



**THE PHILIPPINE STOCK
EXCHANGE, INC.**

**Corporate Governance Guidelines
for
Listed Companies**

**Disclosure Template for the Year 2016 - ABS-CBN
Corporation**

	COMPLY	EXPLAIN
Guideline No. 1: DEVELOPS AND EXECUTES A SOUND BUSINESS STRATEGY		
1.1 Have a clearly defined vision, mission and core values.	Yes	<p>Company Website – About ABS-CBN Vision, Mission & Values http://corporate.abs-cbn.com/about-us/vision-mission-values</p> <p>2015 Annual Report (Corporate Mission, and Corporate Values, page 3) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
1.2 Have a well-developed business strategy.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Key Strategies and Objectives, page 36) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 Annual Report (Corporate Strategy, page 2) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
1.3 Have a strategy execution process that facilitates effective performance management, and is attuned to the company's business environment, management style and culture.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Key Strategies and Objectives, page 36) http://corporate.abs-cbn.com/investorrelations/financial-and-</p>

	COMPLY	EXPLAIN
		<p>operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (Programming Committee, page 31) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>2015 Annual Report (Board Committees, page 70) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
1.4 Have its board continually engaged in discussions of strategic business issues.	Yes	<p>Manual of Corporate Governance (Section 2) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p>
Guideline No. 2: ESTABLISHES A WELL-STRUCTURED AND FUNCTIONING BOARD		
2.1 Have a board composed of directors of proven competence and integrity.	Yes	<p>Company Website – About ABS-CBN Our Leadership http://corporate.abs-cbn.com/about-us/our-leadership</p> <p>2016 Results of Annual Stockholders Meeting (page 2) http://corporate.abs-cbn.com/investorrelations/financial-and-</p>

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		<p>operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Board of Directors, pages 8-11) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 Annual Report (Board of Directors' Profile, page 192) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
<p>2.2 Be led by a chairman who shall ensure that the board functions in an effective and collegial manner.</p>	<p>Yes</p>	<p>2016 Results of Annual Stockholders Meeting (page 2) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p> <p>2015 SEC Annual Corporate Governance Report Form (Roles, Accountabilities and Deliverables of the Chairman, page 7) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>

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2.3 Have at least thirty percent (30%) of its directors as independent directors.	No	<p>The Company has 2 independent directors out of the total 11 directors, comprising 20% of the total membership, which is compliant with the SEC rules.</p> <p>Company Website – About ABS-CBN Our Leadership http://corporate.abs-cbn.com/about-us/our-leadership</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Board of Directors, pages 8-11) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>
2.4 Have in place written manuals, guidelines and issuances that outline procedures and processes.	Yes	<p>Manual of Corporate Governance http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p> <p>Amended By-Laws http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/</p>
2.5 Have Audit, Risk, Governance and Nomination & Election Committees of the board.	Yes	<p>2016 Results of Annual Stockholders Meeting (page 2) http://corporate.abs-cbn.com/investorrelations/financial-and-</p>

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		<p>operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Board Committees, pages 54-55) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (pages 30-33) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>2015 Annual Report (page 70) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p> <p>Manual of Corporate Governance (Sections 5-7) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p> <p>The Risk, Audit, and the Nomination and Election Committees assume the responsibilities of monitoring Corporate Governance.</p>

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2.6 Have its Chairman and CEO positions held separately by individuals who are not related to each other.	No	<p>The Chairman and the CEO are separate individuals, who are cousins but relate to each other strictly as professionals in their separate roles as Chairman and CEO.</p> <p>Company Website – About ABS-CBN Our Leadership http://corporate.abs-cbn.com/about-us/our-leadership</p> <p>Summary of Changes 2015 (Annual Corporate Governance Report – Chairman and CEO, page 1) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>
2.7 Have a director nomination and election process that ensures that all shareholders are given the opportunity to nominate and elect directors individually based on the number of shares voted.	Yes	<p>Amended By-Laws (Articles II & III) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/</p>
2.8 Have in place a formal board and director development program.	Yes	<p>2015 SEC Annual Corporate Governance Report Form (BOD Matters – Orientation and Education Program, page 16) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>Summary of Changes 2015 (Annual Corporate Governance Report – Orientation and Education Program, pages 1-2)</p>

