



28 January 2013

**SECURITIES AND EXCHANGE COMMISSION**

Attention: Director Justina F. Callangan  
Corporate Finance Department  
SEC Building, EDSA, Mandaluyong City

**PHILIPPINE STOCK EXCHANGE, INC.**

Attention: Ms. Janet A. Encarnacion  
Head, Disclosure Department  
3<sup>rd</sup> Floor, Philippine Stock Exchange Plaza  
Ayala Avenue, Makati City

Gentlemen:

Attached is the sworn Secretary's Certificate certifying to the record of attendance of each Director to all meetings of the Board of Directors held during the year 2012.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to be "A. Chio", written over a white rectangular area.

**AYAHL ARI AUGUSTO P. CHIO**  
*Alternate Corporate Information Officer*

**GMA HOLDINGS, INC.**

Unit 5-D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City 1634 Philippines

**MAILING ADDRESS:** GMA Network Center, EDSA cor. Timog Ave., Diliman, Quezon City 1103 Philippines

**Telephone No.** (632) 982-7777 loc. 8001 **Fax** (632) 928-5133

REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) S.S.

**SECRETARY'S CERTIFICATE**

I, **ANNA-TERESA M. GOZON-ABROGAR**, of legal age, Filipino, and with office address at GMA Network Center, EDSA corner Timog Avenue, Quezon City, hereby state and certify:

1. I am the Corporate Secretary of **GMA HOLDINGS, INC.**, (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines.
2. As Corporate Secretary, I have custody of the corporate books and records of the Corporation.
3. The Meetings of the Board of Directors of the Corporation for the year 2012 were held on the following dates:

- a) February 8
- b) March 28
- c) May 25
- d) June 28


4. The following members of the Board of Directors attended the board meetings of the Corporation on the dates set forth opposite their respective names:

Name	Meetings Attended for the year 2012
Felipe L. Gozon	Feb. 8, March 28, June 28
Gilberto R. Duavit, Jr.	Feb. 8, March 28, June 28, May 25
Joel Marcelo G. Jimenez	Feb. 8, March 28, June 28, May 25
Artemio V. Panganiban	Feb. 8, March 28, June 28, May 25
Jaime C. Laya	Feb. 8, March 28, June 28, May 25

IN WITNESS WHEREOF, I have hereunto affixed my signature this 28<sup>th</sup> day of January 2013 at Makati City.

  
**ANNA-TERESA M. GOZON-ABROGAR**  
Corporate Secretary


COUNTERSIGNED BY:

  
**FELIPE L. GOZON**  
Chairman of the Board

SUBSCRIBED AND SWORN to before me this 28<sup>th</sup> day of January 2013, affiants exhibiting to me their competent identifications as follows:

Anna Teresa M. Gozon-Abrogar - SSS ID No. 33-2709000-4  
Felipe L. Gozon - Passport No. XX17461898/August 4, 2008/DFA Manila

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**IVIN RONALD D.M. ALZON**  
Appointment No. M-101  
Notary public for Makati City  
Until December 31, 2013  
Roll No. 89104  
Admitted to the Bar April 2011  
PTR No. 3184934/1-10-2012/Makati City  
IBP No. 889777/1-08-2012/Makati City  
15/F Sagittarius Condominium  
H.V. dela Costa St., Salcedo Village  
Makati City