

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 177
OF THE REVISED CORPORATION CODE OF THE PHILIPPINES

OF

GMA HOLDINGS, INC.

1. For the fiscal year ended: **December 31, 2020**
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. Use Only)
Province, Country or other jurisdiction of Industry Classification Code:
incorporation or organization
7. **Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City (in the process of being amended to Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines)**
Address of principal office Postal Code 1634
8. **(632) 89827777 or (632) 88163716 to 19**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name, former address, and former fiscal year, if changed since last report.

10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Philippine Deposit Receipts ("PDRs")	673,992,175

11. Are any or all of these securities listed on a Stock Exchange.

Yes [] No []

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange/ PDRs

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 25 and 177 of The Revised Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [] No []

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [] No []

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form. (See definition of "affiliate" in "Annex B").

Not Applicable

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Not Applicable

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

GMA Holdings, Inc., (the "Company" or "GHI") was incorporated on February 15, 2006. As a holding company, its primary purpose is to invest in, purchase, or otherwise acquire own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property, including, but not limited to stocks, bonds and debentures. The Company has no subsidiaries.

The Philippine Deposit Receipts ("PDRs") issued by the Company were listed with the Philippine Stock Exchange ("PSE") on July 30, 2007.

GHI does not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the GMA Network, Inc. common shares ("Common Shares") for as long as the PDRs are outstanding. GHI has undertaken to perform the obligations under the PDRs and the acquisition and holding of the Common Shares underlying the PDRs, which include maintaining the listing with the PSE, and maintaining its status as a Philippine Person for as long Philippine law prohibits ownership of Common Shares by non-Philippine persons.

The registered office address of the Company is Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City (in the process of being amended to Unit 3K, North Wing,

Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines).

Transactions with/and or dependence on related parties:

Not applicable. Please refer to Certain Relationships and Related Transactions on page 22.

Employees:

The Company had no fulltime employees as of December 31, 2020 and does not anticipate acquiring any employees within the next ensuing 12 months. No labor unions are present within the Company.

Item 2. Properties

The Company does not own any real property. The Company does not lease any real property and does not intend to acquire any within the next 12 months.

Item 3. Legal Proceedings

The Company is not, and has not been, a party to any legal proceeding.

Item 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

Market Information

(a) Securities Sold and Consideration therefor

The Company first offered PDRs relating to the Common Shares on July 31, 2007 at the price of Php 8.50. These PDRs were listed on the Philippine Stock Exchange on the same date. Of the PDRs offered, 91,346,000 PDRs were offered on behalf of the Company (the "Primary PDR Offer") and 730,769,000 PDRs were offered on behalf of certain existing shareholders of the Company, namely Group Management and Development, Inc., FLG Management and Development Corporation, M.A. Jimenez Enterprises, Inc., Television International Corporation, Gozon Development Corporation and Gozon Foundation (collectively, "Selling Shareholders") (the "Secondary PDR Offer"). Of the 730,769,000 PDRs relating to Common Shares offered on behalf of the Selling Shareholders, 256,829,164 came from Group Management and Development Corporation, Inc., 212,829,164 from FLG Management and Development Corporation, 147,249,954 from M.A. Jimenez Enterprises, Inc., 108,475,350 from Television International Corporation, 4,516,152 from Gozon Development Corporation and 1,468,846 from Gozon Foundation, Inc..

At that time, GMA Network Inc. expected to raise gross proceeds from the Domestic Share Offer and Primary PDR Offer of approximately P1,552.9 million. After deducting estimated, applicable fees,

underwriting fees, commissions and expenses related to the Combined Offer of approximately P129.4 million, net proceeds to GMA Network Inc. from the Combined Offer were expected to be approximately P1,423.5 million.

GMA Network Inc. did not receive any proceeds from the Secondary PDR Offer. Taxes, issue management, underwriting and selling fees and other fees and expenses pertaining to the Secondary PDR Offer were for the account of the Selling Shareholders.

Each of the Company and the Selling Shareholders granted the Deutsche Bank AG (Sole Global Coordinator, Domestic Lead Underwriter and Issue Manager) an option, exercisable for 30 days from the date of listing and when trading of the Common Shares and PDRs on the Philippine Stock Exchange ("PSE"), to purchase or place up to 123,317,000 PDRs.

Other than the foregoing, no securities were sold which were not registered under the Securities Regulation Code within the past three (3) years.

(b) Underwriters and Other Purchasers

ATR KimEng Capital Partners, Inc. acted as Joint Lead Manager, Domestic Lead Underwriter for GHI and the Selling Shareholders. The other underwriters who participated were as follows:

- (1) BDO Capital and Investment Corporation
- (2) First Metro Investment Corporation
- (3) Unicapital Incorporated
- (4) Abacus Capital and Investment Corporation
- (5) Asian Alliance and Investment Corporation
- (6) Pentacapital Investment Corporation
- (7) RCBC Capital Corporation
- (8) Union Bank of the Philippines

Stock Prices GMAP

Period in 2021	Highest Closing	Lowest Closing
1Q	8.49	5.76

Period in 2020	Highest Closing	Lowest Closing
1Q	5.49	4.80
2Q	5.29	4.52
3Q	5.50	4.42
4Q	5.95	4.75

Period in 2019	Highest Closing	Lowest Closing
1Q	5.85	5.35
2Q	5.80	4.97
3Q	5.49	5.08
4Q	5.30	5.00

GMA Holdings, Inc.'s (GHI) Philippine Deposit Receipts (PDRs) have been listed with the Philippine Stock Exchange since 2007. The price information as of the close of the latest practicable trading date of April 27, 2021 is 7.35 for GHI GMAP (PDRs).

Holders

The total number of shareholders as of March 31, 2021 was seven. The number of shares subscribed as of March 31, 2021 was 10,000 or P100,000.00. All the common shareholders of the Company are listed hereunder:

Name of Shareholder	No. of Shares Subscribed	Percentage of Ownership
Felipe L. Gozon	3,330	33.30
Gilberto R. Duavit, Jr.	3,330	33.30
Joel Marcelo G. Jimenez	3,330	33.30
Artemio V. Panganiban	4	.04
Manuel P. Quiogue(deceased)	4	.04
Jaime C. Laya	1	.01
Felipe S. Yalong	1	.01
Total	10,000	100.00

Dividend Information

Dividends shall be declared only from the surplus profits of the Company and shall be payable at such times and in such amounts as the Board of Directors shall determine, either in cash, shares or property of the Company, or a combination of the three, as said Board of Directors shall determine. The declaration of stock dividends, however, is subject to the approval of at least two-thirds of the outstanding capital stock. No dividend which will impair the capital of the Company shall be declared.

Cash Distribution to the Company's PDR Holders

On March 26, 2021, the Company approved a cash distribution to the PDR holders of Php 1.35 per share or at the same rate of the dividend that was paid by GMA Network, Inc. to the latter's common shareholders, undiminished by the PDR holders' proportionate share in the Company's operating cost. The foregoing cash distribution in the amount of Php 1.35 per PDR will be distributed to the PDR holders as of April 22, 2021 and will be paid out to the PDR Holders on May 19, 2021.

On June 8, 2020, the Company approved a cash distribution to the PDR holders of Php .30 per share or at the same rate of the dividend that was paid by GMA Network, Inc. to the latter's common shareholders, undiminished by the PDR holders' proportionate share in the Company's operating cost. The cash

distribution in the amount of Php 0.30 per PDR was distributed to the PDR holders as of June 24, 2020 and was paid out to the PDR Holders on July 16, 2020.

On March 29, 2019 the Company approved a cash distribution to the PDR holders of Php .45 per share or at the same rate of the dividend that was paid by GMA Network, Inc. to the latter's common shareholders. The foregoing cash distribution in the amount of Php 0.45 per PDR was distributed to the PDR holders as of April 22, 2019 and was paid out to the PDR Holders on May 15, 2019.

On April 5, 2018 the Company approved a cash distribution to the PDR holders of Php 0.50 per share or at the same rate of the dividend that was paid by GMA Network, Inc. to the latter's common shareholders. The foregoing cash distribution in the amount of Php 0.50 per PDR was distributed to the PDR holders as of April 23, 2018 and was paid out to the PDR holders on May 16, 2018.

On March 27, 2017, the Company approved a cash distribution to the PDR holders of Php 0.73 per share or at the same rate of the dividend that was paid by GMA Network, Inc. to the latter's common shareholders. The foregoing cash distribution in the amount of Php 0.73 per PDR was distributed to the PDR holders as of April 20, 2017 and was paid out to the PDR holders on May 16, 2017.

On April 8, 2016, the Company approved a cash distribution to the PDR holders of P0.40 per PDR or at the same rate of the dividend that was paid by GMA Network, Inc. to the latter's common shareholders. The foregoing cash distribution in the amount P0.40 per PDR was distributed to PDR Holders as of April 25, 2016 and was paid out to the PDR holders on May 17, 2016.

Cash Dividends to Common Shareholders

On March 26, 2021, the Board of Directors approved the Company's declaration and distribution of Php 2,100,100.00 cash dividends from its retained earnings as of December 31, 2020, to be paid on May 18, 2021 to its stockholders of record as of April 22, 2021.

On April 13, 2020, the Board of Directors approved the Company's declaration and distribution of Php 1,300,000.00 cash dividends from its retained earnings as of December 31, 2019 and was paid out to the Company's stockholders on May 22, 2020.

On March 29, 2019, the Board of Directors approved the Company's declaration and distribution of Php 2,210,000.00 cash dividends from its retained earnings as of December 31, 2018 and was paid out to the Company's stockholders on May 14, 2019.

On April 5, 2018, the Board of Directors approved the Company's declaration and distribution of Php 3,100,000.00 cash dividends from its retained earnings as of December 31, 2016 and was paid out to the Company's stockholders on May 16, 2018.

On March 27, 2017, the Board of Directors approved the Company's declaration and distribution of Php 1,000,000.00 cash dividends from its retained earnings as of December 31, 2016 and was paid out to the Company's stockholders on May 9, 2017.

On April 8, 2016, the Board of Directors approved the Company's declaration and distribution of Php 600,000.00 cash dividends from its retained earnings as of December 31, 2015 and was paid out to the Company's stockholders on May 17, 2016.

The Company has not and will not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the Common Shares for as long as the PDRs are outstanding.

Any cash dividends distributed in respect of Common Shares underlying the PDRs received by the Company shall be applied towards its operating expenses then due for the preceding and current year. A further amount equal to the operating expenses in the preceding year shall be set aside to meet operating or other expenses for the succeeding year. Amounts remaining in excess of such requirements shall be distributed pro rata amongst the outstanding PDRs holders pursuant to the Philippine Deposit Receipt Instrument.

Whenever the Company shall receive or become entitled to receive from the GMA Network, Inc. any distribution in respect of the Common Shares which consists of a free distribution of additional Common Shares, the Company shall grant additional PDRs to holders in respect of such distributions pursuant to the Philippine Deposit Receipt Instrument.

Whenever the Company shall receive or become entitled to receive from the GMA Network, Inc. any distribution in securities (other than Common Shares) or in other property (other than cash) in respect of the Common Shares subject to the PDRs, the Company shall forthwith procure delivery of such securities or other property pro rata to PDR holders or otherwise to the order of the PDR holder pursuant to the Philippine Deposit Receipt Instrument, subject to compliance with applicable laws and regulations in the Philippines and the restriction against foreign ownership in mass media .

There are no restrictions on the Company's ability to pay dividends on common equity.

Item 6. Management's Discussion and Analysis or Plan of Operation.

The following discussion should be read in conjunction with the Financial Statements of the Company that are incorporated into this Information Statement by reference. Such Financial Statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

As discussed in the previous section, the Company has not and will not engage in any other business or purpose except in relation to the issuance of the PDRs relating to the Common Shares for as long as the PDRs are outstanding.

Any cash dividend or other cash distribution distributed in respect of the Common Shares received by the Company (or the Pledge Trustee on its behalf) shall be applied toward the operating expenses then due (including but not limited to applicable taxes, fees and maintenance costs charged by the Philippine Stock Exchange) of the Company (the "Operating Expenses") for the current and preceding year (as certified by an independent auditor). A further amount equal to the operating expenses in the preceding year (as certified by an independent auditor) (the "Operating Fund") shall be set aside to meet operating or other expenses for the succeeding year. Any amount in excess of the aggregate of the Operating Expenses paid and the Operating Fund for such period (as certified by the independent auditor of the PDR Issuer) shall be distributed to Holders pro rata on the first Business Day after such cash dividends are received by the Company.

On June 9, 2020, the Company's Board of Directors approved a cash distribution to the PDR holders of P0.30 per PDR totaling to P216.6 million to all PDR holders of record as of June 24, 2020. The amount was remitted to the PDR holders on July 16, 2020.

On March 29, 2019, the Company's Board of Directors approved a cash distribution to the PDR holders of P0.45 per PDR totaling to P329.2 million to all PDR holders of record as of April 22, 2019. The amount was remitted to the PDR holders on May 15, 2019.

On April 5, 2018, the Company's Board of Directors approved a cash distribution to the PDR holders of P0.50 per PDR totaling to P371.96 million to all PDR holders of record as of April 23, 2018. The amount was remitted to the PDR holders on May 16, 2018.

On March 27, 2017, the Company's Board of Directors approved a cash distribution to the PDR holders of P0.73 per PDR totaling to P595.24 million to all PDR holders of record as of April 20, 2017. The amount was remitted to the PDR holders on May 16, 2017.

On April 8, 2016, the Company's Board of Directors approved a cash distribution to the PDR holders of P0.40 per PDR totaling to P338.54 million to all PDR holders of record as of April 25, 2016. The amount was remitted to the PDR holders on May 17, 2016.

KEY PERFORMANCE INDICATORS

The Company's key performance indicators are focused on the dividends it receives to meet PDR holders' expectations and monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation.

RESULTS OF OPERATIONS

Results of Operations of GMA Holdings Inc. for the years ended December 31, 2020 and 2019

The Company posted Revenues of P3.31 million for the year 2020, a 25% increase or P654 thousand versus last year's level of P2.66 million due to sharp increase in Exercise Fees to P2.02 million resulting from the conversion of PDR shares. However, Interest Income decreased to P1.29 million in 2020 versus P2.38 million in 2019 due to lower interest income earned on cash placement.

Operating Expenses for the year totaled P1.00 million, an increase of 6% vis-a-vis P948 thousand in 2019 due to increase in listing fees, professional fees, rent expense, and higher transportation expenses.

With higher revenues, Net Income after tax increased 58% to P2.03 million versus last year's Net Income after tax of P1.29 million. On the other hand, Total Comprehensive Income dipped to P1.87 million from last year's level of P2.73 million due to the recognition of unrealized loss of P167 thousand arising from the full redemption of a debt instrument. In 2019, the valuation of this debt instrument resulted to unrealized gain of P1.45 million which resulted to higher Total Comprehensive Income in 2019.

On March 26, 2021 the Board of Directors approved the cash dividend of P2.10 million to be paid to the stockholders from the retained earnings of the Company as of December 31, 2020.

Financial Condition. Total assets amounted to P50.37 million, higher by 1% than last year's P49.67 million primarily due to the increase in Accounts receivable.

For the years ended December 31, 2019 and 2018

The Company ended the year with a total comprehensive income amounting to P2.73 million, 92% higher than last year's total comprehensive income of P1.42 million, due to higher interest income and unrealized gain on debt instrument at FVOCI. Net income after tax settled at P1.29 million, a decrease of

P983 thousand from last year's net income after tax of P2.27 million. This year's revenues reached P2.66 million, a decline of 28% or P1.06 million from last year's level of P3.71 million mainly brought about by the decrease in exercise fees. However, interest income grew to P2.38 million in 2019 versus P2.00 million in 2018 due to higher interest income earned on cash placement.

Operating expenses for the year 2019 totaled P948 thousand vis-a-vis P1.01 million in 2018 mainly due to the decrease in listing fees amounting to P393 thousand as compared with P455 thousand in 2018 due to lower market cap, lower local business tax of P36 thousand from last year's P38 thousand due to lower 2018 tax base, lower PDR conversion, and lower transportation expenses.

On April 13, 2020 the Board of Directors approved the cash dividend of P1.30 million to be paid to the common stockholders from the retained earnings of the Company as of December 31, 2019.

Financial Condition. Total assets amounted to P49.67 million, higher by 2% than last year's P48.85 million primarily due to the increase in Debt instrument at FVOCI and Accounts receivable and other current assets.

For the years ended December 31, 2018 and 2017

The Company ended the year 2018 with a total comprehensive income amounting to Php 1.42 million, 49% lower than last year's total comprehensive income of Php 2.77 million, due to lower exercise fees of Php 1.71 million generated from the conversion of 38,392,800 PDR shares to common shares as compared to Php 2.80 million exercise fees from 62,722,000 PDR shares converted in 2017. Likewise, net income after tax settled at Php 2.27 million, a decrease of Php 760 thousand from last year's net income after tax of Php 3.03 million. This year's revenues reached Php 3.71 million, a decline of 21% or Php 1.01 million from last year's level of Php 4.72 million mainly brought about by the decrease in exercise fees as mentioned earlier. However, interest income grew to Php 2.00 million in 2018 versus Php 1.92 million in 2017 due to higher interest income earned on cash placement.

Operating expenses for the year 2018 totaled Php 1.01 million vis-a-vis Php 1.11 million in 2017 mainly due to the decrease in listing fees amounting to Php 455 thousand as compared with Php 498 thousand in 2017 due to lower market cap. Also, professional fees decreased to Php 475 thousand versus Php 518 thousand in 2017, which included the accrual of audit fee, BDO trust fee and legal fee. On the other hand, Local business tax went up to Php 38 thousand from last year's Php 35 thousand due to higher 2017 tax base used in assessing the 2018 business tax payment.

On March 29, 2019, the Board of Directors approved the cash dividend of Php 2.21 million to be paid to the common stockholders from the retained earnings of the Company as of December 31, 2018.

Financial Condition. Total assets amounted to Php 48.85 million, lower by 3% than last year's Php 50.51 million primarily due to the decreases in Available-for-sale (AFS) investment and Accounts receivable subsequent to higher exercise fees.

For the years ended December 31, 2017 and 2016

The Company ended the 2017 with a total comprehensive income amounting to Php 2.77 million, 164% higher than last year's total comprehensive income of Php 1.05M, due to higher exercise fees of Php 2.80 million generated from the conversion of 62,722,000 PDR shares to common shares as compared to Php 508 thousand exercise fees from 11,387,000 PDR shares converted in 2016. Likewise, net income after tax grew to Php 3.03 million, an increase of Php 2.00 million from last year's net income after tax of Php 1.03 million. This year's revenues reached Php 4.72 million, an improvement of 88% or Php 2.21 million from last year's level of Php 2.51 million mainly brought about by the increase in exercise fees as mentioned earlier. Interest income, however, declined to Php 1.92 million in 2017 versus Php 2.00 million in 2016 due to lower interest income earned on cash placement.

Operating expenses for the year 2017 totaled Php 1.11 million vis-a-vis Php 1.06 million in 2016 mainly due to the increase in professional fees to Php 518 thousand versus Php 383 thousand in 2016. Local business tax went up to Php 35 thousand from last year's Php 32 thousand due to higher 2016 tax base used in assessing the 2017 business tax payment. On the other hand, listing fees amounted to Php 498 thousand, a decrease of 19% as compared with Php 614 thousand in 2016 due to the offshoot of lower market cap.

On April 5, 2018, the Board of Directors approved the cash dividend of Php 3.10 million to be paid to the stockholders from the retained earnings of the Company as of December 31, 2017.

Financial Condition. Total assets amounted to Php 50.51 million, higher by 4% than last year's Php 48.71 million primarily due to the increase in cash and cash equivalents, on account of interest received from Unicapital Inc. cash placement and Available-for-sale (AFS) investment. Receivables also increased subsequent to higher exercise fees.

KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS

- i. Trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

As of December 31, 2020, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.
- ii. Events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration or an obligation.

As of December 31, 2020, there were no events which may trigger a direct or contingent financial obligation that is material to the Company.
- iii. Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relations of the Company with unconsolidated entities or other persons created during the reporting period.

There were no off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relations of the Company with unconsolidated entities or other persons created as of December 31, 2020.
- iv. Material commitments for capital expenditures, the general purpose of such commitments and the expected sources of funds for such expenditures.

For the period January 1, 2020 to December 31, 2020, there were no material commitments for capital expenditures.
- v. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

The Company's results of operations depend largely on its ability to meet PDR holders' expectations from the dividends it receives and to monitor cash and cash equivalents levels to meet its obligations with respect to the Company's current and preceding year's operation. As of December 31, 2020, there were

no known trends, events or uncertainties that are reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations. However, in not acting upon the application of ABS CBN Corporation for the renewal of its franchise in May 2020, the House of Representatives Committee on Legislative Franchises opined that the Philippine Deposit Receipts of the said applicant are null and void, as they purportedly allow foreigners to own the shares of stock of the said broadcast company. In abundance of caution, GMA Network Inc. has announced last year that for a limited period of time it will offer to purchase the PDRs issued by the Company to non-Filipinos as a measure of good faith. To this date, the Securities and Exchange Commission (SEC) has not revoked the registration of the Company's PDRs, or declared the same to be no longer valid and legal. Neither has it enjoined the Company to perform its obligations under the PDR Instrument.

- vi. Significant elements of income or loss that did not arise from the issuer's continuing operations.

As of December 31, 2020, there were no significant elements of income or loss that did not arise from the issuer's continuing operations.

- vii. Causes for Material Changes in the Financial Statements

Statements of Financial Position (December 31, 2020 vs. December 31, 2019)

1. Current assets increased by P21.94 million to P50.37 million, mainly as a result of the Note redemption.
2. Current liabilities increased by P202 thousand to P48.15 million due to the VAT payable, unpaid professional and audit fees.

- viii. Seasonal aspects that had a material effect on the financial condition or results of operations.

As of December 31, 2020, there are no seasonal aspects that had a material effect on the financial condition or results of operations.

Interim Periods

The Company currently cannot make available the financial information for the first quarter of 2021. The Company however, undertakes to submit its SEC Form 17-Q on or before May 15, 2021 and to make the same available upon request during the Company's Annual Stockholders' Meeting.

Item 7. Financial Statements

The Audited Financial Statements including the attached schedules therein are filed as part of this report. The statements were audited by Sycip Gorres Velayo & Co. and signed by Meynard A. Bonoen.

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Since 2007, SyCip Gorres Velayo & Co. has served as the independent auditors of the Company to audit the Company's financial statements. The Company has not had any material disagreements on accounting matters or financial disclosure matters with SyCip Gorres Velayo & Co.

AUDIT AND AUDIT RELATED FEES

The Company engaged SyCip Gorres Velayo @ Co. (SGV) as the independent auditors to audit the annual financial statements in accordance with Philippine Standards on Auditing and express its opinion on these financial statements as a whole as well as on the Supplemental Schedules Required by Annex 68-E included in Form 17-A in compliance with Securities Regulation Code Rule 68, As Amended (2011). The Company accrued audit fee of Seventy-Five Thousand Pesos (P75,000) for year 2020 which is the same fee with year 2019.

TAX FEE

The Company has not engaged SGV for tax accounting, compliance, advice, planning and any other form of tax services during the years 2020 and 2019 that are reasonably related to the performance of the audit or review of the Company's financial statements.

ALL OTHER FEES

The Company has not engaged SGV for products and services other than the services described under "Audit and Audit Related Fees" above.

