

**Securities and
Exchange
Commission**
PHILIPPINES

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SECURITIES AND EXCHANGE
COMMISSION

SEC FORM - I-ACGR

MAY 23 2018

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

MARKET REGULATION DEPT

TIME: 11:17 AM

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Contains CG Practices/Policies, labelled as follows: (1) "Recommendations" - derived from the CG Code for PLCs; (2) "Supplement to Recommendation" - derived from the PSE CG Guidelines for Listed Companies; (3) "Additional Recommendations" - CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and (4) "Optional Recommendation" - practices taken from the ASEAN Corporate Governance Scorecard	The company shall indicate compliance or non-compliance with the recommended practice.	The company shall provide additional information to support their compliance with the recommended CG practice	The PLCs shall provide the explanations for any non-compliance, pursuant to the "comply or explain" approach. Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company. *"Not Applicable" or "None" shall not be considered as sufficient explanation

<p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.</p>			
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C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: 2017
2. SEC Identification Number CS200602356 3. BIR Tax Identification No. 244-658-896-000
4. Exact name of issuer as specified in its charter GMA HOLDINGS, INC.
5. PHILIPPINES 6. (SEC Use)
Province, Country or other jurisdiction of incorporation or organization Industry Classification Code:
7. Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City
Address of principal office Postal Code
8. (632)9827777
Issuer's telephone number, including area code
9. NOT APPLICABLE
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT
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	Compliant	Explanation	
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>For information on the academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors please see the following website: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi-definitive-information-statement-csm-2018-1525341168.pdf The qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of their performance may be viewed at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi-revised_manual_on_corporate_governance_2017_1496026887.pdf</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant		

<p>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.</p>	Compliant	
Recommendation 2		
<p>1. Board is composed of a majority of non-executive directors.</p>	Compliant	<p>The Corporation's directors and the type of their directorships are posted at:</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghl-definitive_information_statement_-_asm_2018_1525341168.pdf</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl-annual_corporate_governance_report_for_2016_1495788588.pdf</p>
Recommendation 3		
<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	Compliant	<p>The Corporation's policy on training of directors and compliance therefor are posted at:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl-annual_corporate_governance_report_for_2016_1495788588.pdf</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/certificate_of_attendance_in_corporate_governance_training_2017__1506411619.pdf</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl-revised_manual_on_corporate_governance_2017__1496026887.pdf</p>

2. Company has an orientation program for first time directors.	Compliant	For information on the orientation program and annual continuing training of directors please view the following: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017__1496026887.pdf	
3. Company has relevant annual continuing training for all directors.	Compliant	<p>https://aphrodite.gmanetwork.com/corporate/cgr/certificate_of_attendance_in_corporate_governance_training_2017__1506411619.pdf</p> <p>Kindly note that none of the current five (5) directors of the Corporation are first time directors.</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>The Board's policy on diversity is contained in: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017__1496026887.pdf</p> <p>The Board of Directors is composed of five (5) men.</p>	
Recommendation 1.4			

<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Not applicable</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the Corporation's non-adoption of the recommendation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>
<p>Recommendation 1.5</p>			
<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<p>For information on the Corporate Secretary, including his name, qualifications, duties and functions please view the following website: https://aphrodite.gmanetwork.com/corporate/disclosure/s/ghl-definitive-information-statement_-_asm_2018_1525341168.pdf</p>	

<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Not adopted</p>		<p>Kindly refer to the Corporation's explanation contained in its letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>3. Corporate Secretary is not a member of the Board of Directors.</p>	<p>Compliant</p>		
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>For information on the corporate governance training attended by the Corporate Secretary, please view the following: https://aphrodite.gmanetwork.com/corporate/cgr/certificate_of_attendance_in_corporate_governance_training_2017_1506411619.pdf</p>	

Corporate Secretary	Not adopted	
<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>		<p>Materials are distributed two days to one week before the meeting.</p> <p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>1. Board is assisted by a Compliance Officer.</p>	<p>Compliant</p>	<p>For information on the Compliance Officer, including his name, position, qualification, duties and functions please view the following: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi -</p>

2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Not adopted	definitive information statement - asm 2018 1525341168.pdf https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017__1496026887.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=b6b35b3c83796e683318251c9257320d#sthash.vgqU5Wt.dpbs	The Compliance Officer of the Company holds the rank of Vice-President which has the authority and stature of a Head of a Department.
3. Compliance Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	For information on the corporate governance training attended by the Compliance Officer please view: https://aphrodite.gmanetwork.com/corporate/cgr/certificate_of_attendance_in_corporate_governance_training_2017__1506411619.pdf	
<p>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.</p>			
<p>Recommendation 2:</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.	Compliant	For information on the resolutions/matters approved by the Board of Directors please view: https://www.gmanetwork.com/corporate/disclosures/currentreports/	

<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>Information on the matters/resolutions approved by the Board of Directors and on how the directors performed the recommended functions under Recommendation 2.2 please view: https://www.gmanetwork.com/corporate/disclosures/currentreports/ https://aphrodite.gmanetwork.com/corporate/disclosures/ghi-definitive-information-statement-asn-2018-1525341168.pdf</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>Moreover, the reports contained in https://www.gmanetwork.com/corporate/disclosures/presentationmaterials/ are presented to the Board of Directors periodically.</p>	
<p>Shareholder Recommendation 2.2</p>			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>The Corporation's Manual on Corporate Governance, which contains its vision, mission and core values, is reviewed every time there is a Memorandum Circular from the Securities and Exchange Commission relating to any update/revision of the prescribed Manual of Corporate Governance for listed companies. https://aphrodite.gmanetwork.com/corporate/cg/ghi-revised_manual_on_corporate_governance_2017_1496026887.pdf</p>	

<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>Since the members of the Board of Directors/Officers of GMA Holdings, Inc. are also members of the Board of Directors/Officers of GMA Network, Inc., GMA Holdings, Inc. adopts the strategy execution for GMA Network, Inc.</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>
<p>Recommendation 25</p>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>For information on the Chairperson, including his name and qualifications please view the following website: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_definitive_information_statement_-_asm_2018_15253411168.pdf</p>	
<p>Recommendation 24</p>			

<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	Compl aint	<p>The Corporation adopts the provisions of the Corporation Code of the Philippines on the qualifications and election of the directors of a corporation and all rules and regulations of the Securities and Exchange Commission.</p> <p>The provisions of the Corporation's 2017 Revised Manual on Corporate Governance on the qualifications of directors also ensure the effective succession for directors: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	Compl aint		
<p>Recommendation 2.5</p>			
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	Compl aint	<p>The functions of the Remuneration and Compensation committee as set forth in the Company's 2017 Revised Manual on Corporate Governance achieve the purpose/s of recommendation 2.5: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	Compl aint		

