





April 29, 2024

## NOTICE TO STOCKHOLDERS

Gilberto R. Duavit, Jr.  
Felipe L. Gozon  
Joel Marcelo G. Jimenez  
Jaime C. Laya  
Artemio V. Panganiban  
Manuel P. Quiogue (Deceased)  
Felipe S. Yalong

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of GMA Holdings, Inc. ("Company") is on **May 31, 2024 (Friday) at 10:00 a.m.** via remote communication through Zoom application through: <https://us06web.zoom.us/j/85385722649?pwd=bQG9eeUnZSIkPCfaD2KC6v8zZauVlj.1> to consider, discuss or vote on the following:

1. Call to order
2. Certification and Notice of Quorum
3. Approval of the Minutes of the Stockholders' Meeting held on May 26, 2023
4. Report of the President
5. Ratification of Acts of the Board of Directors for the previous year
6. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors
7. Election of Directors, including the Independent Directors
8. Election of the External Auditor
9. Consideration of such other business as may properly come before the meeting
10. Adjournment

For purposes of determining the stockholders entitled to notice, or to vote at the stockholders' meeting, the Board of Directors has set the record date of April 30, 2024.

The Company will be conducting the annual stockholders' meeting via remote communication. The conduct of the annual stockholders' meeting including the attendance and participation thereto will be through Zoom application.

Stockholders who intend to attend and participate via remote communication shall notify the Company by email to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com) beginning May 10, 2024 until May 30, 2024 and shall register in accordance with the procedure set forth in the attached ***Procedure for Registration, Participation, Attendance and Voting in the Meeting by Remote Communication*** (Annex "A") and in the Information

Statement. Upon successful registration, the password for the meeting link will be sent to the participant/stockholder.

A copy of the Information Statement, Management Report, and Audited Financial Statements may be viewed and downloaded through <http://www.gmaholdingsinc.com/>.

On April 22, 2024 the Nomination Committee prepared a Final List of Candidates for regular and independent directors. The requirements and procedure for nomination and election are set forth in detail under the Rationale for the Salient Matters Contained in the Agenda (Annex "B" hereof).

A video and audio recording of the Annual Stockholders' Meeting will be available on-line ten (10) days after the meeting and the recording shall be available for access by the stockholder within thirty (30) days from posting date, subject to the stockholder's compliance with the requirements set forth in Annex "A".

**We are not soliciting your proxy.** However, if you are unable to attend the meeting but would like to be represented thereat, you may accomplish the sample proxy form attached to the Notice of the Meeting (Annex "C" hereof). Stockholders who wish to appoint a proxy should submit advance electronic copies of their duly accomplished forms during registration and must send originals on or before 5:00 p.m. of May 30, 2024 at the Office of the Corporate Secretary at 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City. Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned Corporate Secretary. Pursuant to Section 7 of the Company's By-laws "all proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting."

For complete information on the annual meeting, kindly visit: <https://www.gmaholdingsinc.com/disclosures/info>. A copy of the Information Statement, Management Report, Audited Financial Statements, relevant certifications, and the Annual Report may be viewed and downloaded from <https://www.gmaholdingsinc.com/disclosures/info>.

Hard copies of the Information Statement will be provided to the stockholder. It will also be made available upon the request of the stockholder by sending an email to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

For the Board of Directors:

  
ANNA TERESA M. GOZON-VALDES  
Corporate Secretary

**2024 Annual Stockholders' Meeting  
GMA Holdings, Inc.**

**Procedure for: (1) Registration, Participation and Attendance in the GMA Holdings, Inc.'s Annual Stockholders' Meeting 2024 by Remote Communication**

GMA Holdings, Inc.'s (the "Company" or GHI) 2024 Annual Stockholders' Meeting will be conducted via remote communication through the Zoom application through <https://us06web.zoom.us/j/85385722649?pwd=bQG9eeUnZSlkPCfaD2KC6v8zZauVlj.1>

**I. Registration to participate/attend at the meeting or vote *in absentia***

- 1.) Participants must have or must create a free personal Zoom account.
- 2.) Stockholders who wish to attend and participate at the meeting by remote communication or vote *in absentia* shall notify the Corporate Secretary of his or her intention.
- 3.) Upon validation, the stockholder will receive an email with the link and the password for the meeting.

Registration shall run until **May 30, 2024**.

- 4.) Stockholders may send questions any time before the meeting to the following email address [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com);

**II. Procedure before the GHI Annual Stockholders' Meeting 2024**

- 1.) The participant will log into Zoom using the registered account;
- 2.) The participant will click on the meeting link and enter the password for the meeting;
- 3.) The participant will choose/confirm the meeting title: "GMA Holdings, Inc. 2024 Annual Stockholders' Meeting";
- 4.) The participant will wait for him/her to be admitted by the Host to the meeting;
- 5.) The participant will wait for the Host to start the meeting.

### **III. Procedure during the GHI Annual Stockholders' Meeting 2024**

- 1.) The members of the Company's Board of Directors and the Corporate Secretary will be the panelists for the meeting.
- 2.) Each of the proposed resolutions and/or items in the Agenda will be shown on the screen while such resolution or item is passed during the meeting.
- 3.) During the meeting, the attendees at the meeting can participate by asking questions or providing comments.

### **IV. Procedure for Voting During the Meeting**

- 1.) Voting for matters to be submitted for approval including the election of directors shall be made in person via remote communication or by proxy.
- 2.) Voting shall be done by yeas or nays during the meeting.
- 3.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 4.) Directors will be elected by plurality of votes and every stockholder will be entitled to cumulate his votes. In the absence of any specific instruction from the stockholder on the manner by which he or she shall wish to cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the names of the nominees voted by him or her.
- 5.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 6.) The Corporate Secretary shall report the results of voting during the meeting.

### **V. After the Meeting**

- 1.) The recording of the meeting will be available ten (10) days after the meeting, and the recording shall be available for access by GHI's stockholders within thirty (30) days from posting date. Any stockholder of GHI who wishes to access the recording of the 2024 Annual Stockholders' Meeting shall send his or her request therefor to gmcauile@bgepal.com. Upon receipt of the stockholder's request and upon proper validation, the recording will be sent via email to the stockholder.
- 2.) Stockholders shall have two weeks from posting of the recording of the meeting to inform GHI of any issues, clarifications and concerns on the matters arising from the meeting conducted.

## **ANNEX “B”**

### **RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA**

#### **Call to Order**

The Chairman will call the meeting to order at 10:00 a.m. on May 31, 2024.

#### **Certification of Notice and Quorum**

The Corporate Secretary will certify that a written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Annual Stockholders' Meeting 2024 by Remote Communication and Procedure under **Annex “A”** of the Notice above.

#### **Approval of the Minutes of the Annual Stockholders' Meeting Held on May 26, 2023**

The approval of the minutes of the previous Stockholders' Meetings on May 26, 2023 is made part of the agenda for transparency and in order to comply with the requirements of the Company's By-laws, the Revised Corporation Code of the Philippines (Republic Act No. 11232), as well as the pertinent rules and regulations of the Securities and Exchange Commission (“SEC”).

#### **Annual Report of the Chairman and Chief Executive Officer**

The annual report of the Chief Executive Officer is made part of the Agenda in order to inform the stockholders of the Company's financial performance during the previous year and to adhere to the principles of transparency and good corporate governance.

#### **Financial Report**

The Company's financial performance during the year 2023 has been detailed in the Audited Financial Statements (AFS) of the Company which were reviewed in audit by the Company's independent external auditor. The AFS have been reviewed and approved by the Board of Directors, as recommended by the Audit and Risk Management Committee.

#### **Ratification of the Acts of the Board of Directors/Corporate Officers**

The Acts of the Board of Directors/Corporate Officers were duly deliberated prior to their approval and were conducted in the Company's ordinary course of business. The aforementioned acts of the Board of Directors are submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

## **Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors**

On April 3, 2024, the Board of Directors of the Company provided meritorious reasons for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime Laya as Independent Directors, subject to stockholders' approval at the May 31, 2024 Annual Stockholders' Meeting. The meritorious reasons for their recommended retention are set for as **Annex "B-1"** hereof.

### **Election of Directors (including the Independent Directors)**

The incumbent Directors have been recommended by the Company's Nomination Committee for re-election. On the basis of the nominated directors' proven track record as shown by the results of the Company's performance and after review of their qualifications, the said Directors were recommended for re-election by the Nomination Committee. Their appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

### **Procedure for Nomination of Directors**

Under Section 1 of the Corporation's By-laws, the Board of Directors shall be elected by and from among the stockholders.

Under Section 9 of the Corporation's By-laws:

1. Nomination of Independent Director/s shall be conducted by the Nomination Committee prior to the stockholders' meeting.
2. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the Information about all the nominees for Independent Directors.
5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
6. Only the nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting.

### **Election of the External Auditor**

Upon the recommendation of the Audit and Risk Management Committee and after proper deliberation, the Board approved the re-appointment of SyCip Gorres & Velayo & Co. (SGV) as the Company's external auditor for 2024. The SGV's appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.



## ANNEX "B-1"

### JUSTIFICATIONS FOR THE RETENTION OF RET. CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTORS, AFTER SERVING THE MAXIMUM CUMULATIVE TERM OF NINE (9) YEARS (RECKONED FROM 2012) PRESCRIBED UNDER SEC MC NO. 4-2017

As Independent Directors, Ret. Chief Justice Panganiban and Dr. Jaime C. Laya maintain professional independence and impartiality. Their objective assessment of issues could be relied upon by the Board of Directors based on their wealth of experience as shown by their educational and professional background.

**Ret. Chief Justice Artemio V. Panganiban** was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines – a position he held until December 2006. He was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands.

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 non-government 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.

Given his unique educational and professional background, Independent Director Ret. Chief Justice Panganiban is able to effectively guide and judiciously

counsel the Board on the Company's issues and matters concerning the business operations and compliance with all pertinent laws, jurisprudence, codes of best business practices and good corporate governance.

Independent Director Ret. Chief Justice Panganiban diligently reviews all matters for approval by the Board and asks necessary probing questions, dissects issues objectively, seeking clarifications and explanations when necessary, exhibits adeptness in forging his own opinions and voting according to his own judgment. Independent Director Ret. Chief Justice Panganiban has been instrumental in resolving management, legal and regulatory related issues which is primarily attributable to his exceptional legal background and experience and keen business sense owing to his engagements in companies involved in a wide-ranging selection of industries.

**Dr. Jaime C. Laya**, on the other hand, 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 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.

Dr. 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.

Due to Independent Director Dr. Laya's unique financial and accounting background he is able to effectively oversee the Company's financial and internal and external audit processes. He is able to lead the Audit and Risk Management Committee to provide a general evaluation and assistance in the overall improvement of the risk management, control and governance process of the Company. During the meetings of the Audit and Risk Management Committee, Independent Director Dr. Laya evaluates the audit plans and programs, the significant issues reported by the Internal Audit and External Auditor relating to the efficiency and effectiveness of policies and controls of the Company.

Independent Director Dr. Laya has been instrumental in resolving audit and risk related issues that only a person with his sterling qualifications can offer the Board of Directors.

As Independent Directors, Ret. Chief Justice Panganiban and Dr. Jaime C. Laya provide and/or give due consideration to independent views during Board Meetings. They recommend sound strategic advice on programs relating to the Company's business plans and Management's overall performance. They participate on critical matters before the Board and the Board Committees of which they are members. They ensure that their personal interests do not bias their vote on matters submitted for the approval of the Board.

Both Independent Directors Ret. Chief Justice Artemio V. Panganiban and Dr. Jaime Laya have shown unquestionable integrity, probity and independence in the exercise of their functions as Chairman and Vice-Chairman of the Audit and Risk Management Committee, respectively."

**ANNEX "C"**

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application** on **Friday, May 31, 2024 at 10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 26, 2023:

For  Against  Abstain

2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2023

For  Against  Abstain

3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year

For  Against  Abstain

4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors as set forth in the Notice of the Meeting and Information Statement

For  Against  Abstain

5. Election of Directors (including the Independent Directors)

(Note: By checking the space provided before the name of the nominee, you are casting your vote in favor of the said nominee. By not checking the space provided across the name of the nominee, you are withholding the authority to vote for the said nominee.)

Chief Justice Artemio V. Panganiban (as Independent Director)

Dr. Jaime C. Laya (as Independent Director)

Mr. Gilberto R. Duavit, Jr.

Atty. Felipe L. Gozon

Mr. Joel Marcelo G. Jimenez

*For any specific instruction on the manner by which you wish to cumulate your votes for the nominees, please indicate the same in the space provided below. In the absence of any such instruction the vote shall be cast equally among your voted nominees:*

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6. Appointment of Sycip Gorres Velayo & Co. as the External Auditor:

For  Against  Abstain

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
No. of Shares Held

THE DULY ACCOMPLISHED PROXY MUST BE SUBMITTED TO AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY AT 15/F SAGITTARIUS BUILDING, H.V. DE LA COSTA STREET, SALCEDO VILLAGE, MAKATI ON OR BEFORE MAY 30, 2024. THE FORM MAY BE SENT IN ADVANCE BY EMAIL TO **gmcawile@bgepal.com**.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED. UPON PROPER VALIDATION, THE PROXY WILL BE VOTED IN THE MANNER DIRECTED THEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS INDICATED, THE PROXY WILL BE VOTED IN FAVOR OF THE AGENDA ITEMS, THE ELECTION OF ALL THE NOMINEES AND SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN THE INFORMATION STATEMENT.

THIS PROXY SHALL CONTINUE UNTIL SUCH TIME AS THE SAME IS WITHDRAWN OR SUPERSEDED AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED, BY AN APPROPRIATE NOTICE IN WRITING TO THE CORPORATE SECRETARY OF **GMA HOLDINGS, INC.**

ANNEX "D"

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE

GMA HOLDINGS, INC.

1. Check the appropriate box:  
 Preliminary Information Statement  
 Definitive Information Statement
2. Name of Registrant as specified in its charter: **GMA HOLDINGS, INC.**
3. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**
4. SEC Identification Number **CS200602356**
5. BIR Tax Identification Code **244-658-896-000**
6. Address of principal office Postal Code 1634  
**UNIT 3K, NORTH WING, FAIRWAYS TOWER CONDOMINIUM, 5<sup>TH</sup> AVENUE CORNER  
MCKINLEY ROAD, FORT BONIFACIO TAGUIG CITY, PHILIPPINES**
7. Registrant's telephone number, including area code **(632) 89827777 or (632)88163716-19**
8. Date, time and place of the meeting of security holders  
**DATE : May 31, 2024**  
**TIME : 10:00 a.m.**  
**PLACE:** via remote communication/virtual meeting using Zoom application through:  
<https://us06web.zoom.us/j/85385722649?pwd=bQG9eeUnZSIkPCfaD2KC6v8zZauVlj.1>
9. Approximate date on which the Information Statement is first to be sent or given to security holders **May 10, 2024**
10. *In case of Proxy Solicitations:*  
*Name of Person Filing the Statement/Solicitor:* **NOT APPLICABLE**  
*Address and Telephone No.:* **NOT APPLICABLE**

11. Securities registered pursuant to Sections 8 and 12 of the Securities Regulation Code (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Philippine Deposit Receipts (“PDRs”)</b>	397,279,859

12. Are any or all of registrant's securities listed in a Stock Exchange?

**PDRs/PHILIPPINE STOCK EXCHANGE**

## GMA HOLDINGS, INC.

This Information Statement dated April 29, 2024, is being furnished to the stockholders of record of GMA Holdings, Inc. as of April 30, 2024 in connection with the Annual Stockholders' Meeting.

### **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

#### **A. GENERAL INFORMATION**

##### **Item 1. Date, time and place of meeting of security holders.**

(a) State the date, time and place of the meeting

Date : May 31, 2024  
Time : 10:00 a.m.  
Place: **Remote Communication using Zoom application through:**

<https://us06web.zoom.us/j/85385722649?pwd=bQG9eeUnZSIkPCfaD2KC6v8zZauVlj.1>

(b) Approximate date on which copies of the information statement are first to be sent to the security holders:

May 10, 2024

##### **Item 2. Dissenters' Right of Appraisal**

Title X of the Revised Corporation Code of the Philippines grants to a shareholder the right to dissent and demand payment of the fair value of his share in certain instances, to wit: (1) in case any amendment to the corporation's articles of incorporation has the effect of changing and restricting the rights of any shareholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (2) in case of any sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property or assets; (3) in case of merger or consolidation; and (4) in case of investment corporate funds for any purpose other than the primary purpose or in another corporation or business.

Under Section 41 of the Revised Corporation Code of the Philippines, a stockholder is likewise given an appraisal right in cases where a corporation decides to invest its funds in another corporation or business or any other purpose.

The appraisal right may be exercised in accordance with Sections 81 and 82 of the Revised Corporation Code of the Philippines, viz.:

**"SEC. 81. How Right is Exercised.** – The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: *Provided*, That failure to make the demand within such



period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: *Provided*, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: *Provided, further*, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

**SEC. 82. Effect of Demand and Termination of Right.** – From the time of demand for payment of the fair value of a stockholder's shares until either the abandonment of the corporate action involved or the purchase of the said shares by the corporation, all rights accruing to such shares, including voting and dividend rights, shall be suspended in accordance with the provisions of this Code, except the right of such stockholder to receive payment of the fair value thereof: *Provided*, That if the dissenting stockholder is not paid the value of the said shares within thirty (30) days after the award, the voting and dividend rights shall immediately be restored.”

None of the proposed corporate actions for the Company qualifies as an instance for a possible exercise by security holders of their appraisal rights under Title X of the Revised Corporation Code of the Philippines.

### Item 3. **Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) There is no matter to be acted upon in which any Director or Executive Officer is involved or had a direct, indirect or substantial interest.
- (b) No Director has informed the Company of his opposition to any matter to be acted upon.

## **B. CONTROL AND COMPENSATION INFORMATION**

### Item 4. **Voting Securities and Principal Holders Thereof**

- (a) The “Company has 10,000 common shares subscribed and outstanding as of March 31, 2024. Every stockholder shall be entitled to one vote for each common share held as of the established record date.
- (b) All stockholders of record as of the closing of business on April 30, 2024 are entitled to notice of and to vote at the Company's Annual Stockholders' Meeting.
- (c) With respect to the election of directors, a stockholder may vote such number of shares for as many persons as there are directors to be elected or he may accumulate said shares and give

one candidate as many votes as the number of directors to be elected or he may distribute them on the same principle among as many candidates as he shall see fit; provided, that the total number of votes cast by him shall not exceed the total number of shares owned by him multiplied by the whole number of directors to be elected.

- (d) The following are the information on security ownership of certain record and beneficial owners and management:

#### Security Ownership of Certain Record and Beneficial Owners as of March 31, 2024

As of March 31, 2024, 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
			<b>Total</b>	<b>9,990</b>	<b>99.90</b>

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, 2024:

As of March 31, 2024, 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 common 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	Filipino	.04

		4		
Common	Jaime C. Laya	Direct 1	Filipino	.01
Common	Felipe S. Yalong	Direct 1	Filipino	.01
	<b>Total</b>	<b>99,996</b>		<b>99.96</b>

### **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. While 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. 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 Underlying 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 Underlying Shares, they will not have any voting rights in respect of or ownership over the Underlying Shares prior to the exercise of the right to convert under the Philippine Deposit Receipt Instrument. The voting rights over the Underlying Shares will, until exercise of the right to convert under the Philippine Deposit Receipt Instrument, be exercised by GHI or the Company. Pending exercise of the PDRs right to convert, the Shares deliverable on exercise of the PDRs shall be owned by and registered in the name of the PDR Issuer, GHI. The Shares underlying the PDRs have been delivered and pledged by the Issuer to the Pledge Trustee, and held to the order and for the benefit of the 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 Shares underlying the relevant PDR, will retain and exercise such voting rights relating to such Shares.

### **Item 5. Directors and Executive Officers**

#### Nominees for Election as Members of the Board of Directors

The following are nominated as members of the Board of Directors for the ensuing year (2024-2025):

Gilberto R. Duavit, Jr.  
Felipe L. Gozon

Joel Marcelo G. Jimenez  
Jaime C. Laya (*Independent Director*)  
Artemio V. Panganiban (*Independent Director*)

All the final nominees as approved by the Nomination Committee are incumbent directors. Atty. Felipe L. Gozon, Joel Marcelo G. Jimenez and Gilberto R. Duavit, Jr. have been nominated by the following nominating stockholders:

1. Gilberto R. Duavit, Jr.
2. Felipe L. Gozon
3. Joel Marcelo G. Jimenez
4. Felipe S. Yalong

The Independent Directors, were formally nominated by Gilberto R. Duavit, Jr. Gilberto R. Duavit, Jr. has no relationship with the nominated Independent Directors, Jaime C. Laya and Artemio V. Panganiban.

The incumbent Independent Directors have been recommended by the Company's Nomination Committee for re-election on the justification that their wealth of experience will contribute immensely to the corporate objectives of the Company with due observance of good corporate governance.

The nominees for Independent Directors as evaluated by the Nomination Committee are qualified based on the qualifications set forth under Rule 38 of the Securities Regulation Code ("SRC").

In 2021, Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya has served their 9<sup>th</sup> year as independent directors reckoned from 2012 (as prescribed under SEC MC No. 4 Series of 2017). The Company is aware of the requirements under the said Circular, which states the instance that when it "wants to retain an independent director who has served for nine (9) years, the Board should provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting." In compliance thereto, on April 3, 2024 the Board of Directors of the Company convened in a Special Meeting and provided meritorious justifications (*Annex "B-1" of the Rationale for the Salient Matters in the Agenda*) for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya, subject to the Stockholders' Approval at the May 31, 2024 Stockholders' Meeting.