PART III - CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

Board of Directors, Officers and Senior Management

Under the Articles of Incorporation of the Company, the Board of Directors of the Company comprises five directors, two of whom are independent. The directors have a term of one year and are elected annually at the Company's stockholders meeting. A director who is elected to fill a vacancy holds the office only for the unexpired term of his predecessor. As of March 31, 2020, the Company's Board of Directors and Senior Management were composed of the following:

Board of Directors				Senior Management		
Directors and Senior Management	Nationality	Position	Year Position was Assumed	Position	Year Position was Assumed	Age
Felipe L. Gozon	Filipino	Chairman/ Director	2006	N/A	N/A	81
Gilberto R. Duavit, Jr.	Filipino	Director	2006	President/Chief Executive Officer	2007	57
Joel Marcelo G. Jimenez	Filipino	Director	2006	N/A	N/A	57
Felipe S. Yalong	Filipino	Corporate Treasurer	2007	Chief Financial Officer/Chief Operating Officer	2012	64
Artemio V. Panganiban	Filipino	Independent Director	2009	N/A	N/A	84

Jaime C. Laya	Filipino	Independent Director	2008	N/A	N/A	82
Ronaldo P. Mastrili	Filipino	N/A	N/A	Comptroller/Chief Accounting Officer	2007	55
Anna Teresa M. Gozon-Valdes	Filipino	Corporate Secretary	2007	N/A	N/A	49
Roberto Rafael V. Lucila	Filipino	N/A	N/A	Vice-President/Compliance Officer	2017	64

The members of the Board of Directors of the Company (including the Independent Directors) are elected at the annual stockholders' meeting to serve as such for the ensuing year and until the election and qualification of their successors. Once elected, the Independent Directors' term of office shall be deemed to be in compliance with Section 22, Title III of the Revised Corporation Code of the Philippines, in relation to SEC Memorandum Circular No. 4, Series of 2017, on the term limits for Independent Directors.

The Company's officers are appointed/elected by the Board of Directors to serve as such for the ensuing year and until a successor shall have been elected, appointed, or shall have qualified.

The Company's directors are expected to exercise discretion in accepting to be member of the Board of Directors of other companies. The directors are required to notify the Company before accepting directorships in other companies.

The following are the business experiences of the Company's directors, officers and senior management:

Felipe L. Gozon, Filipino, 81 years old, is the Chairman of the Board of Directors of GMA Holdings, Inc.

Atty. Gozon is a Senior Partner at the Law Firm of Belo Gozon Elma Parel Asuncion & Lucila. He is also the Chairman of the Board/President/CEO of various companies including GMA Network, Inc., Citynet Network Marketing & Productions, Inc., RGMA Network, Inc., Alta Productions Group, Inc., GMA New Media, Inc., Media Merge Corporation, Digify, Inc., RGMA Marketing & Productions, Inc., Philippine Entertainment Portal, Inc., Script2010, Inc., FLG Management and Development Corporation, Gozon Development Corporation, Vista Montana Realty Development, Inc., Mont-Aire Realty and Development Corporation, BGE Holdings, Inc., Kenobe, Inc., Jeata Holdings and Management, Inc., Vitezon, Inc., Palawan Power Generation, Inc., Catanduanes Power Generation, Inc., Sycamore International Shipping Corp., Lex Realty, Inc., Justitia Realty & Management Corp., Gozon Foundation, Inc., GMA Kapuso Foundation, Kapwa Ko Mahal Ko Foundation, Inc., and The Potter and Clay Christian School Foundation, Inc.

He is also a Director of GMA Worldwide, Inc., GMA Network Films, Inc., Antipolo Agri-Business & Land Development Corp., and Chamber of Commerce of the Philippine Islands. He is a Trustee of the Philippine Center for Entrepreneurship Foundation, Inc., the Environmental Heroes Foundation, Inc., and the Akademyang Filipino.

Atty. Gozon is a recipient of many awards for his achievements in law, media, public service, and business, including the prestigious Chief Justice Special Award given by the Chief Justice of the Philippines (1991), Presidential Award of Merit given by the Philippine Bar Association (1990 & 1993), CEO of the Year given by Uno Magazine (2004), Master Entrepreneur-Philippines (2004) by Ernst and Young, Outstanding Citizen of Malabon Award for Legal and Business Management by the Kalipunan ng Samahan sa Malabon (KASAMA) (2005), People of the Year by People Asia Magazine (2005), Business Excellence Award given by BizNews Asia (2009), Outstanding Manilan Award in the field of Social Responsibility and Broadcasting given by the City Government of Manila (2011), Quezon City Gawad Parangal Most Outstanding Citizen given by the City Government of Quezon (2011), Tycoon of the Decade Award given by BizNews Asia (2011), Lifetime Achievement Award given by the UP Alumni

Association (2012), Certificate of Recognition given by the Civil Aeronautics Board (2012), Platinum Business Icon Award given by BizNews Asia (2012), Personality of the Year for Broadcast Media given by SKAL International Makati (2013), Outstanding Member-Achiever given by Phi Kappa Phi UP Chapter (International Honor Society) (2013), Visionary Management CEO Award given by BizNews Asia (2013), Lifetime Achievement Award given by UP Preparatory High School Alumni (2014), Entrepreneurship Excellence Award and Best Broadcast CEO Award given by BizNews Asia (2014), The Rotary Golden Wheel Award for Corporate Media Management given by Rotary International District 3780 and Quezon City Government (2014), Global Leadership Award for Excellence in Media Sector (first Filipino to win the award) given by The Leaders International together with the American Leadership Development Association in Kuala Lumpur, Malaysia (2015), Visionary Management Excellence Award given by BizNews Asia (2015, 2016), Management Excellence Award given by BizNews Asia (2017, 2019), and Asia's Best Broadcast CEO given by BizNews Asia (2018). He is also listed among BizNews Asia's Power 100 (2003 to 2010).

Atty. Gozon earned his Bachelor of Laws degree from the University of the Philippines (among the first 10 of his class) and his Master of Laws degree from Yale University Law School. He was admitted to the Bar in 1962, placing 13th in the Bar examinations.

Gilberto R. Duavit, Jr., Filipino, 57 years old, is the President and Chief Executive Officer of the Company. He has been a Director of the Company since 2006 and is currently the Chairman of the Network's Executive Committee. Aside from GMA Network, Inc., he is the Chairman of the Board of GMA Network Films, Inc. and GMA Worldwide, Inc. He also serves as President and CEO of GMA Holdings, Inc., RGMA Marketing and Productions, Inc., Film Experts, Inc., and Dual Management and Investments, Inc. He is the Chairman and President/CEO of Group Management and Development, Inc.; President and Director of MediaMerge Corp., Citynet Network Marketing and Productions, Inc.; Director of RGMA Network, Inc., GMA New Media, Inc., Alta Productions Group, Inc., Optima Digital, Inc., and Mont-Aire Realty and Development Corp. He also serves as the President and a Trustee of GMA Kapuso Foundation, Inc. and a Trustee of the Guronasyon Foundation, Inc. and the HERO Foundation.

Duavit holds a Bachelor of Arts degree in Philosophy from the University of the Philippines.

Joel Marcelo G. Jimenez, Filipino, 57 years old, has been a Director of the Company since 2006. He is currently the Vice-Chairman of the Executive Committee of GMA Network, Inc., President & CEO of Menarco Holdings, and the Chief Executive Officer of Alta Productions Group, Inc. He is a Director of RGMA Network, Inc., Executive Committee Chairman and Director of GMA New Media, Inc., Scenarios, Inc., GMA Worldwide, Inc., Citynet Network Marketing and Productions, Inc., Malayan Savings and Mortgage Bank, Unicapital Securities, Inc., and Nuvoland Philippines. He is also a Trustee of GMA Kapuso Foundation, Inc.

Jimenez is a graduate of Loyola Marymount University in Los Angeles, California where he obtained a Bachelor's degree in Business Administration, Major in International Marketing. He earned his Masters in Management from the Asian Institute of Management.

Chief Justice Artemio V. Panganiban, Filipino, 84 years old, has been an Independent Director of the Company since 2009. In 1995, he was named a Justice of the Supreme Court and was appointed Chief Justice of the Philippines in 2005 - a position he held until December 2006. At present, he is also an Independent Director of these listed firms: First Philippine Holdings Corp., Metro Pacific Investments Corp., Manila Electric Company, Robinsons Land Corp., GMA Holdings, Inc., Philippine Long Distance Telephone Co., Petron Corporation, Asian Terminals, and a non-Executive Director of Jollibee Foods Corporation. He is also an Adviser of Metropolitan Bank and Trust Company and Bank of the Philippine Islands (BPI), Chairman, Board of Advisers of Metrobank Foundation, Adviser of DoubleDragon Properties Corp. and MerryMart Consumer Corp., Chairman of the Board of the Foundation for Liberty and Prosperity, President of the Manila Cathedral Basilica Foundation, Chairman Emeritus of Philippine

Dispute Resolution Center, Inc., and Member, Advisory Board of the World Bank (Philippines) and of the Asian Institute of Management Corporate Governance Council. He was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands, last August 2017 and is the designated Chairperson of the Philippine National Group. He also is a column writer of *The Philippine Daily Inquirer*.

Upon his retirement, he was unanimously conferred a Plaque of Acclamation by the Associate Justices of the Supreme Court as the "Renaissance Jurist of the 21st Century;" and an Award of Honor by the Philippine Bar Association. In recognition of his role as a jurist, lawyer, civic leader, Catholic lay worker, business entrepreneur, and youth leader, he had been the recipient of over 250 other awards from various governments, civic clubs, consumer associations, bar groups, religious movements, and other nongovernment organizations, both local and international.

He obtained his Associate in Arts, "With Highest Honors" and later his Bachelor of Laws, as *cum laude* and "Most Outstanding Student" from the Far Eastern University. He placed sixth among more than 4,200 candidates who took the 1960 Bar examinations. He is likewise the recipient of several honorary doctoral degrees from various universities.

Jaime C. Laya, Filipino, 82 years old, has been an Independent Director of GMA Network, Inc. and GMA Holdings, Inc. since 2008. He is the Chairman and President of Philippine Trust Company (Philtrust Bank), Director of Manila Water Company, Inc., Philippine AXA Life Insurance Company, Inc., and Charter Ping An Insurance Corporation. He also serves as Chairman of Don Norberto Ty Foundation, Inc.; Trustee of St. Paul University - Quezon City, Cultural Center of the Philippines, Metropolitan Museum of Manila, Yuchengco Museum, Fundación Santiago, Inc., Ayala Foundation, Inc., and other organizations. He writes a weekly column for the *Manila Bulletin*.

He was Minister of Budget, 1975-1981; Minister of Education, Culture and Sports, 1984-86; Chairman of the Monetary Board and Governor, Central Bank of the Philippines, 1981-1984; Chairman, National Commission for Culture and the Arts, 1996-2001. He was a faculty member of the University of the Philippines, 1957-1978 and Dean of the College of Business Administration, 1969-1974. In 1986, he founded J.C. Laya & Co., Ltd. (Certified Public Accountants and Management Consultants) later the Philippine member firm of KPMG International; he served as the firm's Chairman until his retirement in 2004.

Laya earned his Bachelor of Science in Business Administration, *magna cum laude*, University of the Philippines, 1957; Master of Science in Industrial Management, Georgia Institute of Technology, 1960; Doctor of Philosophy in Financial Management, Stanford University, 1966. He is a Certified Public Accountant.

Felipe S. Yalong, Filipino, 64 years old, is the Chief Financial Officer, Chief Operating Officer and Corporate Treasurer of the Company. Aside from GMA Holdings, Inc., he is also the Executive Vice President and Chief Financial Officer of GMA Network, Inc.. He also serves as Director and Corporate Treasurer of GMA Holdings, Inc., Scenarios, Inc., and GMA Network Films, Inc.; Director of Unicapital, Inc., and Majalco Finance and Investments, Inc.; Corporate Treasurer of RGMA Network, Inc., MediaMerge Corp.; Executive Vice President of RGMA Marketing and Productions, Inc.; and Corporate Treasurer and a Trustee of GMA Kapuso Foundation, Inc.

Yalong was named CFO of the Year by ING FINEX in 2013.

He obtained a Bachelor of Science degree in Business Administration Major in Accounting from the Philippine School of Business Administration and completed the Management Development Program at the Asian Institute of Management. He is a Certified Public Accountant.

Anna Teresa M. Gozon-Valdes, Filipino, 49 years old, has been the Corporate Secretary of the Company since 2007. She graduated valedictorian from grade school and high school at Colegio San Agustin. She graduated *cum laude*, with a Bachelor of Science degree in Management Engineering from Ateneo de Manila University. She obtained her Bachelor of Laws degree from the University of the Philippines where she graduated valedictorian and *cum laude*. She later obtained her Master of Laws from Harvard University.

She is a junior partner in Belo Gozon Elma Parel Asuncion & Lucila and is an Associate Professor at the University of the Philippines, College of Law where she taught Taxation and Legal History.

She is currently the Programming Consultant to the Chairman/CEO of GMA Network, Inc., the President of GMA Films, Inc. former GMA Worldwide, Inc. President, and Treasurer of Citynet Network Marketing & Productions, Inc. She is also a Trustee of the GMA Kapuso Foundation.

Roberto Rafael V. Lucila, Filipino, 64 years old, is the co-managing partner/senior partner of the Law Firm of Belo Gozon Elma Parel Asuncion & Lucila. He has been the Compliance Officer of the GMA Holdings, Inc. since August 18, 2017. He is also the Corporate Secretary and Compliance Officer of GMA Network, Inc.. He currently sits as director in the affiliates of certain European and American companies in the Philippines namely: eMerchant Asia Inc., Evonik (Philippines) Inc., Time-Life International (Phil.) Inc. and MeteoGroup Philippines Inc.. He is the Chairman and President of Lucilex, Inc., Chairman of H&WB Asia Pacific (Pte. Ltd.) Corporation, and the President of Assetlex Development Corporation, Inc., and eMerchant Asia Inc. all local companies doing business in the Philippines. He is a Court of Appeals Mediator and serves as a Trainer for the Court of Appeals Mediation Training Program. He is presently a lecturer on Constitutional Law I and II at the University of the Philippines, College of Law and the University of Asia and the Pacific, Institute of Law. He was also a lecturer at the University of the Philippines College of Business Administration, San Sebastian College Institute of Law and Lyceum College of Law, as well as in local and international conferences such as the Integrated Bar of the Philippines (IBP) National Convention in 2010 (Subic), Avenue Capital Global Investor Conference in 2005 (New York City), The Law Association for Asia and the Pacific (LAWASIA) Conference in 1997 (Manila), and Global Best Practices for several years (Makati and Mandaluyong). He was OIC for the Legal Department of GMA Network, Inc. from 2001 to 2004 and for the Office of the President of Express Telecommunications, Inc. in 1998. He represented the Avenue Asia Capital Group and Avenue Capital Group in the Board of Directors of Citra Metro Manila Tollway Corporation (CMMTC) from 2004 thru 2012 and in East Asia Power Resources Corporation.

He served in the Office of the President of the Philippines as Assistant Executive Secretary for Legislation from 1990 to September 1992; Chairman of the Presidential Staff in 1991; Chairman of the Philippine Retirement Authority from 1991 to August 1992; Chairman of the South China Sea Fishery Disputes Committee from 1991 to July 1992; and Board Member of the Special Operations Team (now Bases Conversion Development Authority [BCDA]) in 1991. In the Department of Transportation and Communications, he was a Board Member of the Civil Aeronautics Board from 1990-1991 and of the Philippine National Railways from 1989-1991.

He holds Bachelor of Laws (1980) and Bachelor of Arts in Psychology (1976) degrees from the University of the Philippines. He was admitted to the Philippine Bar in 1981. He has completed the Strategic Business Economics Program (SBEP) from the University of Asia and the Pacific in 1999. He has contributed legal articles for the Supreme Court Reports Annotated (SCRA), The Lawyer's Review, IBP Law Journal and Magazine, World Bulletin, Clifford Chance's 2018 Asia Pacific Guide on Insolvency, Getting the Deal Done, and TheBicolBloc.com. He wrote the following books: "Corporate Rehabilitation in the Philippines." (2007), "The Benefit of the Doubt"(2020), and Fundamental Powers of the State & Civil and Political Rights" (2021). Atty. Lucila has been recognized as one of the 2013 Asialaw Asia-Pacific Leading Lawyers in Dispute Resolution, and as a law professional actively engaged in the areas of Technology Media Telecommunications (TMT) and Insolvency in the Philippines. He sits in the Board of Regents of the Bicol University representing the private sector.

Ronaldo P. Mastrili, Filipino, 55 years old, is the Company's Comptroller and Chief Accounting Officer. He obtained his Bachelor of Science in Business and Economics, Major in Accounting from De La Salle University. He attended the Master in Business Administration Program from the same university and completed the Executive Development Program of the Asian Institute of Management.

Mr. Mastrili is a Certified Public Accountant with expertise in the fields of accounting, auditing, finance, taxation, and general management. He was formerly the Assistant Vice President of Controllershship of ABS-CBN and also served as its Group Internal Auditor before joining GMA Network in March 2001. He also worked with SGV and Co. for 8 years in the early part of his career. Mr. Mastrili concurrently holds key positions in GMA Subsidiaries namely: Comptroller/Chief Accounting Officer of GMA Holdings, Treasurer of Alta Productions, Director of Script2010, Scenarios and GMA Kapuso Foundation, and Comptroller of GMA Films, GMA Kapuso Foundation, and GMA Worldwide. He is also a Trustee of GMA Kapuso Foundation, Inc.

Significant Employees

Although the Company will continue to rely on the individual and collective contributions of their executive officers, the Company is not dependent on the services of any particular employee.

Family Relationships

Anna Teresa M. Gozon is the daughter of Felipe L. Gozon. Felipe L. Gozon's sister, Carolina L. Gozon Jimenez, is the mother of Joel Marcelo G. Jimenez.

Involvement in Certain Legal Proceedings

To the best of the Company's knowledge, during the past five years and up to the date of this Information Statement, there has been no occurrence of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

To the best of the Company's knowledge, during the past five (5) years and up to date, there had been no occurrence of any of the following events which are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, or control person of the Company:

- Any filing of an insolvency or bankruptcy petition by or against any business of which such person was a general partner or executive officer, either at the time of the insolvency or within two (2) years prior to that time;
- Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, of any such person, excluding traffic violations and other minor offenses;
- Any final and executory order, judgment, or decree of any court of competent jurisdiction, domestic or foreign, against any such person, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and,

- Any final and executory judgment of any such person by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

Related Party Transactions with Subsidiaries and Affiliates

Please refer to the disclosures on certain relationships and related transactions set forth on page 22.

Directors' Disclosures on Self-Dealing and Related Party Transactions

To the best of the Company's knowledge, there is no undisclosed transaction that was undertaken by the Company involving any director, executive officer, or any nominee for election as director with which such director, executive officer, or nominee for director was involved or had material interest.

Directors and members of the Management are required to disclose any business or family-related transactions with the Company to ensure that the Board of Directors and Management are apprised of any possible conflict of interest.

Appraisals and Performance Report of the Members of the Board of Directors

Director's Performance Evaluation Sheet

Under a prescribed form entitled *Director's Performance Evaluation Sheet*, the Company requires every member of the Board of Directors to provide a self-assessment of his performance based on enumerated standards, by indicating whether or not he is compliant with each of the standard. In case of non-compliance to a particular standard, the director is required to disclose the same and state the reason for the non-compliance. The duly accomplished *Director's Performance Evaluation Sheet* is submitted to the Company through the Corporate Secretary.

During the year 2020, the members of the Company's Board of Directors indicated their compliance with the following standards set forth in the Director's Performance Evaluation Sheet:

DISCHARGE OF BOARD FUNCTIONS
1. Whether he possesses all the qualifications required of a director and do not possess any of the permanent and/or temporary disqualifications as set forth in the Corporation's Manual on Corporate Governance.
2. Whether he attends the special/regular meetings of the Board of Directors and/or the Stockholders regularly.
3. Whether he provides and/or gives due consideration to independent views during Board Meetings.
4. Whether he recommends sound strategic advice on programs relating to the

Corporation's business plans, operating budgets, and Management's overall performance.
5. Whether he participates on critical matters before the Board and the Board Committees of which he is a member.
6. Whether he maintains a harmonious working relationship with the other members of the Board of Directors.
7. Whether he has working knowledge on the Corporation's regulatory framework.
8. Whether he receives appropriate training (for his duties as Director and how to discharge the duties) by his regular attendance of a seminar on corporate governance.
9. Whether he observes confidentiality when required on matters relating to the business of the Corporation.
10. Whether he appoints qualified members of the Management and monitors their efficiency based on the results of the Corporation's annual financial and operational performance.
11. Whether he ensures that his personal interest does not bias his vote on matters submitted for the approval of the Board.
12. Whether he discloses all relevant information necessary to assess any potential conflict of interest that might affect his judgment on board matters.
13. Whether he recognizes and puts importance on the promotion of a mutually beneficial relationship that allows the Corporation to grow its business while contributing to the advancement of the society where it operates.

Resignation of Directors

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the initial organization of the Company because of a disagreement with the Company on matters relating to the Company's operations, policies and practices.

Item 10. Executive Compensation

Compensation of Directors and Executive Officers

The following sets forth the summary of the Company's compensation to its executive officers:

Name and Position						
Gilberto R. Duavit, Jr.	President and Chief Executive Officer					
Felipe S. Yalong	Chief Financial Officer/ Chief Operating Officer					
Ronaldo P. Mastrili	Chief Accounting Officer/ Comptroller					
		Year	Salaries (in thousands)	Bonuses (in thousands)	Other Income (in thousands)	Total (in thousands)
CEO and the highest compensated officers named above		2017	-	-	-	-
		2018	-	-	-	-
		2020	-	-	25	25

	2021 (estimate)	-	-	55	55
Aggregate compensation paid to all officers and directors as a group unnamed	2017	-	-	-	-
	2018	-	-	-	-
	2019	-	-	-	-
	2020	-	-	120	120
	2021 (estimate)	-	-	235	235

No director or officer receives or has received compensation for services. The By-Laws of the Company however, provides that each director is entitled to a reasonable *per diem* allowance for attendance at each meeting of the Board of Directors. The By-Laws further provide that the Board may receive and allocate an amount of not more than 10% of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the stockholders.

By way of compliance to Sections 29, 177(b)(1), 49(i) of the Revised Corporation Code, the Company sets forth the following information on the compensation of the members of its Board of Directors:

At the Annual Stockholders' Meeting of the Corporation on July 24, 2020, it was resolved that the Corporation's Directors and Officers shall receive a per diem in the amount of Php 5,000.00 each. Since said date, the members of the Company's Board of Directors namely: Atty. Felipe L. Gozon, Gilberto R. Duavit, Jr., Joel Marcelo G. Jimenez, Dr. Jaime C. Laya and Chief Justice Artemio V. Panganiban have each received per diem of Php 5,000.00 for every meeting of the Board of Directors in 2020, as follows:

	Total Per Diem in 2020
Atty. Felipe L. Gozon	Php 15,000
Gilberto R. Duavit, Jr.	Php 15,000
Joel Marcelo G. Jimenez	Php 15,000
Dr. Jaime C. Laya	Php 15,000
Chief Justice Artemio V. Panganiban	Php 15,000

The Company has no other arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.

Employment Contracts, Termination of Employment, Change-in-control Arrangements

The directors and executive officers do not have any employment contracts, and are elected to their respective positions on a yearly basis. The Company has no compensatory plans or arrangements with respect to any executive officer that would result from the resignation, retirement or any other termination of such executive officer's employment.