3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Confidential Recommendation 25			

<p>Board approves the remuneration of senior executives.</p>	<p>Not applicable</p>	<p>The senior executives of GMA Holdings, Inc. are also senior executives of GMA Network, Inc. Said senior executives do not receive separate compensation for their services in GMA Holdings, Inc.</p> <p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>	<p>Not applicable</p>	<p>The senior executives of GMA Holdings, Inc. are also senior executives of GMA Network, Inc. Said senior executives do not receive separate compensation for their services in GMA Holdings, Inc.</p> <p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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Recommendation 2.6

<p>1. Board has a formal and transparent board nomination and election policy.</p>	<p>Compliant</p>	<p>For information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting directors, please view the following: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance__2017__1496026887.pdf</p>	
<p>2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>		
<p>3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.</p>	<p>Not adopted</p>		<p>The common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p> <p>For a more detailed explanation on the inapplicability of the said recommendation to the Corporation please refer to the Company's letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance__2017__1496026887.pdf</p>

<p>4. Board nomination and election policy includes how the board shortlists candidates.</p>	<p>Compliant</p>		
<p>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.</p>	<p>Compliant</p>		

<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>		
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Original Recommendation 10/26

<p>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.</p>	<p>Not adopted</p>		<p>For the Corporation's explanation for its non-adoption of the said recommendation please refer to the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance: https://aphrodite.grmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>Not adopted</p>	<p>For information on the company's policy on related party transactions (RPT), including policy on review and approval of significant RPTs please view the following link: https://gphrodite.gmanetwork.com/corporate/cqr/ghl - annual corporate governance report for 2016 1495788588.pdf</p> <p>For RPTs that were approved pursuant to the policy please view the https://gphrodite.gmanetwork.com/corporate/cqr/ghl - annual corporate governance report for 2016 1495788588.pdf</p> <p>https://gphrodite.gmanetwork.com/corporate/disclosures/ghl - definitive information statement - qsm 2018 1525841168.pdf</p> <p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p>
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<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>		
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<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>Supplemental Recommendations 27</p>			

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis 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 RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>The functions of the Audit and Risk Management Committee relating to related party transactions as listed under the Corporation's 2017 Revised Manual on Corporate Governance achieve the purpose/s of recommendation 2.7: https://aphrodite.gmanetwork.com/corporate/cqr/qhi-annual_corporate_governance_report_for_2016_1495788588.pdf</p>	
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<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 Corporation adheres to the requirements of the Corporation Code and the rules and regulation of the Securities and Exchange Commission relating to any conflict of interest of a Board member with that of the Corporation.</p>	<p>Please refer to the Company's explanation contained in the cover letter dated May 22, 2017 of the Company's 2017 Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/cgr/gnl-annual-corporate-governance-report-for-2016-1495788588.pdf</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 minutes of the Board of Directors' meetings show that the Board of Directors is primarily responsible for the selection of Management. The minutes of the meeting of the Board of Directors containing the resolutions electing/approving the members of the Management may be viewed at the principal office of the Corporation upon the written request of the stockholder.</p> <p>The profiles of the elected/appointed members of the Management team may be viewed in the following report: https://aphrodite.gmanetwork.com/corporate/disclosures/chi-definitive-information-statement-osrn-2018-1525341168.pdf</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>Compl aint</p>	<p>The Board makes the assessment during the annual report of Management. For the results of the meeting please view: https://www.qmanetwork.com/corporate/disclosures/currentreports/</p>	
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RecordReference: 29

<p>1. Board establishes an effective performance management framework that ensures that Management's performance is comparable with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>The Board of Directors' duties to identify key performance indicators and monitor such indicators achieve the purpose/s of Recommendation 2.9. This responsibility is listed under the "Specific Duties and Functions of the Board of Directors in: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is comparable with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>The functions and responsibilities of the members of the Board of Directors under the 2017 Revised Manual on Corporate Governance achieve the purpose/s of Recommendation 2.9: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>	

Recommendation 2.10

<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>The Corporation's Audit and Risk Management Committee is responsible for seeing to it that a transparent financial management system is developed that will ensure the integrity of internal control activities throughout the company. This responsibility is listed under the "Specific Duties and Functions" of the Board of Directors in the 2017 Revised Manual on Corporate Governance at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance__2017__1496026887.pdf</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Partial compliance</p>	<p>Under the Revised Manual, it is also the function of the Board of Directors to adopt a system of checks and balances.</p>	
<p>3. Board approves the Internal Audit Charter.</p>	<p>Compliant</p>	<p>For policies relating to the Internal Audit Control of the Corporation please refer to: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_annual_corporate_governance_report_for_2016_1495788588.pdf</p> <p>The Internal Audit Charter of GMA Network, Inc. is adopted by GHI and may be viewed at: https://aphrodite.gmanetwork.com/corporate/cgr/Internal_audit_charter_1526452919.pdf</p>	

Recommendation 2.11

<p>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.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GWA Network, Inc.'s (GWA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_corporate_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<p>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.</p>	<p>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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Recommendation 2.12

<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p>	<p>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<p>3. Board Charter is publicly available and posted on the company's website.</p>	<p>Not being adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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Additional Recommendation to Principle 2

<p>1. Board has a clear insider trading policy.</p>	<p>Compliant</p>	<p>The Corporation adopts GMA Network, Inc.'s policy that all material information that could potentially affect share price are publicly disclosed. Moreover, the Company ensures compliance with existing laws, rules and regulations, pertaining to any such material information. This policy is set forth in https://aphrodite.gmanetwork.com/corporate/cgr/gmd-annual_corporate_governance_report_for_2016_1495788679.pdf and https://aphrodite.gmanetwork.com/corporate/cgr/insider_trading_1418284950.pdf</p> <p>The Philippine Depositary Receipts (PDRs) have underlying GMA Network, Inc.'s (GMA) common shares. The underlying GMA common shares of the PDRs are registered in the name of GHI.</p>	
<p>Category: Principles</p>			
<p>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.</p>	<p>Not applicable</p>	<p>Historically, there had been no situation which called for the issuance of a policy on this subject. The Company follows the Corporation Code on the rights and obligations, as well as the fiduciary responsibilities of the Board directors and executive officers. Generally, as a matter of practice, the Board's approvals include even corporate activities in the ordinary course of business.</p>	

<p>2. Company discloses the types of decision requiring board approval.</p>	<p>Compl iant</p>	<p>The types of decision requiring Board of Directors approval are those listed in the Corporation's Current Reports and those required by the Company's By-laws, the Corporation Code and the rules and regulations of the SEC to be approved by the Board. https://www.gmanetwork.com/corporate/</p>	
<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.</p>			
<p>Recommendation 5.1</p>			
<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>Compl iant</p>	<p>The Corporation's 2017 Revised Manual on Corporate Governance contains information on all the board committees established by the company https://aphrodite.gmanetwork.com/corporate/cg/ghl_-_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>	
<p>Recommendation 5.2</p>			