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		<p>http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Continuing Education Programs and Trainings for Directors, pages 53-54)</p> <p>http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>
<p>2.9 Have a corporate secretary.</p>	<p>Yes</p>	<p>Enrique I. Quiason is the Corporate Secretary and Marifel G. Gaerlan-Cruz is the Assistant Corporate Secretary.</p> <p>2016 Results of Annual Stockholders Meeting (page 2)</p> <p>http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p> <p>Amended By-Laws (Article IV)</p> <p>http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/</p> <p>Manual of Corporate Governance (Section 8)</p> <p>http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p>

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		<p>Summary of Changes 2015 (Annual Corporate Governance Report – Certification) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – The Corporate Secretary, page 53) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>
2.10 Have no shareholder agreements, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently.	Yes	<p>Amended By Laws (Article III) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/</p>
Guideline No. 3: MAINTAINS A ROBUST INTERNAL AUDIT AND CONTROL SYSTEM		
3.1 Establish the internal audit function as a separate unit in the company, which would be overseen at the Board level.	Yes	<p>Manual of Corporate Governance (Section 10) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p> <p>2015 SEC Annual Corporate Governance Report Form (Role, Scope and Internal Audit Functions, pages 42-45)</p>

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		http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/ March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Internal Audit, page 59) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/
3.2 Have a comprehensive enterprise-wide compliance program that is annually reviewed.	Yes	2015 SEC Annual Corporate Governance Report Form (Role, Scope and Internal Audit Functions, page 42) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/
3.3 Institutionalize quality service programs for the internal audit function.	Yes	The Internal Audit adheres to the Institute of Internal Auditors' mandatory guidance, including the Definition of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing (Standards). This mandatory guidance constitutes principles of the fundamental requirements for the professional practice of internal auditing and for evaluating the effectiveness of the internal audit's performance.

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3.4 Have in place a mechanism that allows employees, suppliers and other stakeholders to raise valid issues.	Yes	<p>Whistleblowing Policy for Employees' Concerns http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477301637573/whistle-blowing-policy/</p> <p>Investor Relations Contact for Shareholders and other Stakeholders' Concerns http://corporate.abs-cbn.com/contact-us</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Whistleblowing Policy, pages 60-61) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>
3.5 Have the 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.	Yes	<p>2015 Annual Report (Statement of Management's Responsibility for Financial Statements and Report of the Audit Committee for the Year Ended 31 December 2015, pages 78-79) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Statement of Management's Responsibility for Financial Statements, page 74) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>

	COMPLY	EXPLAIN
Guideline No. 4: RECOGNIZES AND MANAGES ITS ENTERPRISE RISKS		
4.1 Have its board oversee the company's risk management function.	Yes	<p>Manual of Corporate Governance (Section 7) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p> <p>2015 SEC Annual Corporate Governance Report Form (Risk Management Committee, page 41) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>2015 Annual Report (Risk Management, page 72) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Risk Management Committee, page 55) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>
4.2 Have a formal risk management policy that guides the company's risk management and compliance processes and procedures.	Yes	<p>2015 SEC Annual Corporate Governance Report Form (Risk Policy, pages 38-40) http://corporate.abs-cbn.com/investorrelations/corporate-</p>