Item 11. Security Ownership of Certain Beneficial Owners and Management

As of March 31, 2021, the following persons owned at least 5% of the Company's outstanding common shares:

Title of class	Name, Address of Record Owner and Relationship with Company	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percentage of Class
Common	Felipe L. Gozon GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record Owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Gilberto R. Duavit, Jr. GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record Owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Joel Marcelo G. Jimenez GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record Owner is the Beneficial Owner	Filipino	3,330	33.30
			Total	9,990	99.90

Felipe L. Gozon, Gilberto R. Duavit, Jr. and Joel Marcelo G. Jimenez are significant stockholders of the Company.

Security Ownership of Management as of March 31, 2021:

As of March 31, 2021, the Company's directors and senior officers owned an aggregate of 96,996 common shares of the Company, equivalent to 99.96% of the Company's issued and outstanding capital stock.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percentage of Class
Common	Felipe L. Gozon	Direct 3,330	Filipino	33.30
Common	Gilberto R. Duavit, Jr.	Direct 3,330	Filipino	33.30
Common	Joel Marcelo G. Jimenez	Direct 3,330	Filipino	33.30
Common	Artemio V. Panganiban	Direct 4	Filipino	.04
Common	Jaime C. Laya	Direct 1	Filipino	.01
Common	Felipe S. Yalong	Direct 1	Filipino	.01
	Total	99,996		99.96

Voting Trust Holders of more than 5%

The Company is not aware of any person holding more than 5% of shares under a voting trust or similar arrangement.

Changes in Control

The Company is not aware of any arrangement which may have resulted in a change in control of the Company during the period covered by this report.

Philippine Deposit Receipts (PDRs)

The Company's equity (consisting of common shares) are wholly-owned by Filipinos. The PDRs issued by the Company under the Philippine Deposit Receipt Instrument pursuant to the Registration Statement approved by the Securities and Exchange Commission may be owned by any person regardless of citizenship or nationality. However the Holders of the PDRs are granted the right to convert the PDRs into common shares pursuant to the Philippine Deposit Receipt Instrument, the exercise of which is subject to the nationality restriction under the Philippine Constitution prohibiting foreign ownership in mass media companies. As a result, the Common Shares (GMA Network, Inc. common shares) owned by the Company resulting from an exercise of the PDRs pursuant to the Philippine Deposit Receipt Instrument may only be issued to Philippine citizens or corporations, cooperatives or associations wholly owned and managed by Philippine citizens. Although Holders of PDRs will enjoy economic rights upon occurrence of certain events in respect of the the Common Shares, they will not have any voting rights in respect of or ownership over these shares prior to the exercise of the right to convert under the Philippine Deposit Receipt Instrument. The voting rights over the Common Shares will, until exercise of the right to convert under the Philippine Deposit Receipt Instrument by the qualified PDR Holders, be exercised by the Company. Pending exercise of the PDRs right to convert, the Common Shares deliverable on exercise of the PDRs shall be owned by and registered in the name of the PDR Issuer, GHI. The Common Shares have been delivered and pledged by the Issuer to the Pledge Trustee, and held to the order and for the benefit of the PDR Holders as security for the delivery of the Shares upon exercise of the PDRs right to convert under the Philippine Deposit Receipt Instrument pursuant to the Pledge. Until an exercise of a PDR right to convert, the Issuer, as owner of the Common Shares, will retain and exercise such voting rights relating to such Shares.

Item 12. Certain Relationships and Related Transactions

Certain Relationships and Related Transactions

On May 30, 2008, the Company engaged as its legal counsel Belo Gozon Elma Parel Asuncion & Lucila ("BGEPAL") where Atty. Felipe L. Gozon is a Senior Partner. Atty. Gozon is the Chairman and one of the major stockholders of the Company. The Company and BGEPAL are currently negotiating the fees in relation to the services provided, ensuring that the same is done on an arm's length basis.

On July 30, 2007, the Company issued PDRs relating to the Common Shares. The proceeds owing to the selling shareholders of GMA Network, Inc. ("Selling Shareholders") whose Common Shares formed part of the underlying shares of the PDRs in the Company's Initial Public Offering were initially held by the Company then remitted to these Selling Shareholders. Please see Note 13 of the Financial Statements on Related Party Disclosures.

Other than the foregoing, the Company had no material transactions during the past two years, nor is any material transaction presently proposed between the Company and parties that fall outside the definition of "related parties" under SFAS/IAS No. 24, but with whom the registrants or its related parties have a relationship that enables the parties to negotiate terms of material transactions that may not be availed from other, more clearly independent parties on an arm's length basis.

Item 13. Corporate Governance

Please refer to the Integrated Annual Corporate Governance of Report of the Company as of 2019 filed with the Honorable Commission on September 1, 2020 (Annex “B” hereof).

PART V - EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

(a) Reports attached as Annex to the Annual Report

Annex “A” The Company’s latest Audited Financial Statements and Supplementary Schedules

Annex “B” The Company’s latest Integrated Annual Corporate Governance Report

Annex “C” The Company’s Sustainability Report

(b) Exhibits incorporated by reference

Exhibit 1 – Instruments defining the rights of the Company’s stockholders are set forth under Article 7 of the Company’s Amended Articles of Incorporation, among others, which may be viewed or downloaded from: https://aphrodite.gmanetwork.com/corporate/misc/GHIArticlesofIncorporation_1596018000.pdf.

Exhibit 2 – Form 17-Q: The Company currently cannot make available the financial information for the first quarter of 2021. The Company however, undertakes to submit its SEC Form 17-Q on or before May 15, 2021 and to make the same available upon written request therefor by the Stockholder.

Exhibit 3 – Report Furnished to Security Holders; Other documents or statements to Security Holders: The Company’s Latest Information Statement may be viewed at and downloaded from https://aphrodite.gmanetwork.com/corporate/disclosures/1-gmaholdings_inc_2021asm_notice___preliminary_information_statement_1619402139.pdf

(c) Reports on 17-C

- * Response to SEC Notice to the Publicly Listed Companies issued on March 12 – comprehensive assessment on the impact of Covid 19 on March 16, 2020
- * Results of Special Board Meeting on April 13, 2020
- * Notice of Postponement of ASM on April 16, 2020
- * Results of the Special BOD meeting on June 9, 2020
- * Notice of ASM on June 9, 2020
- * Amended (1) Notice of ASM on June 19, 2020
- * Results of Annual Stockholders’ Meeting on July 24, 2020
- * Results of Organizational Meeting of the Board on July 24, 2020
- * Board Approval to Amend the Third Article of the Corporation’s Amended Articles of Incorporation on Nov. 11, 2020
- * Amendments to Articles of Incorporation on Nov. 13, 2020.

Item 15. Sustainability Report

Please see attached 2020 Sustainability Report of the Company. The Sustainability Report may also be viewed at:

<https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/>

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 177 of the Revised Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on April 30, 2021.

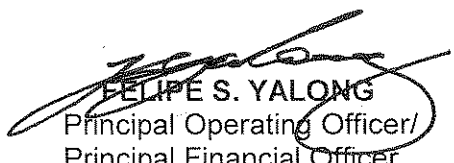
By:



GILBERTO R. DUAVIT, JR.
Principal Executive Officer



RONALDO P. MASTRILI
Comptroller /Principal Accounting Officer



FELIPE S. YALONG
Principal Operating Officer/
Principal Financial Officer




ANNA TERESA M. GOZON-VALDES
Corporate Secretary

APR 30 2021

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2021 affiants exhibiting to me their Passport/Driver's License Numbers, as follows:

Names	Government I.D.	Date of Issue	Place of Issue
Gilberto R. Duavit, Jr.	Passport No.5898410A	February 5, 2018	DFA, Manila
Felipe S. Yalong	Passport No. P2459589A	March 27, 2017	DFA, Manila
Ronaldo P. Mastrili	Driver's License N15-83-035933	April 14, 2022	Manila
Anna-Teresa M. Gozon-Valdes	Passport No. P3551685A	July 3, 2017	DFA, Manila

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ATTY. GEN. NOTARY PUBLIC
NOTARY PUBLIC FOR MAKATI CITY
APPT. D.D. - 382 UNDE DEC. 31, 2021
ROLL NO. 000 / ARIE COMPLIANCE NO. VI 0021936/3-29-2019
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P.E. 14-195319 P. JAN 04, 2021- MAKATI CITY
EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST.,



STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS

Securities and Exchange Commission
G/F Secretariat Building
PICC Complex, Roxas Boulevard
Pasay City, 1307

The management of **GMA Holdings, Inc.** is responsible for the preparation and fair presentation of the financial statements, including the schedules attached therein, for the years ended **December 31, 2020 and 2019**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements, including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in their report to the stockholders, have expressed their opinion on the fairness of presentation upon completion of such audit.


FELIPE L. GOZON
Chairman of the Board


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


FELIPE S. YALONG
Chief Financial Officer/Treasurer

Signed this 26th day of March 2021.

MAR 26 2021

SUBSON CITY

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2021, affiants exhibited to me their TIN 106-174-605 (Felipe L. Gozon), TIN 158-147-748 (Gilberto R. Duavit, Jr.), and Passport No. P2459589A issued on Mar. 27, 2017 (Felipe S. Yalong).

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Book No. 2
Series of 2021


LARRY T. GUIDLE
Notary Public

PTR No. 0646276-01-5-21-20

IBP No. 183311, 11-00-01-01-21

Reg. No. 2011-01-01

MCLE Compliance No. 2021-01-01

Notarial Comm. Adm. No. 2021-01-01

GMA HOLDINGS, INC. AP 961 (2021-21)

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

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders
GMA Holdings, Inc.
5D Tower One, One McKinley Place
New Global Bonifacio City
Fort Bonifacio, Taguig City

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of GMA Holdings, Inc. (the Company), which comprise the statements of financial position as at December 31, 2020 and 2019, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2020 and 2019, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2020 in accordance with Philippine Financial Reporting Standards (PFRSs).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.



Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020, but does not include the financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2020 are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.





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Report on the Supplementary Information Required Under Revenue Regulations 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 19 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of GMA Holdings, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is Meynard A. Bonoen.

SYCIP GORRES VELAYO & CO.

Meynard A. Bonoen

Partner

CPA Certificate No. 0110259

SEC Accreditation No. 1739-A (Group A),

February 7, 2019, valid until February 6, 2022

Tax Identification No. 301-105-435

BIR Accreditation No. 08-001998-136-2018,

December 17, 2018, valid until December 16, 2021

PTR No. 8534228, January 4, 2021, Makati City

March 26, 2021



GMA HOLDINGS, INC.**STATEMENTS OF FINANCIAL POSITION**

	December 31	
	2020	2019
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 7, 14 and 15)	₱49,088,997	₱28,063,482
Accounts receivable (Notes 14 and 15)	1,258,984	306,423
Other current assets	22,829	64,613
Total Current Assets	50,370,810	28,434,518
Noncurrent Asset		
Debt instrument at fair value through other comprehensive income (Notes 8, 14 and 15)	—	21,238,953
	₱50,370,810	₱49,673,471
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and other current liabilities (Notes 9, 14 and 15)	₱882,688	₱678,795
Due to shareholders (Notes 13, 14 and 15)	47,271,600	47,271,600
Income tax payable	—	1,528
Total Current Liabilities	48,154,288	47,951,923
Noncurrent Liability		
Deferred tax liability (see Note 12)	—	71,686
Total Liabilities	48,154,288	48,023,609
Equity		
Capital stock (Note 10)	100,000	100,000
Retained earnings (Note 10)	2,116,522	1,382,595
Unrealized gain on debt instrument at fair value through other comprehensive income - net of tax (Note 8)	—	167,267
Total Equity	2,216,522	1,649,862
	₱50,370,810	₱49,673,471

See accompanying Notes to Financial Statements.



GMA HOLDINGS, INC.**STATEMENTS OF COMPREHENSIVE INCOME**

	Years Ended December 31		
	2020	2019	2018
REVENUE			
Interest income (Notes 7 and 8)	₱1,291,764	₱2,379,912	₱1,997,599
Exercise fees (Note 6)	2,018,049	275,991	1,713,964
	3,309,813	2,655,903	3,711,563
OPERATING EXPENSES (Note 11)	1,002,591	948,333	1,008,230
INCOME BEFORE INCOME TAX	2,307,222	1,707,570	2,703,333
PROVISION FOR INCOME TAX (Note 12)	273,295	420,822	433,799
NET INCOME	2,033,927	1,286,748	2,269,534
OTHER COMPREHENSIVE INCOME (LOSS)			
<i>Item to be reclassified to profit or loss in subsequent periods:</i>			
Unrealized gain (loss) on debt instrument at fair value through other comprehensive income - net of tax (Note 8)	(167,267)	1,445,529	(848,763)
TOTAL COMPREHENSIVE INCOME	₱1,866,660	₱2,732,277	₱1,420,771
Basic/Diluted Earnings Per Share (Note 16)	₱203.39	₱128.67	₱226.95

See accompanying Notes to Financial Statements.



GMA HOLDINGS, INC.**STATEMENTS OF CHANGES IN EQUITY****FOR THE YEARS ENDED DECEMBER 31, 2020, 2019 AND 2018**

	Capital Stock (Note 10)	Retained Earnings (Note 10)	Unrealized (Gain) Loss on Debt Instrument at Fair Value Through Other Comprehensive Income - net of tax (Note 8)	Total
Balance as at January 1, 2020	₱100,000	₱1,382,595	₱167,267	₱1,649,862
Net income	—	2,033,927	—	2,033,927
Other comprehensive loss	—	—	(167,267)	(167,267)
Total comprehensive income	—	2,033,927	—	1,866,660
Cash dividends	—	(1,300,000)	—	(1,300,000)
Balance as at December 31, 2020	₱100,000	₱2,116,522	₱—	₱2,216,522
Balance as at January 1, 2019	₱100,000	₱2,305,847	(₱1,278,262)	₱1,127,585
Net income	—	1,286,748	—	1,286,748
Other comprehensive income	—	—	1,445,529	1,445,529
Total comprehensive income	—	1,286,748	1,445,529	2,732,277
Cash dividends	—	(2,210,000)	—	(2,210,000)
Balance as at December 31, 2019	₱100,000	₱1,382,595	₱167,267	₱1,649,862
Balance as at January 1, 2018	₱100,000	₱3,136,313	(₱429,499)	₱2,806,814
Net income	—	2,269,534	—	2,269,534
Other comprehensive loss	—	—	(848,763)	(848,763)
Total comprehensive income	—	2,269,534	(848,763)	1,420,771
Cash dividends	—	(3,100,000)	—	(3,100,000)
Balance as at December 31, 2018	₱100,000	₱2,305,847	(₱1,278,262)	₱1,127,585

See accompanying Notes to Financial Statements.

GMA HOLDINGS, INC.
STATEMENTS OF CASH FLOWS

	Years Ended December 31		
	2020	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱2,307,222	₱1,707,570	₱2,703,333
Adjustment for interest income (Notes 7 and 8)	(1,291,764)	(2,379,912)	(1,997,599)
Operating income (loss) before working capital changes	1,015,458	(672,342)	705,734
Decrease (increase) in:			
Accounts receivable	(1,098,505)	(79,075)	743,895
Other current assets	44,752	(35,357)	219,021
Increase in accounts payable and other current liabilities	203,893	232,176	22,623
Cash flows provided by (used in) operations	165,598	(554,598)	1,691,273
Interest received	1,437,708	2,424,997	1,862,533
Income taxes paid	(277,791)	(421,027)	(432,066)
Net cash provided by operating activities	1,325,515	1,449,372	3,121,740
CASH FLOW FROM AN INVESTING ACTIVITY			
Redemption of debt instrument at fair value through other comprehensive income (Note 8)	21,000,000	-	-
CASH FLOW FROM A FINANCING ACTIVITY			
Payment of cash dividends (Notes 10 and 17)	(1,300,000)	(2,213,886)	(3,099,163)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	21,025,515	(764,514)	22,577
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	28,063,482	28,827,996	28,805,419
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 7)	₱49,088,997	₱28,063,482	₱28,827,996

See accompanying Notes to Financial Statements.



GMA HOLDINGS, INC.
NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

GMA Holdings, Inc. (the Company) is incorporated in the Philippines to invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose real and personal property of every kind and description. The registered office address of the Company is 5D Tower One, One McKinley Place, New Global Bonifacio City, Fort Bonifacio, Taguig City. The Company was registered with the Securities and Exchange Commission (SEC) on February 15, 2006.

In 2007, the Company issued Philippine Deposit Receipts (PDRs), which were listed and traded in The Philippine Stock Exchange, Inc. (PSE) (see Note 6).

The Company will not engage in any business or purpose other than in connection with the issuance of the PDRs, the performance of the obligations under the PDRs and the acquisition and holding of the underlying shares of GMA in respect of the PDRs issued. This includes maintaining the Company's listing with the PSE and maintaining its status as a Philippine person for as long as the Philippine law prohibits ownership of GMA's shares by non-Philippine person.

No reportable segment information is presented as the Company's limited operations are adequately presented in the statements of comprehensive income.

The accompanying financial statements of the Company were approved and authorized for issuance in accordance with a resolution of the Board of Directors (BOD) on March 26, 2021.

2. Basis of Preparation and Statement of Compliance

Basis of Preparation

The financial statements of the Company have been prepared on a historical cost basis, except for the debt instrument at fair value through other comprehensive income (FVOCI) which are measured at fair value. The financial statements are presented in Philippine peso, which is the Company's functional and presentation currency. All values are rounded to the nearest peso, except when otherwise indicated.

Statement of Compliance

The Company's financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRS).

3. Summary of Significant Changes in Accounting Policies and Disclosures

Changes in Accounting Policies

The accounting policies adopted are consistent with those of the previous financial year, except for the following new pronouncements which the Company adopted starting January 1, 2020. Unless otherwise indicated, the adoption of these pronouncements did not have significant impact on the Company's financial statements.



- Amendments to PFRS 3, *Business Combinations, Definition of a Business*

The amendments to PFRS 3 clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all the inputs and processes needed to create outputs.

These amendments had no impact on the financial statements of the Company but may impact future periods should the Company enter into any business combinations.

- Amendments to PFRS 7, *Financial Instruments: Disclosures* and PFRS 9, *Financial Instruments, Interest Rate Benchmark Reform*

The amendments to PFRS 9 provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

These amendments had no impact on the financial statements of the Company.

- Amendments to Philippine Accounting Standards (PAS) 1, *Presentation of Financial Statements* and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

The amendments provide a new definition of material that states “information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.”

The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

These amendments had no significant impact on the financial statements of the Company.

- Conceptual Framework for Financial Reporting issued on March 29, 2018

The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

The revised Conceptual Framework includes some new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

The Conceptual Framework had no significant impact on the financial statements of the Company.



▪ Amendments to PFRS 16, *Leases: COVID-19-Related Rent Concessions*

The amendments provide relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a COVID-19 related rent concession from a lessor is a lease modification if it meets all of the following criteria:

- The rent concession is a direct consequence of COVID-19;
- The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
- Any reduction in lease payments affects only payments originally due on or before June 30, 2021; and
- There is no substantive change to other terms and conditions of the lease.

A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

The amendment applies to annual reporting periods beginning on or after June 1, 2020. Earlier application is permitted.

The Company adopted the amendments beginning January 1, 2020. These amendments had no impact on the financial statements of the Company.

Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Company does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Company intends to adopt the following pronouncements when these become effective.

Effective beginning on or after January 1, 2021

- Amendments to PFRS 9, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform – Phase 2*

The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):

- Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
- Relief from discontinuing hedging relationships
- Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

The Company shall also disclose information about:

- The about the nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
- Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition



The amendments are effective for annual reporting periods beginning on or after January 1, 2021 and apply retrospectively, however, the Company is not required to restate prior periods.

The Company is currently assessing the impact of adopting these amendments.

Effective beginning on or after January 1, 2022

▪ Amendments to PFRS 3, Reference to the Conceptual Framework

The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, *Business Combinations* to avoid the issue of potential ‘day 2’ gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* or Philippine Interpretation of International Financial Reporting Interpretations Committee (IFRIC) 21, *Levies*, if incurred separately.

At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

The Company is currently assessing the impact of adopting these amendments.

▪ Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*

The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

These amendments are not expected to have a significant impact to the Company.

▪ Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*

The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a “directly related cost approach”. The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.



The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Company will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

These amendments are not expected to have any impact to the Company.

▪ *Annual Improvements to PFRSs 2018-2020 Cycle*

- Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a First-time Adopter*

The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted.

These amendments are not expected to have any impact to the Company.

- Amendments to PFRS 9, *Financial Instruments, Fees in the '10 per cent' Test for Derecognition of Financial Liabilities*

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The Company will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

These amendments are not expected to have a significant impact to the Company.

- Amendments to PAS 41, *Agriculture, Taxation in fair value measurements*

The amendment removes the requirement in paragraph 22 of PAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of PAS 41.

An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after January 1, 2022 with earlier adoption permitted.

The amendments are not expected to have any impact to the Company.



Effective beginning on or after January 1, 2023

- Amendments to PAS 1, *Classification of Liabilities as Current or Noncurrent*

The amendments clarify paragraphs 69 to 76 of PAS 1, *Presentation of Financial Statements*, to specify the requirements for classifying liabilities as current or noncurrent. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively.

The Company is currently assessing the impact of adopting these amendments.

- PFRS 17, *Insurance Contracts*

PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

PFRS 17 is effective for reporting periods beginning on or after January 1, 2023, with comparative figures required.

The standard is not applicable to the Company since it is not engaged in providing insurance nor issuing insurance contracts.

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or



contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

Adoption of these amendments are not expected to have any impact to the Company.

4. Summary of Significant Accounting Policies

Current versus Noncurrent Classification

The Company presents assets and liabilities in statement of financial position based on current/noncurrent classification.

An asset as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other assets and liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.



A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Assets and liabilities for which fair value is measured or disclosed in the Company's financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting date.

The Company determines the policies and procedures for both recurring and non-recurring fair value measurements. At each reporting date, the management analyzes the movements in the values of assets and liabilities which are required to be remeasured or reassessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Details as to how the fair value of assets and liabilities are measured are provided in Note 15.

Cash and Cash Equivalents

Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three months or less from dates of placement and are subject to an insignificant risk of change in value.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.



Financial Assets

Date of Recognition of Financial Assets. The Company recognizes financial assets in the statement of financial position when it becomes a party to the contractual provisions of the instrument.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Initial Recognition and Measurement. Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, FVOCI and fair value through profit or loss (FVTPL).

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Company has no financial assets at FVTPL as at December 31, 2020 and 2019.

Subsequent Measurement. For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortized cost (debt instruments)
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at FVTPL

The Company's financial assets are under the financial assets at amortized cost and financial assets at FVOCI with recycling of cumulative gains and losses classification.

- *Financial Assets at Amortized Cost (Debt Instruments).* This category is the most relevant to the Company. The Company measures financial assets at amortized cost if both of the following conditions are met:
 - The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding



Financial assets at amortized cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

As at December 31, 2020 and 2019, the Company's cash and cash equivalents and accounts receivable are classified under this category.

- *Financial Assets at FVOCI (Debt Instruments).* The Company measures debt instruments at FVOCI if both the following conditions are met:
 - The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; and
 - The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in statement of comprehensive income and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

As at December 31, 2019, the Company's unquoted debt security is classified under this category. The Company has no financial assets at FVOCI as at December 31, 2020.

Derecognition of Financial Assets. A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of Financial Assets. The Company recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.



ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents, and debt instrument at FVOCI, the Company applies the low credit risk simplification. The Company evaluates whether the debt instrument is considered to have low credit risk based on the external credit rating of the debt instrument. It is the Company's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the loss allowance will be based on the lifetime ECL.