The Company's Independent Directors are Former Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya. The nominee Independent Directors have also executed sworn Certifications on Independent Directors, attached herewith as Annex "G". The Independent Directors are elected in accordance with SRC Rule 38 on Independent Directors and pursuant to applicable rules and regulations issued by this Honorable Commission. The Company's By-Laws sets forth the qualifications required of Independent Directors under the Securities Regulation Code.

### **Procedure for Nomination of Directors**

Under Section 1 of the Company's By-laws the Board of Directors shall be elected by and from among the stockholders.

Under Section 9 of the Company's By-laws:

1. Nomination of Independent Director/s shall be conducted by the Nomination Committee prior to a stockholders' meeting.

2. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the Information about all the nominees for Independent Directors.
5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
6. Only the nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting.

The members of the Nomination Committee are as follows:

Felipe L. Gozon (Chairman)  
Gilberto R. Duavit, Jr.  
Joel Marcelo G. Jimenez  
Jaime C. Laya (*Independent Director*)  
Artemio V. Panganiban (*Independent Director*)

The profiles of the said nominees for election to the Board of Directors for 2024-2025 including the independent directors are as follows:

### **NOMINEES AS INDEPENDENT DIRECTORS**

**Chief Justice Artemio V. Panganiban**, Filipino, 87 years old, has been an Independent Director of the Company since 2009. In 1995, he was named 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: Meralco, GMA Network, Inc., PLDT, Inc., Petron Corporation, JG Summit Holdings, Inc., Asian Terminals, Inc., RL Commercial Reit, Inc., and a non-Executive Director of Jollibee Foods Corporation. He is also a Senior Adviser of Metropolitan Bank and Trust Company and a member of the Advisory Council of 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 Metropolitan Cathedral-Basilica Foundation, Chairman Emeritus of Philippine Dispute Resolution Center, Inc., and Member, Advisory Group of the World Bank (Philippines) and of the Asian Institute of Management Corporate Governance Center. He was a Member of the Permanent Court of Arbitration based in The Hague, The Netherlands from August 2017 to August 2023. He also is a column writer of The Philippine Daily Inquirer.

Upon his retirement, he was unanimously conferred a Plaque of Acclamation by all of 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 non government organizations, both local and international.

He obtained his Associate in Arts, “With Highest Honors” and later his Bachelor of Laws, 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.

*Other Relevant Information:*

*Corporate Governance Trainings/Seminars Attended: “Corporate Governance Seminar” provided by SGV & Co. on September 20, 2023; “THE SEMINAR ON ARTIFICIAL INTELLIGENCE (“AI”) CONSISTING OF TWO SESSIONS: Governance Imperatives, Opportunities, and Challenges in the Age of AI by Dr. Max Tegmark and Global Developments in AI Standards and Regulations” by Atty. Edsel F. Tupaz” on November 9, 2023; “ONLINE SEMINAR ON THE METAVERSE CONSISTING OF TWO KEYNOTE SESSIONS: The Metaverse and How it will Transform Business and Human Interaction by Mr. Matthew Ball and Proof of Learn: A Philippine Perspective to the Metaverse by Ms. Sheila Lirio Marcelo” on September 22, 2022; “2021 Annual Corporate Governance Enhancement Session: For Directors, Advisory Board Members and Officers” on September 17, 2021, “2020 Annual Corporate Governance Enhancement Session for Directors, Advisory Board Members, Officers and Advisors: How to Lead Courageously During a Crisis” on September 25, 2020; “2020 Annual Corporate Governance Enhancement Session for Directors, Advisory Board members, Officers and Advisors: Lessons from a Pandemic: The MPIC Hospital Group Covid-19 Experience and Best Practices” on September 25, 2020; “Corporate Governance Enhancement Session: 5G Technology Strategy and Governance: Market Trends and New Business Applications, Risks and Challenges; and Cyber Security: Protecting Critical Business Infrastructure” on September 26, 2019 and “Corporate Governance Seminar” by SGV & Co. on August 8, 2018.*

*Board Attendance: 100% (4 out of 4 Meetings of the Board of Directors in 2023)*

*Date of First Appointment: May 29, 2009*

*Length of Service in the Corporation: 15 years*

*Shareholdings: please refer to Item 4 of the Information Statement*

*Board representations in other Corporations: please refer to the profile of the nominee above*

*Committee Membership and Attendance in Committee Meetings: please refer to discussion on Corporate Governance under the Management Report (Annex “E”)*

*Nominee’s Appraisal and Performance Report: please refer to page 32 on Appraisals and Performance Report of the Members of the Board of Directors*

**Jaime C. Laya**, Filipino, 85 years old, has been an Independent Director of the Company since 2008. He has been an Independent Director of GMA Network, Inc. since 2007. He is President of Philippine Trust Company (Philtrust Bank). He also serves as Chairman of the Cultural Center of the Philippines;

Chairman of Don Norberto Ty Foundation, Inc. and Filipinas Opera Society Foundation, Inc.; Trustee of St. Paul University - Quezon City, Metropolitan Museum of Manila, Yuchengco Museum, Museo del Galeón, Inc., Ayala Foundation, Inc., Fundación Santiago, Inc., Philippine-British Association, Inc.; and other organizations. He writes a weekly column for the Manila Bulletin.

He was Minister of the 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; and 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; M.S. in Industrial Management, Georgia Institute of Technology, 1960; and Ph.D. in Financial Management, Stanford University, 1965. He is a Certified Public Accountant

*Other Relevant Information:*

*Corporate Governance Trainings/Seminars Attended: "Corporate Governance Seminar" provided by SGV & Co. on December 18, 2023; "Corporate Governance Seminar" provided by SGV & Co. on December 14, 2022; "Corporate Governance Seminar" provided by SGV & Co. on December 15, 2021; "Corporate Governance Seminar" provided by SGV & Co. on December 10, 2020; "Advanced Corporate Governance Training" on October 12, 2019 and "Corporate Governance Seminar" provided by SGV & Co. on December 12, 2018.*

*Board Attendance: 100% (4 out of 4 Meetings of the Board of Directors in 2023)*

*Date of First Appointment: May 30, 2008*

*Length of Service in the Corporation: 16 years*

*Shareholdings: please refer to Item 4 of the Information Statement*

*Board representations in other Corporations: please refer to the profile of the nominee above*

*Committee Membership and Attendance in Committee Meetings: please refer to discussion on Corporate Governance under the Management Report (Annex "E")*

*Nominee's Appraisal and Performance Report: please refer to page 32 on Appraisals and Performance Report of the Members of the Board of Directors*

## **NOMINEES AS REGULAR DIRECTORS**

**Felipe L. Gozon**, Filipino, 84 years old, is the Chairman of the Board of Directors of GMA Holdings, Inc. and the Chairman/Adviser of GMA Network, 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 Ventures, Inc., Citynet Network Marketing & Productions, Inc., RGMA Network, Inc., Alta Productions Group, Inc., GMA New

Media, Inc., Media Merge Corporation, Digify, Inc., GMA Productions, Inc. (Formerly RGMA Marketing & Production 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., Cardinal Agri Products, Inc., 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 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., 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 listed among BizNews Asia’s Power 100 (2003 to 2010) and is a recipient of a Doctor of Humanities degree (Honoris Causa) from the Angeles University Foundation (2008) and a Doctor of Laws degree (Honoris Causa) from the Wesleyan University Philippines (2022).

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.

*Other Relevant Information:*

*Corporate Governance Trainings/Seminars Attended: “Corporate Governance Seminar” provided by SGV & Co. on December 18, 2023; “Corporate Governance Seminar” provided by SGV & Co. on December 14, 2022; “Corporate Governance Seminar” provided by SGV & Co. on December 15, 2021; Corporate Governance Seminar by SGV & Co. on December 10, 2020; Corporate Governance Seminar by SGV & Co. on December 3, 2019 and Corporate Governance Seminar by SGV & Co. on December 12, 2018.*

*Board Attendance:* 100% (4 out of 4 Meetings of the Board of Directors in 2023)

*Date of First Appointment:* February 15, 2006



*Length of Service in the Corporation: 18 years*

*Shareholdings: please refer to Item 4 of the Information Statement*

*Board representations in other Corporations: please refer to the profile of the nominee above*

*Committee Membership and Attendance in Committee Meetings: please refer to item H (on Corporate Governance) of the Management Report (Annex "E")*

*Nominee's Appraisal and Performance Report: please refer to page 32 on Appraisals and Performance Report of the Members of the Board of Directors*

**Gilberto R. Duavit, Jr.**, Filipino, 60 years old, is the President and Chief Executive Officer of the Company. He has been a Director of the Company since 2006.

Mr. Duavit is the President and Chief Executive Officer of GMA Network, Inc.. He joined GMA Network in January 1999, initially as a member of the Board of Directors and the Executive Committee. Subsequently, he was appointed as Chairman of the Executive Committee in August 2000. Mr. Duavit was named Executive Vice President and Chief Operating Officer in November 2000. He was elected as the company's President and Chief Operating Officer in 2010 and elected as its CEO in January 2024.

Mr. Duavit is also the Chairman of the Board of GMA Network Films and serves as President and CEO of GMA Productions, Inc. (Formerly RGMA Marketing and Production Inc.), and Chairman, President, and CEO of Group Management and Development, Inc., and Dual Management and Investments, Inc. Duavit is the Vice Chairman of GMA Ventures, Inc.

He also serves as the President and a Trustee of GMA Kapuso Foundation, Inc., a Trustee of the Guronasyon Foundation, Inc., and Board Advisor of the HERO Foundation.

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

*Other Relevant Information:*

*Corporate Governance Trainings/Seminars Attended: "Corporate Governance Seminar" provided by SGV & Co. on December 18, 2023; "Corporate Governance Seminar" provided by SGV & Co. on December 14, 2022; "Corporate Governance Seminar" provided by SGV & Co. on December 15, 2021; Corporate Governance Seminar by SGV & Co. on December 10, 2020; Corporate Governance Seminar by SGV & Co. on December 3, 2019 and Corporate Governance Seminar by SGV & Co. on December 12, 2018.*

*Board Attendance: 100% (4 out of 4 Meetings of the Board of Directors in 2023)*

*Date of First Appointment: February 15, 2006*

*Length of Service in the Corporation: 18 years*

*Shareholdings: please refer to Item 4 of the Information Statement*

*Board representations in other Corporations: please refer to the profile of the nominee above*

*Committee Membership and Attendance in Committee Meetings: please refer to discussion on Corporate Governance under the Management Report (Annex “E”)*

*Nominee’s Appraisal and Performance Report: please refer to page 32 on Appraisals and Performance Report of the Members of the Board of Directors*

**Joel Marcelo G. Jimenez**, Filipino, 60 years old, has been a Director of the Company since 2006. He was elected Chairman of GMA Network’s Executive Committee on January 1, 2024, following his tenure as its Vice-Chairman. He has been a Director of GMA Network, Inc. since 2002.

He is 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, 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.

*Other Relevant Information:*

*Corporate Governance Trainings/Seminars Attended: “Corporate Governance Seminar” provided by SGV & Co. on December 18, 2023; “Corporate Governance Seminar” provided by SGV & Co. on December 15, 2021; Corporate Governance Seminar by SGV & Co. on December 10, 2020; Corporate Governance Seminar by SGV & Co. on December 3, 2019 and Corporate Governance Seminar by SGV & Co. on December 12, 2018.*

*Board Attendance: 100% (4 out of 4 Meetings of the Board of Directors in 2023)*

*Date of First Appointment: February 15, 2006*

*Length of Service in the Corporation: 18 years*

*Shareholdings: please refer to Item 4 of the Information Statement*

*Board representations in other Corporations: please refer to the profile of the nominee above*

*Committee Membership and Attendance in Committee Meetings: please refer to discussion on Corporate Governance under the Management Report (Annex “E”)*

*Nominee’s Appraisal and Performance Report: please refer to page 32 on Appraisals and Performance Report of the Members of the Board of Directors*

#### 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, 2024, 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	84
Gilberto R. Duavit, Jr.	Filipino	Director	2006	President/Chief Executive Officer	2007	60
Joel Marcelo G. Jimenez	Filipino	Director	2006	N/A	N/A	60
Felipe S. Yalong	Filipino	Corporate Treasurer	2007	Chief Financial Officer/Chief Operating Officer	2012	67
Artemio V. Panganiban	Filipino	Independent Director	2009	N/A	N/A	87
Jaime C. Laya	Filipino	Independent Director	2008	N/A	N/A	85
Ronaldo P. Mastrili	Filipino	N/A	N/A	Comptroller/Chief Accounting Officer	2007	58
Anna Teresa M. Gozon-Valdes	Filipino	Corporate Secretary	2007	N/A	N/A	52
Eduardo P. Santos	Filipino	N/A	N/A	Data Protection Officer Compliance Officer Internal Auditor	2022 2021 2022	67

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, 84 years old, is the Chairman of the Board of Directors of GMA Holdings, Inc. and the Chairman/Adviser of GMA Network, 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 Ventures, Inc., Citynet

Network Marketing & Productions, Inc., RGMA Network, Inc., Alta Productions Group, Inc., GMA New Media, Inc., Media Merge Corporation, Digify, Inc., GMA Productions, Inc. (Formerly RGMA Marketing & Production 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., Cardinal Agri Products, Inc., 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 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., 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 listed among BizNews Asia's Power 100 (2003 to 2010) and is a recipient of a Doctor of Humanities degree (Honoris Causa) from the Angeles University Foundation (2008) and a Doctor of Laws degree (Honoris Causa) from the Wesleyan University Philippines (2022).

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, 60 years old, is the President and Chief Executive Officer of the Company. He has been a Director of the Company since 2006.

Mr. Duavit is the President and Chief Executive Officer of GMA Network, Inc.. He joined GMA Network in January 1999, initially as a member of the Board of Directors and the Executive Committee. Subsequently, he was appointed as Chairman of the Executive Committee in August 2000. Mr. Duavit was named Executive Vice President and Chief Operating Officer in November 2000. He was elected as the company's President and Chief Operating Officer in 2010 and elected as its CEO in January 2024.

Mr. Duavit is also the Chairman of the Board of GMA Network Films and serves as President and CEO of GMA Productions, Inc. (Formerly RGMA Marketing and Production Inc.), and Chairman, President, and CEO of Group Management and Development, Inc., and Dual Management and Investments, Inc. Duavit is the Vice Chairman of GMA Ventures, Inc.

He also serves as the President and a Trustee of GMA Kapuso Foundation, Inc., a Trustee of the Guronasyon Foundation, Inc., and Board Advisor of the HERO Foundation.

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

**Joel Marcelo G. Jimenez**, Filipino, 60 years old, has been a Director of the Company since 2006. He was elected Chairman of GMA Network's Executive Committee on January 1, 2024, following his tenure as its Vice-Chairman. He has been a Director of GMA Network, Inc. since 2002.

He is 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, 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, 87 years old, has been an Independent Director of the Company since 2009. In 1995, he was named 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: Meralco, GMA Network, Inc., PLDT, Inc., Petron Corporation, JG Summit Holdings, Inc., Asian Terminals, Inc., RL Commercial Reit, Inc., and a non-Executive Director of Jollibee Foods Corporation. He is also a Senior Adviser of Metropolitan Bank and Trust Company and a member of the Advisory Council of 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 Metropolitan Cathedral-Basilica Foundation, Chairman Emeritus of Philippine Dispute Resolution Center, Inc., and Member, Advisory Group of the World Bank (Philippines) and of the Asian Institute of Management Corporate Governance Center. He was a Member of the Permanent Court of Arbitration based in The Hague, The Netherlands from August 2017 to August 2023. He also is a column writer of The Philippine Daily Inquirer.

Upon his retirement, he was unanimously conferred a Plaque of Acclamation by all of 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 non government organizations, both local and international.

He obtained his Associate in Arts, "With Highest Honors" and later his Bachelor of Laws, 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, 85 years old, has been an Independent Director of the Company since 2008. He has been an Independent Director of GMA Network, Inc. since 2007. He is President of Philippine Trust Company (Philtrust Bank). He also serves as Chairman of the Cultural Center of the Philippines; Chairman of Don Norberto Ty Foundation, Inc. and Filipinas Opera Society Foundation, Inc.; Trustee of St. Paul University - Quezon City, Metropolitan Museum of Manila, Yuchengco Museum, Museo del Galeón, Inc., Ayala Foundation, Inc., Fundación Santiago, Inc., Philippine-British Association, Inc.; and other organizations. He writes a weekly column for the Manila Bulletin.

He was Minister of the 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; and 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; M.S. in Industrial Management, Georgia Institute of Technology, 1960; and Ph.D. in Financial Management, Stanford University, 1965. He is a Certified Public Accountant.

**Felipe S. Yalong**, Filipino, 67 years old, is the Chief Financial Officer, Chief Operating Officer and Corporate Treasurer of the Company. He is the Executive Vice President and Chief Financial Officer of GMA Network, Inc. He is also the Head of the Corporate Services Group of the Network. He has been a Director of GMA Network, Inc. since 2002. Aside from GMA Network, Inc., he also serves as Director and Corporate Treasurer of Scenarios, Inc., and GMA Network Films, Inc.; Director of Unicapital, Inc., and Unicapital 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.

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, 52 years old, has been the Corporate Secretary of the Company since 2007. She has been a Director of GMA Network, Inc. since 2000. 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 (on leave) and was an Associate Professor at the University of the Philippines, College of Law where she taught Taxation and Legal History.

She is currently the Senior Vice President and Head of GMA's Talent Management and Development Dept., Program Management Dept., Human Resources Dept., Legal Dept., and GMA Worldwide. She is also the President of GMA Network Films, Inc. and Board Member of RGMA. Atty. Gozon-Valdes is also the Corporate Secretary of GMA Network, GMA Ventures, Inc. and Philippine Entertainment Portal, Inc. (PEP). She is also a stockholder of GMA New Media, Inc. (NMI), Treasurer of Citynet Network Marketing & Productions, Inc, and a Trustee of the GMA Kapuso Foundation.

**Eduardo P. Santos**, Filipino, 67 years old, is the Company's Internal Auditor, Compliance Officer and Data Protection Officer.

Atty. Santos is a CPA-Lawyer with more than 40 years of professional experience, more than 30 years of which is in the media industry, having served various roles in audit and finance. Concurrently, Atty. Santos is the Internal Audit Head of GMA Network, Inc. since 2002. He is responsible for providing assurance and consulting services meant to add value and improve the operations of the Network by evaluating and improving the effectiveness of its corporate governance, risk management, and internal control processes. Among other functions, he monitors compliance with the established policies, systems, controls and procedures of the Company. His vast experience in audit, as well as in the media industry, best complement his role as the Compliance Officer of the Network. He also serves as the Network's Data Protection Officer.

Atty. Santos obtained his Bachelor of Science degree in Business Administration, Major in Accounting from the Philippine School of Business Administration, and later earned his Bachelor of Laws degree from Arellano University School of Law.

**Ronaldo P. Mastrili**, Filipino, 57 years old, is the Company's Comptroller and Chief Accounting Officer. He is the Senior Vice President of GMA Network, Inc.'s Finance and ICT Departments. He obtained his Bachelor of Science in Business and Economics, Major in Accounting degree 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 extensive experience 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: Treasurer of Alta Productions, Director of GMA Music, Scenarios and GMA Kapuso Foundation, and Comptroller of GMA Films, GMA Kapuso Foundation, and GMA Ventures. 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 (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 are set forth on page 33.

### **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's Executive Committee to the Corporate Secretary.

During the year 2023, 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.

## **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 periodically negotiate the fees in relation to the services provided, ensuring that the same is done on an arm's length basis. Please see Note 12 of the Company's Audited Financial Statements.

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 was 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.

For relevant information on the nature of the foregoing transactions and the relevant amounts in relation thereto, please see Note 12 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 6. 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

		<b>Salaries</b>	<b>Bonuses</b>	<b>Other Income</b>	<b>Total</b>
	<b>Year</b>	(in thousands)	(in thousands)	(in thousands)	(in thousands)
CEO and the highest compensated officers named above	2021	-	-	60	60
	2022	-	-	45	45
	2023	-	-	35	35

	2024 (estimate)	-	-	40	40
Aggregate compensation paid to all officers and directors as a group unnamed	2021	-	-	220	220
	2022	-	-	170	170
	2023	-	-	116	116
	2024 (estimate)	-	-	150	150

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 2023, as follows:

	Total Per Diem in 2023
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

	Total Per Diem in 2022
Atty. Felipe L. Gozon	Php 20,000
Gilberto R. Duavit, Jr.	Php 20,000
Joel Marcelo G. Jimenez	Php 20,000
Dr. Jaime C. Laya	Php 20,000
Chief Justice Artemio V. Panganiban	Php 20,000

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.

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

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 7. Independent Public Accountants**

- (a) SyCip Gorres Velayo & Co. ("SGV & Co.") has acted as the Company's external auditors since 2007. SGV & Co. is being recommended for re-election at the scheduled Annual Stockholders' Meeting on May 31, 2024.
- (b) Representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Company became publicly listed in the Philippine Stock Exchange on July 30, 2007. Pursuant to Rule 68 paragraph 3 (b) (iv), the Company has engaged Ms. Julie Christine C. Ong-Mateo, partner of SGV & Co., to sign the Company's 2023 audited financial statements.

- (c) *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure*

Since 2007, SyCip Gorres Velayo & Co. has served as the Company's independent auditors 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.