<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>Compl iant</p>	<p>The Corporation's 2017 Revised Manual on Corporate Governance contains information on the Audit Committee, including its functions: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p> <p>It is the Audit Committee's responsibility to recommend the appointment of an external auditor but it is the entire Board of Directors which can appoint/remove the company's external auditor.</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>Compl iant</p>	<p>For information on the members of the Audit Committee, including their qualifications and type of directorship please view: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_annual_corporate_governance_report_for_2016_1495788588.pdf and https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_definitive_information_statement_-_asm_2018_1525241168.pdf</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>	Compliant	<p>For information on the profiles of the members of the Audit Committee please view: https://aphrodite.gmanetwork.com/corporate/cgr/qhi - annual corporate governance report for 2016_1495788588.pdf and https://aphrodite.gmanetwork.com/corporate/disclosures/qhi - definitive information statement - asm 2018_1525341168.pdf</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	Compliant	<p>For information on the Chairman of the Audit Committee please view: https://aphrodite.gmanetwork.com/corporate/disclosures/qhi - definitive information statement - asm 2018_1525341168.pdf</p>	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	Compliant	<p>The External Auditor's services to the Corporation are only limited to financial audit and general tax compliance. The fee arrangements for the said services are reviewed by the Audit Committee.</p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	Compliant	<p>The attendance contained in the meetings of the Audit Committee with the external auditor show that said meetings were conducted with no executive director present. However, the meeting is attended by the Internal Auditor and SVP for Finance of the Corporation.</p>	
Optional Recommendation 4.2			

<p>1. Audit Committee meet at least four times during the year.</p>	<p>Compliant</p>	<p>The Audit Committee of GMA Network, Inc. meets at least 7 times per year. Since the members of GHI's Audit Committee are also members of GMA Network, Inc.'s Audit Committee, matters relating to GHI are also considered during said meeting, if necessary.</p> <p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p>	
<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>Compliant</p>	<p>The Board of Directors (of which the Audit Committee is a part) appointed the Internal Auditor. GMA Network, Inc.'s Internal Auditor is also the Internal Auditor of GHI.</p> <p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p>	

Recommendation 5

<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>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmnetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
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<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
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<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
<p>Optional Recommendation 3.5</p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>Not adopted</p>		<p>See explanation above</p>
<p>Recommendation 3.4</p>			

<p>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.</p>	<p>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depository Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_corporate_manual_on_corporate_governance_2017_1496026887.pdf.</p>
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<p>2. BROCC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depository Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
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<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
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<p>4. At least one member of the BROOC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
<p>Recommendation 5.5</p>			
<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>It is the function of the Audit Committee to review material related party transactions of the company. Please view the Corporation's 2017 Revised Manual on Corporate Governance at: https://aphrodite.gmanetwork.com/corporate/cgr/gma_revised_manual_on_corporate_governance_2017_1496026952.pdf</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>Compliance</p>	<p>Information on the members of the Audit and Risk Management Committee (which performs the functions of the Related Party Transactions Committees), including their qualifications and type of directorship is contained in the Definitive Information Statement of the Corporation https://aphrodite.gmanetwork.com/corporate/disclosures/qamd-definitive_information_statement_-_asm_2018_1524039509.pdf</p>	<p>at:</p>
<p>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.</p>	<p>Compliance</p>		<p>The Corporation does not engage in any other business of purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>

<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Pending Compliance</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmnetwork.com/corporate/cgr/ghl-revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
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<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Pending Compliance</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Corporation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
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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

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele- Videoc Conferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Compliant</p>	<p>Information on the process and procedure for board and/or committee meetings are reflected in the minutes of said meetings. The minutes also contain information on the attendance and participation of directors in the meetings. These minutes may be viewed at the principal office of the Corporation by the stockholders of the Company upon written request therefor.</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>		
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>All matters discussed by the directors are duly minuted.</p>	

Recommendation 4.2

<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>	<p>Non-compliant</p>		<p>Kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
<p>Recommendation 4.5</p>			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Non-compliant</p>	<p>The Corporation's Independent directors notify the Corporation of its new directorships which is reported in the Certificate of Independent Director submitted to the SEC.</p>	<p>Kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017_1496026887.pdf.</p>
<p>Optional Principle 4</p>			

<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>	Compliant		
<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	Compliant		
<p>3.</p>			<p>The Board met five (5) times in 2017.</p>
<p>4. Board of directors meet at least six times during the year.</p>	Not adopted		<p>Although under the Corporation's By-Laws, the quorum required for board decisions is only a majority of the Board, in practice, only those that have the unanimous vote of the Board of Directors are automatically deemed approved. Any matter for votation which is being objected upon by a director is left pending for further study until the issue that is being objected upon is resolved. Moreover, there is no law/rule that requires a quorum of at least 2/3 for board decisions.</p>
<p>5. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	Not adopted		

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Reference: Regulation 17A

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/egjr/ghl_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>
<p>Recommendation 5.2</p>			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>For information on the Corporation's Independent Directors, including their qualifications please view their profiles in the Definitive Information Statement of the Corporation at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghl_definitive_information_statement_-_asm_2018_1525341168.pdf</p>	
<p>Supplement to Recommendation 5.2</p>			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>All the relevant corporate documents are posted in the Corporation's website at: https://www.gmanetwork.com/corporate</p> <p>None of the said documents contain any limitation on the directors' ability to vote independently.</p>	

Recommendation 53

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>Please view the Certification of Independent Director attached to the following document: https://aphrodite.gmanetwork.com/corporate/disclosures/ghl-definitive_information_statement_-_asm_2018_1525341168.pdf</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/cgr/ghl-revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

<p>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.</p>	<p>Compliant</p>	<p>For the meritorious justification of the retention of the independent director in the same capacity after nine years please refer to the Company's explanation contained in the cover letter dated May 22, 2017 of the Company's 2017 Revised Manual on Corporate Governance: https://aphrodite.gmnetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance__2017__1496026887.pdf</p>	<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance: https://aphrodite.gmnetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance__2017__1496026887.pdf</p>
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Not adopted</p>		

<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>For information containing the roles and responsibilities of the Chairman of the Board and Chief Executive Officer please view the Corporation's By-laws at: https://www.gmanetwork.com/corporate/bylaws/ The Chairman of the Board is Atty. Felipe L. Gozon and Chief Executive Officer is Mr. Gilberto R. Duavit, Jr.</p>	
<p>Recommendation 55</p>			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>Recommendation 56</p>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Except for the Corporation's related party transactions duly reported in its https://aphrodite.gmanetwork.com/corporate/disclosures/ghl_definitive_information_statement_-_csm_2018_1525341168.pdf which have been unanimously approved by the Board of Directors, there had been no matter submitted for approval over which any of the Corporation's directors had a material interest.</p>	