For trade-related accounts receivable, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognizes a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. For other receivables, the Company applies the general approach and calculates ECL based on the 12-month ECLs or lifetime ECLs, depending on whether there has been a significant increase in credit risk on the financial instruments since initial recognition.

The Company considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial Liabilities

Initial Recognition and Measurement. Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

As at December 31, 2020 and 2019, the Company's accounts payable and other current liabilities (excluding deferred output VAT and withholding tax payable) and due to shareholders are included under this category.

Subsequent Measurement. The subsequent measurement of financial liabilities depends on their classification as described below.

Payables. After initial recognition, payables are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as interest expense in the statement of comprehensive income.



Derecognition. A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. The Company assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties.

Other Current Assets

Other current assets are recorded at cost. Other current assets include prepaid taxes and input value-added taxes (VAT). Prepaid taxes represent taxes that are deductible from the Company's income tax payable.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as a deduction from proceeds, net of tax.

Retained Earnings. Retained earnings represent the Company's accumulated earnings, net of dividends declared.

Dividends. The Company recognizes a liability to make cash distribution to its equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. As per the corporate laws in the Philippines, a distribution is authorized when it is approved by the BOD. A corresponding amount is recognized directly in the equity. Dividends for the year that are approved after the financial reporting date are dealt with as an event after the reporting date.

Revenue

Revenue from contracts with customers is recognized when control to the services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the services before transferring them to the customer.

Revenue is recognized when the Company satisfies a performance obligation by transferring a promised service to the customer, which is when the customer obtains control of the service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognized is the amount allocated to the satisfied performance obligation.

The following specific recognition criteria must also be met before revenue is recognized:

Exercise Fees. Revenue is recognized at a point in time upon conversion of PDRs to common shares.



Interest Income

Interest income is recognized as the interest accrues, taking into account the effective yield on the asset.

Expenses

Expenses presented as "Operating expenses" account in the statement of comprehensive income are recognized as incurred.

Taxes

Current Tax. Current tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantially enacted as at reporting date.

Current tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax. Deferred tax is provided using the liability method on all temporary differences at reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO), to the extent that it is probable that taxable income will be available against which the deductible temporary differences, and the carryforward benefits of excess MCIT over RCIT and NOLCO can be utilized except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting income nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries and associates and interest in joint arrangements, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable income will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred income tax assets to be recovered.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.



Deferred tax assets and liabilities are measured at the tax rates applicable to the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been to be enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Income tax relating to OCI is recognized in OCI section of the statements of comprehensive income.

Value-added Tax (VAT). Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable from, or payable to, the taxation authority is presented as part of "Other current assets" or part of "Accounts payable and other current liabilities" accounts in the statement of financial position, respectively.

Deferred Output VAT. Deferred output VAT represents the output VAT from sale of services that are not yet collected. Deferred output VAT is recognized as part of "Accounts payables and other current liabilities" account in the statement of financial position.

Earnings per Share (EPS)

Basic EPS amounts are calculated by dividing net income for the year by the weighted average number of ordinary shares outstanding during the year. The Company has no dilutive potential common shares outstanding, therefore, basic EPS is the same as diluted EPS.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of assets embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.

Contingencies

Contingent liabilities are not recognized in the financial statements. These are disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed in the notes to financial statements when an inflow of economic benefits is probable.

Events after the Reporting Period

Post year-end events that provide additional information about the Company's financial position at the reporting date (adjusting events) are reflected in the financial statements. Post year-end events that are not adjusting events are disclosed in the notes to financial statements when material.



5. Summary of Significant Accounting Estimates and Assumptions

The preparation of the financial statements in compliance with PFRS requires the Company to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and disclosure of contingent assets and liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be determinable under the circumstances.

The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when these occur.

Determining Fair Value of Debt Instrument at FVOCI. The Company has no intention of selling its debt instrument at FVOCI in the near term. It is being held indefinitely and may be sold in response to liquidity requirements or changes in market condition.

Since the debt instrument at FVOCI is not traded in an active market, the fair value is determined using appropriate valuation technique, which is the discounted cash flow methodology. The inputs to the model are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair value.

The determination of the fair value of the debt instrument at FVOCI is discussed in Note 15.

Estimating Realizability of Deferred Income Tax Assets. The Company's assessment on the recognition of deferred income tax assets on carryforward benefits of NOLCO and excess MCIT is based upon the likely timing and level of forecasted taxable income in the subsequent periods. This forecast is based on the Company's future expectations on revenue and expenses.

The Company did not recognize deferred income tax assets amounting to ₱0.04 million and ₱0.24 million as at December 31, 2020 and 2019, respectively as management believes that sufficient taxable profit will not be available against which the deductible temporary differences can be utilized (see Note 12).

6. Philippine Deposit Receipts

On July 30, 2007 and August 21, 2007, the Company issued 822,115,000 and 123,317,000 PDRs relating to GMA shares, respectively. Total number of issued PDRs is 945,432,000 for a consideration of ₱8.50 per share or ₱8,036,172,000.

Each PDR grants the holders, upon payment of the exercise price and subject to certain other conditions, the delivery of one GMA share or the sale of and delivery of the proceeds of such sale of one GMA share. The Company remains to be the registered owner of the GMA shares covered by the PDRs. The Company also retains the voting rights over the GMA shares.



The GMA shares are still subject to ownership restrictions on shares of corporations engaged in mass media and GMA may reject the transfer of shares to persons other than Philippine nationals. The PDRs were listed in the PSE on July 30, 2007, and the same may be exercised at any time from said date. Any cash dividends or other cash distributions in respect of GMA shares received by the Company shall be applied toward the operating expenses of the Company for the current and preceding years. A further amount equal to the operating expenses in the preceding year shall be set aside to meet operating or other expenses for the succeeding years. Any amount in excess of the aggregate of the operating expenses paid and the operating fund for such period shall be distributed to PDR holders pro-rata on the first business day after such cash dividends are received by the Company.

Upon exercise of the PDRs, an exercise price of ₱0.05 (VAT inclusive) per share shall be paid by the PDR holders. The exercise price is shown as “Exercise fees” account in the statement of comprehensive income. Exercise fees amounted to ₱2.02 million, ₱0.28 million and ₱1.71 million in 2020, 2019 and 2018, respectively.

Immediately prior to the closing of the PDR offering and additional issuances described above, GMA, to which the Company is affiliated, transferred 945,432,000 GMA shares to the Company in relation to which the PDRs were issued. For as long as the PDRs are not exercised, the shares underlying the PDRs will continue to be registered in the name of, and owned by the Company, and all rights pertaining to these shares, including voting rights, shall be exercised by the Company. The obligations of the Company to deliver the GMA shares on exercise of the right contained in the PDRs are secured by the Pledge of Shares in favor of the Pledge Trustee acting on behalf of each holder of a PDR over the GMA shares.

At any time after the PDR offering, a GMA shareholder may, at his option and from time to time, deliver shares to the Company in exchange for an equal number of PDRs. The exchange is based on prevailing traded value of GMA shares at the time of transaction with the corresponding PDR option price.

As discussed above, the Company retains the rights to receive the cash flows from its investment in GMA and assumes a contractual obligation to pay those cash flows to the PDR holders, net of operating expenses (a “pass-through” arrangement). The “pass-through” test is met because the Company (a) has no obligation to the PDR holders unless it collects equivalent amounts from its investment in GMA, (b) is contractually prohibited from selling or pledging its investment in GMA other than as security to the PDR holders for the obligation to pay the cash flows, and (c) has an obligation to remit any cash flows from the investment in GMA to the PDR holders without material delay.

Under the “pass-through” test, the Company is deemed to have transferred substantially the risks and rewards of its investment in GMA. Accordingly, the investment in GMA and the liabilities related to the issuance of the PDRs are not recognized by the Company.

The following are the details and movements of the PDRs and the underlying GMA shares for the years ended December 31:

	PDRs		Number of Shares	
	2020	2019	2020	2019
Balance at beginning of year	₱6,185,153,350	₱6,237,702,050	727,665,100	733,847,300
Exercise of PDRs	(384,236,550)	(52,548,700)	(45,204,300)	(6,182,200)
Balance at end of year	₱5,800,916,800	₱6,185,153,350	682,460,800	727,665,100



On August 10, 2020, the Company's BOD has approved to purchase and acquire PDRs issued by the Company at ₱4.55 per share but the PDR holders did not avail on the offer.

On June 9, 2020, the Company's BOD approved a cash distribution to PDR holders of ₱0.30 per share totaling ₱216.6 million, in relation to dividends declared by GMA to all shareholders of record as at June 24, 2020. These were remitted to the PDR holders on July 16, 2020.

On March 29, 2019, the Company's BOD approved a cash distribution to PDR holders of ₱0.45 per share totaling ₱329.2 million, in relation to dividends declared by GMA to all shareholders of record as at April 22, 2019. These were remitted to the PDR holders on May 15, 2019.

On April 5, 2018, the Company's BOD approved a cash distribution to PDR holders of ₱0.50 per share totaling ₱371.96 million, in relation to dividends declared by GMA to all shareholders of record as at April 23, 2018. These were remitted to the PDR holders on May 15, 2018.

The BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting the Company's 2020, 2019 and 2018 projected operating expenses on June 9, 2020, March 29, 2019 and April 5, 2018, respectively. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents and debt instrument at FVOCI.

7. Cash and Cash Equivalents

	2020	2019
Cash on hand and in bank	₱907,104	₱911,679
Short-term deposits	48,181,893	27,151,803
	₱49,088,997	₱28,063,482

Cash in bank earns interest at bank deposit rate. Short-term deposits are made for varying periods of up to three months depending on the immediate cash requirements of the Company, and earn interest at the respective short-term deposit rates.

Interest income earned from cash in bank and short-term deposits amounted to ₱1.14 million, ₱1.25 million and ₱0.87 million in 2020, 2019 and 2018, respectively.

8. Debt Instrument at Fair Value Through Other Comprehensive Income

In 2014, the Company purchased at par a ten-year Union Bank of the Philippines (UBP) Tier Note with a face value of ₱21.00 million bearing a fixed interest rate of 5.38% from the 1st to the 21st interest payment dates and an interest rate based on the five year (5Y) PDST-R2 plus 196 basis point (bps) from the 22nd interest payment date to the last interest payment date. The interest is payable quarterly. The maturity date of this note is on February 20, 2025. However, on February 20, 2020, the issuer, UBP, redeemed the note at face amount plus the interest earned and accrued on the note.



The movements in this account are as follows:

	2020	2019
Cost		
Balance at beginning of year	P21,000,000	P21,000,000
Disposal during the year	21,000,000	-
Balance at end of year	-	21,000,000
Cumulative unrealized gain (loss) on debt instrument at FVOCI		
Balance at beginning of year	238,953	(1,278,262)
Unrealized gain (loss) during the year	(238,953)	1,517,215
Balance at end of year	-	238,953
	P-	P21,238,953

Movements in the “Unrealized gain (loss) on debt instrument at fair value through other comprehensive income - net of tax” account, presented under equity, as at December 31, 2020 and 2019 are as follows:

	2020	2019
Balance at beginning of year	P167,267	(P1,278,262)
Unrealized gain (loss) due to changes in fair value of debt instrument at FVOCI	(238,953)	1,517,215
Tax impact (Note 12)	71,686	(71,686)
	(167,267)	1,445,529
Balance at end of year	P-	P167,267

Interest income earned from the UBP Tier Note amounted to P0.2 million in 2020, and P1.13 million in 2019 and 2018.

9. Accounts Payable and Other Current Liabilities

	2020	2019
Accounts payable		
Third party	P79,071	P72,567
Related party (Note 13)	104,314	-
Accrued expenses:		
Professional fees (Note 13)	563,400	595,000
Others	-	1,022
Deferred output VAT	127,903	10,206
Withholding tax payable	8,000	-
	P882,688	P678,795

Accounts payable, accrued expenses and withholding tax payable are noninterest-bearing and are normally settled within the next financial year. Accrued expenses represent audit fees, retainer fees, trust fees and miscellaneous expenses.



10. Equity

a. Capital Stock

The Company has 10,000 authorized, issued and outstanding common shares with ₱10.00 par value per share. As at December 31, 2020 and 2019, the total number of shareholders is seven (7).

The following summarizes the information on the Company's registration of securities with the SEC as required by Revised Securities Regulation Code Rule 68:

Date of SEC Approval	Authorized Number of PDRs	Number of Issued PDRs	Issue/ Offer Price
July 30, 2007	945,432,000	945,432,000	₱8.50

As at December 31, 2020 and 2019, the total number of PDR holders, which includes Philippine Central Depository Nominee Corporation, is 151 and 138, respectively.

b. Retained Earnings

On April 13, 2020, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱1.30 million to all stockholders of record as at April 27, 2020 and were paid on June 2, 2020.

On March 29, 2019, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱2.21 million to all stockholders of record as at April 22, 2019 and were paid on May 14, 2019.

On April 5, 2018, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱3.10 million to all stockholders of record as at April 9, 2018 and were paid on May 15, 2018.

11. Operating Expenses

	2020	2019	2018
Listing fees	₱396,876	₱393,412	₱454,622
Professional fees	515,000	475,000	475,000
Taxes and licenses	36,965	36,029	37,923
Others	53,750	43,892	40,685
	₱1,002,591	₱948,333	₱1,008,230

12. Income Taxes

Provision for income tax as shown in the statements of comprehensive income consists of the following:

	2020	2019	2018
Final tax on interest income	₱170,360	₱415,302	₱399,520
RCIT	102,935	—	—
MCIT	—	5,520	34,279
	₱273,295	₱420,822	₱433,799



The reconciliation of the provision for income tax computed at statutory income tax rate to provision for income tax as shown in the statements of comprehensive income is summarized as follows:

	2020	2019	2018
Provision for income tax computed at statutory income tax rate of 30%	₱692,167	₱512,271	₱811,000
Income tax effects of:			
Interest income subjected to final tax	(217,169)	(298,672)	(199,760)
Movement in unrecognized deferred tax assets	(201,703)	52,288	(179,223)
Expired NOLCO and MCIT	-	154,935	1,782
	₱273,295	₱420,822	₱433,799

Deferred Tax Assets

The components of unrecognized deferred tax assets are as follows:

	2020	2019
MCIT	₱39,799	₱39,799
NOLCO	-	201,703
	₱39,799	₱241,502

As at December 31, 2020, MCIT that can be claimed as deduction from RCIT due is as follows:

Date Paid/Incurred	Carryforward Benefit Up To	MCIT
December 31, 2018	December 31, 2021	₱34,279
December 31, 2019	December 31, 2022	5,520
		₱39,799

The movements in NOLCO and MCIT follow:

	2020	2019
NOLCO:		
Balance at beginning of year	₱672,342	₱482,560
Addition	-	672,342
Application	(672,342)	-
Expiration	-	(482,560)
Balance at end of year	₱-	₱672,342
MCIT:		
Balance at beginning of year	₱39,799	₱44,446
Addition	-	5,520
Expiration	-	(10,167)
Balance at end of year	₱39,799	₱39,799



13. Related Party Disclosures

Parties are considered to be related if one party has the ability, directly and indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

Terms and Conditions of Transactions with Related Parties

There have been no guarantees provided or recovered for any related party receivables or payables and settlements occur in cash. The Company's financial statements include the following amounts resulting from the transactions with related parties as at December 31:

Category	Year	Amount/Volume of Transactions	Outstanding Payable	Terms	Conditions
Shareholders					
Portion of proceeds retained from the issuance of PDRs	2020 2019	₱— —	₱47,271,600 47,271,600	On demand upon exercise of PDRs, noninterest-bearing	Unsecured
Belo, Gozon, Elma Law Firm (see Note 9)	2020 2019	80,000 160,000	428,400 520,000	On demand, noninterest-bearing	Unsecured
GMA Network, Inc. (see Note 9)	2020 2019	104,314 —	104,314 —	On demand, noninterest-bearing	Unsecured

The outstanding balance of "Due to shareholders" account in the statements of financial position pertains to the portion of the original proceeds from the issuance of PDRs retained by the Company as the PDR issuer in consideration for the rights granted under the PDRs equivalent to ₱0.05 per PDR. This amount will be used for the liquidation of expenses related to the issuance of the PDRs. Any excess is to be remitted to the selling shareholders.

The outstanding payable to GMA pertain to reimbursable charges on professional fees paid on behalf of the Company.

There is no compensation provided to the Company's key management personnel.

14. Financial Risk Management Objectives and Policies

The Company's principal financial instruments include cash and cash equivalents, and debt instrument at FVOCI. The main purpose of these financial instruments is to finance the Company's operations. The Company has other financial assets and liabilities such as accounts receivable, accounts payable and other current liabilities (excluding deferred output VAT and withholding tax payable) and due to shareholders, which arise directly from its operations.

The main risks arising from the Company's financial statements are as follows:

- *Liquidity Risk.* Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments.
- *Interest Rate Risk.* Interest rate risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market interest rates.
- *Credit Risk.* Credit risk arises from default of the counterparty.



The BOD reviews and approves the Company's objectives and policies.

Liquidity Risk

The Company's objective in liquidity management is to ensure that the Company has sufficient liquidity to meet obligations under normal and adverse circumstances and is able to take advantage of investment opportunities as they arise.

The Company manages its liquidity risk by using its cash and cash equivalents from operations, and interest income from cash and cash equivalents and debt instrument at FVOCI to meet its short-term liquidity needs. The Company likewise regularly evaluates other financing instruments and arrangements to broaden the Company's range of financing sources.

The tables below summarize the maturity profile of the Company's financial assets used for liquidity risk management purposes and financial liabilities based on contractual undiscounted payments as at December 31:

	2020			Total
	On Demand	3 to 12 Months	More than 1 year	
Financial assets at amortized cost				
Cash and cash equivalents	₱49,088,997	₱-	₱-	₱49,088,997
Accounts receivable	1,258,984	-	-	1,258,984
	49,088,997	-	-	49,088,997
Loans and borrowings				
Accounts payable and other current liabilities*	746,785	-	-	746,785
Due to shareholders	13,148,560	34,123,040	-	47,271,600
	13,895,345	34,123,040	-	48,018,385
Liquidity portion (gap)	₱36,452,636	(₱34,123,040)	₱-	₱2,329,596

*Excluding deferred output VAT and withholding tax payable amounting to ₱135,903.

	2019			Total
	On Demand	3 to 12 Months	More than 1 year	
Financial assets at amortized cost				
Cash and cash equivalents	₱28,063,482	₱-	₱-	₱28,063,482
Accounts receivable	306,423	-	-	306,423
Financial asset at FVOCI				
Debt instrument at FVOCI	-	965,576	20,273,377	21,238,953
	28,369,905	965,576	20,273,377	49,608,858
Loans and borrowings				
Accounts payable and other current liabilities*	668,589	-	-	668,589
Due to shareholders	10,888,345	36,383,255	-	47,271,600
	11,556,934	36,383,255	-	47,940,189
Liquidity portion (gap)	₱16,812,971	(₱35,417,679)	₱20,273,377	₱1,668,669

*Excluding deferred output VAT amounting to ₱10,206.

Interest Rate Risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt security which is subject to fair value interest rate risk.

Fair Value Interest Rate Risk. The Company's debt security earns interest at a fixed rate of 5.38% from the 1st to the 21st interest payment dates and a rate based on the 5Y PDST-R2 plus 196 bps from the 22nd interest payment date to the last interest payment date. The following table below demonstrates the sensitivity of fair value changes due to possible change in interest rates with all other variables held constant (through the impact on other comprehensive income).



	Increase (Decrease) in Basis Points	Effect on Equity	
		2020	2019
Debt instrument at FVOCI	50	–	(₱217,055)
	(50)	–	708,041

Credit Risk

With respect to credit risk arising from cash and cash equivalents, accounts receivable and debt security, the Company's exposure to credit risk arises from default of the counterparty. The maximum exposure of accounts receivables and debt security is equal to their carrying amounts. For cash and cash equivalents, the maximum exposure is ₱48.58 million and ₱27.56 million as at December 31, 2020 and 2019, respectively, or the carrying amount less insured amount by the Philippine Deposit Insurance Corporation equivalent to the actual cash in bank balance to a maximum of ₱0.50 million per depositor per bank. It is the Company's policy to enter into transactions with a diversity of creditworthy parties to mitigate any significant concentration of credit risk. The Company has an internal mechanism to monitor the granting of credit and management of credit exposures. The Company will make provisions, when necessary, for potential losses on credits extended. The Company does not require any collateral for its financial assets.

As at December 31, 2020 and 2019, the financial assets are generally viewed by management as good and collectible considering the credit history of the counterparties. No financial assets were identified by the Company as past due or impaired financial assets as at December 31, 2020 and 2019.

Credit Quality of Financial Assets

The Company's cash and cash equivalents (excluding cash on hand), other receivables and debt instrument at FVOCI are grouped under stage 1 assessment as at December 31, 2020 and 2019. These are financial assets that are considered current and up to 30 days past due, and based on change in rating, delinquencies and payment history, do not demonstrate significant increase in credit risk. All of the Company's financial assets are considered high grade since these are from counterparties who are not expected to default in settling their obligations.

Capital Management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, payoff existing debts, return capital to shareholders or issue new shares.

No changes were made in the objectives, policies or processes for the three years ended December 31, 2020, 2019 and 2018.

The Company's capital management is undertaken by GMA. The Company's capital includes the total equity, before other comprehensive income, which amounted to ₱2.21 million and ₱1.48 million as at December 31, 2020 and 2019, respectively.

The Company is not subject to externally imposed capital requirements.



15. Fair Value Measurement

The following methods and assumptions are used to estimate the fair value of each financial instrument for which it is practicable to estimate such value:

Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Other Current Liabilities (excluding Deferred Output VAT and Withholding Tax Payable) and Due to Shareholders

The carrying amounts of these financial instruments approximate their fair values due to the short-term maturities of these financial instruments.

Debt Instrument at FVOCI

The estimated fair value of debt instrument at FVOCI is based on the discounted values of future cash flows. The discount rates used were based on the spot yield curve derived from government securities of different tenors plus an estimate of the counterparty's credit spread, which is based on the counterparty's credit rating. The fair value is under level 3 of the fair value hierarchy.

The following table below demonstrates the sensitivity of credit spread (through the impact on other comprehensive income).

	Increase (Decrease) in Basis Points	Effect on Equity	
		2020	2019
Debt instrument at FVOCI	50	–	(P456,008)
	(50)	–	469,088

As at December 31, 2020, the carrying value of the debt instrument at FVOCI is nil since it was redeemed in 2020 (see Note 8).

16. Basic/Diluted Earnings Per Share Computation

Basic/diluted EPS is computed as follows:

	2020	2019	2018
Net income attributable to equity holders (a)	₱2,033,927	₱1,286,748	₱2,269,534
Common shares issued at beginning and end of year (b)	10,000	10,000	10,000
Basic/diluted earnings per share (a/b)	₱203.39	₱128.67	₱226.95

The Company has no dilutive potential common shares outstanding therefore basic EPS is same as diluted EPS.

17. Note to Statements of Cash Flows

Changes in liability arising from a financing activity are as follows:

	2020	2019
Dividends payable, at beginning of year	₱–	₱3,886
Dividend declaration (Note 10)	1,300,000	2,210,000
Cash outflow	(1,300,000)	(2,213,886)
Dividends payable, at end of year	₱–	₱–



18. Events after the Reporting Period

Cash Distribution and Dividends

On March 26, 2021, the Company's BOD approved a cash distribution to PDR holders of ₱1.35 per share in relation to dividends declared by GMA to all shareholders of record as at April 22, 2021 and will be paid on May 19, 2021.