- (d) *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 an audit fee of Seventy-Five Thousand Pesos (P75,000) for 2023, the same fee as the year 2022.

- (e) *TAX FEE*

The Company has not engaged SGV for tax accounting, compliance, advice, planning, and any other form of tax services during the years 2023 and 2022 that are reasonably related to the performance of the audit or review of the Company's financial statements.

- (f) *ALL OTHER FEES*

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

- (g) The Company's Audit and Risk Management Committee was formed in 2008. The Audit Committee reviews the fee arrangements with the external auditor and recommends the same to the Board of Directors.

The Audit and Risk Management Committee is composed of the following:

Jaime C. Laya (Chairman)  
Gilberto R. Duavit (Member)  
Artemio V. Panganiban (Member)

#### **Item 8. Compensation Plans**

No action shall be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

#### **Item 9. Authorization or Issuance of Securities Other than for Exchange**

No action shall be taken with respect to the authorization or issuance of any securities otherwise than for exchange for outstanding securities of the Company.

#### **Item 10. Modification or Exchange of Securities**

No action shall be taken with respect to the modification of any class of securities of the Company, or the issuance or authorization for issuance of one class of securities of the Company in exchange for outstanding securities of another class.

#### **Item 11. Financial and Other Information**

In connection with Item 11 hereof, the Company has incorporated by reference the following as contained in the Management Report prepared in accordance with Rule 68 of the Securities and Regulation Code:

- a. Audited Financial Statements for December 31, 2023 and 2022 and Quarterly Report for the period ended March 31, 2024 (Annex "G" hereof);
- b. Management's Discussion and Analysis or plan of operation; and
- c. Information on business overview, properties, legal proceedings, market price of securities and dividends paid out, and corporate governance
- d. Relevant discussions under Item 7 hereof, particularly that the representatives of SGV & Co. for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The Company became publicly listed in the Philippine Stock Exchange on July 30, 2007. Pursuant to Rule 68 paragraph 3 (b) (iv), the Company has engaged Ms. Julie Christine C. Ong-Mateo, partner of SGV & Co., to sign the Company's 2023 audited financial statements. Since 2007, SyCip Gorres Velayo & Co. has served as the Company's independent auditors 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.

#### **Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

No action is to be taken with respect to the mergers, consolidations, acquisitions and similar matters.

#### **Item 13. Acquisition or Disposition of Property**

No action is to be taken with respect to the acquisition or disposition of any property.

#### **Item 14. Restatement of Accounts**

No action is to be taken with respect to the restatement of any asset, capital or surplus account of the Company.

### **D. OTHER MATTERS**

#### **Item 15. Action with Respect to Reports**

- a. Approval of the Annual Report of Management and the Audited Financial Statements for the year ending December 31, 2023.
- b. Approval of the Minutes of the Annual Stockholders' Meeting held on May 26, 2023. The salient matters are summarized as follows:
  - (1) Approval of the Minutes of the Stockholders' Meeting held on May 27, 2022.
  - (2) Report of the President/Chief Executive Officer
  - (3) Ratification of Acts of the Board of Directors for the Previous Year
  - (4) Election of Directors, including the Independent Directors
  - (5) Election of the External Auditor
- c. Ratification of Acts of the Board of Directors for the previous year

All acts and resolutions of the Board of Directors and Management for the period covering May 26, 2023 to May 31, 2024 adopted in the ordinary course of business involving

- > Appointment of signatories;
- > Approval of the minutes of the organizational meeting last May 26, 2023
- > Approval of the record date and venue of the Annual Stockholders' Meeting

> Approval of the Financial Statements

***Results of the Company's Previous Regular Stockholders' Meeting on May 26, 2023 (including disclosures under Section 42 of the Revised Corporation Code)***

***Compliance with SEC Memorandum Circular No. 3 Series of 2020***

A written notice of the Annual Stockholders' Meeting was sent by personal delivery to all stockholders of record at least twenty-one (21) calendar days prior to the date of the meeting pursuant to SEC Memorandum Circular No. 3 Series of 2020 and the provisions of Article II Section 4 of the Company's By-laws. Under the attached Letter-Compliance filed via electronic mail to the Markets and Securities Regulation Department of the Securities and Exchange Commission on May 10, 2023 (Annex "J" hereof), the Company stated its Compliance to Article II Section 4 of the Company's By-laws, requiring Notice to stockholders of record at least twenty-one (21) calendar days prior to the date of the meeting.

For the purposes of the May 31, 2023 Annual Stockholders' Meeting, the Company shall make the necessary compliance(s) with SEC Memorandum Circular No. 3 Series of 2020 and submit to the Honorable Commission similar proof of said compliance(s), at the appropriate time.

***Description of the Voting and Vote Tabulation Procedures in the Previous Meeting***

The Company's previous stockholders' meeting was held on May 26, 2023 via remote communication in Taguig City. The meeting was attended by the Corporation's shareholders, Directors, Management, External Auditor and External Counsel. The shareholders in person were allowed to vote on each item presented to them for approval. Voting on the matter for approval was done by yeas or nays during the meeting. Motions, in general, required the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote, except proposed actions that required the vote of at least two thirds (2/3) of the outstanding capital stock of the Company under the law or the rules. The manner of voting is non-cumulative, except as to the election of directors. The stockholders could vote such number of shares for as many person as there are directors to be elected, or he could cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he could distribute them on the same principle among as many candidates as he shall see fit; provided, the total number of votes cast by him did not exceed the number of shares owned by him multiplied by the number of directors to be elected. The Corporate Secretary of the meeting was responsible for the tabulation and verification of the votes. Moreover, stockholder participation was encouraged by the panelists who opened the floor for comments/ questions or comments during the meeting.

***The Matters discussed and resolutions reached and record of the voting results for each of the agenda item were as follows:***

1. Certification of Notice and Quorum

The Corporate Secretary certified that 99.96% of the total issued and outstanding common shares were represented by the owners of record.

2. Reading and Approval of the Minutes of the Annual Stockholders' Meeting on May 27, 2022

After some discussion and upon motion, the Minutes of the Annual Stockholders' Meeting held on May 27, 2022 were ratified and/or approved by 99.96% of the total outstanding common and preferred shares. No stockholder indicated a vote against or of abstention to the reading and approval of the Minutes of the Annual Stockholders' Meeting on May 27, 2022.

3. Annual Report of the President and Chief Executive Officer

After the President and CEO's report, a stockholder moved for the approval of the President/CEO's Annual Report together with the Financial Statements for the period ending December 31, 2022, and the motion was seconded by another stockholder. The resolution noting and approving the report of the President/CEO was approved by 99.96% of the total outstanding common and preferred shares. No stockholder indicated his or her vote against or of abstention to the Annual Report of the President and CEO.

4. Ratification of the Acts of the Board of Directors/Corporate Officers

The Corporate Secretary explained that the acts, proceedings, transactions, and resolutions of the Board of Directors and Officers from May 27, 2022 to May 26, 2023 being sought for ratification were all conducted in the ordinary course of business and were reflected in the minutes of all the Board of Directors and in accordance with good corporate practice, which are on file with the Corporate Secretary and available for inspection upon the request of any stockholder.

Upon motion duly made and seconded by the stockholders, the following resolution was approved, confirmed and ratified by 99.96% of total outstanding common and preferred shares. No stockholder indicated a vote against or of abstention to the ratification of the above-mentioned acts.

5. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors

The Corporate Secretary explained that SEC MC No. 4 Series of 2017 provides that in the instance when the Company wishes to retain an independent director who has served for nine (9) years, the Board should provide meritorious justifications and seek shareholders' approval. On March 31, 2023, the Board of Directors of the Company convened in a Special Meeting and provided meritorious justifications for the retention of Chief Justice Panganiban and Dr. Laya, subject to the stockholders' approval. The said Meritorious Justifications was previously attached as *Annex "B-1 of the Rationale for the Salient Matters in the Agenda attached to the Notice of the Meeting* and shown on the screen for the convenience of the stockholders. Upon motion duly made and seconded by the stockholders, the following resolution was approved, confirmed and ratified by 99.96% of total outstanding common and preferred shares. No stockholder indicated a vote against or of abstention to the ratification of the above-mentioned acts.

6. Election of Directors

The Company's President reported that the names of the five (5) nominees for election and approved by the Nomination Committee for nomination in accordance with the By-laws of the Corporation. Thereafter, upon motion duly made and seconded by the



stockholders, the following nominees were approved for election by 99.96% of the total outstanding common and preferred shares, present or represented at the meeting.

Name of Nominee	No. of Votes
Felipe L. Gozon	99.96%
Joel Marcelo G. Jimenez	99.96%
Gilberto R. Duavit, Jr.	99.96%
Artemio V. Panganiban (Independent Director)	99.96%
Jaime C. Laya (Independent Director)	99.96%

No stockholder indicated a vote against or of abstention to the election of the foregoing Directors.

7. Election of the External Auditor

The Chairman of the Audit Committee informed the stockholders that the Committee has reviewed the performance and the proposed fees of the current external auditor and recommended Sycip Gorres and Velayo & Co., for election as External Auditor.

Upon motion duly made and seconded, 99.96% total outstanding common and preferred shares approved the election of Sycip, Gorres and Velayo as External Auditor. No stockholder indicated a vote against or of abstention to the election of Sycip, Gorres and Velayo as External Auditor.

**A list of the directors, officers and stockholders, external auditors and external counsels who attended the meeting:**

**Shareholders Present:**

Atty. Felipe L. Gozon

Mr. Gilberto R. Duavit, Jr.

Mr. Joel Marcelo G. Jimenez

Dr. Jaime C. Laya

Chief Justice Artemio V. Panganiban

Felipe S. Yalong

**Present Directors:**

Atty. Felipe L. Gozon

Mr. Gilberto R. Duavit, Jr.

Joel Marcelo G. Jimenez

Dr. Jaime C. Laya

Chief Justice Artemio V. Panganiban

**Officers Present**

Ayahl Ari Augusto P. Chio

Maria Estelita B. Arles-Gozon

Gilberto R. Duavit, Jr.

Anna Teresa M. Gozon-Valdes

Ronaldo P. Mastrili

Eduardo P. Santos

Felipe S. Yalong

*Officers from Affiliate (GMA Network, Inc.)*

Roy G. Sanico

**External Auditors and External Counsels Present**

Maria Estelita B. Arles-Gozon (BGEPAL Law Offices)

Marydith Miguel (Sycip Gorres & Velayo Auditing Firm)

Carmi Paigma (Sycip Gorres & Velayo Auditing Firm)

For a copy of the minutes of the May 26, 2023 Annual Stockholders' Meeting please kindly refer to Annex "I" or the following link:

[https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi\\_-\\_minutes\\_of\\_asm\\_2023\\_1685693199.pdf](https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi_-_minutes_of_asm_2023_1685693199.pdf)

**For material information on the current stockholders, and their voting rights, kindly refer to Items 3 and 4 of this Report.**

**Item 16. Matters Not Required to be Submitted**

All actions or matters to be submitted in the meeting will require the vote of the security holders.

### **Item 17. Amendment of Charter, Bylaws or Other Documents**

No action is to be taken with respect to any amendment of the registrants' charter, by-laws or other documents.

### **Item 18. Other Proposed Action**

(a) Ratification of the Acts of the Board of Directors/Corporate Officers:

(i) Cash distribution to the PDR holders of Php 0.60 per PDR. The foregoing cash distribution in the amount of Php 0.60 per PDR will be distributed to the PDR holders as of April 24, 2024 and will be paid out to the PDR Holders on May 15, 2024.

(ii) Declaration on April 3, 2024 by the Company of cash dividends of PhP 1,200,000 to its common shareholders from its retained earnings as of December 31, 2023, to be paid on to May 14, 2024 the stockholders of record as of April 24, 2024.

(iii) All acts and resolutions of the Board of Directors and Management for the period covering May 26, 2023 to May 31, 2024 adopted in the ordinary course of business involving

- > Appointment of signatories;/authorized representatives for certain actions;
- > Approval of the minutes of the organizational meeting last May 26, 2023
- > Approval of the record date and venue of the Annual Stockholders' Meeting
- > Approval of the Financial Statements
- > Approval of the Audit and Risk Management Committee's recommendation to appoint Sycip Gorres Velayo & Co. as the Company's external auditor for the year 2024, subject to the ratification/approval of the stockholders at the May 31, 2024 Annual Stockholders' Meeting
  
- > Recommendation to retain Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors and the meritorious justifications therefor, subject to the stockholders' approval at the May 31, 2024 Annual Stockholders' Meeting.

(b) Election of the Members of the Board of Directors, including two independent directors for the ensuing calendar year

(c) Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors

(d) Election of the External Auditor

### **Item 19. Voting Procedures**

(a) Vote Required: Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote. However, under

Philippine law, certain proposed actions may require the vote of at least two thirds (2/3) of the outstanding capital stock of the Company. The manner of voting is non-cumulative, except as to the election of directors.

- (b) Method: *Straight and cumulative voting*. In the election of directors, the five (5) nominees garnering the highest number of votes shall be elected directors. The stockholder may vote such number of shares for as many person as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

Voting shall be done by a show of hands.

The Corporate Secretary or the Secretary of the meeting shall likewise be responsible if the voting is done by a show of hands.

Other than the nominees' election as directors, no director, executive officer, nominee or associate of the nominees has any substantial interest, direct or indirect by security holdings or otherwise in any way of the matters to be taken upon during the meeting. The Company has not received any information that an officer, director or stockholder intends to oppose any action to be taken at the Annual Stockholders' Meeting.

**Upon written request of the stockholders, the Company undertakes to furnish said stockholder with a copy of the SEC Form 17-A free of charge. Any written request for a copy of the SEC Form 17-A shall be addressed to the following:**

**GMA HOLDINGS, INC.  
9/F GMA NETWORK CENTER  
EDSA corner Timog Avenue  
Diliman, Quezon City**

**Attention: Ronaldo P. Mastrili  
Chief Accounting Officer**

Copies of the latest Unaudited Interim Financial Statements (IFS) are available for viewing at <https://www.gmaholdingsinc.com/disclosures/quarterly> upon submission of the Definitive Information Statement with this Honorable Commission. Hard copies of the company's IFS and management discussion may be available upon written request of the stockholder.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Makati on April 29, 2024.

**GMA HOLDINGS, INC.**

  
**by: ANNA TERESA M. GOZON-VALDES**  
*Corporate Secretary*

## MANAGEMENT'S REPORT

### I. 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 as Philippine law prohibits ownership of Common Shares by non-Philippine persons.

The registered office address of the Company is Unit 3K, North Wing, Fairways Tower Condominium, 5<sup>th</sup> Avenue corner McKinley Road, Fort Bonifacio Taguig City, Philippines.

#### Transactions with/and or dependence on related parties:

Not applicable.

#### Employees

The Company had no full-time employees as of March 31, 2024 and does not anticipate in hiring any employees within the next 12 months. No labor unions are present within the Company.

### II. 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.

### III. Legal Proceedings

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

#### IV. Market for Issuer's Common Equity and Related Stockholder Matters

*Stock Prices GMAP (in PhP)*

<b>Period in 2024</b>	<b>Highest Closing</b>	<b>Lowest Closing</b>
1Q	9.00	7.77

<b>Period in 2023</b>	<b>Highest Closing</b>	<b>Lowest Closing</b>
1Q	12.70	11.00
2Q	11.90	8.00
3Q	9.00	7.34
4Q	8.90	7.43

<b>Period in 2022</b>	<b>Highest Closing</b>	<b>Lowest Closing</b>
1Q	15.00	13.10
2Q	15.00	10.04
3Q	11.36	10.04
4Q	11.06	9.90

The Company's 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 April 25, 2024 for the Company's GHI GMAP (PDRs) is PhP 7.45.

Holders

The total number of shareholders as of March 31, 2024 was seven. The number of shares subscribed as of March 31, 2024 was 10,000 or P100,000.00. All the common shareholders of the Company are listed hereunder:

<b>Name of Shareholder</b>	<b>No. of Shares Subscribed</b>	<b>Percentage of Ownership</b>
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
<b>Total</b>	<b>10,000</b>	<b>100.00</b>

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://s3.ap-southeast-1.amazonaws.com/aphrodite.gmanetwork.com/ghi/uploads/content\\_settings/ghis\\_amended\\_aoi\\_1653275507.pdf](https://s3.ap-southeast-1.amazonaws.com/aphrodite.gmanetwork.com/ghi/uploads/content_settings/ghis_amended_aoi_1653275507.pdf)

#### *Cash Distribution to the Company's PDR Holders*

On April 03, 2024, the Company's Board of Directors approved a cash distribution to PDR holders of Php 0.60 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 to the PDR holders of Php 0.60 per PDR will be distributed to PDR holders of record as of April 24, 2024.

On May 17, 2023, the Company remitted to PDR holders cash distribution of Php 1.10 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 to the PDR holders of Php 1.10 per PDR was distributed to PDR holders of record as of April 21, 2023.

On May 18, 2022, the Company remitted to PDR holders cash distribution of Php 1.45 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 1.45 per PDR was distributed to PDR holders of record as of April 25, 2022.

On May 19, 2021, the Company remitted to PDR holders cash distribution 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. The foregoing cash distribution in the amount of Php 1.35 per PDR was distributed to PDR holders of record as of April 22, 2021.

#### *Cash Dividends to Common Shareholders*

On April 03, 2024, the Board of Directors approved the Company's declaration and distribution of One Million Two Hundred Thousand Pesos (PhP 1,200,000) cash dividends from its retained earnings as of December 31, 2023 and will be paid on May 14, 2024 to the stockholders of record as of April 24, 2024.



On March 31, 2023, the Board of Directors approved the Company's declaration and distribution of Three Million Three Hundred Thousand Pesos (PhP 3,300,000) cash dividends from its retained earnings as of December 31, 2022 and was paid on May 16, 2023 to the stockholders of record as of April 21, 2023.

On March 25, 2022, the Board of Directors approved the Company's declaration and distribution of PhP 7,900,000.00 cash dividends from its retained earnings as of December 31, 2021 and was paid on May 17, 2022 to the stockholders of record as of April 25, 2022.

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 and was paid on May 18, 2021 to its stockholders of record as of April 22, 2021.

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 Company's Financial Statements 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.

As provided in the Prospectus, 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). An additional

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 over 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. However, with the presence of sufficient cash flows generated from exercise fees and interest income, the Company has not deducted any operating expenses from any cash dividend distribution.

On April 03, 2024, the Company's BOD approved a cash distribution to PDR holders of P0.60 per PDR in relation to dividends declared by GMA to all shareholders of record as at April 24, 2024 and will be paid on May 15, 2024.

On May 17, 2023, the Company remitted to PDR holders cash distribution of P1.10 per PDR totaling P439.73 million, in relation to dividends declared by GMA to all shareholders of record as at April 21, 2023.

On May 18, 2022, the Company remitted to PDR holders cash distribution of P1.45 per PDR totaling P593.55 million, in relation to dividends declared by GMA to all shareholders of record as at April 25, 2022.

On May 19, 2021, the Company remitted to PDR holders cash distribution of P1.35 per PDR totaling P909.9 million, in relation to dividends declared by GMA to all shareholders of record as at April 22, 2021.

## **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, 2023, and 2022**

The Company posted Revenues of P2.79 million for 2023, a 44% or P2.21 million reduction versus last year's level of P5.00 million due to a decrease in Exercise Fees by P3.06 million resulting from less conversion of PDR shares. Party cushioning the aforesaid decline was the increase in Interest Income by 47% from P1.78 million in 2022 to P2.63 million this year due to higher interest earned on cash placements.

Operating Expenses for the year totaled P1.37 million, an improvement of 15% vis-a-vis P1.20 million in 2022 due to increase in professional fees.

With lower revenues, Net Income after tax decreased 64% to P1.20 million versus last year's Net Income after tax of P3.30 million.

On April 03, 2024, the Board of Directors approved the Company's declaration and distribution of cash dividends amounting to P1.20 million to all stockholders of record as at April 24, 2024.

*Financial Condition.* Total assets amounted to P49.04 million, lower by 5% than last year's P51.49 million, primarily due to the decrease in Cash and Cash Equivalents. Total liabilities stood at P47.70 million or 1%

lower than last year's figures as a result of a decline in Accounts Payable and Other Current Liabilities. Total equity closed at P1.34 million in 2023, 61% lower than previous year's P3.45 million on account of lower Net Income reported for the current year.

#### **For the years ended December 31, 2022, and 2021**

The Company posted Revenues of P5.00 million for 2022, a 55% decrease or P6.09 million versus last year's level of P11.09 million due to a decrease in Exercise Fees of P3.22 million resulting from the conversion of PDR shares. However, Interest Income increased to P1.78 million in 2022 versus P1.74 million in 2021 due to higher interest income earned on cash placements.

Operating Expenses for the year totaled P1.20 million, an increase of 22% vis-a-vis P0.98 million in 2021 due to increase in listing fees, taxes and licenses and miscellaneous expenses.

With lower revenues, Net Income after tax decreased 58% to P3.30 million versus last year's Net Income after tax of P7.93 million. Consequently, Total Comprehensive Income decreased to P3.30 million from last year's level of P7.93 million.

On March 31, 2023, the Board of Directors approved the Company's declaration and distribution of cash dividends amounting to P3.3 million to all stockholders of record as at April 21, 2023.

*Financial Condition.* Total assets amounted to P51.49 million, lower by 9% than last year's P56.40 million, primarily due to the decrease in Cash and Cash Equivalents and Accounts receivable. Total liabilities stood at P48.04 million or 1% lower than last year's figures as a result of a decline in Accounts Payable and Other Current Liabilities. Total equity closed at P3.45 million in 2022, 57% lower than previous year's P8.04 million on account of lower Net Income reported for the current year.