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		<p>governance/milestone/pid-147824113789/mid-1478241934816/2015/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Compliance Officer, page 63) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>
4.3 Design and undertake its Enterprise Risk Management (ERM) activities on the basis of, or in accordance with, internationally recognized frameworks such as but not limited to, COSO, (The Committee of Sponsoring Organizations of the Treadway Commission) I and II.	Yes	<p>The Company engaged Ernst and Young/SGV to assist in the development of an Enterprise Risk Management System.</p> <p>2015 Annual Report (Risk Management, page 72) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
4.4 Have a unit at the management level, headed by a Risk Management Officer (RMO).	Yes	<p>Raymund Martin T. Miranda is the Chief Strategy Officer and the Chief Risk Management Officer</p> <p>2016 Results of Annual Stockholders Meeting (page 2) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p>

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		<p>March 16, 2017 ABS-CBN Definitive Information Statement (Chief Risk Management Officer, page 14) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 Annual Report (Risk Management, page 72) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
<p>4.5 Disclose sufficient information about its risk management procedures and processes as well as the key risks the company is currently facing including how these are being managed.</p>	<p>Yes</p>	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Risks Relating to the Company, page 36) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 Annual Report (Risk Management, page 72) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p> <p>2015 SEC Annual Corporate Governance Report Form (Risk Policy, pages 38-40) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>

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4.6 Seek external technical support in risk management when such competence is not available internally.	Yes	The Company engaged Ernst and Young/SGV to assist in the development of an Enterprise Risk Management System. 2015 Annual Report (Risk Management, page 72) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/
Guideline No. 5: ENSURES THE INTEGRITY OF FINANCIAL REPORTS AS WELL AS ITS EXTERNAL AUDITING FUNCTION		
5.1 Have the board Audit Committee approve all non-audit services conducted by the external auditor. The Committee should ensure that the non-audit fees do not outweigh the fees earned from the external audit.	Yes	2015 SEC Annual Corporate Governance Report Form (Responsibilities of the Audit Committee relative to the external auditor, page 34) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/
5.2 Ensure that the external auditor is credible, competent, and should have the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Yes	March 16, 2017 ABS-CBN Definitive Information Statement (Audit Committee Report for 2016, page 59) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/ 2015 Annual Report (Audit Committee Report for 2015, page 71) http://corporate.abs-cbn.com/investorrelations/financial-and-

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		operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/
5.3 Ensure that the external auditor has adequate quality control procedures.	Yes	2015 SEC Annual Corporate Governance Report Form (Responsibilities of the Audit Committee relative to the external auditor, page 34) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/
5.4 Disclose relevant information on the external auditors.	Yes	March 16, 2017 ABS-CBN Definitive Information Statement (Independent Public Accountants, page 19) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/ April 13, 2016 ABS-CBN Definitive Information Statement (Independent Public Accountants, page 17) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/
5.5 Ensures that the external audit firm is selected on the basis of a fair and transparent tender process.	Yes	Manual of Corporate Governance (Section 9) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/

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5.6 Have its audit committee conduct regular meetings and dialogues with the external audit team without anyone from management present.	Yes	2015 SEC Annual Corporate Governance Report Form (Responsibilities of the Audit Committee relative to the external auditor, page 34) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/
5.7 Have the financial reports attested to by the Chief Executive Officer and Chief Financial Officer.	Yes	March 16, 2017 ABS-CBN Definitive Information Statement (Statements of Management's Responsibility for Financial Statements, page 74) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/ 2015 Annual Report (Statements of Management's Responsibility for Financial Statements, page 78) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/
5.8 Have a policy of rotating the lead audit partner every five years.	Yes	Manual of Corporate Governance (Section 9) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/ 2015 SEC Annual Corporate Governance Report Form (Responsibilities of the Audit Committee relative to the external auditor, page 34)

	COMPLY	EXPLAIN
		http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/
Guideline No. 6: RESPECTS AND PROTECTS THE RIGHTS OF ITS SHAREHOLDERS, PARTICULARLY THOSE THAT BELONG TO THE MINORITY OR NON-CONTROLLING GROUP		
6.1 Adopt the principle of "one share, one vote."	Yes	<p>Amended By-Laws (Article II) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Voting Securities and Principal Holders Thereof, page 6, Voting Procedures, page 23) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (Stockholders' Attendance, page 59) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>
6.2 Ensure that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Yes	Amended By-Laws (Articles I-II) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/