Recommendation 57

<p>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.</p>	<p>Compliant</p>	<p>The Audit Committee who are composed of non-executive directors meet with the external auditor, without any executive director present. The minutes of the said meetings may be viewed at the principal office of the Corporation upon written request of the stockholder.</p>	
<p>2. The meetings are chaired by the lead independent director.</p>	<p>Compliant</p>		

Optional Principles

<p>1. None of the directors is a former CEO of the company in the past 2 years.</p>	<p>Not adopted</p>	<p>Mr. Gilberto R. Duavit, Jr. is the President and Chief Executive Officer of the Corporation.</p>	<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>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.</p>			
<p>1. Board conducts an annual self-assessment of its performance as a whole.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

<p>2. The Chairman conducts a self-assessment of his performance.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>3. The individual members conduct a self-assessment of their performance.</p>	<p>Noted being adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

<p>4. Each committee conducts a self-assessment of its performance.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

Recommendation 6.2

<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>	Compliant	<p>The effectiveness of the Board's performance is determined by the results of the Corporation's annual financial and overall performance. The stockholders of the Corporation are free to ask questions or give suggestions to the Board of Directors upon review of the Information Statement and during the Annual Stockholders' meeting. Note however that the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	Compliant		
<p>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders. Recommendation 7</p>			

<p>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.</p>	Compliant	<p>The Corporation adopts the Code of Business Conduct and Ethics of GMA Network, Inc.</p> <p>Information on the Company's Code of Business Conduct and Ethics are disclosed in the Corporation's 2016 Annual Corporate Governance Report at: https://aphrodite.gmanetwork.com/corporate/cgr/dhl_-_annual_corporate_governance_report_for_2016_1495788588.pdf</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	Compliant	<p>The Directors, Senior Management and Employees were all furnished copies of the Corporation's Revised Code of Conduct. Orientations of managers and employees were also conducted as of March 30, 2017.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	Not adopted		<p>Information on the Corporation's Code of Conduct is disclosed in the website of GMA Network, Inc. at: https://aphrodite.gmanetwork.com/corporate/cgr/dhl_-_annual_corporate_governance_report_for_2016_1495788588.pdf</p>

Supplemental Recommendation 7

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>The Company adopts the policy of GMA Network, Inc. on "Solicitation/Acceptance of Gifts/Favors" issued to call in May 2009. The Manual of the News and Public Affairs includes a particular section on "Bribes & Gifts."</p>	
<p>Recommendation 7</p>			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>Compliant</p>	<p>The implementation and monitoring of the GMA's Code of Conduct which is adopted by GHI, is a "line" function. The management within the concerned departments oversees the compliance with the Code and the Manual. Any possible violation is investigated at the department level, then, endorsed to the Human Resources Department (HRDD). HRDD conducts administrative investigations observing due process. If a rank and file (RF) employee is involved, the Union is required to take part in the proceedings. After the investigations, HRDD writes a report of its findings with recommendations, clears the report with Legal, then submits to the President & COO (in some cases, submission is also to the Chairman & CEO) for final approval of the recommendation.</p>	
<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>Findings and recommendations thereof form part of corporate records. The members of the Board of Directors were furnished copies of the Code of Conduct of the Corporation and the Board of Directors periodically reviews the Manual on Corporate Governance to ensure the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	
<p>Disclosure and Transparency</p> <p>Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.</p>			
<p>Recommendation 8</p>			

<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 Corporation's disclosure policy is contained in the 2017 Revised Manual on Corporate Governance under "Reportorial or Disclosure System of Company's Corporate Governance Policies": https://aphidite.gmanetwork.com/corporate/cgr/dhl-revised-manual-on-corporate-governance-2017-1496026887.pdf</p> <p>The disclosures of the Corporation are posted in its website at: https://www.gmanetwork.com/corporate/disclosures</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 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>Compliant</p>	<p>For quarterly reporting, the Company submits its Financial Statements on or before the 45th day after the end of each quarter in compliance with the requirements of the Securities and Exchange Commission.</p> <p>To maximize the time value of money, the Company usually pays its annual income tax due to the Bureau of Internal Revenue on or near April 15 following the close of the taxable year. Upon payment, the BIR received FS is submitted to the SEC. The Corporation believes that 105 days is already reasonable time to inform the company's stockholders and stakeholders of the previous year's financial results.</p>	
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<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>	<p>Compliant</p>	<p>The Security Ownership of controlling beneficial owners and management are reported annually in the SEC Form 17-A. Since there are no principal risks associated with the identity of the company's controlling shareholders nor are their imbalances between the controlling shareholders' voting power and overall equity position in the company, no such risks have been reported.</p>	
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Registration/AZ

<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>	<p>Compliant</p>		<p>The common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p> <p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p>
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>		<p>Any such dealings involving GMA common shares/PDRs are reported and the reports are posted at: http://www.gmanetwork.com/corporate/disclosures/beneficialownership/</p>

Supplemental to Recommendation of the Board

<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 Corporation files the following reports containing the shareholdings of its directors, management and shareholders: SEC Form 20-15, SEC Form 17-A, Public Ownership Report, List of Top 100 Stockholders, among others. These reports are posted in the PSE Edge (http://edge.pse.com.ph/company/Page/stockData.do?cmpy_id=6108&security_id=533), and in the website of the Corporation: https://www.gmanetwork.com/corporate/. The Corporation files its Conglomerate Map as an attachment to the annual General Information Sheet (http://www.gmanetwork.com/corporate/disclosures/generalinformation/) that is submitted to the Securities and Exchange Commission and the Philippine Stock Exchange.</p>	
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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 potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>The directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are disclosed in the SEC Form 20-15 and SEC Form 17-A which are all filed with the Securities and Exchange Commission and Philippine Stock Exchange, and posted in the website: http://www.gmanetwork.com/corporate/</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 members of the senior management's academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are disclosed in the SEC Form 20-15 and SEC Form 17-A which are all filed with the Securities and Exchange Commission and Philippine Stock Exchange, and posted in the website: http://www.gmanetwork.com/corporate/disclosures#</p>	