#### **For the years ended December 31, 2021 and 2020**

The Company posted Revenues of P11.09 million for 2021, a 235% increase or P7.78 million versus last year's level of P3.31 million due to a sharp increase in Exercise Fees of P9.35 million resulting from the conversion of PDR shares. Moreover, Interest Income increased to P1.74 million in 2021 versus P1.29 million in 2020 due to higher interest income earned on cash placements.

Operating Expenses for the year totaled P983 thousand, a decrease of 2% vis-a-vis P1.00 million in 2020 due to decrease in professional fees, taxes and licenses, and office supplies.

With higher revenues, Net Income after tax increased 290% to P7.93 million versus last year's Net Income after tax of P2.03 million. Consequently, Total Comprehensive Income increased to P7.93 million from last year's level of P1.87 million.

On March 25, 2022, the Board of Directors approved the Company's declaration and distribution of cash dividends amounting to P7.90 million to all stockholders of record as at April 25, 2022.

*Financial Condition.* Total assets amounted to P56.40 million, higher by 12% than last year's P50.37 million, primarily due to the increase in Cash and Cash Equivalents and Accounts receivable. Total liabilities stood at P48.36 million or 0.4% lower than last year's figures as a result of a decline in Accounts Payable and Other Current Liabilities. Total equity closed at P8.04 million in 2021, 263% higher than previous year's P2.22 million on account of higher Net Income reported for the current year.

## 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, 2023, 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, 2023, 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, 2023.

- 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, 2023 to December 31, 2023, 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, 2023, 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.

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

As of December 31, 2023, 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, 2023, vs. December 31, 2022)

1. Current assets decreased by P2.45 million to P49.04 million, mainly due to lower cash and cash equivalents.

2. Current liabilities decreased by P0.34 million to P47.70 million due to the decline in accounts payable.

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

As of December 31, 2023, there were no seasonal aspects that had a material effect on the financial condition or results of operations.

## **INTERIM PERIODS**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2024**

GMA Holdings Inc. ended the first quarter of 2024 with a net income of ₱475 thousand, 38% more than last year's ₱343 thousand net income due to higher interest income.

Revenues for first quarter of 2024 reached ₱742 thousand, 12% up versus last year's ₱664 thousand. The increase was brought about by higher interest income earned on cash placement for the period which grew to ₱736 thousand against last year's ₱603 thousand. Meanwhile, exercise fees declined to ₱5 thousand from ₱62 thousand last year due to the conversion of 118,800 PDRs to common shares as compared to 1,372,400 PDRs converted in same period last year.

Operating expenses for the first quarter of 2024 amounted to ₱174 thousand versus ₱277 thousand in the same quarter of 2023, a decrease of 37% mainly due to lower PSE listing fees, per diem, PDR conversion and transportation expenses. Listing fees for the quarter amounted to ₱82 thousand, lower than last year's ₱106 thousand. The ₱247 thousand unamortized portion of listing fee was included under "Other current assets" in the statements of financial position. Professional fees for the quarter amounted to ₱79 thousand same as last year, which included the accrual of audit, trust and legal fees. Taxes and licenses representing amortization of local business tax for the first quarter of 2024 was at ₱8 thousand from ₱7 thousand in comparable period.

#### *Financial Condition*

Total assets as of March 31, 2024 amounted to ₱49.6 million, a 1% increase versus end-2023 figures of ₱49.0 million. Accounts receivable inched up by ₱7 thousand due to conversions of PDRs to common shares. Other current assets increased by ₱310 thousand due to the unamortized portion of listing fee and local taxes and input VAT. Total liabilities was at ₱47.7 million, while total equity closed at ₱1.82 million as of the first quarter of 2024.

## **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.

## **KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS**

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

As of March 31, 2024, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

- b) 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 March 31, 2024, there were no events which may trigger a direct or contingent financial obligation that is material to the Company.

- c) Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships 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 relationships of the company with unconsolidated entities or other persons created as of March 31, 2024.

- d) 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, 2024 to March 31, 2024, there were no commitments for capital expenditures.

- e) 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 March 31, 2024, there were no known trends, events or uncertainties that were reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

- f) Any significant elements of income or loss that did arise from the issuer's continuing operations.

As of March 31, 2024, there were no significant elements of income or loss that did arise from the issuer's continuing operations.

- g) Causes for material changes in the Financial Statements.

Statements of Financial Position [March 31, 2024 (Unaudited) vs. December 31, 2023 (Audited)]

- Current assets increased by ₱521 thousand to ₱49.57 million, mainly as a result of the increases in Cash and cash equivalents, Accounts receivables and Other current assets.
- Current liabilities remained at the same level at ₱47.7 million.

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

As of March 31, 2024, there were no seasonal aspects that had a material effect on the financial condition or results of operations.

Copies of the latest Unaudited Interim Financial Statements (IFS) report are attached to this report and can be currently viewed at <https://www.gmaholdingsinc.com/disclosures/quarterly>. Hard copies of the company's IFS and management discussion may be available upon written request of the stockholder. The availability of the IFS on the website as well as the availability thereof upon request shall be published in two (2) newspapers of general circulation five (5) days before the meeting.

Copies of the latest Unaudited Interim Financial Statements (IFS) are available for viewing at <https://www.gmaholdingsinc.com/disclosures/quarterly>. Hard copies of the company's IFS and management discussion may be available upon written request of the stockholder.

## **Financial Statements**

The Audited Financial Statements, including the attached schedules, are filed as part of this report. The statements were audited by Sycip Gorres Velayo & Co. and signed by Ms. Julie Christine C. Ong-Mateo.

## **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 an audit fee of Seventy-Five Thousand Pesos (P75,000) for 2023, the same fee as the year 2022.

### *TAX FEE*

The Company has not engaged SGV for tax accounting, compliance, advice, planning, and any other form of tax services during the years 2023 and 2022 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 tax accounting, compliance, advice, planning, and any other form of tax services during the years 2023 and 2022 that are reasonably related to the performance of the audit or review of the Company's financial statements.

## **V. Corporate Governance**

The Board of Directors has established a set of policies and initiatives to ensure that GMA Holding's business practices are compliant with the best practices in corporate governance. The Company has adopted a Revised Manual on Corporate Governance to institutionalize the Company's adherence to these principles. This Revised Manual clearly sets out the principles of good management and defines the specific responsibilities of the Board, the Board Committees, and management within the over-all governance framework.

The Revised Manual sets out the principles of good management and defines the specific responsibilities of the Board, the Board Committees, and Management within the over-all governance framework.

The Revised Manual conforms to the requirements of the Philippine Securities and Exchange Commission and covers policies, among others:

(a) Independent Directors, (b) key board committees (e.g. Nomination Committee, Audit and Risk Management Committee, Compensation and Remuneration Committee); (c) independent auditors, (d) internal audit, (e) stockholder rights, (f) monitoring and assessment, and (g) penalties for non-compliance.

The Compliance Officer is responsible for monitoring compliance by the Company with the provisions and requirements of good corporate governance.



The Board of Directors, led by the Chairman, Atty. Felipe L. Gozon, strongly advocates accountability, transparency and integrity in all aspects of the business and commits themselves to the best practices of governance.

Based on the Revised Manual on Corporate Governance (attached to the Company's letter to the Securities and Exchange Commission dated May 22, 2017) including the recommendations under SEC MC No. 19 Series of 2016 which were adopted under its 2020 Revised Manual on Corporate Governance in accordance with the provisions of the Revised Corporation Code, as well as the Company's Integrated Annual Corporate Governance Report for year 2022 filed with the Securities and Exchange Commission on May 30, 2023, there have been no deviations from the Company's Manual as of date.

#### Board of Directors

Compliance with the principles of good governance starts with the Company's Board of Directors. The Board is responsible for oversight of the business. The Board of Directors ensures a high standard of governance, and promotes and protects the interests of the Company, its stockholders and other stakeholders.

The Board consists of five directors, two of whom are independent directors. All five members of the Board have the expertise, professional experience and background that allow a thorough discussion and deliberation of issues and matters affecting the Company.

The two Independent Directors – former Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya – have no relationship with the Company which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Board comprises the following members:

Name	Position
Felipe L. Gozon	Chairman
Gilberto R. Duavit, Jr.	President and Chief Executive Officer
Joel Marcelo G. Jimenez	Director
Artemio V. Panganiban	Independent Director
Jaime C. Laya	Independent Director

#### Board Performance

Directors attend regular or special meetings of the Board and the Stockholders' Meetings. In its meetings, the Board reviews and discusses matters requiring Board attention and approval. The Board met four (4) times in 2023. The attendance of the individual directors at these meetings is duly recorded as follows:

Director's Name	Regular and Special Meetings	
	Present	Absent

Felipe L. Gozon	4	0
Gilberto R. Duavit, Jr.	4	0
Joel Marcelo G. Jimenez	4	0
Artemio V. Panganiban	4	0
Jaime C. Laya	4	0

All directors have individually complied with the SEC's minimum attendance requirement of 50%.

The Chairman, Felipe L. Gozon, presided over all the Board meetings for the year. He likewise presided over the Stockholders' Meetings, with all the members of the Board in attendance.

#### Board Remuneration

On July 24, 2020, upon the recommendation of the Company's Compensation and Remuneration Committee, the stockholders unanimously approved a per diem of Php 5,000 in favor of the Company's directors and offices in the amount of Php 5,000.

#### Committees and Meetings of the Board of Directors

Three committees were established to aid in complying with the principles of good governance and address issues requiring the Board's attention:

#### Nomination Committee

The Nomination Committee is chaired by Felipe L. Gozon, with Gilberto R. Duavit, Jr., Joel Marcelo G. Jimenez and Dr. Jaime C. Laya as members. The mission of the Nomination Committee is to provide the shareholders with an independent and objective evaluation and assurance that the membership of the Board of Directors is competent and will foster the long-term success of the Corporation and secure its competitiveness. The Nomination Committee assists the Board of Directors in ensuring that all nominees to the Board of Directors are competent and qualified to be nominated as Director based on internal guidelines. This is to ensure that: (a) there is a proper mix of competent directors that would continuously improve shareholder's value; and, (b) Directors will ensure a high standard of best practices for the Company and its stakeholders. The Nomination Committee held one (1) meeting in 2023 wherein the Committee reviewed the qualification of the nominees for election as member of the Board of Directors (including Independent Directors) for 2023-2024 including the procedure for their nomination.

Director's Name	Meetings	
	Present	Absent
Felipe L. Gozon (Chairman)	1	0
Gilberto R. Duavit, Jr.	1	0

Joel Marcelo G. Jimenez	1	0
Dr. Jaime C. Laya	1	0

#### Compensation and Remuneration Committee

The members of the Compensation and Remuneration Committee are Gilberto R. Duavit, Jr. (Chairman), with Joel Marcelo G. Jimenez, Dr Jaime C. Laya and Chief Justice Artemio V. Panganiban as members. The Committee recommends a formal and transparent framework of remuneration and evaluation for the members of the Board of Directors and key executives to enable them to run the Company successfully. The Committee held one (1) meeting in 2023 to evaluate existing remuneration policies affecting the members of the Board of Directors and key officers. The Committee noted that in the Company's annual reports and information statement a clear, concise and understandable disclosure of the compensation of its executive officers and directors for the previous fiscal year and ensuing year as prescribed by the SEC and other regulatory agency are disclosed for transparency. Upon review of existing corporate reporting practices, the Committee also notes that pursuant to the Company's Related Party Transaction and Good Corporate Governance Policies, directors/officers of the Company are required to declare their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

Director's Name	Meetings	
	Present	Absent
Gilberto R. Duavit, Jr. (Chairman)	1	0
Joel Marcelo G. Jimenez	1	0
Dr. Jaime C. Laya	1	0
Chief Justice Artemio V. Panganiban	1	0

#### Audit and Risk Management Committee

##### Audit

The Audit and Risk Management Committee is currently composed of the following members: Dr. Jaime C. Laya, (Chairman), with Gilberto R. Duavit, Jr. and Artemio V. Panganiban as members. The Audit and Risk Management Committee assists the Board in its fiduciary responsibilities by providing an independent and objective assurance to the Company's management and stakeholders in the continuous improvement of risk management systems and business operations. The Audit and Risk Management Committee provides a general evaluation and gives assistance in the overall improvement of the risk management, control, and governance process of the Corporation as designed by Management and provides assurance that these are properly functioning.

The Audit and Risk Management Committee held one (1) meeting in 2023 wherein the Committee reviewed and approved, among others, the Company's 2022 Consolidated Audited Financial Statements as prepared by the external auditors and the re-appointment of SGV & Co. as external auditor, subject to the stockholders' approval.

Director's Name	Regular and Special Meetings	
	Present	Absent
Jaime C. Laya (Chairman)	1	0
Gilberto R. Duavit, Jr.	1	0
Artemio V. Panganiban	1	0

### Risk Management

The Company's Board 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.

The Audit and Risk Management Committee assists the Board in the oversight of the company's risk management, 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.

The Board is responsible for presenting a clear, balanced and comprehensive assessment of the Company's financial position, performance and prospects each time it makes available its quarterly and annual financial statements to the public.

### Management

The Chairman of the Board is Felipe L. Gozon, while Gilberto R. Duavit, Jr. holds the position of President and Chief Executive Officer.

Management regularly provides the Board with complete and accurate information on the operations and affairs of the Company.

### Prompt Disclosures and Timely Reporting

GMA Holdings, Inc. adheres to a high level of corporate disclosure and transparency regarding the company's financial condition and state of corporate governance on a regular basis, through timely disclosures, announcements and periodic reports filed with the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange.

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.

### Financial Statements

Kindly see attached Audited Financial Statements.



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, 2023 and 2022, 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.

[Signature]
FELIPE L. GOZON
Chairman of the Board

[Signature]
GILBERTO R. DUAVIT, JR.
President and Chief Executive Officer

[Signature]
FELIPE S. YALONG
Chief Financial Officer/Treasurer

Signed this 3rd day of April 2024.

SUBSCRIBED AND SWORN to before me this APR 08 2024 day of 2024, affiants exhibited to me their TIN 106-174-605 (Felipe L. Gozon), TIN 158-147-748 (Gilberto R. Duavit, Jr.), and TIN 102-874-052 (Felipe S. Yalong).

Doc. No. 141
Page No. 30
Book No. I
Series of 2024

[Signature]
ATTY. JANELLE CRYSTEL J. JAVIER
Notary Public for and in Quezon City
Until December 31, 2024
Adm. Matter No. NP-188 (2023-2024)
PTR No. 3985877-Jan. 6, 2023, QC
IBP Lifetime No. 016879
Roll of Attorney's No. 69611
MCLE Compliance No. VII-0008954



## **INDEPENDENT AUDITOR'S REPORT**

The Board of Directors and Stockholders  
GMA Holdings, Inc.  
Unit 3K, North Wing, Fairways Tower Condominium  
5<sup>th</sup> Avenue Corner Mckinley Road,  
Fort Bonifacio, Taguig City 1630

### **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, 2023 and 2022, 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, 2023, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2023 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, 2023, 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, 2023 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.

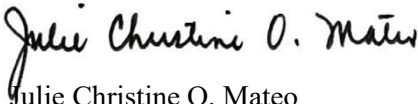


### **Report on the Supplementary Information Required Under Revenue Regulations 15-2010**

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 18 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 Julie Christine O. Mateo.

SYCIP GORRES VELAYO & CO.



Julie Christine O. Mateo

Partner

CPA Certificate No. 93542

Tax Identification No. 198-819-116

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

BIR Accreditation No. 08-001998-068-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10079988, January 6, 2024, Makati City

April 3, 2024



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

	<b>December 31</b>	
	<b>2023</b>	<b>2022</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 7, 13 and 14)	<b>₱47,785,258</b>	₱50,571,380
Accounts receivable (Notes 13 and 14)	<b>1,036,943</b>	834,364
Prepaid taxes	<b>222,310</b>	83,825
Total Current Assets	<b>49,044,511</b>	51,489,569
Total Assets	<b>₱49,044,511</b>	₱51,489,569
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and other current liabilities (Notes 8, 13 and 14)	<b>₱431,339</b>	₱771,982
Due to selling shareholders (Notes 12, 13 and 14)	<b>47,271,600</b>	47,271,600
Total Current Liabilities	<b>47,702,939</b>	48,043,582
Total Liabilities	<b>47,702,939</b>	48,043,582
<b>Equity</b>		
Capital stock (Note 9)	<b>100,000</b>	100,000
Retained earnings (Note 9)	<b>1,241,572</b>	3,345,987
Total Equity	<b>1,341,572</b>	3,445,987
	<b>₱49,044,511</b>	₱51,489,569

*See accompanying Notes to Financial Statements.*



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

	Years Ended December 31		
	2023	2022	2021
<b>REVENUE</b>			
Interest income (Notes 7)	<b>₱2,626,985</b>	₱1,782,389	₱1,739,683
Exercise fees (Note 6)	<b>160,456</b>	3,218,866	9,346,668
	<b>2,787,441</b>	5,001,255	11,086,351
<b>OPERATING EXPENSES</b> (Note 10)	<b>1,368,573</b>	1,195,209	982,820
<b>INCOME BEFORE INCOME TAX</b>	<b>1,418,868</b>	3,806,046	10,103,531
<b>PROVISION FOR INCOME TAX</b> (Note 11)	<b>223,283</b>	502,334	2,177,778
<b>NET INCOME</b>	<b>1,195,585</b>	3,303,712	7,925,753
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱1,195,585</b>	₱3,303,712	₱7,925,753
<b>Basic/Diluted Earnings Per Share</b> (Note 15)	<b>₱119.56</b>	₱330.37	₱792.58

*See accompanying Notes to Financial Statements.*



**GMA HOLDINGS, INC.****STATEMENTS OF CHANGES IN EQUITY****FOR THE YEARS ENDED DECEMBER 31, 2023, 2022 AND 2021**

	<b>Capital Stock</b> (Note 9)	<b>Retained Earnings</b> (Note 9)	<b>Total</b>
Balance as at January 1, 2023	<b>₱100,000</b>	<b>₱3,345,987</b>	<b>₱3,445,987</b>
Net income/ total comprehensive income	–	<b>1,195,585</b>	<b>1,195,585</b>
Cash dividends at ₱330 per share	–	<b>(3,300,000)</b>	<b>(3,300,000)</b>
<b>Balance as at December 31, 2023</b>	<b>₱100,000</b>	<b>₱1,241,572</b>	<b>₱1,341,572</b>
Balance as at January 1, 2022	₱100,000	₱7,942,275	₱8,042,275
Net income/ total comprehensive income	–	3,303,712	3,303,712
Cash dividends at ₱790 per share	–	(7,900,000)	(7,900,000)
<b>Balance as at December 31, 2022</b>	<b>₱100,000</b>	<b>₱3,345,987</b>	<b>₱3,445,987</b>
Balance as at January 1, 2021	₱100,000	₱2,116,522	₱2,216,522
Net income/ total comprehensive income	–	7,925,753	7,925,753
Cash dividends at ₱210 per share	–	(2,100,000)	(2,100,000)
<b>Balance as at December 31, 2021</b>	<b>₱100,000</b>	<b>₱7,942,275</b>	<b>₱8,042,275</b>

*See accompanying Notes to Financial Statements.*

**GMA HOLDINGS, INC.**  
**STATEMENTS OF CASH FLOWS**

	Years Ended December 31		
	2023	2022	2021
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	<b>₱1,418,868</b>	₱3,806,046	₱10,103,531
Adjustment for interest income (Note 7)	<b>(2,626,985)</b>	(1,782,389)	(1,739,683)
Operating income before working capital changes	<b>(1,208,117)</b>	2,023,657	8,363,848
Decrease (increase) in:			
Accounts receivable	<b>(147,745)</b>	1,018,920	(638,380)
Prepaid tax	<b>(138,485)</b>	(83,825)	22,829
Decrease in accounts payable and other current liabilities	<b>(340,643)</b>	(79,442)	(31,264)
Cash flows from operations	<b>(1,834,990)</b>	2,879,310	7,717,033
Interest received	<b>2,572,151</b>	1,818,320	1,747,832
Income taxes paid	<b>(223,283)</b>	(736,577)	(1,943,535)
Net cash from operating activities	<b>513,878</b>	3,961,053	7,521,330
<b>CASH FLOW FROM A FINANCING ACTIVITY</b>			
Payment of cash dividends (Notes 9 and 16)	<b>(3,300,000)</b>	(7,900,000)	(2,100,000)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(2,786,122)</b>	(3,938,947)	5,421,330
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>50,571,380</b>	54,510,327	49,088,997
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 7)</b>	<b>₱47,785,258</b>	₱50,571,380	₱54,510,327

*See accompanying Notes to Financial Statements.*



# **GMA HOLDINGS, INC.**

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## **NOTES TO FINANCIAL STATEMENTS**

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### **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 Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue corner Mckinley Road, 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. 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 PDR holders pursuant to the PDR instrument.

Since the start of its operations, the Board of Directors (BOD) has approved to pass on the entire amount of the cash dividends received from GMA without deducting the Company's projected operating expenses. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents.

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 BOD on April 3, 2024.

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### **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. 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).



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### 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 adoption of new standards effective in 2023. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have an impact on the financial statements of the Company.

#### *Effective beginning on or after January 1, 2023*

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

- Replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies, and
- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

The amendments to the Practice Statement provide non-mandatory guidance.

- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to PAS 12, *International Tax Reform - Pillar Two Model Rules*

#### Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. The Company intends to adopt the following pronouncements when they become effective.

#### *Effective beginning on or after January 1, 2024*

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

#### *Effective beginning on or after January 1, 2025*

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

#### *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*





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#### 4. Summary of Material Accounting Policy Information

##### 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.

*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, *Revenue from Contracts with Customers*.

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.

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

The Company has no financial assets at FVTPL and FVOCI as at December 31, 2023 and 2022.

*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.

- *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, 2023 and 2022, the Company's cash and cash equivalents and accounts receivable are classified under this category.

*Derecognition of Financial Assets.* A financial asset (or, when 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; and
- the Company transfers a financial asset and the transfer qualify for derecognition.

The Company transfers a financial asset if, and only if, it either: (a) transfers the contractual rights to receive the cash flows of the financial asset; or (b) retains the contractual rights to receive the cash flows of the financial asset (the "original asset"), but assumes a contractual obligation to pay the cash flows to one or more recipients (the "eventual recipients") in an arrangement that meets the following conditions:

- The Company has no obligation to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset. Short-term advances by the Company with the right of full recovery of the amount lent plus accrued interest at market rates do not violate this condition.
- The Company is prohibited by the terms of the transfer contract from selling or pledging the original asset other than as security to the eventual recipients for the obligation to pay them cash flows.
- The Company has an obligation to remit any cash flows it collects on behalf of the eventual recipients without material delay. In addition, the Company is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents during the short settlement period from the collection date to the date of required remittance to the eventual recipients, and interest earned on such investments is passed to the eventual recipients.

When the Company transfers a financial asset, it shall evaluate the extent to which it retains the risks and rewards of ownership of the financial asset. In this case:

- if the Company transfers substantially all the risks and rewards of ownership of the financial asset, the Company shall derecognize the financial asset and recognize separately as assets or liabilities any rights and obligations created or retained in the transfer.
- if the Company retains substantially all the risks and rewards of ownership of the financial asset, the Company shall continue to recognize the financial asset.
- if the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, the Company shall determine whether it has retained control of the financial asset. In this case: (a) if the Company has not retained control, it shall derecognize the financial asset and recognize separately as assets or liabilities any rights and obligations created or retained in the transfer; and (b) if the Company has retained control, it shall continue to recognize the financial asset to the extent of its continuing involvement in the financial asset.



### 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.

### Equity

*Cash 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

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

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## 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.

Management is of the opinion that there is no significant judgment made in applying accounting policies and no estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

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## 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 ₱0.16 million, ₱3.22 million and ₱9.35 million in 2023, 2022 and 2021, 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 mentioned above, the Company retains the rights to receive the cash flows from its investments 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 those 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 were derecognized by the Company under provisions of PFRS 9.

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	
	2023	2022	2023	2022
Balance at beginning of year	<b>₱3,408,439,302</b>	₱4,021,311,317	<b>400,992,859</b>	473,095,449
Exercise of PDRs	<b>(30,550,700)</b>	(612,872,015)	<b>(3,594,200)</b>	(72,102,590)
Balance at end of year	<b>₱3,377,888,602</b>	₱3,408,439,302	<b>397,398,659</b>	400,992,859

On May 17, 2023, the Company remitted to PDR holders cash distribution of ₱1.10 per share totaling ₱439.73 million, in relation to dividends declared by GMA to all shareholders of record as at April 21, 2023.



On May 18, 2022, the Company remitted to PDR holders cash distribution of ₱1.45 per share totaling ₱593.55 million, in relation to dividends declared by GMA to all shareholders of record as at April 25, 2022.

On May 19, 2021, the Company remitted to PDR holders cash distribution of ₱1.35 per share totaling ₱909.9 million, in relation to dividends declared by GMA to all shareholders of record as at April 22, 2021.

The BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting the Company's 2023, 2022 and 2021 projected operating expenses on March 31, 2023, March 25, 2022 and March 26, 2021, respectively. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents. Accordingly, the entire amount of the cash dividends received from GMA were remitted to the PDR holders.

As at December 31, 2023 and 2022, the total number of PDR holders, which includes Philippine Central Depository Nominee Corporation, is 127.

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## 7. Cash and Cash Equivalents

	2023	2022
Cash on hand and in bank	<b>₱2,387,739</b>	₱3,540,762
Short-term deposits	<b>45,397,519</b>	47,030,618
	<b>₱47,785,258</b>	₱50,571,380

Cash in bank earns interest at bank deposit rates. 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 ₱2.63 million, ₱1.78 million and ₱1.74 million in 2023, 2022 and 2021, respectively. Interest rates on short-term deposits range from 4.5% to 6.5% in 2023 and 2.5% to 5.75% in 2022

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## 8. Accounts Payable and Other Current Liabilities

	2023	2022
Accrued expenses on professional fees (Note 13)	<b>₱300,218</b>	₱653,400
Deferred output VAT	<b>102,961</b>	87,131
Accounts payable to third parties (Note 13)	<b>23,535</b>	30,251
Output VAT	<b>3,425</b>	—
Withholding tax payable	<b>1,200</b>	1,200
	<b>₱431,339</b>	₱771,982

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



## 9. 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, 2023 and 2022, 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:

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

### b. Retained Earnings

On March 31, 2023, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱3.30 million to all stockholders of record as at April 21, 2023 and were paid on May 16, 2023.

On March 25, 2022, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱7.90 million to all stockholders of record as at April 25, 2022 and were paid on May 17, 2022.

On March 26, 2021, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱2.10 million to all stockholders of record as at April 22, 2021 and were paid on May 18, 2021.

## 10. Operating Expenses

	<b>2023</b>	2022	2021
Professional fees	<b>₱895,957</b>	₱485,000	₱535,000
Listing fees	<b>435,302</b>	640,916	410,019
Taxes and licenses	<b>25,634</b>	31,520	21,513
Others	<b>11,680</b>	37,773	16,288
	<b>₱1,368,573</b>	₱1,195,209	₱982,820

## 11. Income Taxes

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

	<b>2023</b>	2022	2021
Final tax on interest income	<b>₱201,610</b>	₱103,123	₱103,972
RCIT	<b>21,673</b>	404,731	2,073,806
Benefit from deferred income tax	—	(5,520)	—
	<b>₱223,283</b>	₱502,334	₱2,177,778



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:

	2023	2022	2021
Provision for income tax computed at statutory income tax rate of 25/20%	<b>₱283,774</b>	₱761,209	₱2,525,883
Income tax effects of:			
Interest income subjected to final tax	<b>(66,899)</b>	(253,355)	(330,949)
Movement in unrecognized deferred tax assets	<b>6,408</b>	(5,520)	(34,279)
Expired NOLCO and MCIT	-	-	34,279
Adjustment to current income tax due to change in tax rate	-	-	(17,156)
	<b>₱223,283</b>	₱502,334	₱2,177,778

#### Deferred Tax Assets

The Company did not recognize deferred income tax asset from excess MCIT over RCIT amounting to ₱6,408 and nil as at December 31, 2023 and December 31, 2022, respectively, as management believes that sufficient taxable profit will not be available against which the deductible temporary differences can be utilized.

#### MCIT

On June 20, 2023, the Bureau of Internal Revenue issued Revenue Memorandum Circular (RMC) No. 69-2023 reverting the Minimum Corporate Income Tax (MCIT) rate to 2% of gross income effective July 1, 2023 pursuant to Republic Act (RA) No. 11534, otherwise known as the “Corporate Recovery and Tax Incentives for Enterprises (CREATE)” Act. MCIT rate was previously reduced from 2% to 1% effective July 1, 2020 to June 30, 2023 upon the effectivity of CREATE Act in 2021.

Consequently, the Company recognized MCIT using the effective rate of 1.5% in 2023 in accordance with RMC 69-2023.

The movements in MCIT follows:

	2023	2022
MCIT:		
Balance at beginning of year	<b>₱-</b>	₱5,520
Applied	-	(5,520)
Addition	<b>6,408</b>	-
Balance at end of year	<b>₱6,408</b>	₱-

#### Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act

President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (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 took 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 Group:

- Reduction in the RCIT rate from 30% to 20% for entities with net taxable income not exceeding ₱5.0 million and with total assets not exceeding ₱100.0 million (excluding the value of land on which the business entity’s office, plant and equipment are situated);
- Reduction in the RCIT from 30% to 25% for all other corporations;
- Reduction in the MCIT rate from 2% to 1% of gross income for 3 years or until June 30, 2023; and
- Repeal of the imposition of 10% improperly accumulated earnings tax (IAET).

The Company recognized in its financial statements as at and for the year ended December 31, 2021, a reduction in Provision for income tax - current of ₱17,156 due to the change in tax rate for the year ended December 31, 2020.

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## 12. 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.

The Company has an approval requirement such that material related party transactions (RPTs) shall be reviewed by the Audit and Risk Management Committee (the Committee) and submitted to the BOD for approval. Material RPTs are those transactions that meet the threshold value of ten percent (10%) or higher of the Company’s total assets based on its latest audited financial statements either individually, or in aggregate over a twelve (12) month period with the same related party.

### 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
<b>Shareholders</b>					
Portion of proceeds retained from the issuance of PDRs	2023	–	<b>₱47,271,600</b>	On demand upon exercise of PDRs, noninterest-bearing	Unsecured
	2022	–	47,271,600		
Belo, Gozon, Elma Law Firm	2023	–	–	On demand, noninterest-bearing	Unsecured
	2022	–	428,400		

The outstanding balance of “Due to selling 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.

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





### 13. Financial Risk Management Objectives and Policies

The Company's principal financial instruments include cash and cash equivalents. 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 selling 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.
- *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 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:

	2023			Total
	On Demand	3 to 12 Months	More than 1 year	
<b>Financial assets at amortized cost</b>				
Cash and cash equivalents	₱47,785,258	₱-	₱-	₱47,785,258
Accounts receivable	1,036,943	-	-	1,036,943
	<b>48,822,201</b>	<b>-</b>	<b>-</b>	<b>48,822,201</b>
<b>Loans and borrowings</b>				
Accounts payable and other current liabilities*	323,753	-	-	323,753
Due to selling shareholders	47,271,600	-	-	47,271,600
	<b>47,595,353</b>	<b>-</b>	<b>-</b>	<b>47,595,353</b>
<b>Liquidity portion</b>	<b>₱1,226,848</b>	<b>₱-</b>	<b>₱-</b>	<b>₱1,226,848</b>

\*Excluding deferred output VAT, output VAT and withholding tax payable amounting to ₱107,586.

	2022			Total
	On Demand	3 to 12 Months	More than 1 year	
<b>Financial assets at amortized cost</b>				
Cash and cash equivalents	₱50,571,380	₱-	₱-	₱50,571,380
Accounts receivable	834,364	-	-	834,364
	<b>51,405,744</b>	<b>-</b>	<b>-</b>	<b>51,405,744</b>
<b>Loans and borrowings</b>				
Accounts payable and other current liabilities*	683,651	-	-	683,651
Due to selling shareholders	47,271,600	-	-	47,271,600
	<b>47,955,251</b>	<b>-</b>	<b>-</b>	<b>47,955,251</b>
<b>Liquidity portion</b>	<b>₱3,450,493</b>	<b>₱-</b>	<b>₱-</b>	<b>₱3,450,493</b>

\*Excluding deferred output VAT and withholding tax payable amounting to ₱88,331.



### Credit Risk

With respect to credit risk arising from cash and cash equivalents, and accounts receivable 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 ₱47.28 million and ₱50.07 million as at December 31, 2023 and 2022, 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, 2023 and 2022, 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, 2023 and 2022.

### Credit Quality of Financial Assets

The Company's cash and cash equivalents (excluding cash on hand) and other receivables are grouped under stage 1 assessment as at December 31, 2023 and 2022. 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, 2023, 2022 and 2021.

The Company's capital management is undertaken by GMA. The Company's capital includes the total equity, before other comprehensive income, which amounted to ₱1.34 million and ₱3.45 million as at December 31, 2023 and 2022, respectively.

The Company is not subject to externally imposed capital requirements.

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## 14. 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 Selling Shareholders

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



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**15. Basic/Diluted Earnings Per Share Computation**

Basic/diluted EPS is computed as follows:

	2023	2022	2021
Net income attributable to equity holders (a)	<b>₱1,195,585</b>	₱3,303,712	₱7,925,753
Common shares issued at beginning and end of year (b)	<b>10,000</b>	10,000	10,000
Basic/diluted earnings per share (a/b)	<b>₱119.56</b>	₱330.37	₱792.58

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

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**16. Note to Statements of Cash Flows**

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

	2023	2022
Dividends payable, at beginning of year	₱-	₱-
Dividend declaration (Note 9)	<b>3,300,000</b>	7,900,000
Cash outflow	<b>(3,300,000)</b>	(7,900,000)
Dividends payable, at end of year	₱-	₱-

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**17. Events after the Reporting Period**

Cash Distribution to PDR Holders

On April 3, 2024, the Company's BOD recommended a cash distribution to PDR holders of ₱0.60 per share in relation to dividends declared by GMA to all shareholders of record as at April 24, 2024 and will be paid starting May 15, 2024.

Cash Dividends to Shareholders

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 to cover for these expenses. Further, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱1.2 million to all stockholders of record as at April 24, 2024.

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**18. 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 2023:

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 ₱3,425 for the year based on the gross receipts of exercise fees of ₱28,540 as included in the "Exercise fee" account in the statement of comprehensive income.

b. Input VAT

Balance at January 1, 2023	₱-
Current year's domestic purchases for services	160,158
<hr/>	<hr/>
Total input VAT	160,158
Applied against output VAT	-
<hr/>	<hr/>
Balance at December 31, 2023	₱160,158
<hr/>	<hr/>

Other Taxes and Licenses

All other local and national taxes paid for the year ended December 31, 2023 consist of:

Local taxes and license fees	₱25,134
Registration fees	500
<hr/>	<hr/>
	₱25,634
<hr/>	<hr/>

Withholding Taxes

Withholding taxes paid and/or withheld for the year ended December 31, 2023 consist of:

Final withholding tax	₱14,614,874
Expanded withholding tax	26,613
<hr/>	<hr/>
	₱14,641,487
<hr/>	<hr/>

Tax Assessments and Cases

As at December 31, 2023, 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, 2023.

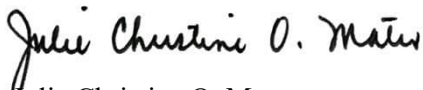


## **INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES**

The Board of Directors and Stockholders  
GMA Holdings, Inc.  
Unit 3K, North Wing, Fairways Tower Condominium  
5<sup>th</sup> Avenue Corner Mckinley Road,  
Fort Bonifacio, Taguig City 1630

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. as at December 31, 2023 and 2022, and for each of the three years in the period ended December 31, 2023 and have issued our report thereon dated April 3, 2024. 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.



Julie Christine O. Mateo

Partner

CPA Certificate No. 93542

Tax Identification No. 198-819-116

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

BIR Accreditation No. 08-001998-068-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10079988, January 6, 2024, Makati City

April 3, 2024

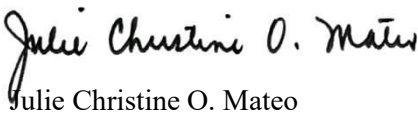


## **INDEPENDENT AUDITOR'S REPORT COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Board of Directors and Stockholders  
GMA Holdings, Inc.  
Unit 3K, North Wing, Fairways Tower Condominium  
5<sup>th</sup> Avenue Corner Mckinley Road,  
Fort Bonifacio, Taguig City 1630

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. (the Company) as at December 31, 2023 and 2022 and for each of the three years in the period ended December 31, 2023, and have issued our report thereon dated April 3, 2024. 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, 2023 and 2022 and for each of the three years in the period ended December 31, 2023 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.



Julie Christine O. Mateo

Partner

CPA Certificate No. 93542

Tax Identification No. 198-819-116

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

BIR Accreditation No. 08-001998-068-2023, October 23, 2023, valid until October 22, 2026

PTR No. 10079988, January 6, 2024, Makati City

April 3, 2024



**GMA HOLDINGS, INC.**  
**Index to the Financial Statements and**  
**Supplementary Schedules**  
**December 31, 2023**

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, 2023**

**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
<b>Cash and cash equivalents</b>		
Cash on hand	₱5,000	₱-
Cash in bank - Union Bank of the Philippines	2,382,739	4,552
<b>Total cash on hand and in banks</b>	<b>2,387,739</b>	<b>4,552</b>
Cash equivalents - Unicapital, Inc.	24,816,293	1,337,993
Cash equivalents - Abacus Capital & Investment Corp.	20,581,226	1,284,440
<b>Total cash equivalents</b>	<b>₱45,397,519</b>	<b>₱2,622,433</b>
	<b>₱47,785,258</b>	<b>₱2,626,985</b>

**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, 2023	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2023
			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, 2023.							

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

Name and designation	Balance as at January 1, 2023	Additions	Deductions		Current	Noncurrent	Balance as at December 31, 2023
			Amount collected	Amount written off			
Not Applicable: The Company has no receivable from related parties which are consolidated as at December 31, 2023.							



**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, 2023.

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

Name of related party	Balance at January 1, 2023	Balance at December 31, 2023
-----------------------	----------------------------	------------------------------

Not Applicable: The Company has no long-term loan from a related party as at December 31, 2023.

**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, 2023.

**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, 2023**

The Philippine Securities and Exchange Commission (SEC) issued Memorandum Circular No. 11 series of 2008 on December 5, 2008, which provides guidance on the determination of the retained earnings available for dividend declaration.

The table below presents the retained earnings available for dividend declaration as at December 31, 2023:

<b>Unappropriated retained earnings as at December 31, 2022</b>	₱3,345,987
<b>Add: Items that are directly credited to Unappropriated Retained Earnings</b>	
Reversal of Retained Earnings Appropriation/s	—
Effect of restatements or prior-period adjustments	—
Accumulated beginning deferred tax assets (DTA), exclusive of deferred tax recognized in OCI	—
<b>Less: Items that are directly debited to Unappropriated Retained Earnings</b>	
Dividend declaration during the reporting period	3,300,000
Retained Earnings appropriated during the reporting period	—
Effect of restatements or prior-period adjustments	—
Others (describe nature)	—
<b>Unappropriated retained earnings, as adjusted, as at December 31, 2023</b>	45,987
<b>Add: Net income during the year closed to retained earnings</b>	1,195,585
Less: Unrealized income recognized in the profit or loss during the reporting period (net of tax)	—
Add: Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	—
Unrealized income recognized in profit or loss in prior periods but reversed in the current reporting period (net of tax)	—
<b>Adjusted Net Income</b>	1,195,585
<b>Add/(Less): Adjustments related to relief granted by the SEC and BSP</b>	—
<b>Add: Non-actual losses recognized in profit or loss during the reporting period (net of tax)</b>	—
<b>Add/(Less): Adjustments related to relief granted by the SEC and BSP</b>	—
<b>Add/(Less): Other items that should be excluded from the determination of the amount of available for dividends distribution</b>	
Net movement of treasury shares (except for reacquisition of redeemable shares)	—
Net movement of deferred tax asset not considered in the reconciling items under the previous categories	—
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liability, set-up of asset and asset retirement obligation, and set-up of service concession asset and concession payable	—
<b>Unappropriated retained earnings as at December 31, 2023 available for dividend declaration</b>	₱1,241,572

**GMA HOLDINGS, INC.**  
**Supplementary Schedule on Financial Soundness Indicators**  
**As at December 31, 2023**

<b>Ratio</b>	<b>Formula</b>	<b>2023</b>	<b>2022</b>
Current Ratio	Total Current Assets divided by Total Current Liabilities  <div style="display: flex; justify-content: space-between;"> <div>Total Current Assets</div> <div>₱49,044,511</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divided by: Total Current Liabilities</div> <div>47,702,939</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Current Ratio</div> <div>1.03</div> </div>	<b>1.03</b>	1.07
Asset-to-Equity Ratio	Total Assets divided by Total Equity  <div style="display: flex; justify-content: space-between;"> <div>Total Assets</div> <div>₱49,044,511</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divided by: Total Equity</div> <div>1,341,572</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Asset-to-Equity Ratio</div> <div>36.56</div> </div>	<b>36.56</b>	14.94
Debt-to-Equity Ratio	Total Debt divided by Total Equity  <div style="display: flex; justify-content: space-between;"> <div>Total Debt</div> <div>₱47,702,939</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divided by: Total Equity</div> <div>1,341,572</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Debt-to-Equity Ratio</div> <div>35.56</div> </div>	<b>35.56</b>	13.94
Return on Equity	Net Income divided by Average Total Equity  <div style="display: flex; justify-content: space-between;"> <div>Net Income</div> <div>₱1,195,585</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divided by: Average Total Equity</div> <div>2,393,779</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Return on Equity</div> <div>49.95%</div> </div>	<b>49.95%</b>	57.51%
Return on Assets	Net Income divided by Average Total Assets  <div style="display: flex; justify-content: space-between;"> <div>Net Income</div> <div>₱1,195,585</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divided by: Average Total Assets</div> <div>50,267,040</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Return on Assets</div> <div>2.38%</div> </div>	<b>2.38%</b>	6.12%
EBITDA Margin	Earnings Before Interest, Tax and Depreciation and Amortization divided by Total Revenue  <div style="display: flex; justify-content: space-between;"> <div>Earnings Before Interest, Tax and Depreciation and Amortization</div> <div>₱1,418,868</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divided by: Total Revenue</div> <div>2,787,441</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>EBITDA Margin</div> <div>50.90%</div> </div>	<b>50.90%</b>	76.10%
Net Profit Margin	Net Income divided by Total Revenue  <div style="display: flex; justify-content: space-between;"> <div>Net Income</div> <div>₱1,195,585</div> </div> <div style="display: flex; justify-content: space-between;"> <div>Divided by: Total Revenue</div> <div>2,787,441</div> </div> <hr/> <div style="display: flex; justify-content: space-between;"> <div>Net Profit Margin</div> <div>42.89%</div> </div>	<b>42.89%</b>	66.06%

## Quinto, Abelardo T.

---

**From:** Areola, Farley D.  
**Sent:** Sunday, April 14, 2024 2:29 AM  
**To:** Quinto, Abelardo T.; Cabarrubias-Rumbaoa, Joan R.  
**Subject:** FW: Your BIR AFS eSubmission uploads were received

----- Original message -----

From: eafs@bir.gov.ph  
Date: 13/04/2024 11:35 pm (GMT+08:00)  
To: "Areola, Farley D." <FDAreola@gmanetwork.com>  
Cc: "Areola, Farley D." <FDAreola@gmanetwork.com>  
Subject: Your BIR AFS eSubmission uploads were received

Hi GMA HOLDINGS INC,

### Valid files

- EAFS244658896ITRTY122023.pdf
- EAFS244658896AFSTY122023.pdf
- EAFS244658896RPTTY122023.pdf

### Invalid file

- <None>

Transaction Code: **AFS-0-M1WYXWRS06EJB9A6CMZWQMZ110656C6EDG**

Submission Date/Time: **Apr 13, 2024 11:34 PM**

Company TIN: **244-658-896**

Please be reminded that you accepted the terms and conditions for the use of this portal and expressly agree, warrant and certify that:

- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

This is a system-generated e-mail. Please do not reply.