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		<p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance: Shareholders' Rights, pages 61-62) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>Manual of Corporate Governance (Section 14) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p>
<p>6.3 Have an effective, secure and efficient voting system.</p>	<p>Yes</p>	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Voting Procedures, page 23) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>Amended By-Laws (Article II) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/</p> <p>2015 SEC Annual Corporate Governance Report Form (Stockholders' Attendance and Proxy Voting Policies, pages 59-60) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>

	COMPLY	EXPLAIN
		April 13, 2016 ABS-CBN Definitive Information Statement (Voting Procedures, pages 19-20) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/
6.4 Have an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	No	This is currently being evaluated.
6.5 Provide all shareholders with the notice and agenda of the annual general meeting (AGM) at least thirty (30) days before a regular meeting and twenty (20) days before a special meeting.	No	Notices are sent at least 15 business/working days before an annual or special stockholders meeting in accordance with the existing rules of the SEC. April 13, 2016 ABS-CBN Definitive Information Statement (page 1) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/
6.6 Allow shareholders to call a special shareholders meeting, submit a proposal for consideration at the AGM or the special meeting, and ensure the attendance of the external auditor and other relevant individuals to answer shareholder questions in such meetings.	Yes	Amended By-Laws (Article II) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/
6.7 Ensure that all relevant questions during the AGM are answered.	Yes	Minutes of 2016 Annual Stockholders' Meeting (Other Matters, page 7) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/

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6.8 Have clearly articulated and enforceable policies with respect to treatment of minority shareholders.	No	The policies are currently being evaluated.
6.9 Avoid anti-takeover measures or similar devices that may entrench management or the existing controlling shareholder group.	Yes	There are no anti-takeover provisions in the Articles of Incorporation or By-Laws. Amended Articles of Incorporation http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416384066869/amended-2014/ Amended By-Laws http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1416383755129/amended-2014/
6.10 Provide all shareholders with accurate and timely information regarding the number of shares of all classes held by controlling shareholders and their affiliates.	Yes	March 16, 2017 ABS-CBN Definitive Information Statement (Security Ownership of Certain Records and Beneficial Owners, page 6) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/ 2015 SEC 17-A (Security Ownership of Certain Beneficial Owners and Management) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/cid-1416508589516/sec-form-17-a/

	COMPLY	EXPLAIN
		<p>April 13, 2016 ABS-CBN Definitive Information Statement (Security Ownership of Certain Records and Beneficial Owners, page 4) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p> <p>Public Ownership Reports in 2016 http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1416966569490/mid-1451992666586/2016/</p>
<p>6.11 Have a communications strategy to promote effective communication with shareholders.</p>	<p>Yes</p>	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Investor Relations, page 62) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (Medium of Communication, page 56) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>2015 SEC Annual Corporate Governance Report Form (Investor Relations Program, page 61) http://corporate.abs-cbn.com/investorrelations/corporate-</p>

	COMPLY	EXPLAIN
		governance/milestone/pid-1478241113789/mid-1478241934816/2015/
6.12 Have at least thirty percent (30%) public float to increase liquidity in the market.	Yes	Public Ownership Reports in 2016 http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1416966569490/mid-1451992666586/2016/
6.13 Have a transparent dividend policy.	Yes	March 16, 2017 ABS-CBN Definitive Information Statement (Dividend Policy, page 57) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/ April 13, 2016 ABS-CBN Definitive Information Statement (Dividends, page 41) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/
Guideline No. 7: ADOPTS AND IMPLEMENTS AN INTERNATIONALLY-ACCEPTED DISCLOSURE AND TRANSPARENCY REGIME		
7.1 Have written policies and procedures designed to ensure compliance with the PSE and SEC disclosure rules, as well as other disclosure requirements under existing laws and regulations.	Yes	2015 SEC Annual Corporate Governance Report Form (Investor Relations Program, page 61) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/