On the same date, the BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting its operating expenses and approved the use of the interest income from its cash and cash equivalents and debt instrument at FVOCI to cover for these expenses. Further, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱2.1 million to all stockholders of record as at April 22, 2021.

Corporate Recovery and Tax Incentive for Enterprise Act (CREATE)

President Rodrigo Duterte signed into law on March 26, 2021 the CREATE Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Company:

- Effective July 1, 2020, RCIT rate is reduced from 30% to 25% for domestic corporations. For domestic corporations with net taxable income not exceeding Php5 million and with total assets not exceeding Php100 million (excluding land on which the business entity's office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%.
- MCIT rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.
- Imposition of improperly accumulated earnings tax (IAET) is repealed.

As clarified by the Philippine Financial Reporting Standards Council in its Philippine Interpretations Committee Q&A No. 2020-07, the CREATE Act was not considered substantively enacted as of December 31, 2020 even though some of the provisions have retroactive effect to July 1, 2020. The passage of the CREATE Act into law on March 26, 2021 is considered as a non-adjusting subsequent event. Accordingly, current and deferred taxes as of and for the year ended December 31, 2020 continued to be computed and measured using the applicable income tax rates as of December 31, 2020 (i.e., 30% RCIT / 2% MCIT) for financial reporting purposes.

Applying the provisions of the CREATE Act, the Company would have been subjected to lower regular corporate income tax rate of 20% effective July 1, 2020.

This will result in lower provision for current income tax for the year ended December 31, 2020 and higher prepaid tax as of December 31, 2020, which will be reflected in the Company's 2020 annual income tax return but will only be recognized for financial reporting purposes in its 2021 financial statements. Pending clarification from the tax authorities on how the taxable income for the period beginning July 1, 2020 will be computed, the Company has not quantified the impact of the lower corporate income tax rate on the 2020 current income tax.



19. Supplementary Tax Information Required Under Revenue Regulations (RR) 15-2010

In compliance with the requirements set forth by RR 15-2010, hereunder are the information on taxes and license fees accrued and paid during the taxable year.

The Company reported and/or paid the following types of taxes in 2020:

VAT

The Company's sales and receipts are subject to output VAT while its purchases from other VAT-registered individuals or corporations are subject to input VAT. The VAT rate is 12%.

a. Net sales/receipts and output VAT declared in the Company's VAT returns

The Company is a VAT-registered Company with output VAT declaration of ₱124,469 for the year based on the gross receipts of exercise fees of ₱1,161,710 as included in the "Exercise fee" account in the statement of comprehensive income.

b. Input VAT

Balance at January 1, 2020	₱64,613
Current year's domestic purchases for services	79,717
<u>Total input VAT</u>	<u>144,330</u>
Applied against output VAT	124,469
<u>Balance at December 31, 2020</u>	<u>₱19,861</u>

Other Taxes and Licenses

All other local and national taxes paid for the year ended December 31, 2020 consist of:

Local taxes and license fees	₱36,465
Registration fees	500
<u></u>	<u>₱36,965</u>

Withholding Taxes

Withholding taxes paid and/or withheld for the year ended December 31, 2020 consist of:

Final withholding tax	₱10,075,711
Expanded withholding tax	15,599
<u></u>	<u>₱10,091,310</u>

Tax Assessments and Cases

As at December 31, 2020, the Company has no final tax assessments and cases pending before the Bureau of Internal Revenue (BIR). Likewise, the Company has no other pending tax cases outside the administration of the BIR as at December 31, 2020.



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders
GMA Holdings, Inc.
5D Tower One, One McKinley Place
New Global Bonifacio City
Fort Bonifacio, Taguig City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. as at December 31, 2020 and 2019, and for each of the three years in the period ended December 31, 2020 and have issued our report thereon dated March 26, 2021. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Financial Statements and Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.


Meynard A. Bonoen

Partner

CPA Certificate No. 0110259

SEC Accreditation No. 1739-A (Group A),

February 7, 2019, valid until February 6, 2022

Tax Identification No. 301-105-435

BIR Accreditation No. 08-001998-136-2018,

December 17, 2018, valid until December 16, 2021

PTR No. 8534228, January 4, 2021, Makati City

March 26, 2021



INDEPENDENT AUDITOR'S REPORT COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Board of Directors and Stockholders
GMA Holdings, Inc.
5D Tower One, One McKinley Place
New Global Bonifacio City
Fort Bonifacio, Taguig City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. (the Company) as at December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020, and have issued our report thereon dated March 26, 2021. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Company's financial statements as at December 31, 2020 and 2019 and for each of the three years in the period ended December 31, 2020 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Meynard A. Bonoen

Partner

CPA Certificate No. 0110259

SEC Accreditation No. 1739-A (Group A),

February 7, 2019, valid until February 6, 2022

Tax Identification No. 301-105-435

BIR Accreditation No. 08-001998-136-2018,

December 17, 2018, valid until December 16, 2021

PTR No. 8534228; January 4, 2021, Makati City

March 26, 2021



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GMA HOLDINGS, INC.
Index to the Financial Statements and
Supplementary Schedules
December 31, 2020

Schedule I: Supplementary Schedules Required by Revised Securities Regulation Code Rule 68, Annex 68-J

Schedule II: Reconciliation of Retained Earnings Available for Dividend Declaration

GMA HOLDINGS, INC.

Supplementary Schedules Required by Revised Securities Regulation Code Rule 68, Annex 68-J

December 31, 2020

Schedule A. Financial Assets

Name of issuing entity and association of each issue	Amount shown in the statements of financial position	Income received and accrued
Cash and cash equivalents		
Cash on hand	P5,000	P-
Cash in bank - Union Bank of the Philippines	902,104	15,292
Total cash on hand and in banks	907,104	15,292
Cash equivalents - Unicapital, Inc.	27,995,350	912,748
Cash equivalents – Abacus Capital & Investment Corp.	20,186,543	211,776
Total cash equivalents	48,181,893	1,124,524
	P49,088,997	P1,139,816
Debt instrument at fair value through other comprehensive income	P-	P151,948

Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties and Principal Stockholders (Other Than Related Parties)

Name and designation	Balance as at January 1, 2020	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2020
			Amount collected	Amount written off			
Not Applicable: The Company has no receivable from directors, officer, employees, related parties and principal stockholders (other than related parties) as at December 31, 2020.							

Schedule C. Amounts of Receivables from Related Parties which are Eliminated during Consolidation of Financial Statements

Name and designation	Balance as at January 1, 2020	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2020
			Amount collected	Amount written off			
Not Applicable: The Company has no receivable from related parties which are consolidated as at December 31, 2020.							

SCHEDULE I

Schedule D. Long-Term Debt

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "Current portion of long-term debt" in related statement of financial position	Amount shown under caption "Long-term debt" in related statement of financial position
---------------------------------------	--------------------------------	---	--

Not Applicable: The Company has no long-term debt as at December 31, 2020.

Schedule E. Indebtedness to Related Parties (Long-term Loans from Related Parties)

Name of related party	Balance at January 1, 2020	Balance at December 31, 2020
-----------------------	----------------------------	------------------------------

Not Applicable: The Company has no long-term loan from a related party as at December 31, 2020.

Schedule F. Guarantees of Securities of Other Issuers

Name of issuing entity of Securities guaranteed by the Company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which the statement is filed	Nature of guarantee
--	---	---	---	---------------------

Not Applicable: The Company has no guarantees of securities of other issuers as at December 31, 2020.

Schedule G. Capital Stock

Title of issue	Number of shares authorized	Number of shares issued and outstanding as shown under related statement of financial position caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers, and employees	Others
Common stock	10,000	10,000	—	—	10,000	—

GMA HOLDINGS, INC.**Reconciliation of Retained Earnings Available for Dividend Declaration
As at December 31, 2020**

Unappropriated retained earnings, beginning	₱1,382,595
Net income during the year closed to retained earnings	2,033,927
Dividend declaration during the year	(1,300,000)
<u>Unappropriated retained earnings available for dividend declaration, end</u>	<u>₱2,116,522</u>

GMA HOLDINGS, INC.
Supplementary Schedule on Financial Soundness Indicators
As at December 31, 2020

Ratio	Formula	2020	2019
Current Ratio	Total Current Assets divided by Total Current Liabilities <div style="display: flex; justify-content: space-between;"> Total Current Assets ₱50,370,810 </div> <div style="display: flex; justify-content: space-between;"> Divided by: Total Current Liabilities 48,154,288 </div> <hr/> <div style="display: flex; justify-content: space-between;"> Current Ratio 1.05 </div>	1.05	0.59
Asset-to-Equity Ratio	Total Assets divided by Total Equity <div style="display: flex; justify-content: space-between;"> Total Assets ₱50,370,810 </div> <div style="display: flex; justify-content: space-between;"> Divided by: Total Equity 2,216,522 </div> <hr/> <div style="display: flex; justify-content: space-between;"> Asset-to-Equity Ratio 22.73 </div>	22.73	30.11
Debt-to-Equity Ratio	Total Debt divided by Total Equity <div style="display: flex; justify-content: space-between;"> Total Debt ₱48,154,288 </div> <div style="display: flex; justify-content: space-between;"> Divided by: Total Equity 2,216,522 </div> <hr/> <div style="display: flex; justify-content: space-between;"> Debt-to-Equity Ratio 21.73 </div>	21.73	29.11
Return on Equity	Net Income divided by Average Total Equity <div style="display: flex; justify-content: space-between;"> Net Income ₱2,033,927 </div> <div style="display: flex; justify-content: space-between;"> Divided by: Average Total Equity 1,933,192 </div> <hr/> <div style="display: flex; justify-content: space-between;"> Return on Equity 105.21% </div>	105.21%	92.66%
Return on Assets	Net Income divided by Average Total Assets <div style="display: flex; justify-content: space-between;"> Net Income ₱2,033,927 </div> <div style="display: flex; justify-content: space-between;"> Divided by: Average Total Assets 50,022,141 </div> <hr/> <div style="display: flex; justify-content: space-between;"> Return on Assets 4.07% </div>	4.07%	2.61%
EBITDA Margin	Earnings Before Interest, Tax and Depreciation and Amortization divided by Total Revenue <div style="display: flex; justify-content: space-between;"> Earnings Before Interest, Tax and Depreciation and Amortization ₱2,307,222 </div> <div style="display: flex; justify-content: space-between;"> Divided by: Total Revenue 3,309,813 </div> <hr/> <div style="display: flex; justify-content: space-between;"> EBITDA Margin 69.71% </div>	69.71%	64.29%
Net Profit Margin	Net Income divided by Total Revenue <div style="display: flex; justify-content: space-between;"> Net Income ₱2,033,927 </div> <div style="display: flex; justify-content: space-between;"> Divided by: Total Revenue 3,309,813 </div> <hr/> <div style="display: flex; justify-content: space-between;"> Net Profit Margin 61.45% </div>	61.45%	48.45%

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application
SEC FORM I-ACGR

SEC Registration Number
c s 2 0 0 6 0 2 3 5 6

Company Name
G M A H O L D I N G S , I N C

Principal Office (No./Street/Barangay/City/Town)Province
U N I T D T O W E R O N E , O N E M C K I N L E Y
P L A C E N E W B O N I F A C I O G L O B A L
C I T Y , F O R T B O N I F A C I O , T A G U I G

Company's Telephone Number/s

Contact Person
ATTY. ANNA TERESA GOZON VALDES

Contact Person's Telephone Number

Contact Person's Address

To be accomplished by CRMD Personnel

Assigned Processor :	Date	Signature
_____	_____	_____
_____	_____	_____
_____	_____	_____

Document I.D. _____

Received by Corporate Filing and Records Division (CFRD) _____

Forwarded to:

<input type="checkbox"/>	Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/>	Green Lane Unit	_____	_____
<input type="checkbox"/>	Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/>	Licensing Unit	_____	_____
<input type="checkbox"/>	Compliance Monitoring Division	_____	_____



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 2019¹
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 Only)
- 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)8
Issuer's telephone number, including area code
9. NOT APPLICABLE
Former name, former address, and former fiscal year, if changed since last report.

¹ This 2019 I-ACGR includes the Revised Manual on Corporate Governance of the Company as filed with the Commission on July 24, 2020 to reflect whether or not the Company adopted the corporate governance principles/recommendations under SEC Memorandum Circular No. 24, Series of 2019, as directed under par. 2 of the said SEC Circular. The I-ACGR report further makes reference to the Company's Information Statement, Annual Report, Sustainability Report, among others, filed in 2020 but which includes data based on corporate records covering the year 2019 until the date of the filing of the said reports.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

ADDITIONAL INFORMATION

EXPLANATION

**COMPLIANT/
NON-
COMPLIANT**

The Board's Governance Responsibilities

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

Recommendation 1.1

<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	<p>Compliant</p>	<p>For information on the academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors kindly view the following: Information Statement https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (pages 16-22) https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	<p>Compliant</p>	<p>Annual Report https://www.gmanetwork.com/corporate/disclosures/annualreports/ (pages 15-19) https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 Certificate of Attendance in: (a) meetings and (b) corporate governance seminar- https://www.gmanetwork.com/corporate/cgr/certificateofattendance/</p>	

<p>3. Directors remain qualified for their positions individually and collectively to fulfill their roles and responsibilities to respond to the needs of the organization.</p>	<p>Compliant</p>	<p>The directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities to respond to the needs of the organization.</p> <p>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:</p> <p>Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/disclosures/ghl_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (pages 4-7)</p>
<p>Recommendation 1.2</p>		
<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>The Company's directors and the type of their directorships are posted at:</p> <p>Information Statement https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (pages 16-22)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p> <p>Annual Report https://www.gmanetwork.com/corporate/disclosures/annualreports/ (pages 15-19)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p>
<p>Recommendation 1.3</p>		

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>The Company's policy on training of directors and compliance therefor are posted at:</p> <p>Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 34)</p> <p>Certificate of Attendance- https://www.gmanetwork.com/corporate/cgr/certificateofattendance/</p>
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>For information on the orientation program and annual continuing training of directors please view the following:</p> <p>Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 34)</p> <p>Certificate of Attendance- https://www.gmanetwork.com/corporate/cgr/certificateofattendance/</p> <p>Kindly note that none of the current five (5) directors of the Company are first time directors.</p>
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>For information on the orientation program and annual continuing training of directors please view the following:</p> <p>Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 34)</p> <p>Certificate of Attendance- https://www.gmanetwork.com/corporate/cgr/certificateofattendance/</p> <p>Kindly note that none of the current five (5) directors of the Company are first time directors.</p>

Recommendation 1.4

<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>The Board's policy on diversity is contained in: the Revised Manual on Corporate Governance which states that the Board should be composed of five (5) directors with a collective working knowledge, experience or expertise that is relevant to the Company's business. - https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 4)</p> <p>The Board of Directors is composed of five (5) men, with varying education, expertise and experience.</p>
<p>Optional: Recommendation 1.4</p>		
<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>Company adheres to this policy in principle but there is no written policy. Please refer to the explanation in the fourth column.</p>	<p>The Company's measurable objectives for implementing its board diversity and reports on progress in achieving its objectives are reflected in the minutes of the Board of Directors which are available for viewing upon written request therefor. Moreover, the significant/material matters approved at the meetings of the Board of Directors may be viewed at: https://www.gmanetwork.com/corporate/disclosures/currentreports/</p> <p>While the Board welcomes diversity among its members, it opts to have a flexible approach in relation to the diversity of its membership as well as the body of stockholders rather than have a fixed policy therefor. The Board's standard of membership shall be objectively based on competence and the needs of the business and such standard shall not be influenced by an gender, age, ethnicity or cultural bias or prejudice.</p>
<p>Recommendation 1.5</p>		

	<p>For information on the Corporate Secretary, including his name, qualifications, duties and functions please view the following:</p> <p>Information Statement https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (page 21)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p>	
<p>The positions of Corporate Secretary and Compliance Officer of GMA Network, Inc. are currently held by one and the same individual.</p> <p>The Company believes that the Corporate Secretary is in a better position to be the Compliance Officer. The current arrangement works for the Company as the said individual is more than able to satisfactorily discharge both functions. Hence the Company sees no need to separate the two positions at the moment.</p>	<p>Annual Report https://www.gmanetwork.com/corporate/disclosures/annualreports/ (page 19)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (page 19)</p>	<p>Compliant</p>
<p>1. Board is assisted by a Corporate Secretary.</p>		
<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>		<p>Not adopted</p>

<p>3. Corporate Secretary is not a member of the Board of Directors.</p>	<p>Complaint</p>		
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Complaint</p>	<p>For information on the corporate governance training attended by the Corporate Secretary, please view the following: https://www.gmanetwork.com/corporate/cgr/certificateofattendance/</p>	
<p>Optional: Recommendation 1.5</p>			

<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>	Compliant	<p>The results of the meetings for which the agenda and the relevant documents are previously distributed may be viewed at:</p> <p>https://www.gmanetwork.com/corporate/disclosures/currentreports/</p>	
Recommendation 1.6			
<p>1. Board is assisted by a Compliance Officer.</p>	Compliant	<p>For information on the Compliance Officer, including his name, position, qualification, duties and functions please view the following:</p>	<p>The Compliance Officer of the Company holds the rank of Vice-President which has the authority and stature of a Head of a Department.</p>
<p>2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.</p>	Not adopted	<p>Information Statement https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (page 21) https://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=611 Annual Report https://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=611 (page 19) Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance__2017__1496026887.pdf http://edge.pse.com.ph/openDiscViewer.do?edge_no=b6b35b3c83796e683318251c9257320a#sthash.ygaU5lWt.dpbs</p>	
<p>3. Compliance Officer is not a member of the board.</p>	Compliant		
<p>4. Compliance Officer attends training/s on corporate governance.</p>	Compliant	<p>For information on the corporate governance training attended by the Compliance Officer please view:</p> <p>https://www.gmanetwork.com/corporate/cgr/certificateofattendance/</p>	

<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 2.1</p>		
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>For information on the resolutions/matters approved by the Board of Directors please view: https://www.gmanetwork.com/corporate/disclosures/currentreports/</p>
<p>Recommendation 2.2</p>		
<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://www.gmanetwork.com/corporate/disclosures/informationstatement/ (page 26)</p>
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	
<p>Supplement to Recommendation 2.2</p>		

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>The Company adopts the vision, mission and core values of stated in the 2020 Revised Manual on Corporate Governance of GMA Network, Inc.</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/gma_-_revised_manual_on_corporate_governance__as_of_july_2020___1595553818.pdf (pages 1 and 2).</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>The Company's Revised Manual on Corporate Governance, particularly the fourth item under Specific Duties and Functions of the Board of Directors, states that the Board shall determine the policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/gma_-_revised_manual_on_corporate_governance__as_of_july_2020___1595553818.pdf (page 10).</p> <p>For a more detailed explanation on the extent of the relevance of this recommendation to the Company kindly refer to the Company'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>

Recommendation 2.3

1. Board is headed by a competent and qualified Chairperson.	Compliant	For information on the Chairperson, including his name and qualifications please view Definitive Information Statement at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see page 18) https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see page 18)	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The Company adopts a succession policy for directors and officers following the provisions of the Revised Corporation Code of the Philippines ("Revised Corporation Code"), the By-laws, the Revised Manual and the rules of the SEC on the qualification and election and retirement of directors and officers. Please refer to the Company's Revised Manual on Corporate Governance at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020_1595824732.pdf (see page 10)	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		
Recommendation 2.5			

	<p>Kindly refer to the functions of the Remuneration and Compensation Committee of the Company as set forth in the Company's 2020 Revised Manual on Corporate Governance:</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see pages 22-23)</p>	
	<p>The Company adheres to Section 29 of the Revised Corporation Code</p>	
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>Shall be adopted when applicable</p>	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>Compliant</p>	

<p>3. Directors do not participate in discussions or deliberations involving their own remuneration.</p>	<p>Compliant</p>	<p>which disallows directors from participating in the determination of their own per diems or compensation.</p> <p>This policy is stated in Company's Revised Manual on Corporate Governance which may be viewed at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 15)</p>	
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Optional: Recommendation 2.5

<p>1. Board approves the remuneration of senior executives.</p>	<p>Not applicable</p>	<p>The Company has no full-time employees. Except for a per diem of Php 5,000 granted to the Directors and Officers of the Company by the Stockholders, the senior executives of the Company do not receive any other compensation for their services.</p> <p>The accounting and administrative functions of the Company are undertaken by GMA since the Company 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").</p>
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<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>Please see explanation above.</p>
<p>Recommendation 2.6</p>		
<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: Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (pages 16 to 21)</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 Company 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/ghi_-_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>Please refer to the Company's Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (pages 16 to 21)</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>Not applicable</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 Company 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/ghi_-_revised_manual_on_corporate_governance_2017_1496026887.pdf</p>
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<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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Optional: Recommendation to 2.6

<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 Company'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.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance__2017__1496026887.pdf By way of additional explanation, the Company respects the rights of the stockholders to nominate and elect their Board of Directors.</p>
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Recommendation 2.7

<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>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://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_policy_manual_on_related_party_transactions_1572228623.pdf</p> <p>For RPTs that were approved pursuant to the policy please view the Information Statement which is posted at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (page 25)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (page 25)</p> <p>For information on the company's policy on related party transactions (RPT) please view the following link: (RPT)Policy please view the following link:</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>	<p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_policy_manual_on_related_party_transactions_1572228623.pdf</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>		
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Supplement to Recommendations 2.7

<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>For information on the company's policy on related party transactions (RPT) Policy please view the following link: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_policy_manual_on_related_party_transactions_1572228623.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>For information on the company's policy on related party transactions (RPT) policy please view the following link: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_policy_manual_on_related_party_transactions_1572228623.pdf</p>
<p>Recommendation 2.8</p>		
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>The 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 Company 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 Definitive Information Statement and the Annual Report of the Company at:</p> <p>https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see pages 16-22)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see pages 16-22)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id= (please see pages 15-20 of the Annual Report)</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>Complaint</p>	<p>The Board makes the assessment during the annual report of Management. For the results of the meeting please view: https://www.gmanetwork.com/corporate/disclosures/currentreports/</p>	
<p>Recommendation 2.9</p>			

<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>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:</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 11)</p>
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<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>Among the functions and responsibilities of the members of the Board of Directors under the 2020 Revised Manual on Corporate Governance is to "(e) establish an effective performance evaluation framework which shall be based on the Company's operational and financial performance as the standard or criteria for assessment. The performance evaluation should ensure that Management performance is at par with the standards set by the Board."</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 13).</p>
<p>Recommendation 2.10</p>		
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>Among the specific duties and functions of the Board of Directors is to "(f) review the Company's internal control system in order to maintain its adequacy and effectiveness. A regular review of the effectiveness of such system will be conducted to ensure the integrity of the decision-making and reporting process at all times".</p> <p>Please see the Company's Revised Manual on Corporate Governance at</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>Pending compliance</p>	<p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 15)</p> <p>Under the Revised Manual on Corporate Governance the Board shall "(a)opt and oversee that an appropriate internal control system of internal check and balances is in place, including setting up a mechanism for monitoring and managing potential/actual conflicts of interest of Board members, management, and shareholders".</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 11)</p>
<p>3. Board approves the Internal Audit Charter.</p>	<p>Compliant</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>
<p>Recommendation 2.1</p>		
<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>Adopted</p>	<p>The Revised Manual on Corporate Governance of the Company states that its Board of Directors shall "(a)opt a strong and effective control system and enterprise risk management system". Please see the Company's Revised Manual on Corporate Governance at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 14)</p> <p>The Company adopts in principle GMA Network, Inc.'s Enterprise Risk Management Policy posted at: https://www.gmanetwork.com/corporate/cgr/riskmanagement/</p>