# COVER SHEET

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SEC Registration Number

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

(Company's Full Name)

U	N	I	T		3	K	,		N	O	R	T	H		W	I	N	G	,		F	A	I	R	W	A	Y	S		T	O	W

(Business Address: No. Street City/Town/Province)

<b>Mr. Ronaldo P. Mastrili</b>
(Contact Person)

<b>8982-7777</b>
(Group Telephone Number)

0	3	3	1
<i>Month</i>		<i>Day</i>	

1	7	-	Q
<i>(Form Type)</i>			

<i>Month</i>	<i>Day</i>
<i>(Annual Meeting)</i>	

<i>(Secondary License Type, If Applicable)</i>

<i>Dept. Requiring this Doc.</i>

<i>Amended Articles Number/Section</i>

7
<i>Total No. of Stockholders</i>

<i>Total Amount of Borrowings</i>	
<i>Domestic</i>	<i>Foreign</i>

To be accomplished by SEC Personnel concerned

<i>File Number</i>

<i>Document ID</i>

\_\_\_\_\_ *LCU*

\_\_\_\_\_ *Cashier*

<b>S T A M P S</b>
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**SEC FORM 17-Q**  
**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES**  
**REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER**

1. For the quarterly period ended **March 31, 2024**
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**  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code
7. **Unit 3K, North Wing, Fairways Tower Condominium, 5<sup>th</sup> Avenue corner Mckinley Road, Fort Bonifacio, Taguig City**  
Address of principal office Postal Code: **1630**
8. **(632) 8982-7777**  
Issuer's telephone number, including area code
9. **Not applicable**  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC and Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>Philippine Depositary Receipts (PDRs)</b>	<b>397,279,859 shares</b>

11. Are any or all of the securities listed on a Stock Exchange?  
Yes  No
12. Indicate by check mark whether the registrant:
  - (a) has filed all reports required to be filed by Section 17 of the Code and SRC Rule 17 there under or Sections 11 of the RSA and RSA Rule 11(a)-1 there under, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period 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

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### **PART I FINANCIAL INFORMATION**

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Statements of Comprehensive Income  
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Statements of Cash Flows  
Notes to Financial Statements

### **PART II SCHEDULE OF FINANCIAL RATIOS**

### **PART III OTHER FINANCIAL INFORMATION**

### **SIGNATURES**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2024**

GMA Holdings Inc. ended the first quarter of 2024 with a net income of ₱475 thousand, 38% more than last year's ₱343 thousand net income due to higher interest income.

Revenues for first quarter of 2024 reached ₱742 thousand, 12% up versus last year's ₱664 thousand. The increase was brought about by higher interest income earned on cash placement for the period which grew to ₱736 thousand against last year's ₱603 thousand. Meanwhile, exercise fees declined to ₱5 thousand from ₱61 thousand last year due to the conversion of 118,800 PDRs to common shares as compared to 1,372,400 PDRs converted in same period last year.

Operating expenses for the first quarter of 2024 amounted to ₱174 thousand versus ₱277 thousand in the same quarter of 2023, a decrease of 37% mainly due to lower PSE listing fees, per diem, PDR conversion and transportation expenses. Listing fees for the quarter amounted to ₱82 thousand, lower than last year's ₱106 thousand. The ₱247 thousand unamortized portion of listing fee was included under "Other current assets" in the statements of financial position. Professional fees for the quarter amounted to ₱79 thousand same as last year, which included the accrual of audit, trust and legal fees. Taxes and licenses representing amortization of local business tax for the first quarter of 2024 was at ₱8 thousand from ₱7 thousand in comparable period.

### *Financial Condition*

Total assets as of March 31, 2024 amounted to ₱49.57 million, a 1% increase versus end-2023 figures of ₱49.04 million. Accounts receivable inched up by ₱7 thousand due to conversions of PDRs to common shares. Other current assets increased by ₱310 thousand due to the unamortized portion of listing fee and local taxes and input VAT. Total liabilities was at ₱47.75 million, while total equity closed at ₱1.82 million as of the first quarter of 2024.

## **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.

## **KEY VARIABLE AND OTHER QUALITATIVE OR QUANTITATIVE FACTORS**

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

As of March 31, 2024, there were no known trends, demands, commitments, events or uncertainties that will have a material impact on the issuer's liquidity.

- b) 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 March 31, 2024, there were no events which may trigger a direct or contingent financial obligation that is material to the Company.



- c) Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships 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 relationships of the company with unconsolidated entities or other persons created as of March 31, 2024.

- d) 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, 2024 to March 31, 2024, there were no commitments for capital expenditures.

- e) 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 March 31, 2024, there were no known trends, events or uncertainties that were reasonably expected to have a material favorable or unfavorable impact on net sales/revenues/income from continuing operations.

- f) Any significant elements of income or loss that did arise from the issuer's continuing operations.

As of March 31, 2024, there were no significant elements of income or loss that did arise from the issuer's continuing operations.

- g) Causes for material changes in the Financial Statements.

Statements of Financial Position [March 31, 2024 (Unaudited) vs. December 31, 2023 (Audited)]

- Current assets increased by ₱521 thousand to ₱49.57 million, mainly as a result of the increases in Cash and cash equivalents, Accounts receivables and Other current assets.
- Current liabilities remained at the same level at ₱47.75 million.

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

As of March 31, 2024, there were no seasonal aspects that had a material effect on the financial condition or results of operations.

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

	<b>March 31, 2024</b>	December 31, 2023
	<b>Unaudited</b>	Audited
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 7, 13 and 14)	<b>₱47,988,872</b>	₱47,785,258
Accounts receivable (Notes 13 and 14)	<b>1,044,299</b>	1,036,943
Other current assets	<b>532,572</b>	222,310
Total Current Assets	<b>49,565,742</b>	49,044,511
Total Assets	<b>₱49,565,742</b>	₱49,044,511
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and other current liabilities (Notes 8, 13 and 14)	<b>₱446,182</b>	₱431,339
Due to selling shareholders (Note 14)	<b>47,271,600</b>	47,271,600
Income tax payable	<b>31,827</b>	-
Total Current Liabilities	<b>47,749,609</b>	47,702,939
Total Liabilities	<b>47,749,609</b>	47,702,939
<b>Equity</b>		
Capital stock (Note 9)	<b>100,000</b>	100,000
Retained earnings (Note 9)	<b>1,716,133</b>	1,241,572
Total Equity	<b>1,816,133</b>	1,341,572
	<b>₱49,565,742</b>	₱49,044,511

*See accompanying Notes to Financial Statements.*

**GMA HOLDINGS, INC.****UNAUDITED STATEMENTS OF FINANCIAL PERFORMANCE**

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	<b>Three Months Ended March 31</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>REVENUE</b>			
Interest income (Notes 7)	<b>₱736,387</b>	₱602,964	₱430,268
Exercise fees (Note 6)	<b>5,304</b>	61,268	2,986,924
	<b>741,691</b>	664,232	3,417,192
<b>OPERATING EXPENSES</b> (Note 10)	<b>173,991</b>	276,822	368,503
<b>INCOME BEFORE INCOME TAX</b>	<b>567,700</b>	387,410	3,048,689
<b>PROVISION FOR INCOME TAX</b> (Note 11)	<b>93,137</b>	44,156	548,490
<b>NET INCOME</b>	<b>474,563</b>	343,254	2,500,199
<b>Basic/Diluted Earnings Per Share</b> (Note 15)	<b>₱47.46</b>	₱34.33	₱250.02

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*See accompanying Notes to Financial Statements.*

**GMA HOLDINGS, INC.****UNAUDITED STATEMENTS OF CHANGES IN EQUITY  
FOR THE THREE MONTHS ENDED MARCH 31, 2024, 2023 AND 2022**

	<b>Capital Stock</b> (Note 9)	<b>Retained Earnings</b> (Note 9)	<b>Total</b>
Balance as at January 1, 2024	<b>P100,000</b>	<b>P1,241,571</b>	<b>P1,341,571</b>
Net income		<b>474,563</b>	<b>474,563</b>
Other comprehensive income			-
Total comprehensive income	-	<b>474,563</b>	<b>474,563</b>
Cash dividends			
Balance as at March 31, 2024	<b>P100,000</b>	<b>P1,716,133</b>	<b>P1,816,133</b>
Balance as at January 1, 2023	P100,000	P3,345,987	P3,445,987
Net income		343,254	343,254
Other comprehensive loss			-
Total comprehensive income	-	343,254	343,254
Cash dividends		(3,300,000)	(3,300,000)
Balance as at March 31, 2023	P100,000	P389,241	P489,241
Balance as at January 1, 2022	P100,000	P7,942,275	P8,042,275
Net income		2,500,199	2,500,199
Other comprehensive loss			-
Total comprehensive income	-	2,500,199	2,500,199
Cash dividends		(7,900,000)	(7,900,000)
Balance as at March 31, 2022	P100,000	P2,542,474	P2,642,474

*See accompanying Notes to Financial Statements.*

**GMA HOLDINGS, INC.****UNAUDITED STATEMENTS OF CASH FLOWS**

	<b>Three Months Ended March 31</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	<b>₱567,700</b>	₱387,410	₱3,048,689
Adjustment for interest income (Notes 7)	<b>(736,387)</b>	(602,964)	(430,268)
Operating income (loss) before working capital changes	<b>(168,687)</b>	(215,554)	2,618,421
Decrease (increase) in:			
Accounts receivable	<b>(5,941)</b>	(36,655)	(2,425,755)
Prepaid expenses and other current assets	<b>(310,262)</b>	(388,783)	(503,952)
Increase in accounts payable and other current liabilities	<b>14,842</b>	98,653	391,430
Cash flows provided by (used in) operations	<b>(470,048)</b>	(542,339)	80,144
Interest received	<b>734,971</b>	609,480	449,932
Income taxes paid	<b>(61,310)</b>	(43,543)	(24,806)
Net cash provided by operating activities	<b>203,613</b>	23,598	505,270
<b>CASH FLOW FROM INVESTING ACTIVITY</b>			
Redemption of debt instrument at fair value through other comprehensive income	-	-	-
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>203,613</b>	23,598	505,270
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>47,785,258</b>	50,571,380	54,510,327
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 7)</b>	<b>₱47,988,872</b>	₱50,594,978	₱55,015,597

*See accompanying Notes to Financial Statements.*

## **GMA HOLDINGS, INC.**

### **NOTES TO FINANCIAL STATEMENTS**

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#### **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 Unit 3K, North Wing, Fairways Tower Condominium, 5<sup>th</sup> Avenue corner McKinley Road, Fort Bonifacio, Taguig City. The Company was registered with the Securities and Exchange Commission (SEC) on February 15, 2006.

The accounting and administrative functions of the Company are undertaken by GMA Network, Inc. (GMA), a company under common control.

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. 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 PDR holders pursuant to the PDR instrument.

Since the start of its operations, the BOD has approved to pass on the entire amount of the cash dividends received from GMA without deducting the Company's projected operating expenses. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents.

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

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#### **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. 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).

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### 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 adoption of new standards effective in 2023. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have an impact on the financial statements of the Company.

*Effective beginning on or after January 1, 2023*

- Amendments to PAS 1 and PFRS Practice Statement 2, *Disclosure of Accounting Policies*

The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

- Replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies, and
- Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

The amendments to the Practice Statement provide non-mandatory guidance.

- Amendments to PAS 8, *Definition of Accounting Estimates*
- Amendments to PAS 12, *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to PAS 12, *International Tax Reform - Pillar Two Model Rules*

#### Standards Issued but not yet Effective

Pronouncements issued but not yet effective are listed below. The Company intends to adopt the following pronouncements when they become effective.

*Effective beginning on or after January 1, 2024*

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

*Effective beginning on or after January 1, 2025*

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

*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*

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#### 4. Summary of Material Accounting Policy Information

##### 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.

*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, *Revenue from Contracts with Customers*.

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.

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

The Company has no financial assets at FVTPL and FVOCI as at March 31, 2024 and December 31, 2023.

*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.

- *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 March 31, 2024 and December 31, 2023, the Company's cash and cash equivalents and accounts receivable are classified under this category.

*Derecognition of Financial Assets.* A financial asset (or, when 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; and
- the Company transfers a financial asset and the transfer qualify for derecognition.

The Company transfers a financial asset if, and only if, it either: (a) transfers the contractual rights to receive the cash flows of the financial asset; or (b) retains the contractual rights to receive the cash flows of the financial asset (the "original asset"), but assumes a contractual obligation to pay the cash flows to one or more recipients (the "eventual recipients") in an arrangement that meets the following conditions:

- The Company has no obligation to pay amounts to the eventual recipients unless it collects equivalent amounts from the original asset. Short-term advances by the Company with the right of full recovery of the amount lent plus accrued interest at market rates do not violate this condition.
- The Company is prohibited by the terms of the transfer contract from selling or pledging the original asset other than as security to the eventual recipients for the obligation to pay them cash flows.
- The Company has an obligation to remit any cash flows it collects on behalf of the eventual recipients without material delay. In addition, the Company is not entitled to reinvest such cash flows, except for investments in cash or cash equivalents during the short settlement period from the collection date to the date of required remittance to the eventual recipients, and interest earned on such investments is passed to the eventual recipients.

When the Company transfers a financial asset, it shall evaluate the extent to which it retains the risks and rewards of ownership of the financial asset. In this case:

- if the Company transfers substantially all the risks and rewards of ownership of the financial asset, the Company shall derecognize the financial asset and recognize separately as assets or liabilities any rights and obligations created or retained in the transfer.
- if the Company retains substantially all the risks and rewards of ownership of the financial asset, the Company shall continue to recognize the financial asset.
- if the Company neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset, the Company shall determine whether it has retained control of the financial asset. In this case: (a) if the Company has not retained control, it shall derecognize the financial asset and recognize separately as assets or liabilities any rights and obligations created or retained in the transfer; and (b) if the Company has retained control, it shall continue to recognize the financial asset to the extent of its continuing involvement in the financial asset.

### 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.

### Equity

*Cash 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

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

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## 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.

Management is of the opinion that there is no significant judgment made in applying accounting policies and no estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period.

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## 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 the Company receives such cash dividends.

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 financial performance. Exercise fees amounted to ₱0.01 million, ₱0.06 million and ₱2.99 million for the three-month period ended March 31, 2024, 2023 and 2022, 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 mentioned above, the Company retains the rights to receive the cash flows from its investments 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 those 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 were derecognized by the Company under provisions of PFRS 9.

The following are the details and movements of the PDRs and the underlying GMA shares for the three months ended March 31:

	PDRs		Number of Shares	
	2024	2023	2024	2023
Balance at beginning of year	<b>₱3,377,888,602</b>	₱3,408,439,302	<b>397,398,659</b>	400,992,859
Exercise of PDRs	<b>(1,009,800)</b>	(11,665,400)	<b>(118,800)</b>	(1,372,400)
Balance at end of year	<b>₱3,376,878,802</b>	₱3,396,773,902	<b>397,279,859</b>	399,620,459

On May 17, 2023, the Company remitted to PDR holders cash distribution of ₱1.10 per PDR totaling ₱439.7 million, in relation to dividends declared by GMA to all shareholders of record as at April 21, 2023.

On May 18, 2022, the Company remitted to PDR holders cash distribution of ₱1.45 per PDR totaling

₱593.6 million, in relation to dividends declared by GMA to all shareholders of record as at April 25, 2022.

On May 19, 2021, the Company remitted to PDR holders cash distribution of ₱1.35 per PDR totaling ₱909.9 million, in relation to dividends declared by GMA to all shareholders of record as at April 22, 2021.

The BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting the Company's 2023, 2022 and 2021 projected operating expenses on March 31, 2023, March 25, 2022 and March 26, 2021, respectively. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents. Accordingly, the entire amount of the cash dividends received from GMA were remitted to the PDR holders.

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## 7. Cash and Cash Equivalents

	<b>March 31, 2024</b>	December 31, 2023
	<b>Unaudited</b>	Audited
Cash on hand and in bank	<b>₱1,918,098</b>	₱2,387,739
Short-term deposits	<b>46,070,774</b>	45,397,519
	<b>₱47,988,872</b>	₱47,785,258

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 ₱0.74 million, ₱0.60 million and ₱0.43 million for the three-month period ended March 31, 2024, 2023 and 2022, respectively.

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## 8. Accounts Payable and Other Current Liabilities

	<b>March 31, 2024</b>	December 31, 2023
	<b>Unaudited</b>	Audited
Accounts payable	<b>₱18,969</b>	₱23,535
Accrued expenses:		
Professional fees	<b>318,991</b>	300,218
Output VAT	<b>3,245</b>	3,245
Deferred output VAT	<b>103,597</b>	102,961
Withholding tax payable	<b>1,200</b>	1,200
	<b>₱446,182</b>	₱431,339

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

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## 9. Equity

### a. Capital Stock

The Company has 10,000 authorized, issued and outstanding common shares with ₱10.00 par value per share.

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 Shares	Number of Issued Shares	Issue/ Offer Price
July 30, 2007	945,432,000	945,432,000	₱8.50

### b. Retained Earnings

On March 31, 2023, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱3.30 million to all stockholders of record as at April 21, 2022 and to be paid on May 16, 2023.

On March 25, 2022, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱7.90 million to all stockholders of record as at April 25, 2022 and to be paid on May 17, 2022.

On March 26, 2021, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱2.10 million to all stockholders of record as at April 22, 2021 and to be paid on May 18, 2021.

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## 10. Operating Expenses

The components of the company's operating expenses for the three-month period ended March 31 are as follows:

	2024	2023	2022
Listing fees	<b>₱82,460</b>	₱106,263	₱160,229
Per diem	-	80,000	115,000
Professional fees	<b>78,750</b>	78,750	78,750
Taxes and licenses	<b>8,221</b>	6,784	8,255
PDR conversion expenses	<b>678</b>	958	6,194
Miscellaneous	<b>3,882</b>	4,067	75
	<b>₱173,991</b>	₱276,822	₱368,503

## 11. Income Taxes

Provision for income tax as shown in the statements of comprehensive income for the three month-period ended March 31 consists of the following:

	2024	2023	2022
Final tax on interest income	<b>₱61,309</b>	₱43,543	₱24,806
Current	<b>31,828</b>	613	523,684
	<b>₱93,137</b>	₱44,156	₱548,490

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 for the three-month period ended March 31 is summarized as follows:

	2024	2023	2022
Provision for income tax computed at statutory income tax rate of 20%/25%	<b>113,540</b>	77,482	609,738
Income tax effects of:			
Movement in unrecognized deferred tax assets	-	43,723	(18,221)
Interest income subjected to final tax	<b>(20,403)</b>	(77,049)	(43,027)
	<b>₱93,137</b>	₱44,156	₱548,490

### Deferred Tax Assets

The components of unrecognized deferred tax assets are as follows:

	March 31, 2024 Unaudited	December 31, 2023 Audited
MCIT	<b>₱6,408</b>	₱6,408
NOLCO	-	-
	<b>₱6,408</b>	₱6,408

The movements in NOLCO and MCIT follow:

	March 31, 2023 Unaudited	December 31, 2023 Audited
NOLCO:		
Balance at beginning of year	₱-	₱-
Addition	-	-
Application	-	-
Expiration	-	-
Balance at end of year	<b>₱-</b>	<b>₱-</b>
MCIT:		
Balance at beginning of year	<b>₱6,408</b>	₱-

Addition	–	6,408
Applied	–	–
<b>Balance at end of year</b>	<b>₱6,408</b>	<b>₱6,408</b>

#### Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act

President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (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 took 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 Group:

- Reduction in the RCIT rate from 30% to 20% for entities with net taxable income not exceeding ₱5.0 million and with total assets not exceeding ₱100.0 million (excluding the value of land on which the business entity’s office, plant and equipment are situated);
- Reduction in the RCIT from 30% to 25% for all other corporations;
- Reduction in the MCIT rate from 2% to 1% of gross income for 3 years or until June 30, 2023; and
- Repeal of the imposition of 10% improperly accumulated earnings tax (IAET).