	COMPLY	EXPLAIN
		<p>March 16, 2017 ABS-CBN Definitive Information Statement (Investor Relations, page 62; and Compliance Officer, page 63) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>Manual of Corporate Governance (Section 1) http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p>
7.2 Disclose the existence, justification, and details on shareholders agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Yes	There are no such agreements. Hence, no disclosure is required.
7.3 Disclose its director and executive compensation policy.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Compensation of Directors, page 48) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (Remuneration Process for the CEO and the four most highly compensated management officers, page 27) http://corporate.abs-cbn.com/investorrelations/corporate-</p>

	COMPLY	EXPLAIN
		governance/milestone/pid-1478241113789/mid-1478241934816/2015/
7.4 Disclose names of groups or individuals who hold 5% or more ownership interest in the company, significant cross-shareholding relationship and cross guarantees, as well as the nature of the company's other companies if it belongs to a corporate group.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Top 20 Common Shares Stockholders, pages 44-45) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>April 13, 2016 ABS-CBN Definitive Information Statement (Top 20 Common Shares Stockholders, pages 42-43) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p> <p>Public Ownership Reports in 2016 http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1416966569490/mid-1451992666586/2016/</p>
7.5 Disclose annual and quarterly consolidated reports, cash flow statements and special audit revisions. Consolidated financial statements shall be published within 90 days from the end of the financial year, while interim reports shall be published within 45 days from the end of the reporting period.	Yes	<p>Annual Consolidated Financial Statements http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/cid-1416508589516/sec-form-17-a/</p> <p>Quarterly Consolidated Financial Statements</p>

	COMPLY	EXPLAIN
		http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/cid-1416806797930/sec-form-17-q/
7.6 Disclose to shareholders and the Exchange any changes to its corporate governance manual and practices, and the extent to which such practices conform to the SEC and PSE CG Guidelines.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Improvement of Corporate Governance, page 63) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>April 13, 2016 ABS-CBN Definitive Information Statement (Improvement of Corporate Governance, page 55) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p>
7.7 Publish and/or deliver to its shareholders in a timely fashion all information and materials relevant to corporate actions that require shareholder approval.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Agenda and General Information, pages 2-23) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>April 13, 2016 ABS-CBN Definitive Information Statement (Agenda and General Information, pages 3-20)</p>

	COMPLY	EXPLAIN
		http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/
7.8 Disclose the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This shall also include the disclosure of the company's purchase of its shares from the market (e.g share buy-back program).	Yes	<p>Statement of Changes in Beneficial Ownership of Securities in 2016 http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1416966569490/mid-1451992666586/2016/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Dealings in Company Shares, page 58) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 Annual Report (Corporate Governance – Dealings in Securities, page 72) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
7.9 Disclose in its Company Annual Report the principal risks to minority shareholders 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.	Yes	There are no risks to minority shareholders associated with the identity of the company's controlling shareholders, degree of ownership concentration, cross-holdings among company affiliates; and any imbalances between the

	COMPLY	EXPLAIN
		controlling shareholders' voting power and overall equity position in the company.
Guideline No. 8: RESPECTS AND PROTECTS THE RIGHTS AND INTERESTS OF EMPLOYEES, COMMUNITY, ENVIRONMENT, AND OTHER STAKEHOLDERS		
8.1 Establish and disclose a clear policy statement that articulates the company's recognition and protection of the rights and interests of key stakeholders specifically its employees, suppliers & customers, creditors, as well the community, environment and other key stakeholder groups.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Company Policies: Code of Conduct and Conflict of Interest Policy, page 57) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance: Role of Stakeholders, pages 60-61) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (Role of Stakeholders, pages 48-51) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>Company Website – Company Policies http://corporate.abs-cbn.com/investorrelations/corporate-governance/pid-1477301536826/company-policies/</p>