<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>Adopted.</p>	<p>Since the Company 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 Company adheres to GMA Network, Inc.'s Enterprise Risk Management Policy posted at: https://www.gmanetwork.com/corporate/cgr/riskmanagement/</p>	
<p>Recommendation 2.12</p>			
<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>For a more detailed explanation on the reason for the inapplicability of the recommendation to the Company kindly refer to the Company'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. Board Charter serves as a guide to the directors in the performance of their functions.</p>	<p>Not adopted</p>		<p>Kindly see explanation above</p>

3. Board Charter is publicly available and posted on the company's website.	Not being adopted	Kindly see explanation under Recommendation 2.12.1
Additional Recommendation to Principle 2		
1. Board has a clear insider trading policy.	Compliant	<p>The Company 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.</p> <p>https://aphrodite.gmanetwork.com/corporate/cgr/insider_trading_1418284950.pdf</p>
Optional: Principle 2		
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Not applicable	<p>Historically, there had been no situation which called for the issuance of a policy on this subject. The Company follows the Revised 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 and related party transactions.</p>

<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>Compliant</p>	<p>The types of decision requiring Board of Directors approval are those listed in the Company's Current Reports and those required by the Company's By-laws, the Revised 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 3.1</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>Compliant</p>	<p>The Company's 2020 Revised Manual on Corporate Governance contains information on all the board committees established by the company https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please refer to pages 16-26)</p>	
<p>Recommendation 3.2</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>Compliant</p>	<p>The Company's 2020 Revised Manual on Corporate Governance contains information on the Audit and Risk Management Committee, including its functions: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see pages 23-26)</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>Compliant</p>	<p>There are only 3 members of the Audit and Risk Management Committee, and two (or a majority) including the Chairman are independent.</p> <p>For information on the members of the Audit Committee, including their qualifications and type of directorship please view: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ / (please see pages 19-21 and 27) https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see pages 19-21 and 27)</p>

<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>For information on the profiles of the members of the Audit Committee please view: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see pages 19-21 and 27) https://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=611 (please see pages 19-21 and 27)</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>For information on the Chairman of the Audit Committee please view: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see pages 19-21 and 27) https://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=611 (please see pages 19-21 and 27)</p>	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>The External Auditor's services to the Company 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>	<p>Compliant</p>	<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 the Comptroller.</p>	

Optional Recommendation 3.2		
1. Audit Committee meet at least four times during the year.	Compliant	<p>The Audit and Risk Management Committee of GMA Network, Inc. met four times this 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 Company 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>
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	The Board of Directors (of which the Audit Committee is a part) appointed the Internal Auditor.
Recommendation 3.3		

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Not adopted</p>	<p>The Company 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 GHII.</p> <p>For a more detailed explanation on the reason for the non-adoption of the recommendation to the Company kindly refer to the Company'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. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Not adopted</p>	<p>Please refer to the explanation for the non-adoption of Recommendation 3.1.1.</p>

3. Chairman of the Corporate Governance Committee is an independent director.	Not adopted	Please refer to the explanation for the non-adoption of Recommendation 3.1.1.
Optional: Recommendation 3.3.		
1. Corporate Governance Committee meet at least twice during the year.	Not adopted	Please refer to the explanation for the non-adoption of Recommendation 3.1.1.
Recommendation 3.4		
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Adopted	<p>One of the functions of the Company's Audit and Risk Management Committee under the Company's 2020 Revised Manual on Corporate Governance is as follows:</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf</p> <p>is to "(a)adopt a formal enterprise risk management plan which contains the following elements:</p> <p>(a) common language or register of risks, (b) well-defined risk management goals, objective and oversight, (c) uniform processes of assessing risks and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (e) continuing assessments to improve risk strategies, processes and measures" (page 26).</p> <p>The Company has adopted the Enterprise Risk Management Policy of GMA Network, Inc. posted at: https://www.gmanetwork.com/corporate/cgr/riskmanagement/</p>

<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Adopted</p>	<p>There are only 3 members of the Audit and Risk Management Committee (which performs the functions of a BROC), and two (or a majority) including the Chairman are independent.</p> <p>For information on the members of the Audit and Risk Management Committee, including their qualifications and type of directorship please view: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see pages 19-21 and 27).</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see pages 19-21 and 27).</p>
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Adopted</p>	<p>For information on the Chairman of the Audit and Risk Management Committee (which performs the functions of a BROC) please view: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see pages 19-21 and 27)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see pages 19-21 and 27)</p>
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Adopted</p>	<p>For information on the knowledge and experience of the members of the of the Audit and Risk Management Committee (which performs the functions of a BROC) please view: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see pages 19-21 and 27)</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see pages 19-21 and 27)</p>

Recommendation 3.5

<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Adopted</p>	<p>It is the function of the Company's Audit and Risk Committee to review material related party transactions of the company. Please view the Company's 2020 Revised Manual on Corporate Governance at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 26).</p> <p>For further information on the Company's Related Party Transactions Policy please view: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_policy_manual_on_related_party_transactions_1572228623.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>Adopted</p>	<p>There are only 3 members of the Audit and Risk Management Committee (which performs the functions of an RPT Committee), and two (or a majority) including the Chairman are independent.</p> <p>For information on the members of the Audit and Risk Management Committee, including their qualifications and type of directorship please view: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see pages 19-21 and 27).</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see pages 19-21 and 27).</p>

Recommendation 3.6

<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>Not adopted</p>	<p>The Company 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 Company kindly refer to the Company'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>Noted adopted</p>	<p>Please see explanation under 3.6.1 above.</p>
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Not adopted</p>	<p>Please see explanation under 3.6.1 above.</p>

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-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.</p> <p>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 Corporate Secretary upon prior request stating the purpose of such a request.</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</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.</p> <p>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 Corporate Secretary upon prior request stating the purpose of such a request.</p>	

<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee and Committee meetings.</p>	<p>Compliant</p>	<p>All matters discussed by the directors are duly minuted. These minutes may be viewed by the stockholders at the principal office of the Corporate Secretary upon prior written request stating the purpose of such a request.</p>
<p>Recommendation 4.2</p>		
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Not Adopted</p>	<p>Non-executive directors of the Board may concurrently serve as directors to a maximum of five (5) publicly listed companies. The Companies shall respect the inviolable right of the shareholders to vote and be voted for and the Nomination Committee shall ensure that the capacity of such director to serve with diligence is not compromised.</p>
<p>Recommendation 4.3</p>		

<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Compliant insofar as the Company's Independent Directors.</p>	<p>The Company's Independent directors notify the Company of its new directorships which is reported in the Certificate of Independent Director submitted to the SEC.</p>	<p>The Company is updated of the directorships in other Companies of non-independent directors upon the said directors' submission of their profiles to Management for reporting to the SEC under the Annual Report and the Information Statement.</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>	<p>Compliant</p>	<p>For information on the directorships of the Company's executive directors please refer to the following: Information Statement https://www.gmanetwork.com/corporate/disclosures/informationstatement/ ((pages 16-22) https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 Annual Report https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (pages 15-19)</p>	
<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	<p>Compliant</p>		
<p>3. Board of directors meet at least six times during the year.</p>	<p>Not adopted</p>		<p>The Board met only four (4) times in 2019.</p>

<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Not adopted</p>	<p>Although under the Company'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.</p>
<p>Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs</p>		
<p>Recommendation 5.1</p>		
<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>Adopted</p>	<p>The Company only has five directors, two (or more than one-third) are independent.</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 Company's Independent Directors, including their qualifications please view their profiles in the Definitive Information Statement of the Company at: https://www.gmanetwork.com/corporate/disclosures/informationstatement / (please see pages 16-17)</p>

Supplement to Recommendation 5.2	
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant
All the material/relevant corporate documents are posted in the Company's website at: https://www.gmanetwork.com/corporate	
None of the said documents contain any limitation on the directors' ability to vote independently.	
Recommendation 5.3	
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant
Please view the Certification of Independent Director attached to the Statement Information https://www.gmanetwork.com/corporate/disclosures/informationstatement/	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Not adopted
In the instance that the Company wants to retain an independent director who has served for nine (9) years, the Board shall provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.	

<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>This recommendation is being adopted by the Company under the Revised Manual on Corporate Governance which may be viewed at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghl_-_updated_manual_of_corporate_governance_july_2020__1595624732.pdf (page 6)</p>
<p>Recommendation 5.4</p>		
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Adopted</p>	<p>The Chairman of the Company is Atty. Felipe L. Gozon. The Chief Executive Officer is Mr. Gilberto R. Duavit, Jr.</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 refer to the Company's Revised Manual on Corporate Governance posted at https://aphrodite.gmanetwork.com/corporate/disclosures/ghl_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (pages 7 to 9)</p> <p>The Chairman of the Board is Atty. Felipe L. Gozon and Chief Executive Officer is Mr. Gilberto R. Duavit, Jr.</p>	<p>The current composition and roles of the directors are effective in fulfilling the needs of the organization.</p>
<p>Recommendation 5.5</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>Recommendation 5.6</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 Company's related party transactions duly reported in the Information Statement posted in https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (page 25) there has been no matter submitted for approval over which any of the Company's directors had a material interest.</p> <p>Further, the Company's Revised Manual on Corporate Governance it states that "(i)n cases where the Board and/or shareholders' approval is required, interested directors and/or shareholders, respectively, shall abstain and let the disinterested parties decide (page 12)"</p>	

Recommendation 5.7		
<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>	Compliant	<p>The non-executive directors meet with the external auditor, without any executive director present.</p>
<p>2. The meetings are chaired by the lead independent director.</p>	Compliant	<p>The meetings are chaired by an Independent Director.</p>
Optional Principle 5		
<p>1. None of the directors is a former CEO of the company in the past 2 years.</p>	Not adopted	<p>Mr. Gilberto R. Duavit, Jr. who is a Director is also the President and Chief Executive Officer of the Company.</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.		
Recommendation 6.1		

1. Board conducts an annual self-assessment of its performance as a whole.	Adopted	The Company's Revised Manual on Corporate Governance it states that the Board of Directors shall "have in place a self-assessment system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors and committees." https://aphrodite.gmanetwork.com/corporate/disclosures/ghl_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 13)	
2. The Chairman conducts a self-assessment of his performance.	Adopted		
3. The individual members conduct a self-assessment of their performance.	Adopted	The results of the self-assessment system are disclosed in the Company's Information Statement: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please refer to page 23-24).	
4. Each committee conducts a self-assessment of its performance.	Adopted		

<p>5. Every three years, the assessments are supported by an external facilitator.</p>	<p>Not adopted</p>	<p>Please refer to the Company'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>
<p>Recommendation 6.2</p>		
<p>1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p>	<p>Compliant</p>	<p>The Company's Revised Manual on Corporate Governance states that the Board of Directors shall "have in place a self-assessment system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors and committees." https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance__july_2020__1595824732.pdf (page 13)</p> <p>The results of the self-assessment system are disclosed in the Company's Information Statement: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please refer to page 23-24). The stockholders of the Company are free to ask questions or give</p>

<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>suggestions to the Board of Directors upon review of the Information Statement and during the annual stockholders' meeting.</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>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</p>			
<p>Recommendation 7.1</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>	<p>Compliant</p>	<p>The Company adopts in principle the Revised Code of Conduct of GMA Network, Inc. which may be viewed at:</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/revise_code_of_conduct_1595658354.pdf</p>	

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Directors, Senior Management and Employees were all furnished copies of the Company's Revised Code of Conduct. Orientations of managers and employees were also conducted as of March 30, 2017. Orientations of managers and employees can also access the Code of Conduct electronically through a portal called "One Digital HR" implemented and maintained by the Company's HR Department with the assistance of its ICT and Corporate Affairs and Communications Departments.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	The Code of Conduct is disclosed and posted at: https://aphrodite.gmanetwork.com/corporate/disclosures/revise_code_of_conduct_1595658354.pdf	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Company adopts the policy of GMA Network, Inc. on "Solicitation/Acceptance of Gifts/Favors" issued to all in May 2009. The Manual of the News and Public Affairs includes a particular section on "Bribes & Gifts." The policy may be viewed at: https://aphrodite.gmanetwork.com/corporate/disclosures/policy_on_solicitation_1595658269.pdf	
Recommendation 7.2			

<p>1. Board ensures the proper and efficient implementation and monitoring of 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.</p> <p>The members of the Board of Directors were furnished copies of the Code of Conduct of the Company 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>

Disclosure and Transparency

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

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>The Company's disclosure policy is contained in the 2020 Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (pages 14, 22, 23, 26, 31, 33 and 34)</p> <p>The disclosures of the Company 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 Company 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 Information Statement (page 12) and in SEC Form 17-A (Annual Report) https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (page 21).</p> <p>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>	
<p>Recommendation 6.2</p>			
<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>Adopted when applicable</p>	<p>The Revised Manual on Corporate Governance of the Company states that Board of Directors shall "(a)opt a policy requiring all directors and officers to disclose/report to the Company any dealings in the Company's shares by the said directors and officers within five (5) business days."</p>	<p>The Company's shares are not listed in the Philippine Stock Exchange.</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>Adopted when applicable</p>	<p>The Company's shares are not listed in the Philippine Stock Exchange.</p>
<p>Supplement to Recommendation 8.2</p>		
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>The Company files the following reports containing the shareholdings of its directors, management and shareholders: SEC Form 20-IS, SEC Form 17-A, Public Ownership Report, List of Top 100 Stockholders, among others. These reports are posted in the PSE Edge https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 and in the website of the Company: https://www.gmanetwork.com/corporate/</p>
<p>Recommendation 8.3</p>		

<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-IS 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-IS 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>Complied</p>	<p>The members of the Board of Directors of GHI are also members of GMA's Board of Directors. Except for the grant of per diem of Php 5,000 to the members of the Board of Directors as approved by the Stockholders of the Company, 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 Company 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>Compliant</p>	<p>The officers of GHI are also officers of GMA. Except for the grant of per diem of Php 5,000 to the members of the Company's officers as approved by the Stockholders, 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 Company 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>Compliant</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 Company which may be viewed at: http://www.gmanetwork.com/corporate/disclosures</p>	

Recommendation 8.5

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>The Company's RPT Policy is contained in https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_policy_manual_on_related_party_transactions_1572228623.pdf.</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Information on the Company's RPTs for the previous year is contained in the Definitive 20-IS (page 25) and Annual Report (page 23) filed with the SEC, the PSE and posted in the Company's website: http://www.gmanetwork.com/corporate/disclosures and in PSE Edge: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_policy_manual_on_related_party_transactions_1572228623.pdf.</p>	
<p>Supplement 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 Company adheres to the standards set under its 2020 Revised Manual on Corporate Governance which states that the Board of Directors shall "(a) adopt a policy requiring all directors and officers to disclose/report to the Company's shares by the said directors and officers within five (5) business days". https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 14).</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>Compliant</p>	<p>The Company's RPTs are disclosed in its Information Report (page 25), Annual Report (page 23) which are posted in the Company's website: https://www.gmanetwork.com/corporate/disclosures and in PSE Edge: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p> <p>The Company's RPT Policy may be viewed at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_policy_manual_on_related_party_transactions_1572228623.pdf</p>
<p>Recommendation 8.6</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>Compliant</p>	<p>The Company timely discloses such reports in its current reports and in the statements of beneficial ownership posted in the Company'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>	Compliant	<p>The Company shall observe the requirements of the Bureau of Internal Revenue, the Securities and Exchange Commission, the Revised 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 Recommendation 8.6</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>	Compliant	<p>Any such agreement, if any, shall be disclosed to the SEC through Form 17-C (current reports); http://www.gmanetwork.com/corporate/disclosures</p>
<p>Recommendation 8.7</p>		

<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	Compliant	<p>The Company's 2020 Revised manual on Corporate Governance is posted in the Company's website as well as on the PSE Edge: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</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	
Supplement to Recommendation 8.7		
<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 Company's 2020 Revised Manual on Corporate Governance are posted in the Company's website: https://www.gmanetwork.com/corporate/cgr/manual/ and PSE Edge: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p>
Optional Principle 8		

<p>1. Does the company's Annual Report disclose the following information:</p>		<p>The Company's vision and corporate objective adopting that of GMA Network, Inc. is set forth in: https://www.gmanetwork.com/corporate/cgr/manual/ (pages 1-2).</p> <p>Please view the Company's annual report includes information on financial and non-financial indicators, dividend policy and profiles of its Directors at: https://www.gmanetwork.com/corporate/disclosures/annualreports/ and at https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p> <p>The attendance of the members of the Board in the meetings are filed annually an also reported through https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_certificate_of_attendance_-_bod_2019_1580458730.pdf and https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p> <p>As previously discussed, other than the per diem granted in favor of the directors and officers by the Company's stockholders, the Company's directors and officers do not receive any other remuneration/compensation. This is also disclosed in the Company's Annual Report.</p>
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a. Corporate Objectives	Compliant	
b. Financial performance indicators	Compliant	
c. Non-financial performance indicators	Compliant	
d. Dividend Policy	Compliant	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	

f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
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.	Compliant	The Annual Report incorporates by reference and includes as an attachment the Company's Integrated Annual Corporate Governance Report (I-ACGR): https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611	

<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 I-ACGR attached to the Annual Report as well as the Annual Information Statement contain the relevant statements confirming compliance: https://www.gmanetwork.com/corporate/cgr/annualreport/ https://www.gmanetwork.com/corporate/disclosures/informationstatement/</p>	
<p>4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p>	<p>Compliant</p>	<p>Under the Company's 2020 Revised Manual on Corporate Governance https://aphrodite.gmanetwork.com/corporate/cgr/ghi-revised-manual-on-corporate-governance-2017-1496026887.pdf, the Audit 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 Company (page 12).</p>	

<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>Compliant</p>	<p>The Company's Annual Report disclosing such key risks may be viewed at http://edge.pse.com.ph/OpenDiscViewer.do?edge_no=b6b35b3c83796e683318251c9257320d#_sthash.ygaU5lWt.dpbs</p>	
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p>Recommendation 9.1</p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>The Audit Committee recommends an external auditor for appointment to the Board of Directors and the Stockholders. The minutes of the Stockholders' Meeting may be viewed at the principal office of the Company upon prior 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>Complaint</p>	<p>Should the appointed external auditor be removed for one reason or another, the Company will accordingly disclose the reason for such removal and disclose the fact and reason for the removal to the regulators.</p>	

Supplement to Recommendation 9.1

<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Please view the information on the Company's external auditor (handling partner) in the Information Statement (page 26) and in the Annual Report (page 13) as well as in the Independent Auditor's Report attached to the Annual Financial Statements.</p> <p>https://www.gmanetwork.com/corporate/disclosures/informationstatement / and https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611</p>
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Recommendation 9.2

Compliant

The following Audit and Risk Management Committee Charter of GMA as adopted by the Company may be viewed at: https://aphrodite.gmanetwork.com/corporate/cgr/board_committee_charters_1418284822.pdf

The Company 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.

1. Audit Committee Charter includes the Audit Committee's responsibility on:

- i. assessing the integrity and independence of external auditors; exercising effective oversight to review and monitor the external auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory
- ii.
- iii.

<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 Audit and Risk Committee Charter adopted by the Company view: https://aphrodite.gmanetwork.com/corporate/cgr/board_committee_charters_1418284822.pdf</p>	
Supplement to Recommendations 9.2			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Compliant</p>	<p>The Company's Revised Manual on Corporate Governance sets forth the standards/qualifications of the Company's External Auditor. https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 29)</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>The Company's Revised Manual on Corporate Governance sets forth the standards/qualifications of the Company's External Auditor. https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 29)</p>	
Recommendation 9.3			

<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>Compliant</p>	<p>The Definitive Information Statement and Annual Report (SEC Form 17-A) disclose that the Company's External Auditors services are limited to financial audit and general tax compliance only: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ / (please see page 27). and https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 (please see page 14 of the Annual Report).</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 said Committee is contained in the Company's 2020 Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 25).</p>	

Supplement to Recommendation 9.3

<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 Company 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://edge.pse.com.ph/companyDisclosures/form.do?cmpty_id=611 (please see page 14) and https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please see page 27).</p>	
<p>Additional Recommendation to 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 Company 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: 0943-AR-3 (Group A) 3. Date Accredited: March 14, 2019 4. Expiry date of accreditation: March 13, 2022 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>SGV&Co. was subjected to SOAR inspection on November 12 to 23, 2018. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.</p>
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.
Recommendation 10.1

<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 (ESG) issues of its business, which underpin sustainability.</p>	Compliant	<p>The Company's policy on non-financial and sustainability reporting are set forth in its Revised Manual on Corporate Governance, particularly on pages 30-31 thereof:</p> <p>https://aphroditelife.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf. (pages 30-31)</p> <p>Please also view the Sustainability Report of the Company as attached to its 2019 Annual Report as follows:</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>
<p>2. Company adopts a globally recognized standard/framework ork in reporting sustainability and non-financial issues.</p>	Adopted	<p>Please also view the Sustainability Report of the Company as attached to its 2019 Annual Report as follows:</p> <p>https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</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.