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## 12. 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.

The Company has an approval requirement such that material related party transactions (RPTs) shall be reviewed by the Audit and Risk Management Committee (the Committee) and submitted to the BOD for approval. Material RPTs are those transactions that meet the threshold value of ten percent (10%) or higher of the Company’s total assets based on its latest audited financial statements either individually, or in aggregate over a twelve (12)-month period with the same related party.

#### 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. In January to March of 2024 and as at December 31, 2023, the Company’s financial statements include the following amounts resulting from the transactions with related parties as at March 31:

Category	Year	Amount/Volume of Transactions	Outstanding Payable	Terms	Conditions
<b>Shareholders</b>					
Portion of proceeds retained from the issuance of PDRs	2024 2023	₱– –	₱47,271,600 47,271,600	On demand upon exercise of PDRs, 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.

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

### 13. Financial Risk Management Objectives and Policies

The Company's principal financial instruments include cash and cash equivalent. 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 selling 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.
- *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 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 March 31, 2024 and December 31, 2023:

	<b>As at March 31, 2024 (Unaudited)</b>			<b>Total</b>
	<b>On Demand</b>	<b>3 to 12 Months</b>	<b>More than 1 year</b>	
<b>Financial Assets</b>				
Cash and cash equivalents	P47,988,872	P-	P-	P47,988,872
Accounts receivable	1,044,299	-	-	1,044,299
	<b>P49,033,171</b>	<b>P-</b>	<b>P-</b>	<b>P49,033,171</b>
<b>Financial Liabilities</b>				
Accounts payable and other current liabilities*	P337,960	P-	P-	P339,960
Due to shareholders	47,271,600	-	-	47,271,600
	<b>P47,609,560</b>	<b>P-</b>	<b>P-</b>	<b>P47,609,560</b>
<b>Liquidity portion (gap)</b>	<b>P1,423,611</b>	<b>P-</b>	<b>P-</b>	<b>P1,423,611</b>

\*Excluding output VAT, deferred output VAT and withholding taxes amounting to P108,222.



	2023			Total
	On Demand	3 to 12 Months	More than 1 year	
Financial assets at amortized cost				
Cash and cash equivalents	₱47,785,258	₱–	₱–	₱47,785,258
Accounts receivable	1,036,943	–	–	1,036,943
	48,822,201	–	–	48,822,201
Loans and borrowings				
Accounts payable and other current liabilities*	323,753	–	–	323,753
Due to selling shareholders	47,271,600	–	–	47,271,600
	47,595,353	–	–	47,595,353
Liquidity portion (gap)	₱1,226,848	₱–	₱–	₱1,226,848

\*Excluding deferred output VAT and withholding tax payable amounting to ₱107,585.

### 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 ₱47.5 million and ₱47.3 million as at March 31, 2024 and December 31, 2023, 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 credit worthy 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 March 31, 2024 and December 31, 2023, 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 March 31, 2024 and December 31, 2023.

### Credit Quality of Financial Assets

The Company's cash and cash equivalents (excluding cash on hand) and other receivables are grouped under stage 1 assessment as at March 31, 2024 and December 31, 2023. 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 as at March 31, 2024 and December 31, 2023.

The Company's capital management is undertaken by GMA. The Company's capital includes the total equity, before other comprehensive income, which amounted to ₱1.82 million and ₱1.34 million as at March 31, 2024 and December 31, 2023, respectively.

The Company is not subject to externally imposed capital requirements.

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#### 14. 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 VAT) 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.

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#### 15. Basic/Diluted Earnings Per Share Computation

Basic/diluted EPS for the three-month period ended March 31 are computed as follows:

	2024	2023	2022
Net income attributable to equity holders (a)	<b>₱474,563</b>	₱343,254	₱2,500,199
Common shares issued at beginning and end of year (b)	<b>10,000</b>	10,000	10,000
Basic/diluted earnings per share (a/b)	<b>₱47.46</b>	₱34.33	₱250.02

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

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#### 16. Events after the Reporting Period

Cash Distribution to PDR Holders

On April 3, 2024, the Company's BOD recommended a cash distribution to PDR holders of ₱0.60 per share in relation to dividends declared by GMA to all shareholders of record as at April 24, 2024 and will be paid starting May 15, 2024.

Cash Dividends to Shareholders

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 to cover for these expenses. Further, the BOD approved the Company's declaration and distribution of cash dividends amounting to ₱1.2 million to all stockholders of record as at April 24, 2024.

**GMA HOLDINGS, INC.****Schedule of Financial Ratios**

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<b>Financial Ratios</b>	<b>Description</b>	<b>March 31, 2024 Unaudited</b>	December 31, 2023 Audited
Current/liquidity ratio	Current assets over current liabilities	<b>1.04</b>	1.03
Asset to equity ratio	Total asset over total equity	<b>27.29</b>	36.56
Debt to equity ratio	Total liabilities over total equity	<b>26.29</b>	35.56

<b>Financial Ratios</b>	<b>Description</b>	<b>March 31, 2024 Unaudited</b>	March 31, 2023 Unaudited	March 31, 2022 Unaudited
Return on equity	Net income over total equity	<b>26%</b>	70%	95%
Return on asset	Net income over total assets	<b>1%</b>	1%	4%
EBITDA margin	Earnings before interest, tax and depreciation and amortization over total revenue	<b>77%</b>	58%	89%

## **OTHER FINANCIAL INFORMATION**

The Company has no other information that needs to be disclosed other than disclosures made under SEC Form 17-C, if any.


## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Issuer: **GMA HOLDINGS, INC.**

By:

  
**FELIPE S. YALONG**  
Chief Operating Officer/Chief Financial Officer

  
**RONALDO P. MASTRILI**  
Comptroller

# Certification

We FELIPE S. YALONG, Chief Operating Officer/ Chief Financial Officer and RONALDO P. MASTRILI, Comptroller of GMA HOLDINGS, INC. with SEC registration number CS200602356 with principal office at Unit 3K, North Wing, Fairways Tower Condominium, 5<sup>th</sup> Ave. corner McKinley Road Fort Bonifacio Taguig City), on oath state:

- 1) That on behalf of GMA Holdings, Inc., we have caused this Quarterly Report (SEC Form 17-Q) to be prepared;
- 2) That we read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That the company GMA Holdings, Inc. will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
- 4) That we are fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

IN WITNESS WHEREOF, we have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

  
FELIPE S. YALONG


Chief Operating Officer/ Chief Financial Officer

  
RONALDO P. MASTRILI  
Comptroller 

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of APR 23 2024, 20\_\_\_\_.

affiants exhibited to me their TIN 102-874-052 (Felipe S. Yalong) and TIN 102-091-842 (Ronaldo P. Mastrili).

NOTARY PUBLIC

  
ATTY JONNA C. GUIANG  
NOTARY PUBLIC  
UNTIL DECEMBER 31, 2025  
Adm. Matter No. NP-235  
IBP No. 413364; 01-09-24; Pangasinan  
PTR No. 5573869D; 01-04-24, Quezon City  
MCLE Compliance No. VII-0015595; 04-14-25  
Roll of Attorney's No. 50741

DOC NO. 84  
PAGE NO. 18  
BOOK NO. I  
SERIES OF 2024

**Balance Sheet**

	<b>Period Ended</b>	<b>Fiscal Year Ended (Audited)</b>
	March 31, 2024	December 31, 2023
<b>Current Assets</b>	49,565,742	49,044,511
<b>Total Assets</b>	49,565,742	49,044,511
<b>Current Liabilities</b>	47,749,609	47,702,939
<b>Total Liabilities</b>	47,749,609	47,702,939
<b>Retained Earnings/ (Deficit)</b>	1,716,133	1,241,572
<b>Stockholder's Equity</b>	1,816,133	1,341,572
<b>Stockholder's Equity - Parent</b>	-	-
<b>Book Value Per Share</b>	182	134

**Income Statement**

	<b>Current Year (3 Months)</b>	<b>Previous Year (3 Months)</b>	<b>Current Year-To- Date</b>	<b>Previous Year-To- Date</b>
<b>Gross Revenue</b>	741,691	664,232	741,691	664,232
<b>Gross Expense</b>	173,991	276,822	173,991	276,822
<b>Other Non-Operating Income</b>	736,387	602,964	736,387	602,964
<b>Other Non-Operating Expense</b>	0	0	0	0
<b>Income/ (Loss) Before Tax</b>	567,700	387,410	567,700	387,410
<b>Income Tax Expense</b>	93,137	44,156	93,137	44,156
<b>Net Income/ (Loss) After Tax</b>	474,563	343,254	474,563	343,254
<b>Net Income Attributable to Parent Equity Holder</b>	0	0	0	0
<b>Earnings/ (Loss) Per Share (Basic)</b>	47.46	34.33	47.46	34.33
<b>Earnings/ (Loss) Per Share (Diluted)</b>	47.46	34.33	47.46	34.33

	<b>Current Year (Trailing 12 months)</b>	<b>Previous Year (Trailing 12 months)</b>
<b>Earnings/ (Loss) Per Share (Basic)</b>	132.69	114.68
<b>Earnings/ (Loss) Per Share (Diluted)</b>	132.69	114.68

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ARTEMIO V. PANGANIBAN**, Filipino, of legal age and a resident of 1203 Acacia Street, Damariñas Village, Makati City, after having been duly sworn to in accordance with law, do hereby declare that:

1. I am a nominee for independent director of GMA HOLDINGS, INC. and have been its independent director since 2009;
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/ Relationship	Period of Service
GMA Network, Inc.	Independent Director	2007 - present
Meralco	Independent Director	2008 - present
Petron Corporation	Independent Director	2010 - present
Asian Terminals, Inc.	Independent Director	2010 - present
PLDT, Inc.	Independent Director	2013 - present
JG Summit Holdings, Inc.	Independent Director	2021 - present
RL Commercial REIT, Inc.	Independent Director	2021 - present
Jollibee Foods Corporation	Non-Executive Director	2012 - present
Metropolitan Bank & Trust Company	Senior Adviser	2007 - present
Double Dragon Properties Corp.	Adviser	2014 - present
Merry Mart Consumer Corporation	Adviser	2020 - present
Bank of the Philippine Islands	Member, Advisory Council	2016 - present

(For my full bio-data, log on to my personal website: [cjpanganiban.com](http://cjpanganiban.com))

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of GMA HOLDINGS, INC., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. To the best of my knowledge, I am not related to any director/officer/substantial shareholder of GMA HOLDINGS, INC. and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. To the best of my knowledge, I am neither an officer nor an employee of any government agency or government-owned and controlled corporation.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
8. I shall inform the Corporate Secretary of GMA HOLDINGS, INC., of any changes in the above-mentioned information within five (5) days from its occurrence.



Done this 04 day of APR 2024, 2024 at Makati City.

*[Signature]*  
**ARTEMIO V. PANGANIBAN**  
Affiant  
APR 04 2024

SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_\_\_ 2024 at Makati City, affiant personally appeared before me and exhibited to me his Passport Number P0388884B issued on January 24, 2019 by the DFA, Manila and will expire on January 23, 2029.

Doc. No. 68  
Page No. 11  
Book No. 76  
Series of 2024.

*[Signature]*  
**ATTY. JOEL FERRER FLORES**  
Notary Public for Makati City  
Until December 31, 2024  
Appointment No. M-115(2023-2024)  
Roll of Attorney No. 77376  
MCLE Compliance VII No.0001393  
Jan. 3, 2023 until Apr. 12, 2028  
PTR No. 10073945/ Jan. 2, 2024/ Makati City  
IHP No. 330740/ Jan. 2, 2024/ Pasig City  
1107 Bantay St., Calantipe Nuevo, Makati City

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JAIME C. LAYA**, Filipino, of legal age and a resident of 11 Panay Avenue, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of GMA HOLDINGS, INC. and have been its independent director since 2007;
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position	Period of Service
Philippine Trust Company (Philtrust Bank)	Vice Chairman and President	2021-present
GMA Network, Inc. and GMA Holdings, Inc.	Independent Director	2007-present
Don Noberto Ty Foundation, Inc.	Chairman	2005-present
Society for Cultural Enrichment, Inc.	Vice Chairman	2009-present
Filipinas Opera Society Foundation, Inc.	Chairman	2014-present
Museo del Galeon, Inc.	Trustee and Treasurer	2016-present
Cofradia de la Inmaculada Concepcion	Trustee	1979-present
St. Paul University – Quezon City	Trustee	2002-present
Fundacion Santiago, Inc.	Trustee	2002-present
Cultural Center of the Philippines	Chairman	2003-present
Metropolitan Museum of Manila	Trustee	ca. 2004-present
Yuchengco Museum	Trustee	ca. 2007-present
Escuela Taller de Filipinas Foundation	Trustee	2013-present
Various other NGOs	Trustee	ca. 1990-present
Various family corporations	Chairman	ca. 1960-present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of GMA HOLDINGS, INC., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. To the best of my knowledge, I am not related to any director/officer/substantial shareholder of GMA HOLDINGS, INC. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3. of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I have the required written or consent from the President of the Cultural Center of the Philippines to be an independent director in GMA HOLDINGS, INC. pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.



8. I shall inform the Corporate Secretary of GMA HOLDINGS, INC., of any changes in the above-mentioned information within five (5) days from its occurrence.

Done this \_\_\_\_\_ day of \_\_\_\_\_, 2024 at Makati City.


PTR 04 2024

  
**JAIMÉ C. LAYA**  
Affiant

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ 2024 at Makati City, affiant personally appeared before me and exhibited to me his Passport Number \_\_\_\_\_ by the DFA, Manila issued on \_\_\_\_\_.

APR 04 2024


Doc. No. 66 ;  
Page No 11  
Book No. 20 ;  
Series of 2024.

  
**ATTY. JOEL FERRER FLORES**  
Notary Public for Makati City  
Until December 31, 2024  
Appointment No. M-115(2023-2024)  
Roll of Attorney No. 77376  
MCLE Compliance VII No.0001393  
Jan. 3, 2023 until Apr. 12, 2028  
PTR No. 10073945/ Jan. 2, 2024/ Makati City  
IBP No. 330740/ Jan. 2, 2024/ Pasig City  
1107 Batang St., Calatagan Nuevo, Makati City

# CERTIFICATION

I, ANNA TERESA M. GOZON-VALDES, of legal age, Filipino, with address at GMA Network Center, EDSA Corner Timog Avenue, Diliman Quezon City, after being duly sworn in accordance with law, hereby depose and state that:

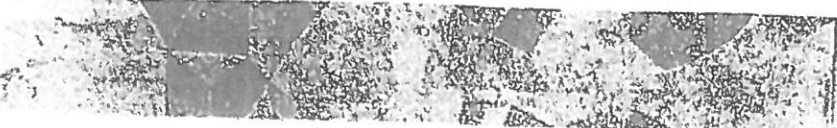
1. I am the Corporate Secretary of GMA Holdings, Inc. with SEC Registration No. CS200602356, a corporation duly organized and existing under the laws of the Philippines, with office address at 3K, North Wing, Fairways Tower Condominium, 5<sup>th</sup> Avenue corner McKinley Road, Fort Bonifacio, Taguig City;
2. In compliance with Article 9(B) of the 1987 Philippine Constitution, none of the Independent Directors and Officers of GMA Holdings, Inc. are elected as public servants and/or appointed in any government agency, local or foreign, without authority of law; provided however that it must be disclosed that as of this date, Dr. Jaime C. Laya is a Trustee (Director) of the Cultural Center of the Philippines. Attached as Annex "A" hereof is the authorization of CCP in favor of Dr. Laya to be a director of a private sector corporation.
3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission.

  
ANNA TERESA M. GOZON-VALDES  
Corporate Secretary  
GMA Holdings, Inc.

SUBSCRIBED AND SWORN to before me this APR 15 2024, 2024.  
Affiant exhibited to me her Passport No. P75355188 issued on September 6, 2021.

Doc. No. 292;  
Page No. 1;  
Book No. 72;  
Series of 2024.

**ATTY. JOEL FERRER FLORES**  
Notary Public for Makati City  
Until December 31, 2024  
Appointment No. M-145(2023-2024)  
Roll of Attorney No. 77376  
MCLE Compliance VII No. 0001393  
Jan. 3, 2023 until Apr. 12, 2023  
PTR No. 10073945/ Jan. 2, 2024/ Makati City  
IFP No. 330740/ Jan. 2, 2024/ Pasig City  
1107 Bataan St., Guadalupe Nuevo, Makati City



Cultural Center of the Philippines  
SEKTORONG PANGKULTURA NG PILIPINAS

To Whom It May Concern:

This is to certify that Mr. JAIME C. LAYA is an incumbent Trustee (Director) of the Cultural Center of the Philippines (CCP).

There is nothing in the law (P.D 15, as amended) governing the CCP which prohibits a trustee of the CCP from becoming a director of a private corporation. Thus, Mr. Laya has the authorization of CCP to be a Director of a private sector corporation.

Issued this 6th day of March 2018.



**ARSENIO C. LIZASO**  
President

ANNUAL MEETING OF THE STOCKHOLDERS  
GMA HOLDINGS, INC.  
May 26, 2023  
via Remote Communication using Zoom Application

**PRESENT:**

Stockholders	Percentage of Shares
Felipe L. Gozon	33.30%
Gilberto R. Duavit, Jr.	33.30%
Joel Marcelo G. Jimenez	33.30%
Dr. Jaime C. Laya	.01%
Chief Justice Artemio V. Panganiban	.04%
Felipe S. Yalong	.01%

**PRESENT DIRECTORS:**

Felipe L. Gozon  
Gilberto R. Duavit, Jr.  
Joel Marcelo G. Jimenez  
Jaime C. Laya  
Artemio V. Panganiban

**ALSO PRESENT:**

Maria Estelita B. Arles-Gozon  
Ayahl Ari Augusto P. Chio  
Anna Teresa M. Gozon-Valdes  
Ronaldo P. Mastrili  
Eduardo P. Santos  
Roy G. Sanico

**REPRESENTATIVES FROM SGV & CO. (EXTERNAL AUDITOR):**

Marydith Miguel  
Carmi Paigma

**I. CALL TO ORDER**

The Chairman of the meeting, Felipe L. Gozon, called the meeting to order at 10:00 a.m.. Atty. Anna Teresa M. Gozon-Valdes, assisted by Atty. Maria Estelita B. Arles-Gozon, acted as the secretary and recorded the minutes.

**II. CERTIFICATION AND NOTICE OF QUORUM**

The Chairman requested the Secretary to certify as to the proper sending of notice and existence of a quorum.

The Corporate Secretary stated that for purposes of the Annual Stockholders' Meeting, the participants are being notified that the proceedings are being recorded in accordance with SEC Memorandum Circular No. 6, series of 2020. The Corporate Secretary also stated that a quorum existed to conduct business, after confirming (a) the location of each of the directors, (b) their ability to clearly hear or see the other attendees, (c) their receipt of the notice of the meeting and other materials, and (d) the device they are using. She also certified that notices of the meeting were sent in accordance with the by-laws of the Corporation and Memorandum Circular No. 6, Series of 2020, of the Securities and Exchange Commission.

A written notice of the Annual Stockholders' Meeting was sent by electronic mail and by personal delivery to all stockholders of record at least twenty-one (21) calendar days prior to the date of the meeting pursuant to SEC Memorandum Circular No. 3 Series of 2020 and the provisions of Article II Section 4 of the Company's By-laws. Accordingly, the Corporate Secretary certified that the Notices of the Annual Stockholders' Meeting have been sent in compliance with the By-Laws of the Company and that 99.96% of the total issued and outstanding common stock were present. She further certified that quorum was present for the transaction of business by the stockholders.

### **III. COMPLIANCE WITH THE REQUIREMENTS UNDER SECTION 49 OF THE REVISED CORPORATION CODE**

The Chairman requested the Corporate Secretary to report, on behalf of the Board of Directors, the Company's compliance with the requirements under Section 49 of the Revised Corporation Code. The Corporate Secretary explained that under Section 49 of the Revised Corporation Code, the Board of Directors shall endeavour to present the stockholders the information flashed on the screen for their consideration:

1. Material Information on the current stockholders, and their voting rights;
2. A detailed, descriptive, balanced and comprehensible assessment of the corporation's performance;
3. An explanation of the dividend policy and the fact of payment of dividends;
4. Directors' profiles which shall include, among others, their qualifications and relevant experience, length of service in the corporations, trainings and continuing education attended, and their board representation in other corporations;
5. A director attendance report in board, committees and in stockholders' meetings;
6. Appraisal reports for the board and the criteria and procedure for assessment;
7. A director compensation report,
8. Director disclosures on self-dealings and related party transactions; and/or
9. The profiles of directors nominated or seeking election or reelection.

The Corporate Secretary likewise stated that the above information were set forth in detail in the Information Statement filed with the SEC and uploaded on the Company's website and the PSE Edge.

Finally, in compliance with Section 49 of the Code, the Corporate Secretary informed the stockholders that the voting and vote tabulation procedures for the meeting were stated in the following summary that was flashed on screen during the meeting for their guidance:

#### VOTING AND VOTING TABULATION PROCEDURES

(a) **Vote Required:** Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote. However, under Philippine law, certain proposed actions may require the vote of at least two thirds (2/3) of the outstanding capital stock of the Company. The manner of voting is non-cumulative, except as to the election of directors.

(b) **Method:** *Straight and cumulative voting.* In the election of directors, the five (5) nominees garnering the highest number of votes shall be elected directors. The stockholder may vote such number of shares for as many person as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided, the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

Voting shall be done by a show of hands. The Corporate Secretary is responsible for voting done by a show of hands.

