matters of pay, performance appraisals and other conditions of employment?</i>		
	<i>d. that have workflow relationships with you?</i> <small>(A business process, in whole or part, during which documents, information or tasks are passed from one Employee to another for action, according to a set of procedural and company rules, including sign-off, evaluation, and work performance as defined in the job descriptions and operational requirements.)</small>		
4. Are there other Conflict of Interest matters involving you not covered by the foregoing (including other known relatives in the company not covered by #3.)?			

IF YOU ANSWERED YES TO ANY OF THE QUESTIONS, PLEASE DESCRIBE BELOW OR IN A SEPARATE SHEET IF NEEDED.

Annex C

All employees must recognize and avoid the areas and situations stated above as well as any other instances that may result in a *Conflict of Interest (Col)* situation- including other instances not mentioned that you may deem relevant. A *conflict of interest* exists even if no unethical or improper act results from it. However, conflict of interest situations can create an appearance of impropriety that can undermine confidence in the person. Any actual or perceived Col must be fully disclosed.

Any actual or perceived conflict of interest should be declared by the *Employee* involved. Accomplished and approved Disclosure Forms shall be submitted to **your Division's HR Account**. Additional disclosures shall be made every time you find yourself placed in a situation where *Conflict of Interest* exists, will exist or is perceived to exist.

I hereby affirm that I have read and understood the foregoing and that my declarations herein are true and complete.

NAME and SIGNATURE: _____
POSITION / DIVISION _____
DATE: _____

ACTION TAKEN TO ADDRESS COI:

ENDORSED BY:
NAME and SIGNATURE: _____
(Immediate Superior)
POSITION / DIVISION _____
DATE: _____

REVIEWED BY:

HR Account

APPROVED BY:
NAME and SIGNATURE: _____
(Division Head)
DIVISION _____
DATE: _____

ANNEX D-1

ABS-CBN CORPORATION

Audit Committee Meeting will be held on
Thursday, May 14, 2020, 2:00pm to 4:00pm via Zoom

AGENDA

- | | | |
|------|--|-----------------|
| I. | SGV Presentation on 2019 Year End Audit | For Information |
| II. | Management Presentation on 2019 Financial Statements | For Approval |
| III. | Approval of Minutes of December 12, 2019 Meeting | For Approval |
| IV. | Schedule of Next Audit Committee Meeting | For Approval |

ABS-CBN CORPORATION
Audit Committee Meeting will be held on
Friday, August 14, 2020, 2:30pm to 4:30pm via Zoom

AGENDA

- | | | |
|------|---|-----------------|
| I. | Approval of Minutes of May 14, 2020 Meeting | For Approval |
| II. | Status of Actionable Item From Previous Meeting | For Information |
| III. | Internal Audit Presentation on: | |
| | a. Implementation Status of Audit Recommendations | For Information |
| | b. [REDACTED] | For Information |
| IV. | Schedule of Next Audit Committee Meeting | For Approval |

ABS-CBN CORPORATION
Audit Committee Meeting will be held on
Thursday, November 19, 2020, 2:30pm to 4:30pm via Zoom

AGENDA

- | | | |
|-----|---|-----------------|
| I. | Executive Session with SGV | 2:30 to 2:45PM |
| II. | Meeting Proper | 2:45 to 4:30PM |
| | A. Approval of Minutes of August 14, 2020 Meeting | For Approval |
| | B. SGV Presentation on 2020 Yearend Audit Plan | For Approval |
| | C. Internal Audit Presentation on: | |
| | 1) Implementation Status of Audit Recommendations | For Information |
| | 2) [REDACTED] | For Approval |
| | D. Schedule of Next Audit Committee Meeting | For Approval |

ABS-CBN CORPORATION
Audit Committee Meeting will be held on
Thursday, December 17, 2020, 2:30pm to 4:30pm via Zoom

AGENDA

- | | | |
|------|---|-----------------|
| I. | Approval of Minutes of November 19, 2020 Meeting | For Approval |
| II. | Management Presentation on: | |
| | 1) SGV's Non-Audit Services and Audit Fees | For Approval |
| | 2) [REDACTED] | For Information |
| III. | Internal Audit Presentation on: | |
| | 1) [REDACTED] | For Approval |
| | 2) Confirmation of IA independence and
conformance with Code of Ethics | For Information |
| | 3) [REDACTED] | For Information |
| IV. | Schedule of 2021 Audit Committee Meetings | For Approval |



I, Antonio Jose U. Periquet, Filipino, of legal age, hereby certify that:

1. I am the Chairman of the Audit Committee of ABS-CBN Corporation;
2. During the Regular Meeting of the Audit Committee held on August 14, 2020, at which meeting a quorum was present and acting throughout, the following resolutions were unanimously approved and adopted:

“RESOLVED, that the Audit Committee of ABS-CBN Corporation hereby affirms, ratifies and confirms the appointment of Ms. Carmela Grace C. Del Mundo as Chief Audit Executive of ABS-CBN Corporation from September 1, 2020 to present;

RESOLVED, FURTHER, that the Chief Audit Executive be authorized to perform any and all acts necessary to perform her functions;

RESOLVED, FINALLY, to confirm and ratify the acts and things done by the Chief Audit Executive pursuant to and in accordance with her appointment.”