Recommendation 8.4

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compl ied:</p>	<p>The members of the Board of Directors of GHI are also members of GMA's Board of Directors. The Board of Directors of GHI do not receive compensation for their directorship in GHI. This is disclosed in the Annual Report and Definitive Information Statement of the Corporation which may be viewed at: http://www.gmanetwork.com/corporate/disclosures</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compl iant</p>	<p>The officers of GHI are also officers of GMA. The officers of GHI do not receive compensation for their functions in GHI. This is disclosed in the Annual Report and Definitive Information Statement of the Corporation which may be viewed at: http://www.gmanetwork.com/corporate/disclosures</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compl iant</p>	<p>The directors/officers of GHI are also directors/officers of GMA. The directors/officers of GHI do not receive compensation for their functions in GHI. This is disclosed in the Annual Report and Definitive Information Statement of the Corporation which may be viewed at: http://www.gmanetwork.com/corporate/disclosures</p>	

Recommendation 85

<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>The Corporation's RPT policies are contained in https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance__2017__1496026887.pdf</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Information on the Corporation's RPTs for the previous year is contained in the Definitive 20-15, Annual Report and ACGRs filed with the SEC, the PSE and posted in the Corporation's website: http://www.gmanetwork.com/corporate/disclosures</p>	
<p>Supplemental to Recommendation 8.5</p>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>The Corporation adheres to the standards set under its 2017 Revised Manual on Corporate Governance which states that a director should conduct fair business transactions with the Corporation and to ensure that personal interest does not conflict with the interests of the corporation. https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance__2017__1496026887.pdf</p> <p>The policies of GMA on conflict of interest is also adopted by GHI: https://aphrodite.gmanetwork.com/corporate/cgr/conflict_of_interest_1418284853.pdf</p>	
<p>Optional Recommendation 8.5</p>			

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and of arms' length.</p>	<p>Compl iant</p>	<p>The Corporation's RPTs are disclosed in its Information Report, Annual Report and ACGR which are all posted in the Corporation's website: http://www.gmanetwork.com/corporate/disclosures</p>	
<p>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.</p>	<p>Compl iant</p>	<p>The Corporation timely discloses such reports in its current reports and in the statements of beneficial ownership posted in the Corporation's website: http://www.gmanetwork.com/corporate/disclosures</p> <p>The following policy of GMA on insider trading is also adopted by GHI: https://aphrodite.gmanetwork.com/corporate/cgr/insider_trading_1418284950.pdf.</p>	

<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>The Corporation shall observe the requirements of the Bureau of Internal Revenue, the Securities and Exchange Commission, the Corporation Code and all related implementing rules and regulations in the event of any such acquisition or disposal of significant assets.</p>	
<p>Supplement to Requirement 16</p>			
<p>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.</p>	<p>Compliant</p>	<p>Any such agreement, if any, shall be disclosed to the SEC through Form 17-C (current reports); http://www.gmnetwork.com/corporate/disclosures</p>	
<p>Requirement 17</p>			

<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	Compliant	<p>The Corporation's 2017 Revised manual on Corporate Governance is posted in the Corporation's website as well as on the PSE Edge: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance__2017__1496026887.pdf</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	Compliant		
<p>3. Company's MCG is posted on its company website.</p>	Compliant		
<p>Supplement to Recommendation 8.7</p>			
<p>1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.</p>	Compliant	<p>Updates on the Corporation's Manual on Corporate Governance are posted in the Corporation's website: https://www.gmanetwork.com/corporate/cgr/manual and PSE Edge.</p>	
<p>Corporate Finances</p>			

1. Does the company's Annual Report disclose the following information:

The Corporation's vision is stated in:
https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance__2017__1496026887.pdf

Please view the Corporation's annual reports at
<https://www.gmanetwork.com/corporate/disclosures/annualreports/>
and https://aphrodite.gmanetwork.com/corporate/disclosures/ghl_-_definitive_information_statement_-_asm_2018_1525341168.pdf

The ACGRs of the Corporation containing additional information are also attached to the Annual Report.

The directors/officers of GHI are also directors/officers of GMA. The directors/officers of GHI do not receive compensation for their functions in GHI. This is disclosed in the Annual Report and Definitive Information Statement of the Corporation which may be viewed at:
<http://www.gmanetwork.com/corporate/disclosures>

a. Corporate Objectives	Compl iant		
b. Financial performance indicators	Compl iant		
c. Non-financial performance indicators	Compl iant		
d. Dividend Policy	Compl iant		

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors

Compl
iant

<p>f. Attendance details of each director in all directors meetings held during the year</p>	<p>Compliant</p>		
<p>g. Total remuneration of each member of the board of directors</p>	<p>Compliant</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>	<p>Compliant</p>	<p>The ACCR attached to the Annual Report as well as the Annual Information Statement contain the said statement confirming compliance: https://aphrodite.gmanetwork.com/corporate/cqr/qhl-annual-corporate-governance-report-for-2016-1495738588.pdf and https://aphrodite.gmanetwork.com/corporate/disclosures/qhl-definitive-information-statement-asm-2018-1525341168.pdf</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>	<p>Compliant</p>	<p>The ACCR attached to the Annual Report as well as the Annual Information Statement contain the said statement confirming compliance: https://aphrodite.gmanetwork.com/corporate/cqr/qhl-annual-corporate-governance-report-for-2016-1495738588.pdf and https://aphrodite.gmanetwork.com/corporate/disclosures/qhl-definitive-information-statement-asm-2018-1525341168.pdf</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>Compliance</p>	<p>Under the Corporation's Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/cgr/gbi-revised-manual-on-corporate-governance-2017-1496026887.pdf, the Audit and Risk Management Committee shall evaluate all significant issues reported by the Internal Audit and External Auditors relating to the adequacy, efficiency and effectiveness of policies, controls, processes, and activities of the Corporation.</p> <p>Any comment/s of the Audit Committee relating to its evaluation of the foregoing matters are reflected in the minutes of the meetings of the Audit Committee which may be viewed at the principal office of the Corporation upon the request of the stockholder.</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>Compliance</p>	<p>The Company's Annual Report may be viewed at the PSE Edge or the Corporation's Website https://www.gmanetwork.com/corporate/disclosures/annualreports/</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.