	COMPLY	EXPLAIN
		<p>2015 Annual Report (Gawad Geny Lopez Jr. Bayaning Pilipino Awards, page 59) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
8.2 Have in place a workplace development program.	Yes	<p>2015 SEC Annual Corporate Governance Report Form (Performance-enhancing mechanisms for employee participations, pages 51-54) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>Summary of Changes 2015 (Annual Corporate Governance Report – Role of Stakeholders, pages 7-9) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>2015 Annual Report (ABS-CBN University, page 53) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p> <p>2015 Annual Report (Organizational Capability Building and Succession Planning, page 52) http://corporate.abs-cbn.com/investorrelations/financial-and-</p>

	COMPLY	EXPLAIN
		operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/
8.3 Have in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Other Proposed Actions – ABS-CBN Stock Purchase Plan and Executive Stock Purchase Plan, page 22) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>April 13, 2016 ABS-CBN Definitive Information Statement (Employee Stock Option Plan, page 18) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p>
8.4 Have in place a community involvement program.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Interaction with Community, page 61) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>ABS-CBN Foundation Programs http://corporate.abs-cbn.com/lingkodkapamilya/</p> <p>Company Website – Interaction with Community http://corporate.abs-cbn.com/investorrelations/corporate-</p>

	COMPLY	EXPLAIN
		governance/cid-1478141393593/interaction-with-community/
8.5 Have in place an environment-related program.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Environmentally Friendly Value Chain, page 60) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>ABS-CBN Foundation Programs http://corporate.abs-cbn.com/lingkodkapamilya/</p> <p>2015 Annual Report (Operations, page 61) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p>
8.6 Have clear policies that guide the company in its dealing with its suppliers, customers, creditors, analysts, market intermediaries, and other market participants.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance: Role of Stakeholders, pages 60-61) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (Role of Stakeholders, pages 48-51) http://corporate.abs-cbn.com/investorrelations/corporate-</p>

	COMPLY	EXPLAIN
		governance/milestone/pid-1478241113789/mid-1478241934816/2015/
Guideline No. 9: DOES NOT ENGAGE IN ABUSIVE RELATED-PARTY TRANSACTIONS AND INSIDER TRADING		
9.1 Develop and disclose a policy governing the company's transactions with related parties.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Corporate Governance – Related Party Transaction Policy, page 57) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 SEC Annual Corporate Governance Report Form (Related Party Transactions, pages 23-24) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>
9.2 Clearly define the thresholds for disclosure and approval for RPTs and categorize 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 disclosed, and those that need prior shareholder approval. The aggregate amount of RPT within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Yes	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Transactions with Related Parties, page 36) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p>
9.3 Establish a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions in shareholders meetings.	No	This is currently being evaluated.

	COMPLY	EXPLAIN
9.4 Have its independent directors or audit committee play an important role in reviewing significant RPTs.	Yes	2015 SEC Annual Corporate Governance Report Form (Related Party Transactions, pages 23-24) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/
9.5 Be transparent and consistent in reporting its RPTs. A summary of such transactions shall be published in the company's Company Annual Report.	Yes	2015 SEC Annual Corporate Governance Report Form (Related Party Transactions, pages 23-24) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/ March 16, 2017 ABS-CBN Definitive Information Statement (Transactions with Related Parties, page 36) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/ March 16, 2017 ABS-CBN Definitive Information Statement (Audited Financial Statements – Related Party Transactions (Note 23), page 73) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/
9.6 Have a clear policy in dealing with material non-public information by company insiders.	Yes	2015 SEC Annual Corporate Governance Report Form (Respect for Trade Secrets/Use of Non-public Information, page 20)