Recommendation 11.1

<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>	<p>Compliant</p>	<p>The Company 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").</p> <p>However, considering that GHI's PDRs have underlying GMA Network, Inc. common shares, GHI adopts GMA Network's adherence to a high level of corporate disclosure and transparency regarding its condition and state of corporate governance on a regular basis. Through the Investor Relations and Compliance Division (IRCD), Shareholders are provided disclosures, announcements and periodic reports filed with the Securities and Exchange Commission and the Philippine Stock Exchange. These are also available online through the Company's Investor Relations website: www.gmanetwork.com/corporate/ir.</p> <p>GMA Network, Inc., through the IRCD and Corporate Affairs and Communications Department, publishes press releases on the financial performance of the Company. Meetings with Fund Managers, Investment, Financial and Research Analysts are likewise handled by the IRCD.</p> <p>Consolidated audited financial statements are submitted to the SEC on or before the prescribed period and are made available to the shareholders prior to the ASM.</p>
<p>Supplemental to Principle 11</p>		
<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>Compliant</p>	<p>Please view the following website of the GMA Network, Inc. which also contains the disclosures/reports of GHI (containing items 1.a to 1.f): https://www.gmanetwork.com/corporate/</p>
<p>a. Financial statements/reports (latest quarterly)</p>	<p>Compliant</p>	

b. Materials provided in briefings to analysts and media	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 11		
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

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The Company's internal control system is guided by the Internal Audit Charter of GMA, insofar as the same is applicable to it. https://aphrodite.gmanetwork.com/corporate/disclosures/internal_audit_charter_1526452919.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	The Company adheres to the Enterprise Risk Management Policy of GMA insofar as it may be applicable to it. This policy may be viewed at: https://www.gmanetwork.com/corporate/cgr/riskmanagement/	

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 Company's compliance with laws and regulations are reviewed annually prior to the filing of relevant reports disclosing said compliance.</p> <p>The members of the Company's Board of Directors and key officers annually attend a corporate governance seminar by an SEC accredited seminar provider in order for them to be apprised of the latest laws and relevant regulations for compliance.</p>
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Optional Recommendation 12.1

<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 Company 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 Company's explanation for the non-adoption of the said recommendation, kindly refer to the Company'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 Company has an in-house internal auditor. Please see page 30 of the Company's Revised Manual on Corporate Governance on the functions of the Company's Internal Auditor. https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020_1595824732.pdf</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Not adopted</p>		<p>The Company 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").</p> <p>For the Company's explanation for the non-adoption of the said recommendation, kindly refer to the Company'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. 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>Kindly see explanation above.</p>
<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>Kindly see explanation under Recommendation 12.3.1.</p>

Recommendation 12.4

<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	Compliant	<p>Among the specific duties and functions of the Company's Board of Directors is to "(i) identify key risk areas and key performance indicators and monitor these factors with due diligence." Please see page 11 of the Company's Revised Manual on Corporate Governance at https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf</p> <p>The Company adheres to the Enterprise Risk Management Policy of GMA. This policy may be viewed at: https://www.gmanetwork.com/corporate/cgr/riskmanagement/ insofar as it may be applicable to GHI.</p>
<p>Supplement to Recommendation 12.4</p>		
<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	Not adopted	<p>The Company 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 Company's explanation for the non-adoption of the said recommendation, kindly refer to the Company'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 12.5</p>		

<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 Company 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 Company's explanation for the non-adoption of the said recommendation, kindly refer to the Company'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. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Not adopted</p>	<p>Please refer to the explanation above.</p>

Additional Recommendation to Principle 12

<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>	Compliant	<p>The Chief Executive Officer and the Chairman of the Audit Committee sign the Integrated Annual Corporate Governance of the Company as filed with the SEC and the PSE.</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 13.1</p>		
<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	Compliant	<p>The shareholders' rights are disclosed in the 2020 Revised Manual on Corporate Governance of the Company at: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance__2017___1496026887.pdf (please see pages 36 to 39).</p>
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	Compliant	<p>The shareholders' rights are disclosed in the 2020 Revised Manual on Corporate Governance of the Company at the following website: https://aphrodite.gmanetwork.com/corporate/cgr/ghi_-_revised_manual_on_corporate_governance__2017___1496026887.pdf (please see pages 36 to 39).</p>
<p>Supplement to Recommendation 13.1</p>		
<p>1. Company's common share has one vote for one share.</p>	Compliant	<p>Please see the Articles of Incorporation of the Company posted in its website: https://aphrodite.gmanetwork.com/corporate/ as well as the prospectus of the Company at: http://aphrodite.gmanetwork.com/pdfs/GMA-Final-Prospectus.pdf (page 163)</p>

<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>Please see the Articles of Incorporation of the Company posted in its website: https://aphrodite.gmanetwork.com/corporate/ as well as the prospectus of the Company at: http://aphrodite.gmanetwork.com/pdfs/GMA-Final-Prospectus.pdf (page 163)</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>The voting by the Board of Directors is by show of hands or viva voce.</p>	
<p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>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 the Company's explanation for the non-adoption of the said recommendation, kindly refer to the Company'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>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 Company complies with the requirements of the Revised Corporation Code, the Securities Regulation Code, the applicable rules and regulations of the SEC 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>The Company's Revised Manual on Corporate Governance states that stockholders shall be granted a right to propose the holding of a meeting. https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 39).</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 2020 Revised Manual on Corporate Governance of the Company as well as the compliance of the Company with the disclosure requirements (SEC Form 17-C) for the protection of minority shareholders found in the Company'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>Kindly see the Company's dividend policy in the following document: http://aphrodite.gmanetwork.com/pdfs/GMA-Final-Prospectus.pdf.</p> <p>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>The common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.</p>
<p>Optional Recommendation 13.1</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>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 Company's explanation for the non-adoption of the said recommendation, kindly refer to the Company'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 13.2</p>		
<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Compliant</p>	<p>The preliminary notice and agenda were sent more than 30 days ahead of the meeting, please view the Preliminary Information Statement at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/</p>
<p>Supplemental to Recommendation 13.2</p>		

<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>	Compliant	<p>Please see the Company's Information Statement at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/</p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	Compliant	<p>Please see the Company's Definitive Information Statement at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (please pages 15-22).</p>	
<p>b. Auditors seeking appointment/r e-appointment</p>	Compliant	<p>Please see the Company's Information Statement at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (page 26).</p>	
<p>c. Proxy documents</p>	Compliant	<p>Please see the Company's Information Statement at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (page 7).</p>	
<p>Optional Recommendation 13.2</p>			

<p>1. Company provides rationale for the agenda items for the annual stockholders meeting</p>	Compliant	<p>Please see the Company's Information Statement at: https://www.gmanetwork.com/corporate/disclosures/informationstatement/ (pages 6-8).</p>
Recommendation 13.3		
<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>	Adopted	<p>The results of the meeting, during which matters are put to vote, are immediately disclosed (same day) to the PSE (through the PSE Edge) after the meeting. https://www.gmanetwork.com/corporate/disclosures/currentreports/ Moreover, the minutes of the Annual Stockholders' meeting are also posted at: https://www.gmanetwork.com/corporate/disclosures/ within five (5) business days from the said meeting.</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>	Compliant	<p>For the Minutes of the Annual Shareholders' Meeting please view: https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi_-_minutes_of_the_2020_asm_1596449324.pdf</p>
Supplement to Recommendation 13.3		

<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Compliant</p>	<p>The external auditor and other relevant individuals were present during the ASM.</p>	
Recommendation 13.4			
<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 Company's 2020 Revised Manual on Corporate Governance the Board of Directors shall establish and maintain an alternative dispute resolution system in the Company in accordance with established and generally accepted Alternative Dispute Resolution procedures, which shall be available at the option of the shareholder. https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 13).</p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Under the Company's 2020 Revised Manual on Corporate Governance the Board of Directors shall establish and maintain an alternative dispute resolution system in the Company in accordance with established and generally accepted Alternative Dispute Resolution procedures, which shall be available at the option of the shareholder. https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (page 13).</p>	

Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Below are the contact details of the Investor Relations Officer of the Company: Ayahi Ari Augusto P. Chio 10/F GMA Network Center 982-7777 ext 8042 APChio@gmanetwork.com	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO of the Company is present at the Annual Stockholders and Board Meetings.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Company shall comply with the relevant rules and regulations of the Revised Corporation Code, the Securities Regulation Code and its Revised Implementing Rules and Regulations as well as the guidelines of the Securities and Exchange Commission pertaining to changes in control and or Management in the Company.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Not adopted		Unlike the PDRs, the common shares representing the capital stock of GHI are privately-held and are not listed in the PSE.

Optional: Principle 13

<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 policies of the Company encouraging shareholders' participation are set forth in the Revised Manual on Corporate Governance which may be viewed at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see pages 36-39)</p>	
<p>2. Company practices secure electronic voting in absentia at 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. For the Company's explanation for the non-adoption of the said recommendation, kindly refer to the Company'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>

Duties to Stakeholders

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

Recommendation 14.1

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating sustainability under its Sustainability Report which is attached to its 2019 Annual Report https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>	Compliant	<p>The Company identifies its various stakeholders and promotes cooperation between them and the company in creating sustainability under its Sustainability Report which is attached to its 2019 Annual Report https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>
Recommendation 14.2		
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	Compliant	<p>The provisions of its 2020 Revised Manual on Corporate Governance relating to the protection of stakeholders may be viewed at: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (pages 30-31)</p>
Recommendation 14.3		
<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>	Compliant	<p>Stakeholders can voice their concerns and/or complaints for possible violation of their rights and communicate the same to the Company's Investor Relations Officer whose contact details are set forth above.</p> <p>The Company's policies that protect shareholders' rights may be viewed at https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (pages 30-31)</p>

Supplement to Recommendation 14.3

<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 2020 Revised Manual on Corporate Governance states that the Alternative Dispute Resolution procedures of the Company can amicably and effectively settle conflicts or differences between the Company and third parties when appropriate.</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020_1595824732.pdf (please see page 13).</p>	
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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>Due to the limited business of the Company, 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 Company 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>

Optional: 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/contract or 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/disclosures/policy_on_accreditation_of_suppliers_1595658219.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, insofar as it may be applicable to it. These policies are set forth in the Sustainability Report of GHI which is attached to its Annual Report posted at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>
<p>Supplement to 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. Other than the per diem approved by the stockholders, 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 Company 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 insofar as such policies and practices may be applicable to it. These policies are set forth in the Sustainability Report of GHI which is attached to its Annual Report posted at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/ Information on any training conducted or attended are disclosed in https://www.gmanetwork.com/corporate/cgr/certificateofattendance/</p> <p>The officers and members of the Board of Directors are also officers/members of the Board of Directors of GMA Network, Inc., GMA Network, Inc. has various learning and development programs that are intended to reinforce management, leadership, functional, technical-creative, and behavioral competencies across the organization. The Sustainability Report of GHI which elaborates on this further detail is attached to its Annual Report posted at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>The officers and members of the Board of Directors are also officers/members of the Board of Directors of GMA Network, Inc., GMA Network, Inc. has various learning and development programs that are intended to reinforce management, leadership, functional, technical-creative, and behavioral competencies across the organization. The Sustainability Report of GHI which elaborates on this further detail is attached to its Annual Report posted at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>
<p>Recommendation 15.2</p>		

<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 made available at:</p> <p>1. Revised Manual on Corporate Governance: https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_updated_manual_of_corporate_governance_july_2020_1595824732.pdf (please see page 14).</p> <p>2. Revised Code of Conduct https://aphrodite.gmanetwork.com/corporate/disclosures/revise_code_of_conduct_1595658354.pdf</p> <p>3.) Policy on Solicitation/Acceptance of Gifts and Favors https://aphrodite.gmanetwork.com/corporate/disclosures/policy_on_solicitation_1595658269.pdf</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>The Directors and Officers were all furnished copies of the Company's Revised Code of Conduct.</p>

Supplement to Recommendation 15.2

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	Compliant	<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 which is posted at:</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/revise_code_of_conduct_1595658354.pdf</p>
Recommendation 15.3		
<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>	Compliant	<p>Under the Company's Revised Manual on Corporate Governance, the Company shall "(a)adopt a suitable framework for whistleblowing that allows Management to freely communicate legitimate concerns about illegal or unethical practices, without fear of retaliation."</p> <p>https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 14).</p> <p>GMA's policies, programs on whistle-blowing, no-retaliation are adopted in principle by GHI.</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>Under the Company's Revised Manual on Corporate Governance, the Board shall "(a)adopt a suitable framework for whistleblowing that allows Management to freely communicate legitimate concerns about illegal or unethical practices, without fear of retaliation." https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 14).</p> <p>GMA's policies, programs on whistle-blowing, no-retaliation are adopted by in principle by GHI. 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>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Under the Company's Revised Manual on Corporate Governance, the Board of Directors shall "(a)adopt a suitable framework for whistleblowing that allows Management to freely communicate legitimate concerns about illegal or unethical practices, without fear of retaliation." https://aphrodite.gmanetwork.com/corporate/disclosures/ghi_-_updated_manual_of_corporate_governance_july_2020__1595824732.pdf (please see page 14).</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.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Adopted</p>	<p>The Company re-affirms the importance of 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. This is disclosed in the Company's Sustainability Report which is attached to its 2019 Annual Report posted at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>	
Optional: Principle 16			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Adopted</p>	<p>The Company re-affirms policies and practices that ensure that the Company's value chain is environmentally friendly or is consistent with promoting sustainable development. This is disclosed in its Sustainability Report attached to its 2019 Annual Report posted at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>	

<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Adopted</p>	<p>The Company re-affirms policies and practices that put importance in efforts to interact positively with the communities in which it operates. This is disclosed in its Sustainability Report attached to its 2019 Annual Report posted at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpry_id=611 https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/</p>	
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NB: All of the information/data herein provided, are based on the Company's available records, and not necessarily from the personal knowledge of the affiliates.


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 11/28/2017.

SIGNATURES


FELIPE L. GOZON
Chairman of the Board


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


ARTEMIO V. PANGANIBAN
Independent Director


JAIME C. ALAYA
Independent Director


ROBERTO RAFAEL V. LUCILA
Compliance Officer


ANNA TERESA M. GOZON-VALDES
Corporate Secretary

AUG 28 2020

SUBSCRIBED AND SWORN to before me this ___ day of ___, 2020, affiants exhibiting to me their government issued ids, as follows:

Name	Government ID/Passport	Place and Date Issued
Felipe L. Gozon	Passport No. P3551628A	July 3, 2017/DFA Manila
Gilberto R. Duavit, Jr.	Driver License No. XO1-83-010768	Valid until Oct. 16, 2022
Artemio V. Panganiban	Passport No. P0388884B	Jan. 24, 2019/DFA Manila
Jaime C. Laya	Driver License No. N07-57-025875	Valid until Jan. 8, 2024
Roberto Rafael V. Lucila	Passport No. EC3208027	Jan. 15, 2020/DFA NCR Central
Anna Teresa M. Gozon-Valdes	Passport No. P3551685A	July 3, 2017/DFA Manila

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Book No. 83
Series of 2020.

Ruben T.M. Ramirez
RUBEN T.M. RAMIREZ
Notary Public for Makati City
Valid December 31, 2021
2086 F. Pasco St., Makati City
IBP (CR No. 091071/December 1st 2019)
Roll No. 38947/MCLE No. VI-0020248
PTR No. MKT 81170441-02-2020
Appointment No. 14-153

Notary Public

GMA HOLDINGS INC.: SUSTAINABILITY REPORT

Contextual Information

Company Details	
Name of Organization	GMA Holdings, Inc.
Location of Headquarters	Unit 5D Tower One, One Mckinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City (in the process of being amended to Unit 3K, North Wing, Fairways Tower Condominium, 5 th Avenue Corner Mckinley Road, Fort Bonifacio Taguig City)
Report Boundary: Legal entities (e.g. subsidiaries) included in this report*	GMA Holdings, Inc. ("GHI") report shall be limited to matters applicable/relevant to the sole business and purpose of GHI which is the issuance of the Philippine Deposit Receipts ("PDRs") relating to GMA Network, Inc. ("GMA") common shares for as long as the PDRs are outstanding pursuant to the Philippine Deposit Receipt Instrument dated July 16, 2007 (PDR Instrument). GHI has undertaken to perform the obligations under the PDRs and the acquisition and holding of the GMA common shares underlying the PDRs, which include maintaining the listing with the Philippine Stock Exchange (PSE), and maintaining its status as a Philippine person for as long as Philippine law prohibits ownership of GMA common shares by non-Philippine persons. GHI has no subsidiaries.
Business Model, including Primary Activities, Brands, Products, and Services	GHI is incorporated in the Philippines to invest in, purchase or otherwise to acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose real and personal property of every kind and description. GHI does not engage in any other business or purpose other than in connection with the issuance of the PDRs, the performance of the obligations under the PDRs and the acquisition of the underlying common shares of GMA in respect of the PDRs issued and listed in the PSE, pursuant to the PDR Instrument.
Reporting Period	2020
Highest Ranking Person responsible for this report	Atty. Anna Teresa M. Gozon-Valdes (Corporate Secretary) and Atty. Roberto Rafael V. Lucila (Compliance Officer)

**If you are a holding company, you could have an option whether to report on the holding company only or include the subsidiaries. However, please consider the principle of materiality when defining your report boundary.*

Materiality Process

Explain how you applied the materiality principle (or the materiality process) in identifying your material topics.

The report shall set forth relevant matters specific to the operational and financial state of GHI. Considering that GHI does not engage in any other business or purpose other than in connection with the issuance of the PDRs, the performance of the obligations under the PDRs and the acquisition of the underlying common shares of GMA in respect of the PDRs issued and listed in the PSE, pursuant to the PDR Instrument, GHI does not have relevant disclosures on environmental and social factors since these factors are not material to its business.

In determining the topics applicable to it, it shall state the component or feature of the organization that will be impacted by a particular risk.

This report should be read in conjunction with GHI's 2020 Annual Report. Both the Annual Report and this Sustainability Report may be accessed at <https://www.gmanetwork.com/corporate/disclosures>

SEC Reporting Template

ECONOMIC

Economic Performance

Direct Economic Value Generated and Distributed

Disclosure	Amount	Units
Direct economic value generated (revenue)	3,309,813	PhP
Direct Economic value distributed:		
a. Operating costs	1,002,591	PhP
b. Employee wages and benefits	The Company has no full time employees considering that GHI does not engage in any other business or purpose other than in connection with the issuance of the PDRs, the performance of the obligations under the PDRs and the acquisition of the underlying common shares of GMA in respect of the PDRs issued and listed in the PSE	PhP
c. Payments to suppliers, other operating costs	Operating costs all pertain to payments to suppliers 1,002,591	PhP
d. Dividends given to stockholders and interest payments to loan providers	1,300,000	PhP

e. Taxes given to government	289,995	PhP
f. Investments to community (e.g. donations, CSR)	While GHI's affiliates actively makes investments to community through donations, CSR, etc. GHI has not directly make investments to the community due to the fact that the nature of its business does not create an opportunity for such an investment.	PhP

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
GMA Holdings Inc. posted Revenues of P3.31 million for the year 2020, a 25% increase or P654 thousand versus last year's level of P2.66 million due to sharp increase in Exercise Fees to P2.02 million resulting from the conversion of PDR shares. However, Interest Income decreased to P1.29 million in 2020 versus P2.38 million in 2019 due to lower interest income earned on cash placement.	Common shareholders of GHI	GHI's primary objective is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
<p>The economic risk factors set forth in pages 33 to 44 of GHI's Prospectus and are incorporated herein by reference insofar as they are relevant to the current operations and business/purpose of GHI. Among the relevant risks as set forth therein are as follows:</p> <p>Risks Relating to GHI PDRs</p> <p>The prices of securities fluctuate, and an individual security may experience upward or downward movements, and may even lose its value. There is an inherent risk that losses may be incurred rather than</p>	Common shareholders Investors/Investing Public	GHI's Boards of Directors and management are mindful of the risks and uncertainties inherent in the business. In the formulation of corporate strategy and business decision-making, potential risks are always taken into account. Necessary steps are taken to minimize, if not eliminate, such risks.

profit made as a result of buying and selling securities. There may be a substantial difference between the buying price and the selling price of such securities.

Developments in other emerging market countries may adversely affect the Philippine economy and, therefore, the market price of GHI PDRs.

In the past, the Philippine economy and the securities of Philippine companies have been, to varying degrees, influenced by economic and market conditions in other emerging market countries, especially other countries in Southeast Asia, as well as investors' responses to those conditions.

Although economic conditions are different in each country, investors' reactions to adverse developments in one country may affect the market price of securities of companies in other countries, including the Philippines. Adverse developments in other emerging market countries could lead to a reduction in the demand for, and market price of the PDRs.

GHI cannot predict what future effects these events may have on investors' perceptions of risk regarding investments in equity securities of companies in emerging markets or equity securities generally.

Rights of GHI PDR Holders are limited compared to rights of holders of the GMA common shares.

PDR Holders will have economic rights upon the occurrence of certain events in respect of the GMA common shares, including rights to cash distributions, additional PDRs and adjustments to the PDRs, as well as right to convert the PDRs to GMA common shares by qualified Philippine citizens or corporations, cooperatives or associations wholly owned and managed by Philippine citizens, but will not enjoy voting rights with respect to the GMA common shares. Accordingly, PDR Holders will not be able to influence GMA's management or corporate decisions in any way. In addition, PDR Holders cannot bring derivative

Moreover, GHI's Audit and Risk Management Committee ensures that it has the proper controls in place, identifies and evaluates significant risk exposures and contributes to the improvement of risk management and control systems.

actions against GMA as holders of PDRs. Further, foreigners are restricted from owning shares in Philippine media companies, and thus foreign holders of PDRs are prohibited from converting their PDRs into GMA common shares.

In not acting upon the application of ABS CBN Corporation for the renewal of its franchise, the House of Representatives Committee on Legislative Franchises opined that the Philippine Deposit Receipts of the said applicant are null and void, as they purportedly allow foreigners to own the shares of stock of the said broadcast company. In abundance of caution, GMA has announced that for a limited period of time it will offer to purchase the PDRs issued by GHI to non-Filipinos as a measure of good faith. To this date, the Securities and Exchange Commission (SEC) has not revoked the registration of the GHI PDRs, or declared the same to be no longer valid and legal. Neither has it enjoined GHI to perform its obligations under the PDR Instrument

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
As of the moment no opportunities arising from the foregoing risks have been identified.	Investors	GHI's Management keeps itself informed and up to date to discover opportunity risks with potential to improve its business.

Climate-related risks and opportunities

Governance	Strategy	Risk Management	Metrics and Targets
Climate-related risks and opportunities are not present or material to the nature of GHI's business or its purpose.	No recommended disclosure specific to GHI	No recommended disclosure specific to GHI	No recommended disclosure specific to GHI
Recommended Disclosures			

No recommended disclosure specific to GHI			
No recommended disclosure specific to GHI			
No recommended disclosure specific to GHI			

Procurement Practices

Proportion of spending on local suppliers

Disclosure	Quantity	Units
Percentage of procurement budget used for significant locations of operations that is spent on local suppliers	100	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
<p>The operating expenses of GHI include listing fees, PSE charges (annual maintenance fees), fees for the PDR Agent and the Pledge Trustee, auditors' fees, legal fees and administrative expenses in connection with, among other things, distribution and publication of notices to its common shareholders and PDR holders. It also includes the sending out of accounting forms like billing statements issued to the Stock Transfer Services, Inc. (STSI) during conversion.</p> <p>Operating Expenses for the year totaled P1.00 million, an increase of 6% vis-a-vis P948 thousand in 2019 due to increase in listing fees, professional fees, rent expense, and higher transportation expenses.</p>	Suppliers	GHI's Management observes and affirms the Human Relation Provisions under the Civil Code which are deemed incorporated into its corporate policy on contracting with its suppliers, particularly Article 19 of the New Civil Code which states that "every person must, in the exercise of his rights and in the performance of his duties, act with justice, give everyone his due, and observe honesty and good faith."

What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The supply/service needs of GHI involve the sending out of notices to its stockholders and PDR holders, accounting forms like billing statements issued to the STSI during conversion. It also includes the engagement of GHI's external auditor for the audit of GHI's AFS and the engagement of the external counsel for its corporate housekeeping and general legal needs. Hence, there are no significant risks relating to the procurement processes of GHI.	Suppliers/ GHI's financial performance	To prevent risks relating to procurement or determination of suppliers, GHI's Management observes and affirms the Human Relation Provisions under the Civil Code which is deemed incorporated into its corporate policy on contracting with its suppliers, particularly Article 19 of the New Civil Code which states that "every person must, in the exercise of his rights and in the performance of his duties, act with justice, give everyone his due, and observe honesty and good faith."
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
This will be an opportunity for GHI to review the current suppliers in terms of relevance to the operations of the Company as they have been suppliers since the listing of the Company in the PSE.	Suppliers; Operations/Financials of GHI	The management will review existing contracts and see if there are terms which have been obsolete or irrelevant to the current operations of GHI.

Anti-corruption

Training on Anti-corruption Policies and Procedures

Disclosure	Quantity	Units
Percentage of employees to whom the organization's anti-corruption policies and procedures have been communicated to	GHI has no full time employees. The accounting and administrative functions of GHI are undertaken by its affiliate.	%
Percentage of business partners to whom the organization's anti-corruption policies and procedures have been communicated to.	None. In the Management of GHI, its Directors and Employees are guided by Section 30 of the Revised Corporation Code which provides that Directors who wilfully and knowingly vote for or assent to patently unlawful acts of the corporation or who are	%

	<p>guilty of gross negligence or bad faith in directing the affairs of the corporation shall be jointly and severally liable for all damages resulting therefrom suffered by the corporation, its stockholders or members and other persons. It further provides that a director or officer shall not attempt to acquire, or acquire any interest adverse to the corporation in respect of any matter which has been reposed in them in confidence, and upon which, equity imposes a disability upon themselves to deal in their own behalf; otherwise, the said director shall be liable as a trustee for the corporation and must account for profits which otherwise would have accrued to the corporation. The Company also adopts Section 23 of the Corporation Code which enjoins directors to "perform their duties as prescribed by law, rules of good corporate governance and bylaws of the corporation."</p> <p>Since the foregoing is a general applicable law on the subject which is expected to be observed by GHI, it has not specifically sent communications on its policies to third parties.</p>	
Percentage of directors and management that have received anti-corruption training	100 (The Directors of GHI and its officers undergo annual training on good corporate governance)	%
Percentage of employees that have received anti-corruption training	The Company has no full time employees.	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
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There are no risks that relate to corruption considering the strongly held principles of honesty and transparency by the Board of Directors and Management.	Employees/the Organization	GHI's organization has in place mechanisms to assess the organization's risk profile to identify vulnerabilities across all areas of its operations for potential issues such as corruption.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
As explained above, there are no risks of corruption in the operations of GHI.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Considering the absence of related risks, no corresponding opportunities have been identified.		