Recommendation 9.1

<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>As shown in the minutes of the Board of Directors' meeting and the Stockholders' meeting, the Audit Committee recommends the external auditor to the Board of Directors. The Board of Directors then nominates/renominates the External Auditor to the Shareholders. The minutes may be viewed at the principal office of the Corporation upon written request of the stockholder.</p>	
<p>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.</p>	<p>Compliant</p>	<p>The stockholders present and represented at the meeting unanimously approved the re-appointment of the External Auditor.</p>	

<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.</p>	<p>Compl aint</p>	<p>Should the appointed external auditor be removed for one reason or another, the Corporation will accordingly disclose the reason for such removal and disclose the fact and reason for the removal to the regulators.</p>	
<p>Supplement to Recommendation 9.1</p>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compl aint</p>	<p>Please view the information on the Corporation's external auditor (handling partner) in the Information Statement as well as in the Independent Auditor's Report attached to the Annual Financial Statements. https://aphrodite.gmanetwork.com/corporate/disclosures/chi-definitive-information-statement-dsm-2018-1525341168.pdf</p>	
<p>Recommendation 9.2</p>			

<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 effectiveness of the audit process, taking into consideration relevant professional and regulatory 	<p>Compliance</p>	<p>The members of the Audit Committee of GHI are also members of the Audit Committee of GMA. The following Audit Committee Charter of GMA is adopted by GHI: https://aphrodite.gmanetwork.com/corporate/cgir/board_committee_charters_1418264822.pdf</p> <p>GHI does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p>
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<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>For the company's Audit Committee Charter please view: https://aphrodite.gmanetwork.com/corporate/cgr/board_committee_charters_1418284822.pdf</p>	
<p>5. (b) (3) - Recommended</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>For the company's Audit Committee Charter please view: https://aphrodite.gmanetwork.com/corporate/cgr/board_committee_charters_1418284822.pdf</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>For the company's Audit Committee Charter please view: https://aphrodite.gmanetwork.com/corporate/cgr/board_committee_charters_1418284822.pdf</p>	
<p>Recommended</p>			

<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>Compliant</p>	<p>The Definitive Information Statement and Annual Report (SEC Form 17-A) disclose that the Corporation's External Auditors services are limited to financial audit and general tax compliance only: https://aphrodite.gmanetwork.com/corporate/disclosures/dhi-definitive-information-statement-gsm-2018-1525341168.pdf and https://www.gmanetwork.com/corporate/disclosures/annualreports/</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>The Audit Committee monitors that the non-audit work provided by the External Auditor is not in conflict with his/her functions as External Auditor. This duty of the Audit Committee is contained in the Corporation's 2017 Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/eqar/dhi-revised-manual-on-corporate-governance-2017-1496026887.pdf</p>	
<p>Statement of Recommendation 9.3</p>			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Compliant</p>	<p>As disclosed by the Corporation in its SEC Form 17-A (Annual Report) there was no specific engagement availed by the Company for purely tax accounting. The total audit related fees as stated therein already includes basic tax review. https://www.gmanetwork.com/corporate/disclosures/annualreports/</p>	
<p>Additional Recommendation Principle 9</p>			

<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>The following external auditor of the corporation is duly accredited by the SEC under Group A category:</p> <ol style="list-style-type: none"> 1. External Auditor: Belinda T. Beng Hui 2. Accreditation number: 0923-AR-2 (Group A) 3. Date Accredited: May 1, 2016 4. Expiry date of accreditation: May 1, 2019 5. Name, address, contact number of the audit firm: Sycip Gorres Velayo & Co., 6760 Ayala Avenue, 1228, Makati City; (632)8910307 	
<p>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).</p>	<p>Compliant</p>	<p>Since SGV&Co. audits listed companies (i.e., GMA), it is subject to the SEC's SOAR Inspection. However, it has yet to receive notification from the SEC for this purpose.</p>	

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recognizing Principle 10

<p>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.</p>	<p>Compliant</p>	<p>The company's practices on the disclosure of non-financial information, can be observed in its periodic filings with the Securities and Exchange Commission, specifically, the Definitive 20-IS, SC Form 17-A and the ACGR which can all be viewed in the Corporation's website.</p>	
<p>2. Company adopts a globally recognized standard/framework ork in reporting sustainability and non-financial issues.</p>	<p>Not adopted</p>		<p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

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.

<p>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.</p>	Compliant	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>However, GMA holds financial briefings attended by the Company's Senior Management; Chairman and Chief Executive Officer, President and Chief Operating Officer; Executive Vice-President and Chief Financial Officer, President of Sales and Marketing and various Company officers. The briefings are attended not only by members of the press or financial analysts but at times retail investors. The Company submits to the PSE/SEC the presentation materials used during the briefing, the relevant press release/s, and additional disclosures (if any) during the Question and Answer portion of the briefing. https://www.gmanetwork.com/corporate/ir</p>	
<p>1. Company has a website disclosing up-to-date information on the following:</p>	Compliant	<p>Please view the following website of the GMA Network, Inc. which also contains the disclosures/reports of GHI: https://www.gmanetwork.com/corporate/</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	Compliant		
<p>b. Materials provided in briefings to analysts and media</p>	Compliant		

c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 1			
1. Company complies with SEC-prescribed website template.	Compliant	Please view the following website of the GMA Network, Inc. which also contains the disclosures/reports of GHI: https://www.gmanetwork.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. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	For information on the internal control system of the Corporation please view disclosures on the said system in: https://aphrodite.gmanetwork.com/corporate/cqr/ghi-annual-corporate-governance-report-for-2016-1495788588.pdf https://www.gmanetwork.com/corporate/cqr/company-policies/	

<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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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>The Corporation's compliance with laws and relevant regulations are reviewed annually prior to the filing of relevant reports disclosing said compliance.</p>	
<p>Original Recommendation 2</p>			

<p>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.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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Recommendation 12.2

<p>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.</p>	<p>Compliant</p>	<p>The Corporation has an in-house internal auditor, who is also the in-house internal auditor of GMA Network, Inc..</p>	
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Recommendation 23

<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<p>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.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/egf/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<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.</p>	<p>Not applicable</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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Recommendation 124

<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depository Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgi/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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Supplement to Recommendation 24

<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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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>Not adopted</p>	<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depository Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmnetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>Additional Recommendation to Principle 12</p>			
<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>Compliant</p>	<p>The Chief Executive Officer and the Chairman of the Audit Committee sign the ACGR and the Corporate Governance scorecard filed with the SEC/PSE and the PSE, respectively.</p>	
<p>Cultivating a Synergic Relationship with Shareholders</p> <p>Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.</p> <p>Recommendation 13</p>			

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	These rights are disclosed in the 2017 Manual on Corporate Governance of the Corporation at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	The Corporation's Revised Manual on Corporate Governance and ACGRs containing the rights of stockholders are posted in the Corporation's website: https://www.gmanetwork.com/corporate/	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Please see the Articles of Incorporation of the Corporation posted in its website: https://aphrodite.gmanetwork.com/pdfs/GMA-Final-Prospectus.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Please see the Articles of Incorporation of the Corporation posted in its website: https://aphrodite.gmanetwork.com/pdfs/GMA-Final-Prospectus.pdf	
3. Board has an effective, secure, and efficient voting system.	Compliant	The voting by the Board of Directors is by show of hands.	