	COMPLY	EXPLAIN
		<p>http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>Confidentiality and proper handling of certain information regarding the Company is clearly stipulated in all employee contracts.</p> <p>Prior to releasing material non-public information, such as quarterly and annual financial results, the Company imposes an embargo on trading of shares at least two (2) business days after public release of such information.</p>
<p>9.7 Have a clear policy and practice of full and timely disclosure to shareholders of all material transactions with affiliates of the controlling shareholders, directors or management.</p>	<p>Yes</p>	<p>March 16, 2017 ABS-CBN Definitive Information Statement (Compliance Officer, page 63) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>2015 Annual Report (Compliance Officer, page 70) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/view/vid-1463628342937/2015-abs-cbn-annual-report/</p> <p>Company PSE Disclosures in 2016 http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1416966569490/mid-1451992666586/2016/</p>

	COMPLY	EXPLAIN
Guideline No. 10: DEVELOPS AND NURTURES A CULTURE OF ETHICS, COMPLIANCE, & ENFORCEMENT		
10.1 Formally adopt a code of ethics and proper conduct that guides individual behavior and decision making, clarify responsibilities, and inform other stakeholders on the conduct expected from company personnel.	Yes	<p>2015 SEC Annual Corporate Governance Report Form (Code of Business Conduct and Ethics item 1, pages 16-23) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p> <p>March 16, 2017 ABS-CBN Definitive Information Statement (Company Policies: Code of Conduct and Conflict of Interest Policy, page 57) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>Company Website – Code of Conduct and Conflict of Interest Policy http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477301626725/code-of-conduct-and-conflict-of-interest-policy/</p>
10.2 Have a formal comprehensive compliance program covering compliance with laws and relevant regulations. The program should include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Yes	<p>2015 SEC Annual Corporate Governance Report Form (Code of Business Conduct and Ethics items 1-3, pages 16-23) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>

	COMPLY	EXPLAIN
		March 16, 2017 ABS-CBN Definitive Information Statement (Compliance Officer, page 63) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/
10.3	Yes	Not seek exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. Should it do so, it has to disclose the reason for such action as well present the specific steps being taken to finally comply with the applicable law, rule or regulation.
10.4	Yes	2015 SEC Annual Corporate Governance Report Form (Code of Business Conduct and Ethics – Conduct of Business and Fair Dealings & Receipt of Gifts from Third Parties, pages 18-19) http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/
10.5	Yes	March 16, 2017 ABS-CBN Definitive Information Statement (General Counsel & Head of Legal Services, page 16) http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/ March 16, 2017 ABS-CBN Definitive Information Statement (Compliance Officer, page 63)

	COMPLY	EXPLAIN
		<p>http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1489395352614/2017/</p> <p>April 13, 2016 ABS-CBN Definitive Information Statement (General Counsel & Head of Legal Services, page 15; & Compliance Officer, page 51)</p> <p>http://corporate.abs-cbn.com/investorrelations/financial-and-operational-performance/milestone/pid-1416809797841/mid-1474014638413/2016/</p> <p>Manual of Corporate Governance (Section 1)</p> <p>http://corporate.abs-cbn.com/investorrelations/corporate-governance/cid-1477624220292/corporate-governance-manual/</p>
<p>10.6 Respect intellectual property rights.</p>	<p>Yes</p>	<p>2015 SEC Annual Corporate Governance Report Form (Code of Business Conduct & Ethics – Use of Company Funds, Assets, and Information, page 19)</p> <p>http://corporate.abs-cbn.com/investorrelations/corporate-governance/milestone/pid-1478241113789/mid-1478241934816/2015/</p>
<p>10.7 Establish and commit itself to an alternative dispute resolution system so that conflicts and difference with counterparties, particularly with shareholders and other key stakeholders, would be settled in a fair and expeditious manner.</p>	<p>No</p>	<p>This is currently being evaluated.</p>

This is to certify that the undersigned reviewed the contents of this document and to the best of my knowledge and belief, the information contained set forth in this document is true, complete and correct.

Done this 31st day of March 2017 in Quezon City.



EMMANUEL DE DIOS
Independent Director



ALDRIN M. CERRADO
Chief Finance Officer



CARLO L. KATIGBAK
President and CEO