3. The foregoing resolutions have not been revoked, modified nor suspended and shall remain in full force and effect until further notice.


ANTONIO JOSE PERIQUET
Chairman, Audit Committee

ANNEX F

MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
ABS-CBN CORPORATION
HELD VIA ZOOM CLOUD MEETING APP
ON MARCH 26, 2020 AT 2:30 PM

Board of Directors

Present:

Mr. Emmanuel S. de Dios
Mr. Augusto Almeda Lopez
Mr. Federico M. Garcia
Mr. Carlo L. Katigbak
Mr. Eugenio L. Lopez III
Mr. Manuel M. Lopez
Mr. Federico R. Lopez
Mr. Martin L. Lopez
Mr. Antonio Jose U. Periquet
Mr. Salvador G. Tirona

Absent:

Mr. Oscar M. Lopez

Board of Advisors

Present:

Mr. Mario L. Bautista
Prof. Randolph S. David
Ms. Ma. Rosario Santos-Concio
Mr. Honorio G. Poblador IV

Absent:

Mr. Rafael L. Lopez



[REDACTED]

CALL TO ORDER

The Chairman of the Board, Mr. Martin L. Lopez, called the meeting to order and presided over the same. The Corporate Secretary, Mr. Enrique I. Quiason recorded the minutes of the proceedings.

APPROVAL OF THE MINUTES OF THE PREVIOUS MEETINGS

The reading of the minutes of the regular meeting of the Board held on [REDACTED] was dispensed with, and the said minutes was unanimously approved.

REPORT OF MANAGEMENT

Operating Key Performance Indicators

[REDACTED]

[REDACTED]

[Redacted]

Ratings, Audience Share and Comparative Viewing

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[REDACTED]

In response to the query of Prof. Randolph S. David, Ms. [REDACTED] said [REDACTED]

In response to the question of Mr. Antonio Jose U. Periquet, Ms. [REDACTED] said that [REDACTED]

[REDACTED]

[REDACTED]

Financial Report

[Redacted text block]

Kidzania

[Redacted text block]

Covid-19 Business Continuity Update

[Redacted text block]

[REDACTED]

Public Service

[REDACTED]

OTHER MATTERS

Management requested Board approval of the following:

[REDACTED]

Upon the request of Management and upon motion duly made and seconded, the Board approved the following resolution:

█

[REDACTED]

█

[REDACTED]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[REDACTED]

ADJOURNMENT

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

ENRIQUE I. QUIASON
Corporate Secretary

ATTEST:

MARTIN L. LOPEZ
Chairman of the Board



To : Raymund Martin T. Miranda
Compliance Officer, ABS-CBN Corporation

From : Carmela Grace C. Del Mundo
Chief Audit Executive, ABS-CBN Corporation

Subject: **SGV Non-Audit Services and Audit Fees**

Date : May 19, 2021

In compliance with the Corporate Governance requirements, I certify that SGV & Co.'s non-audit services and audit fees were provided to the ABS-CBN Audit Committee on December 14, 2020. It was thereafter presented and discussed in detail by the Chief Finance Officer and subsequently approved by the said Committee in its meeting on May 14, 2021.


Carmela Grace C. Del Mundo
Chief Audit Executive



May 19, 2021

**To The Chairman and Members of the Audit Committee
ABS-CBN Corporation**

We conducted a risk-based assessment of the Company in developing our audit plan which was presented to and approved by the Audit Committee.

As part of our 2020 Audit Plan, we reviewed the processes identified below, including the risks and controls within the processes:

- Revenue, Billing, and Collection
- Procurement, Payables, and Disbursements
- Production Process and Costs
- Fixed Assets and Inventory Management
- Customer Care Management
- Digital Operations
- IT General and Application Controls (including Information Security)
- Sound Stage and Post Production Operations and Maintenance

The results of our reviews were communicated to and acted upon by the Management.

Based on our reviews, we conclude that material risks were identified and assessed, and that the related controls to mitigate those risks were designed adequately. We attest that a sound internal audit system is in place, and internal control and compliance by Management are working effectively.


Carmela Grace C. Del Mundo
Chief Audit Executive



June 30, 2021

Corporate Governance and Finance Department
Securities and Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

Re: Request for Exemption

Gentlemen:

We write in relation to SEC Memo Circular No. 15 Series of 2017, in particular on item 3, requiring that at least one complete copy of the I-ACGR shall bear the original and manual signature of the Chairman of the Board. ABS-CBN Corporation is constrained to request for exemption from compliance with said requirement as its Chairman, Mr. Martin L. Lopez, is currently out of the country.

Thank you for your kind consideration of this matter.

Very truly yours,

DocuSigned by:
A blue DocuSign signature box containing a handwritten signature in black ink.

CC3C48F30B1249B...
Raymund T. Miranda
Compliance Officer