<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>Not adopted</p>	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p>	<p>The common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/egr/ghl_revised_manual_on_corporate_governance__2017__1496026887.pdf</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>The Corporation complies with the requirements of the Corporation and applicable rules and regulations and its By-laws on the holding of a special stockholders meeting and the requirements to call for such meeting. Note however, that the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Please refer to the Manual on Corporate Governance of the Corporation as well as the compliance of the corporation with the disclosure requirements (SEC Form 17-C) for the protection of minority shareholders found in the Corporation's website at: https://www.gmanetwork.com/corporate/</p> <p>Note however, that the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p>	

<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>Kindly see the Corporation's dividend policy in the following document: http://aphrodite.gmanetwork.com/pdfs/GMA-Find-Prospectus.pdf.</p> <p>The Corporation's cash distributions to PDR Holders arising from the dividend declaration of GMA Network, Inc. and the number of days the cash distributions were made after such dividend declaration are disclosed in the Corporation's Annual Information Statement, Annual and Current Reports. https://www.gmanetwork.com/corporate</p> <p>Unlike the PDRs, the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p>	<p>Unlike the PDRs, the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>Optional Recommendation 5</p>			
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Not adopted</p>	<p></p>	<p></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 preliminary notice and agenda were sent more than 30 days ahead of the meeting, please view the Preliminary Information Statement at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_preliminary_information_statement_-_asm_2018_1524125445.pdf and the Definitive Information Statement at https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_definitive_information_statement_-_asm_2018_1525341168.pdf</p>	
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>	<p>Compliant</p>	<p>Please see the Company's Definitive Information Statement at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_definitive_information_statement_-_asm_2018_1525341168.pdf</p>	

<p>d. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	<p>Compliant</p>	<p>Please see the Company's Definitive Information Statement at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_definitive_information_statement_-_asm_2018_1525341168.pdf</p>	
<p>b. Auditors seeking appointment/r e-appointment</p>	<p>Compliant</p>	<p>Please see the Company's Definitive Information Statement at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_definitive_information_statement_-_asm_2018_1525341168.pdf</p>	
<p>c. Proxy documents</p>	<p>Compliant</p>	<p>Please see the Company's Proxy form incorporated in the Definitive Information Statement at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_definitive_information_statement_-_asm_2018_1525341168.pdf</p>	
<p>Optional Recommendation 152</p>			
<p>1. Company provides rationale for the agenda items for the annual stockholders meeting</p>	<p>Compliant</p>	<p>Please see the Company's Definitive Information Statement at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_definitive_information_statement_-_asm_2018_1525341168.pdf</p>	
<p>Recommendation 153</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>Not adopted</p>		<p>The results of the meeting, during which matters are put to vote, are immediately disclosed to the PSE (through the PSE Edge) after the meeting. https://www.gmanetwork.com/corp/orte/disclosures/currentreports/</p> <p>Moreover, the minutes of the meeting are also posted at: https://www.gmanetwork.com/corp/orte/disclosures</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>Not adopted</p>		<p>The results of the meeting (matters/resolutions approved) are posted through the current reports of the corporation on the same day of the meeting. https://www.gmanetwork.com/corp/orte/disclosures/currentreports/</p> <p>Moreover, the minutes of the meeting of the Annual Stockholders' meetings are currently posted at https://www.gmanetwork.com/corp/orte/disclosures/minutesofallmeetings/</p>

Supplemental Recommendation 13

<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer questions during the ASM and SSM.</p>	<p>Compliant</p>	<p>The external auditor and other relevant individuals were present during the ASM.</p>	
<p>Recommendation 15.4</p>			
<p>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.</p>	<p>Compliant</p>	<p>Under the Corporation's Manual on Corporate Governance the Board of Directors shall establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities. https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Not adopted</p>		<p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl_-_revised_manual_on_corporate_governance_2017__1496026887.pdf</p>

Recommendation 15.5		
Supplemental Recommendations to Principle 15	Compliant	Non-compliant
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	Compliant	<p>Below are the contact details of the Vice-President/Investor Relations Officer of the Corporation: Ayah! Ari Augusto P. Chio 10/F GMA Network Center 982-7777 ext 8042 APChio@gmanetwork.com</p>
<p>2. IRO is present at every shareholder's meeting.</p>	Compliant	<p>The IRO of the Corporation is present at the Annual Stockholders and Board Meetings.</p>
<p>1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group</p>	Non-compliant	<p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghl-revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

<p>2. Company has at least thirty percent (30%) public float to increase liquidity in the market.</p>	<p>Not adopted</p>		<p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgf/ghi_-_revised_manual_on_corporate_governance_2017_1496026887.pdf</p> <p>Unlike the PDRs, the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p>
<p>Section 1 - Principle 1</p>			
<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p>	<p>Compliant</p>	<p>The Corporation respects the rights of a stockholder under the Corporation and the rules and regulations of the SEC.</p>	

<p>2. Company practices secure electronic voting in absence of the Annual Shareholders' Meeting.</p>	<p>Not adopted</p>		<p>Unlike the PDRs, the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p> <p>For the Corporation's explanation for the non-adoption of the said recommendation, kindly refer to the Corporation's letter to the SEC dated 22 May 2017 posted at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
<p>Duties to Stakeholders</p> <p>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.</p>			
<p>Recommendation 14</p>			
<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>The shareholders of the Corporation are in the Information Statement, Annual Report and General Information Sheet, all posed in the Corporation's website at: https://www.gmanetwork.com/corporate/</p> <p>The Corporation adopts the rights of a stockholder under the Corporation Code and the rules and regulations of the SEC.</p>	
<p>Recommendation 14</p>			

<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>In addition to the provisions of its By-laws and Manual on Corporate Governance and those rights listed in the ACGR which serve to protect the stakeholders, the Corporation also adopts the rights of a stockholder under the Corporation and the rules and regulations of the SEC.</p>	
<p>Recommendation 14.5</p>			
<p>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.</p>	<p>Compliant</p>	<p>Stakeholders can voice their concerns and/or complaints for possible violation of their rights and communicate the same to the Corporation's Investor Relations Officer whose contact details are set forth above.</p> <p>The Corporation's policies that protect shareholders' rights may be viewed at https://www.gmnetwork.com/corporate/cgr/companyolicies/ and https://www.gmnetwork.com/corporate/cgr/annualreport/</p>	
<p>Supplement to Recommendation 14.5</p>			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliance upon any occurrence of a dispute</p>	<p>Under the Corporation's Manual on Corporate Governance the Board of Directors shall establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities https://aphrodite.gmnetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>	

Additional Recommendations to Principle 14

<p>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.</p>	<p>A request for exemption was submitted to Commission, setting forth the reasons for the request</p>	<p>Upon receipt of the denial of the request for exemption, the Corporation took diligent steps to comply with the reportorial requirements under the rules and regulations of the Commission.</p>	
<p>2. Company respects Intellectual Property rights.</p>	<p>Compliant</p>	<p>The Company complies with the provisions of the Intellectual Property Code and all other related laws, rules and regulations for the protection of Intellectual Property Rights.</p>	