Incidents of Corruption

Disclosure	Quantity	Units
Number of incidents in which directors were removed or disciplined for corruption	None	#

Number of incidents in which employees were dismissed or disciplined for corruption	None	#
Number of incidents when contracts with business partners were terminated due to incidents of corruption	None	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
GHI upholds integrity and transparency, and any impropriety or appearance of impropriety to discredit or undermine such strongly upheld values will be detrimental to the reputation and good standing of the company.	Corporate Integrity and Good	GHI's policies against corruption are governed by the relevant provisions of the Revised Corporation Code and the Labor Code. Moreover, GHI's adopts a mechanism by which anyone can give feedback to top management at anytime via the "Letter to the Chairman". The performance appraisal form also has the "Remarks" portion that allows subordinates to give feedback/comments.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
There are no risks relevant to GHI on this matter.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
GHI can strengthen its Corporate Governance policies pertaining to integrity and transparency within its organization.	Organization/Company's reputation	GHI's Management reiterates applicable laws and rules to prevent corruption within the organization.

ENVIRONMENT

Resource Management

Energy consumption within the organization:

Disclosure	Quantity	Units
Energy consumption (renewable sources)	None	GJ

Energy consumption (gasoline)	None	GJ
Energy consumption (LPG)	None	GJ
Energy consumption (diesel)	None	GJ
Energy consumption (electricity)	None	kWh

Reduction of energy consumption

Disclosure	Quantity	Units
Energy consumption (renewable sources)	None	GJ
Energy consumption (gasoline)	None	GJ
Energy consumption (LPG)	None	GJ
Energy consumption (diesel)	None	GJ
Energy consumption (electricity)	None	kWh

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
There is no relevant disclosure on this aspect which relates to GHI since its corporate, legal and auditing needs are undertaken by its engaged service providers.	There is no relevant disclosure on this aspect which directly relates to GHI.	There is no relevant disclosure on this aspect which directly relates to GHI.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
There is no relevant disclosure on this aspect which relates to GHI.	There is no relevant disclosure on this aspect which directly relates to GHI.	There is no relevant disclosure on this aspect which directly relates to GHI.
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There is no relevant disclosure on this aspect which relates to GHI.	There is no relevant disclosure on this aspect which directly relates to GHI.	There is no relevant disclosure on this aspect which directly relates to GHI.

Water consumption within the organization

Disclosure	Quantity	Units
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Water Withdrawal	None	Cubic meters
Water consumption	None	Cubic meters
Water recycled	None	Cubic meters

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
There is no relevant disclosure on this aspect which relates to GHI since its corporate, legal and auditing needs are undertaken by its engaged service providers.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
Since GHI has no reportable consumption of water, no relevant risks have been identified.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Same as above.		

Materials used by the organization

Disclosure	Quantity	Units
Materials used by weight or volume	None	
*renewable	None	kg/liters
*non-renewable	None	kg/liters
There is no relevant disclosure on this aspect which directly relates to GHI, since its administrative financials and operations are done electronically.	None	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
No relevant materials are used by the organization since its administrative financials and operations are done electronically. Similarly, regulatory and compliance submissions are undertaken by its external counsel and external auditor.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
There are no reportable risks associated with any use of renewable/non-renewable materials by GHI.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Same as above		

Ecosystem and biodiversity (whether in upland/watershed or coastal/marine):

Disclosure	Quantity	Units
Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	None	
Habitats protected or restored	None	Ha
IUCN Red list species and national conservation list species with habitats in areas affected by operations	None	

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The business of GHI does not require the establishment of any operational site in protected areas and areas of high biodiversity value outside protected areas.		

What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not require the establishment of any operational site in protected areas and areas of high biodiversity value outside protected areas.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not require the establishment of any operational site in protected areas and areas of high biodiversity value outside protected areas.		

Environmental Impact Management

Air Emissions

GHG

Disclosure	Quantity	Units
Direct (Scope 1) GHG Emissions	None	Tonnes CO2e
Energy indirect (Scope 2) GHG Emissions	None	Tonnes CO2e
Emissions of ozone-depleting substances (ODS)	None	Tonnes

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The business of GHI does not involve air emissions hence it has no relevant disclosure on that regard.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not involve air emissions hence it has no relevant disclosure on that regard.		

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not involve air emissions hence it has no relevant disclosure on that regard.		

Air pollutants

Disclosure	Quantity	Units
Nox	None	kg
Sox	None	kg
Persistent organic pollutants (POPs)	None	kg
Volatile organic compounds (VOCs)	None	kg
Hazardous air pollutants (HAPs)	None	kg
Particulate matter (PM)	None	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The business of GHI does not directly/indirectly because air pollutants hence it has no relevant disclosure on that regard.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not directly/indirectly cause air pollutants hence it has no relevant disclosure on that regard.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not directly/indirectly cause air pollutants hence it has no relevant disclosure on that regard.		

Solid and Hazardous Wastes

Solid Waste

Disclosure	Quantity	Units
Total solid waste generated	None	kg
Reusable	None	kg
Recyclable	None	kg
Composted	None	kg
Incinerated	None	kg
Residuals/Landfilled	None	kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
There are no solid wastes arising from the organization's business since its administrative financials and operations are done electronically.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
There are no solid wastes arising from the organization's business since its administrative financials and operations are done electronically.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
There are no solid wastes arising from the organization's business since its administrative financials and operations are done electronically.		

Hazardous Waste

Disclosure	Quantity	Units
Total weight of hazardous waste generated	None	Kg
Total weight of hazardous waste transported	None	Kg

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
The business/activities of GHI does not produce waste reportable under this section.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The Company has not identified relevant risk relating to Toxic Substance and Hazardous Wastes.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Considering that toxic substances and hazardous wastes are not relevant to GHI's operations, it has no disclosure on this regard.		

Effluents

Disclosure	Quantity	Units
Total volume of water discharges	None	Cubic meters
Percent of wastewater recycled	None	%

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
Considering that effluents are not relevant to GHI's operations, it has no disclosure on this regard.		
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach

The business of GHI does not directly/indirectly produce wastewater hence it has no relevant disclosure on that regard.		
What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not directly/indirectly produce wastewater hence it has no relevant disclosure on that regard.		

Environmental compliance

Non-compliance with Environmental Laws and Regulations

Disclosure	Quantity	Units
Total amount of monetary fines for non-compliance with environmental laws and/or regulations	None	PhP
No. of non-monetary sanctions for non-compliance with environmental laws and/or regulations	None	#
No. of cases resolved through dispute resolution mechanism	None	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Which stakeholders are affected?	Management Approach
As part of its business permit renewal, GHI annually pays an Environmental Impact Fee to the local government.	Public in general, Local government	GHI complies with the requirements for environmental compliance insofar as they are relevant to the purpose/function of GHI.
What are the Risk/s Identified?	Which stakeholders are affected?	Management Approach
The business of GHI does not directly/indirectly have environmental risks hence it has no relevant disclosure on this regard.		

What are the Opportunity/ies Identified?	Which stakeholders are affected?	Management Approach
Same as above		

SOCIAL

Employee Management

Employee Hiring and Benefits

Employee data

Disclosure	Quantity	Units
Total number of employee		
a. Number of female employees	No full time employees	#
b. Number of male employees	No full time employees	#
Attrition rate	No full time employees	rate
Ratio of lowest paid employee against minimum wage	No full time employees	ratio

Employee benefits

List of Benefits	Y/N	% of female employees who availed for the year	% of male employees who availed for the year
SSS		No full time employees	
PhilHealth			
Pag-ibig			
Parental leaves			
Vacation leaves			
Sick leaves			
Medical benefits (aside from PhilHealth)			
Housing assistance (aside from Pag-ibig)			
Retirement fund (aside from SSS)			

Further education support			
Company stock options			
Telecommuting			
Flexible-working Hours			
(Others)			

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management approach
GHI has no full time employees hence it has not directly granted employee benefits and privileges, except the grant of per diem in favour of the members of its Board of Directors and Management as approved by the Stockholders on July 24, 2020.	
What are the Risk/s Identified?	Management approach
Based on the discussion above, no relevant risks have been identified.	
What are the Opportunity/ies Identified?	Management approach
Based on the discussion above, no relevant opportunities have been identified.	

Employee Training and Development

Disclosure	Quantity	Units
Total training hours provided to employees	No full time employees	
a. Female employees	No full time employees	Hours
b. Male employees	No full time employees	Hours
Average training hours provided to employees		
a. Female employees	No full time employees	hours/employee
b. Male employees	No full time employees	hours/employee

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management approach
GHI has no full time employees. The organization is comprised of the members of the Board of Directors and of Management.	The members of the GHI Board and Management annually attend a corporate governance seminar to facilitate adherence by the Corporation to good corporate practices.
What are the Risk/s Identified?	Management approach
There are no risks relevant to GHI in this aspect.	
What are the Opportunity/ies Identified?	Management approach
Through the Company's Governance Trainings, the members of the Board of Directors and Management are able to enhance their skill on responsible governance of the organization.	The Office of the Compliance Officer facilitates the regular attendance of the Company's members of the Board of Directors and Management to the annual seminar on good corporate governance.

Labor-Management Relations	No full time employees
Disclosure	Quantity Units
% of employees covered with Collective Bargaining Agreements	None for GHI %
Number of consultations conducted with employees concerning employee-related policies	None #

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management approach
GHI has no existing Collective Bargaining Agreement.	
What are the Risk/s Identified?	Management approach
GHI has no existing Collective Bargaining Agreement.	
What are the Opportunity/ies Identified?	Management approach

GHI has no existing Collective Bargaining Agreement.	
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Diversity and Equal Opportunity

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Disclosure	Quantity	Units
% of female workers in the workforce	No full time employees	%
% of male workers in the workforce	No full time employees	%
Number of employees from indigenous communities and/or vulnerable sector*	No full time employees	#

*Vulnerable sector includes elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management approach
GHI has no full time employees. Its key management personnel are employed by its affiliate.	
What are the Risk/s Identified?	Management approach
GHI has no full time employees hence there are no relevant risks to GHI.	
What are the Opportunity/ies Identified?	Management approach
GHI has no full time employees hence there are no relevant opportunities identified.	

Workplace Conditions, Labor Standards, and Human Rights

Occupational Health and Safety

Disclosure	Quantity	Units
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Safe Man-Hours	No full time employees	Man-Hours
No. of work-related injuries	No full time employees	#
No. of work-related fatalities	No full time employees	#
No. of work-related ill-health	No full time employees	#
No. of safety drills	No full time employees	#

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management approach
GHI has no full time employees.	
What are the Risk/s Identified?	Management approach
There are no applicable risks to GHI since it has no employees.	
What are the Opportunity/ies Identified?	Management approach
There are no opportunities identified since GHI has no employees.	

Labor Laws and Human Rights

Disclosure	Quantity	Units
No. of legal actions or employee grievances involving forced or child labor	None	#

Do you have policies that explicitly disallows violations of labor laws and human rights (e.g. harassment, bullying) in the workplace?

Topic	Y/N	If Yes, cite reference in the company policy
Forced Labor	Y	Despite not having full time employees, as a matter of good corporate governance, GHI adheres to all the relevant labor standards, laws, rules and regulations on human rights and employee welfare which are deemed integrated into its corporate policies.
Child Labor	Y	Same as above
Human Rights	Y	Same as above

What is the impact and where does it occur? What is the organization's involvement in the impact? GHI has no full time employees	Management approach Same as above
What are the Risk/s Identified? GHI has no full time employees	Management approach Same as above
What are the Opportunity/ies Identified? GHI has no full time employees	Management approach Same as above

Supply Chain Management

Do you have a supplier accreditation policy? If yes, please attach the policy or link to the policy: While GHI adopts a supplier policy in principle, its business does not require extensive application to it, since its expenses are limited only to listing fees, Philippine Stock Exchange charges, fees for the PDR Agent and the Pledge Trustee, auditors' fees, legal fees and administrative expenses in connection with, among other things, distribution and publication of notices to common shareholders and PDR holders.

Do you consider the following sustainability topics when accrediting suppliers?

Kindly refer to answer above.

Topic	Y/N	If Yes, cite reference in the company policy
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Environmental performance	Y	Not applicable
Forced labor	Y	Not applicable
Child labor	Y	Not applicable
Human rights	Y	Not applicable
Bribery and corruption	Y	Not applicable

<p>What is the impact and where does it occur? What is the organization's involvement in the impact?</p> <p>The operating expenses of GHI are limited to listing fees, Philippine Stock Exchange charges, fees for the PDR Agent and the Pledge Trustee, auditors' fees, legal fees and administrative expenses in connection with, among other things, distribution and publication of notices to common shareholders and PDR holders. Hence the topics below have no relevance to it as an organization.</p>	<p>Management approach</p> <p>Since the business of GHI does not require numerous/various suppliers, for the purpose of dealing with its suppliers, it adopts the relevant provisions of the Revised Corporation Code and the New Civil Code on contracts with third parties.</p>
<p>.</p>	
<p>What are the Risk/s Identified?</p> <p>There are no risks associated with the current supplier accreditation practices of GHI. Other than for the services mentioned above, it has not engaged the services or procured goods from any supplier.</p>	<p>Management approach</p>
<p>What are the Opportunity/ies Identified?</p> <p>There are no risks associated with the current supplier accreditation practices of GHI. Other than for the services mentioned above, it has not engaged the services or procured goods from any supplier.</p>	<p>Management approach</p>

Relationship with Community

Significant Impacts on Local Communities

Operations with significant (positive or negative) impacts on local communities (exclude CSR projects; this has to be business operations)	Location	Vulnerable groups (if applicable) *	Does the particular operation have impacts on indigenous people (Y/N)?	Collective or individual rights that have been identified that or particular concern for	Mitigating measures (if negative) or enhancement measures (if positive)

				the community	
GHI's operations as a holding company does not involve activities with local communities.					

**Vulnerable sector includes elderly, persons with disabilities, vulnerable women, refugees, migrants, internally displaced persons, people living with HIV and other diseases, solo parents, and the poor or the base of the pyramid (BOP; Class D and E).*

For operations that are affecting IPs, indicate the total number of Free and Prior Informed Consent (FPIC) undergoing consultations and Certification Preconditions (CPs) secured and still operational and provide a copy or link to the certificates if available: GHI has no operations affecting IPs.

Certificates	Quantity	Units
FPIC process is still undergoing	none	#
CP secured	None	#

What are the Risk/s Identified? There are no risks relevant to GHI on the efforts of GMA pertaining to its relationship with the community.	Management approach
What are the Opportunity/ies Identified? There are no risks relevant to GHI on the efforts of GMA pertaining to its relationship with the community.	Management approach

Customer Management

Customer Satisfaction

Disclosure	Score	Did a third party conduct the customer satisfaction study (Y/N)?
Customer satisfaction		N

<p>What is the impact and where does it occur? What is the organization's involvement in the impact?</p>	<p>Management approach</p>
<p>GHI's customers are the public investing in the PDRs listed in the PSE.</p>	<p>GHI adheres to a high level of corporate disclosure and transparency regarding the companies' financial condition and state of corporate governance on a regular basis. Through the Investor Relations and Compliance Division (IRCD), shareholders are provided disclosures, announcements and periodic reports filed with the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange.</p> <p>Audited Financial Statements are submitted to the SEC on or before the prescribed period and are made available to the shareholders prior to the Annual Stockholders Meeting (ASM).</p>
<p>What are the Risk/s Identified?</p>	<p>Management approach</p>
<p>The Risks relating to PDRs on GHI's Prospectus at http://aphrodite.gmanetwork.com/pdfs/GMA-Final-Prospectus.pdf specifically under pages 42-44 thereof are incorporated herein, insofar as they are relevant to present operations of GHI.</p>	<p>As discussed under Economic Impact above, GHI supports and adopts the actions of Management to prevent/avoid or mitigate such risks.</p>
<p>What are the Opportunity/ies Identified?</p>	<p>Management approach</p>
<p>This provides opportunity for Management to reiterate the value of transparency and full disclosure of the results of its operations and financials to its investors.</p>	<p>Please refer to Management's approach on the impact of customer satisfaction above, which puts primacy on the practices to maintain good relationship with investors by facilitating full and transparent operational and financial disclosures.</p>

Health and Safety

Disclosure	Quantity	Units
No. of substantiated complaints on product or service health and safety*	None	#
No. of complaints addressed	None	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management approach
This is not applicable to the business of GHI, there are no risks relating to health and safety in the manner that GHI's business is being conducted.	
What are the Risk/s Identified?	Management approach
This is not applicable to the business of GHI, there are no risks relating to health and safety in the manner that GHI's business is being conducted.	
What are the Opportunity/ies Identified?	Management approach
This is not applicable to the business of GHI, there are no risks relating to health and safety in the manner that GHI's business is being conducted.	

Marketing and labelling

Disclosure	Quantity	Units
No. of substantiated complaints on marketing and labelling*	None	#
No. of complaints addressed	None	#

**Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.*

What is the impact and where does it occur? What is the organization's involvement in the impact?	Management approach
Except for publicly disclosed registration statement/prospectus and anilliary documents at the time of the listing of the PDRs in the exchange, as well as subsequent regulatory reportorial submissions, there are no publicly released documents or advertisements that involve marketing and labelling in relation to the business of GHI.	
What are the Risk/s Identified?	Management approach
Except for the publicly disclosed registration statement/prospectus and anilliary documents at the time of the listing of the PDRs in the exchange, as well as subsequent regulatory reportorial submissions, there are no publicly released documents or advertisements that involve marketing and labelling in relation to the business of GHI.	
What are the Opportunity/ies Identified?	Management approach

Except for the publicly disclosed registration statement/prospectus and auxiliary documents at the time of the listing of the PDRs in the exchange, as well as subsequent regulatory reportorial submissions, there are no publicly released documents or advertisements that involve the marketing and labelling in relation to the business of GHI.

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Customer Privacy

Disclosure	Quantity	Units
No. of substantiated complaints on customer privacy*	None	#
No. of complaints addressed	None	#
No. of customers, users and account holders whose information is used for secondary purposes	None	#

*Substantiated complaints include complaints from customers that went through the organization's formal communication channels and grievance mechanisms as well as complaints that were lodged to and acted upon by government agencies.

	Management approach
What is the impact and where does it occur? What is the organization's involvement in the impact?	
There is a customer privacy policies relating to the receipt of PDR holders' information by GHI or by the transfer agent	GHI executes and adheres to non-disclosure/confidentiality agreements respecting trade secrets and confidential information of other parties transacting business with it.
What are the Risk/s Identified?	Management approach
There are no risks identified since there are processes in place to protect customer privacy.	
What are the Opportunity/ies Identified?	Management approach
Same as above	

Data Security

Disclosure	Quantity	Units
No. of data breaches, including leaks, thefts and losses of data	None	#

<p>What is the impact and where does it occur? What is the organization's involvement in the impact?</p> <p>There are data privacy aspects applicable to the handling of common shareholders information by GHI, as well as the handling of PDR holders' information by the transfer agent.</p>	<p>Management approach</p> <p>GHI adheres to the provisions of the Data Privacy Act of 2012 and its Implementing Rules and regulations, and adopts reasonable physical and technical security measures to safeguard the same.</p> <p>Moreover, GHI complies with non-disclosure/confidentiality agreements respecting trade secrets and confidential information of other parties transacting business with it.</p>
<p>What are the Risk/s Identified?</p> <p>There are no risks identified since there are agreements in place to prevent data privacy risks.</p>	<p>Management approach</p> <p>GHI processes information in accordance with the Data Privacy Act of 2012 and its Implementing Rules and Regulations, and adopts reasonable physical and technical security measures to safeguard the same</p>
<p>What are the Opportunity/ies Identified?</p> <p>Same as above</p>	<p>Management approach</p>

UN SUSTAINABLE DEVELOPMENT GOALS

Key products and services and its contribution to sustainable development.

Key Products and Services	Societal Value / Contribution to UN SDGs	Potential Negative Impact of Contribution	Management Approach Impact of Contribution

Since GHI's sole business purpose is the issuance of the Philippine Deposit Receipts ("PDRs") relating to GMA Network, Inc. common shares for as long as the PDRs are outstanding pursuant to the Philippine Deposit Receipt Instrument (PDR Instrument), it has no product or service to be disclosed under this category. However GHI supports and values the products of its affiliate, GMA Network, Inc. that contribute to UN Sustainable Development Goals. The products and services may be viewed under the following link:

<https://www.gmanetwork.com/corporate/disclosures/sustainabilityreports/>

**None/Not Applicable is not an acceptable answer. For holding companies, the services and products of its subsidiaries may be disclosed.*

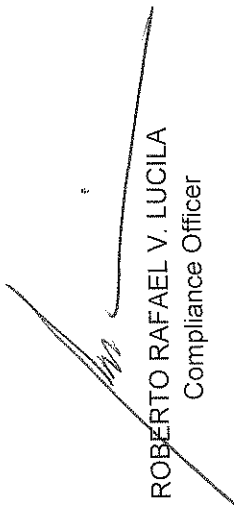
Certification

We, FELIPE L. GOZON AND ROBERTO RAFAEL V. LUCILA, Chairman and Compliance Officer respectively of GMA Holdings, Inc. with SEC Identification Number CS200602356 and with principal office at Unit 5D Tower One, One McKinley Place, New Bonifacio Global City, Fort Bonifacio, Taguig City (in the process of being amended to: Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue Corner McKinley Road, Fort Bonifacio Taguig City), state:

- 1.) That we have caused the attached Sustainability Report to be prepared pursuant to SEC MC No. 4 Series of 2019;
- 2.) That we have read and understood its contents which are based on personal knowledge or corporate records;
- 3.) That we will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or document through electronic mail; and
- 4.) That we are fully aware that the document filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of such filing fee.

IN WITNESS WHEREOF, I have hereunto set my hand this APR 30 2021 day of _____


FELIPE L. GOZON
Chairman


ROBERTO RAFAEL V. LUCILA
Compliance Officer

SUBSCRIBED AND SWORN to before me this APR 30 2021 day of _____, 2021.

Affiants exhibited to me their Passports:

Felipe L. Gozon Passport No. P3551628A - issued on July 3, 2017
Roberto Rafael V. Lucila Passport No. P2374098B - issued
on June 29, 2019 at DFA.

~~ATTYNOTARY PUBLIC D. SISON~~

~~NOTARY PUBLIC FOR MAKATI CITY~~

~~APR 11, 2011 - 382 - UNTIL DEC. 31, 2021~~

~~ROLL NO. 0207 / MATR. COMM. NO. 17 NO. V-020236/0-19-2019~~

~~ISS. DATE: 02/27/2009 - LIFETIME MEMBER MAY 3, 2017~~

~~STR. NO. 0513065 - JAN 04, 2021 - MAKATI CITY~~

~~EXECUTIVE BLDG. CENTER MAKATI AVE., COR., JUPITER ST. MAKATI CITY~~

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