Options - Principle 14

<p>1. Company discloses its policies and practices that address customers' welfare</p>	<p>Compliant</p>	<p>GMA's policies, programs and practices that address customers' welfare are adopted by GHI and are contained in https://aphrodite.gmanetwork.com/corporate/cgr/gma-annual-corporate-governance-report-for-2016-1495788679.pdf</p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>Compliant</p>	<p>GMA's policies, programs and practices that address supplier/contractor selection procedures are adopted by GHI and are contained in https://aphrodite.gmanetwork.com/corporate/cgr/gma-annual-corporate-governance-report-for-2016-1495788679.pdf</p>	
<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.</p>			
<p>Recommendation 15.1</p>			
<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>GMA's policies, programs and procedures that encourage employee participation are adopted by GHI and are contained in https://aphrodite.gmanetwork.com/corporate/cgr/gma-annual-corporate-governance-report-for-2016-1495788679.pdf</p>	
<p>Supplemental Recommendation 15.1</p>			

<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Not adopted</p>		<p>The directors/officers of GHI are also directors/officers of GMA. The directors/officers of GHI do not receive compensation for their functions in GHI. This is disclosed in the Annual Report and Definitive Information Statement of the Corporation which may be viewed at: http://www.gmanetwork.com/corporate/disclosures</p>
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>GMA's policies and practices on health, safety and welfare of employees are adopted by GHI. Statistics and data, if any are contained in https://gphrodite.gmanetwork.com/corporate/cgr/gma-annual-corporate-governance-report-for-2016-1495788679.pdf and in https://www.gmanetwork.com/corporate/cgr/companyolicies/</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Information on any training conducted or attended are disclosed in https://gphrodite.gmanetwork.com/corporate/cgr/ghi-annual-corporate-governance-report-for-2016-1495788588.pdf and https://www.gmanetwork.com/corporate/cgr/certificateofattendance/ in</p>	

Recommendation 15.2

<p>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.</p>	<p>Compliant</p>	<p>GMA's policies, programs and practices on anti-corruption are adopted by GHI and are further explained in https://aphrodite.gmanetwork.com/corporate/cgr/ghi-annual-corporate-governance-report-for-2016-1495788588.pdf and in https://www.gmanetwork.com/corporate/cgr/companyolicies/</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>Information on how the policy and program are disseminated to employees across the organization are set forth in: https://aphrodite.gmanetwork.com/corporate/cgr/ghi-annual-corporate-governance-report-for-2016-1495788588.pdf</p>	
<p>Supplemental Recommendation 15.2</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>GMA's company policy and procedures on penalizing employees involved in corrupt practices are adopted by GHI and are set forth in GMA's Code of Conduct and explained in https://aphrodite.gmanetwork.com/corporate/cgr/ghi-annual-corporate-governance-report-for-2016-1495788588.pdf</p>	

<p>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</p>	<p>Compliant</p>	<p>GMA's policies, programs on whistle-blowing, no-retaliation are adopted by GHI and are further explained in https://aphrodite.gmanetwork.com/corporate/cgr/gma-annual-corporate-governance-report-for-2016-1495788679.pdf and in https://www.gmanetwork.com/corporate/cgr/companypolicies/</p> <p>Suggestion boxes are strategically placed all over the Network's compound where employees can leave messages/letters that are read and acted upon the GMA Network's CEO.</p>	
<p>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.</p>	<p>Compliant</p>	<p>GMA's policies, programs on whistle-blowing, no-retaliation are adopted by GHI and are further explained in https://aphrodite.gmanetwork.com/corporate/cgr/gma-annual-corporate-governance-report-for-2016-1495788679.pdf and in https://www.gmanetwork.com/corporate/cgr/companypolicies/</p>	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compl iant</p>	<p>GMA's policies, programs on whistle-blowing, no-retaliation are adopted by GHI and are further explained in https://gphroclite.gmanetwork.com/corporate/cgr/gma-annual-corporate-governance-report-for-2016-1495788679.pdf and in https://www.gmanetwork.com/corporate/cgr/companypolicies/</p> <p>Suggestion boxes are strategically placed all over the Network's compound where employees can leave messages/letters that are read and acted upon the GMA Network's CEO.</p>	
<p>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.</p> <p>Recommendation 16:</p>			

<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>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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Corporate Principle 16

<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Not adopted</p>		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghl_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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2. Company exerts effort to interact positively with the communities in which it operates	Not adopted	
		<p>The Corporation does not engage in any other business or purpose except in relation to the issuance of the Philippine Depositary Receipts (PDRs) relating to GMA Network, Inc.'s (GMA) common shares ("Common Shares"). The underlying common shares of the PDRs are registered in the name of GHI.</p> <p>Please refer to the Corporation's explanation for the non-adoption of the recommendation contained in the letter dated May 22, 2017 attached to the Company's 2017 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/ghi_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>

NB: All of the information/data herein provided, are based on the Company's available records as of December 31, 2017, and not necessarily from the personal knowledge of the affiants.

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, in the City of MANILA on

MAY 22 2018


SIGNATURES


FELIPE L. GOZON
Chairman of the Board


GILBERTO R. DUAVIT, JR.
President/Chief Executive Officer


ARTEMIO V. PANGANIBAN
Independent Director


JAIME ARAYA
Independent Director


ROBERTO RAFAEL V. LUCILA
Corporate Secretary/Compliance Officer

SUBSCRIBED AND SWORN to before me this MAY 22 2018 day of _____, 2018, affiants exhibiting to me their evidence of identity, as follows:

Name	Evidence of Identity	Date of Issue/Place
Felipe L. Gozon	SSS ID No. 03-0401472-1	
Gilberto R. Duavit, Jr.	SSS ID No. 33-1841930-6	
Artemio V. Panganiiban	Passport No. EC20160733	September 22, 2014 valid until September 21, 2019 at DFA Manila
Jaime C. Laya	Passport No. EC3133727	January 7, 2015 valid until January 6, 2020 at DFA Manila
Roberto Rafael V. Lucila	SSS ID No. 03-6383452-8	

ATTY. VIRGINIA R. BAYALLA

NOTARY PUBLIC FOR MAKATI CITY

APPOINTMENT NO. M-88

UNTIL DECEMBER 31, 2018 - POLL OF ATTY. NO. 48348

MGLE COMPLIANCE NO. V-0026676 /4-11-2018

IBP O.R. No. 705762-LIFETIME MEMBER JAN. 29, 2007

PTR NUMBER FOR PUBLISHERS 2018- MAKATI CITY

EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER

Doc. No. 491;
Page No. 52;
Book No. 327;
Series of 2018.