#### IV. APPROVAL OF THE MINUTES OF THE STOCKHOLDERS' MEETING HELD ON MAY 27, 2022

The Chairman stated that the first item in the order of business was the review and approval of the Minutes of the Stockholders' Meetings held on May 27, 2022. Copies of the said Minutes have been sent via email prior to the meeting. Director Duavit moved that the minutes be approved and adopted. Director Jimenez seconded the motion.

The results of the votes cast for the Agenda was then shown on the screen for the stockholders' information: *Approval of the Minutes of the Stockholders' Meeting held on May 27, 2022: Yes: 99.96% No: 0% Abstain 0%.*

The following resolution was unanimously approved by the stockholders holding 99.96% of the Company's total issued and outstanding shares present:

"RESOLVED, That the Minutes of the Stockholders' Meeting held on May 27, 2022 are hereby APPROVED."



## V. REPORT OF THE PRESIDENT

The Chairman stated that the next item on the Agenda is the Report of the President. He then called Mr. Mastrili, the Company's Comptroller, to present the report of the President. Mr. Mastrili proceeded to read the President's Report as follows:

"Members of our Board of Directors, Fellow shareholders, GMA Holdings officers, *Mga kapuso*, Good Morning.

The Philippine economy recorded an improvement in 2022 with gross domestic product growth of 7.6%, driven by the surge in household consumption and spending following the lifting of pandemic restrictions and the reopening of the economy. The increase in domestic demand was met by growth in the services and industry sectors, with production in most subsectors back to their pre-pandemic levels.<sup>1</sup>

Nevertheless, rising global inflation and higher interest rates as brought about by the war in Ukraine took their toll on share prices in the latter part of the year. As a result, the benchmark Philippine Stock Exchange index went down by 7.8 percent, closing at 6,566.39 from the end-2021 level of 7,122.63. Similarly, the U.S. Dow Jones Industrial Index went down by 8.8 percent from the previous year.

Over the course of the year GMA PDRs dropped in value by 19%, closing at P10.60 per PDR at year end 2022, versus P13.14 per PDR at year end 2021.

GMA Common shares also experienced a 19% decrease in value, closing the year at P11.22 per share, versus P13.84 per share at the close of 2021.

A total of only 72,102,590 PDRs were converted into common shares (GMA7) in 2022, versus 209,365,351 PDRs converted in the prior year. Among the causes for the decrease in PDR conversions was the trading price difference between the GMA Common share and GMA PDR; with the average price gap of P0.22 in the second half of 2022 paling in comparison to the P1.44 difference in the same period in 2021.

By the close of the year, a total of 544,439,141 PDRs had been converted, resulting in an outstanding balance of 400,992,859 PDRs; down from the 945,432,000 PDRs originally issued in 2007.

Revenues settled at P5.00 million in 2022, resulting in a 55% decrease versus the prior year's P11.09 million due to the P6.13 million reduction in Exercise Fees. Interest Income, however, slightly increased to P1.78 million in 2022 versus P1.74 million in 2021, due to higher interest income earned on cash placements.

On the other hand, Operating Expenses for the year totaled P1.20 million, an increase of 22% versus P983 thousand in 2021 due to higher listing fees and local taxes.

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<sup>1</sup> Source: Nikkei Asia <https://asia.nikkei.com/Economy/Philippines-GDP-growth-accelerated-to-7.6-in-2022> and Reuters <https://www.reuters.com/markets/asia/philippines-q4-gdp-grows-72-faster-than-forecast-2023-01-26/>

Consequently, Net Income after tax settled at P3.30 million, translating to a 58% drop year on year, compared to the NIAT of P7.93 million in 2021.

By the end of 2022, total assets stood at P51.49 million, or 9% lower than the prior year's P56.40 million, mainly due to the decreases in cash and cash equivalents and accounts receivable, while total liabilities remained practically unchanged at the P48 million level.

On March 31, 2023, the BOD of GMA Holdings, Inc. approved a cash distribution to PDR holders in the amount of P1.10 per PDR, identical to the dividend rate paid by GMA Network to its common shareholders. Undiminished by the PDR holders' proportionate share in the operating cost of the company, it was remitted to the PDR holders on May 17, 2023.

The BOD likewise approved a cash dividend declaration of P3.30 million, which was paid to the stockholders of GMA Holdings, Inc. on May 16, 2023.

### **Commitment to Good Governance**

We continue to fulfill our commitment to provide quality financial reporting, adopt the best standards of good governance, comply with our statutory reporting requirements and support GMA Network, Inc.'s initiatives to improve the market value of its shares.

Allow me end my report by thanking the Board of Directors and the officers of GMA Holdings, Inc. for their unwavering support and guidance throughout the years.

*Maraming salamat po sa inyong lahat!"*

### *Open forum*

The Chairman opened the floor for questions. He asked if the stockholders had any questions.

There being no questions, Mr. Yalong (CFO/Treasurer/COO) moved that the President/CEO's Annual Report together with the financial statements for the period ending December 31, 2022 be noted and approved. Chief Justice Panganiban seconded.

The results of the votes cast for the Agenda was then shown on the screen for the stockholders' information: *Approval of the Annual Report and the Financial Statements as of December 31, 2022: Yes: 99.96% No: 0% Abstain 0%.*

There being no objection, the following resolution was therefore adopted by the stockholders holding 99.96% of the Company's total issued and outstanding shares present:

“RESOLVED, That, the President/CEO’s Annual Report and the Financial Report for the period ending December 31, 2022 be, as they are, hereby NOTED and APPROVED.”

#### **VI. RATIFICATION OF THE ACTS OF THE MANAGEMENT, THE BOARD OF DIRECTORS, AND THE BOARD COMMITTEES FOR THE PREVIOUS YEAR**

The Chairman stated that the next item on the agenda was the ratification of the various acts of Management, the Board of Directors, and the Board Committees of the Company from May 27, 2022 up to the present. The list of these acts were attached to the agenda for the meeting previously distributed to the stockholders.

The Corporate Secretary explained that the acts of the Management, the Board of Directors and the Committees were all conducted in the ordinary course of business and were reflected in the minutes of the meetings.

Director Laya moved that the various acts of management, the Board of Directors, and the Board Committees from May 27, 2022 up to the present be approved, confirmed and ratified. Director Duavit seconded the motion.

The results of the votes cast for the Agenda was then shown on the screen for the stockholders’ information: Approval and Ratification of the Various Acts of Management, the Board of Directors, and the Board Committees from May 27, 2022 up to the present: *Yes: 99.96% No: 0% Abstain 0%.*

After hearing no objections, the following resolution was unanimously approved by the stockholders holding 99.96% of the Company’s total issued and outstanding shares present:

“RESOLVED, That the various acts of the Management, the Board of Directors and the Board Committees from May 27, 2022 up to the present are hereby RATIFIED and APPROVED.”

#### **VII. APPROVAL OF THE MERITORIOUS JUSTIFICATIONS FOR THE RETENTION OF CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTORS**

The Chairman stated that the next item in the Agenda is the approval of the meritorious justifications of the Board of Directors for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors. He then requested the Corporate Secretary to explain this item on the agenda.

The Corporate Secretary explained that SEC MC No. 4 Series of 2017, provides that in the instance when the Company wishes to retain an independent director who has served for nine (9) years, the Board should provide meritorious justifications and seek shareholders’ approval. On March 31, 2023 the Board of Directors of the Company convened in a Special Meeting and provided meritorious justifications for the retention of Chief Justice Panganiban and Dr. Laya, subject to the stockholders’ approval. The said Meritorious Justifications

was previously attached as *Annex "B-1" of the Rationale for the Salient Matters in the Agenda attached to the Notice of this Meeting* and shown on the screen for the convenience of the stockholders.

Director Jimenez moved for the approval of the meritorious justifications for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors. Mr. Yalong seconded the motion.

The results of the votes cast for the Agenda was then shown on the screen for the stockholders' information: Approval of the meritorious justifications for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors: *Yes: 99.96% No: 0% Abstain 0%.*

After hearing no objections, the following resolution was unanimously approved by the stockholders holding 99.96% of the Company's total issued and outstanding shares present:

"RESOLVED, as it is hereby resolved, that the meritorious justifications for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as the Company's Independent Directors be, as they are, hereby APPROVED and RATIFIED."

## VIII. ELECTION OF DIRECTORS

The Chairman stated that the next item on the agenda was the election of directors, including the Independent Directors, for the ensuing year. He requested the Corporate Secretary to explain the Nomination Process of the Company for the information of the stockholders.

The Corporate Secretary explained that the Corporation's nomination process allows the Board of Directors and the stockholders to assess the abilities and sustainability of each candidate. The procedure and requirements for nomination as adopted by the Corporation under its By-laws and in accordance with Section 49 of the Revised Corporation Code are set forth in the Information Statement.

The Chairman then asked Mr. Duavit to present the nominees to the Board of Directors for the year 2023-2024.

The President reported that the following are the nominees to the Board of Directors for the year 2023-2024:

Mr. Gilberto R. Duavit, Jr.  
Atty. Felipe L. Gozon  
Mr. Joel Marcelo G. Jimenez  
Dr. Jaime C. Laya  
Chief Justice Artemio V. Panganiban

Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya are being nominated as independent directors.

Director Jimenez moved that the votes be cast in favor of the nominees. Mr. Yalong seconded the motion.

The Chairman then requested the Corporate Secretary to report the votes cast for each of the nominees.

The Corporate Secretary stated that each of the nominees received votes representing 99.96% of the total issued and outstanding shares of the Company, as follows:

Mr. Gilberto R. Duavit, Jr.	99.96%
Atty. Felipe L. Gozon	99.96%
Mr. Joel Marcelo G. Jimenez	99.96%
Dr. Jaime C. Laya	99.96%
Chief Justice Artemio V. Panganiban	99.96%

Upon motion duly made and seconded, and hearing no objections, the following were unanimously elected as members of the Board of Directors for the ensuing year 2023-2024, until their successors shall have been duly elected, by the stockholders holding 99.96% of the Company's total issued and outstanding shares present and represented:

Mr. Gilberto R. Duavit, Jr.  
Atty. Felipe L. Gozon  
Mr. Joel Marcelo G. Jimenez  
Dr. Jaime C. Laya (*Independent Director*)  
Chief Justice Artemio V. Panganiban (*Independent Director*)

#### **IX. APPOINTMENT OF THE EXTERNAL AUDITOR**

The Chairman stated that the next item on the agenda was the appointment of an external auditor. The present external auditor of the Company is the auditing firm of Sycip Gorres Velayo & Co.. The Chairman requested the Chairman of the Audit and Risk Management Committee to give its recommendation from the external auditor of the Company.

Director Laya stated that the Audit and Risk Management Committee has reviewed the performance and fees of the current external auditor. On March 31, 2023, the Board of Directors approved the recommendation of the Audit and Risk Management Committee to appoint Sycip Gorres Velayo & Co as the Company's external auditor, subject to the approval of the stockholders.

Mr. Yalong moved for the appointment of Sycip Gorres Velayo & Co. as the external auditor of the Corporation. Director Jimenez seconded the motion.

The results of the votes cast for the Agenda was then shown on the screen for the stockholders' information: Appointment of SGV& Co. as the external auditor of the Corporation *Yes: 99.96% No: 0% Abstain 0%*.

After hearing no objections, the following resolution was unanimously approved by the stockholders holding 99.96% of the Company's total issued and outstanding shares present:

"RESOLVED, That Sycip Gorres Velayo & Co. be appointed as the External Auditor of the Company for FY2023."

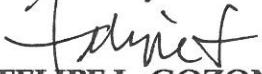
#### X. ADJOURNMENT

There being no more items to discuss, the meeting was adjourned at 10:20 a.m.

Prepared By:

  
ANNA TERESA M. GOZON-VALDES  
*Corporate Secretary*

Attested By:

  
FELIPE L. GOZON  
*Chairman of the Meeting*

SUBJECT TO APPROVAL AT THE NEXT STOCKHOLDERS' MEETING



THE LAW FIRM OF  
**BELO GOZON ELMA  
PAREL ASUNCION & LUCILA**

15<sup>th</sup> Floor, 111 Sagittarius Condominiums  
H.V. dela Costa Street, Salcedo Village, Makati City 1227

Tel. Nos. 8816-3716 , 8816-3719  
8812-4496 to 97  
8814-0606 to 09  
Fax: (632)8817-0696  
(632)8812-0008  
E-mail: mail@bgepal.com  
Website: www.bgepal.com

ANNEX "J"

May 10, 2023

Enrique M. Belo (1922-2004)  
Felipe L. Gozon  
Magdangal B. Elma  
Roberto O. Parel  
Gener E. Asuncion  
Roberto Rafael V. Lucila (1956-2021)  
Eric Vincent A. Estoesta  
Pierre M. Cantara  
Regino A. Moreno

---

Anna-Teresa M. Gozon \*  
Yvonne Angeli C. Lee  
Maria Theresa E. De Mesa  
Felipe Enrique M. Gozon Jr.  
Maria Estelita B. Arles-Gozon  
Maximilian Chua

---

Giancarlo Lorenzo S. Gempis  
Ursulaine Grace C. Feliciano  
\* On Leave

**DIRECTOR VICENTE GRACIANO P. FELIZMENIO, JR.**  
**Markets & Securities Regulation Department**  
**Securities and Exchange Commission**

*Re : GMA Holdings, Inc.: Compliance with SEC  
MC No. 23 S. 2020*

---

Dear Sir,

We write on behalf of our client, GMA Holdings, Inc. (the "Corporation") to respectfully inform this Honorable Office that on May 5, 2023, we caused the personal delivery to the Company's stockholders of record of the Notice of the Company's Annual Stockholders' Meeting on May 26, 2023. This is in compliance with SEC Memorandum Circular No. 3, Series of 2020 and pursuant to Article II Section 4 of the Company's By-laws. The Notice and the required attachments are also available in the Company's website <https://www.gmaholdingsinc.com/disclosures/info> and on PSE Edge.

We also respectfully attach a copy of the Notarized Affidavit of Personal Delivery signed by Mr. Gil Canzado of the Law Firm of Belo Gozon Elma Parel Asuncion and Lucila as well as the received copies of the Notice distributed to the stockholders, for the information and reference of this Honorable Office.

Thank you very much.

Very truly yours,

**BELO GOZON ELMA  
PAREL ASUNCION & LUCILA**

By:



**REGINO A. MORENO**  
Senior Partner



**MARIA ESTELITA B. ARLES-GOZON**



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

### AFFIDAVIT

I, **GIL CANZADO** of legal age, Filipino, a messenger of BELO GOZON PAREL ASUNCION and LUCILA with office address at 15th Floor, Sagittarius Condominium, H.V. dela Costa St., Salcedo Village Makati, Metro Manila, after being duly sworn, depose and state: that on May 5, 2023, I distributed the Notice of the Annual Stockholders' Meeting of GMA Holdings, Inc. together with the relevant attachments to following:

Felipe L. Gozon

Gilberto R. Duavit, Jr.

Joel Marcelo G. Jimenez

Artemio V. Panganiban

Jaime C. Laya

Felipe S. Yalong

by personal delivery. Attached are the receiving copies of the delivered documents.

Done this 8th day of May 2023 at Makati City.

  
**GIL CANZADO**  
Affiant

MAY 08 2023

SUBSCRIBED AND SWORN to before me this \_\_\_ day of May 2023, at Makati City, affiant exhibiting to me his SSS ID No.06-1224055-9.

  
**ATTY. GEORGE DAVID D. SITON**  
MAGISTRATE JUDGE  
ROLL NO. 62387  
IBP 0.10.2022

Doc. No. 104

Delivered to: Atty. Felipe L. Gozon

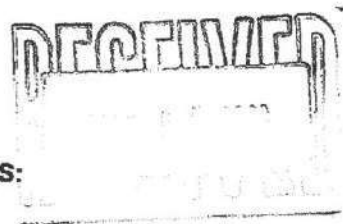
Date: May 5, 2023

Received by: \_\_\_\_\_

*[Handwritten Signature]*  
RJ ROWS

April 28, 2023

**NOTICE TO STOCKHOLDERS:**



**Gilberto R. Duavit, Jr.**  
**Felipe L. Gozon**  
**Joel Marcelo G. Jimenez**  
**Jaime C. Laya**  
**Artemio V. Panganiban**  
**Manuel P. Quiogue (Deceased)**  
**Felipe S. Yalong**

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of GMA Holdings, Inc. ("Company") is on **May 26, 2023 (Friday) at 10:00 a.m.** via remote communication through Zoom application through: <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEq0Y0txazBNZVdoZVVfZz09> to consider, discuss or vote on the following:

1. Call to order
2. Certification and Notice of Quorum
3. Approval of the Minutes of the Stockholders' Meeting held on May 27, 2022
4. Report of the President
5. Ratification of Acts of the Board of Directors for the previous year
6. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors
7. Election of Directors, including the Independent Directors
8. Election of the External Auditor
9. Consideration of such other business as may properly come before the meeting
10. Adjournment

For purposes of determining the stockholders entitled to notice, or to vote at the stockholders' meeting, the Board of Directors has set the record date of April 26, 2023.

Due to the COVID-19 global pandemic, the Company will be conducting the annual stockholders' meeting via remote communication. The conduct of the annual stockholders' meeting including the attendance and participation thereto will be through Zoom application.

Stockholders who intend to attend and participate via remote communication shall notify the Company by email to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com) beginning April 26, 2023 until May 25, 2023 and shall register in accordance with the procedure set forth in the attached *Procedure for Registration, Participation, Attendance and Voting in the Meeting by Remote Communication* (Annex "A") and in the Information Statement. Upon successful registration, the password for the meeting link will be sent to the participant/stockholder.

A copy of the Information Statement, Management Report, and Audited Financial Statements may be viewed and downloaded through <http://www.gmaholdingsinc.com/>.

On April 21, 2023 the Nomination Committee prepared a Final List of Candidates for regular and independent directors. The requirements and procedure for nomination and election are set forth in detail under the Rationale for the Salient Matters Contained in the Agenda (Annex "B" hereof).

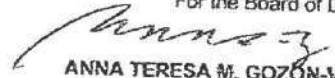
A video and audio recording of the Annual Stockholders' Meeting will be available on-line ten (10) days after the meeting and the recording shall be available for access by the stockholder within thirty (30) days from posting date, subject to the stockholder's compliance with the requirements set forth in Annex "A".

**We are not soliciting your proxy.** However, if you are unable to attend the meeting but would like to be represented thereat, you may accomplish the sample proxy form attached to the Notice of the Meeting (Annex "C" hereof). Stockholders who wish to appoint a proxy should submit advance electronic copies of their duly accomplished forms during registration and must send originals on or before 5:00 p.m. of May 25, 2023 at the Office of the Corporate Secretary at 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City. Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned Corporate Secretary. Pursuant to Section 7 of the Company's By-laws "all proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting."

For complete information on the annual meeting, kindly visit: <https://www.gmaholdingsinc.com/disclosures/info>. A copy of the Information Statement, Management Report, Audited Financial Statements, relevant certifications, and the Annual Report may be viewed and downloaded from <https://www.gmaholdingsinc.com/disclosures/info>.

Hard copies of the Information Statement will be available upon request of the stockholder by sending an email to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

For the Board of Directors:



**ANNA TERESA M. GOZÓN-VALDES**  
*Corporate Secretary*

**2023 Annual Stockholders' Meeting  
GMA Holdings, Inc.**

**Procedure for: (1) Registration, Participation and Attendance in the GMA Holdings, Inc.'s Annual  
Stockholders' Meeting 2023 by Remote Communication**

GMA Holdings, Inc.'s (the "Company" or GHI) 2023 Annual Stockholders' Meeting will be conducted via remote communication through the Zoom application through <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEq0Y0txazBNZVdoZVVFZz09>

**I. Registration to participate/attend at the meeting or vote *in absentia***

- 1.) Participants must have or must create a free personal Zoom account.
- 2.) Stockholders who wish to attend and participate at the meeting by remote communication or vote *in absentia* shall notify the Corporate Secretary of his or her intention.
- 3.) Upon validation, the stockholder will receive an email with the link and the password for the meeting.

Registration shall run until **May 25, 2023**.

- 4.) Stockholders may send questions any time before the meeting to the following email address [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com);

**II. Procedure before the GHI Annual Stockholders' Meeting 2023**

- 1.) The participant will log into Zoom using the registered account;
- 2.) The participant will click on the meeting link and enter the password for the meeting;
- 3.) The participant will choose/confirm the meeting title: "GMA Holdings, Inc. 2023 Annual Stockholders' Meeting";
- 4.) The participant will wait for him/her to be admitted by the Host to the meeting;
- 5.) The participant will wait for the Host to start the meeting.

### **III. Procedure during the GHI Annual Stockholders' Meeting 2023**

- 1.) The members of the Company's Board of Directors and the Corporate Secretary will be the panelists for the meeting.
- 2.) Each of the proposed resolutions and/or items in the Agenda will be shown on the screen while such resolution or item is passed during the meeting.
- 3.) During the meeting, the attendees at the meeting can participate by asking questions or providing comments.

### **IV. Procedure for Voting During the Meeting**

- 1.) Voting for matters to be submitted for approval including the election of directors shall be made in person via remote communication or by proxy.
- 2.) Voting shall be done by yeas or nays during the meeting.
- 3.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 4.) Directors will be elected by plurality of votes and every stockholder will be entitled to cumulate his votes. In the absence of any specific instruction from the stockholder on the manner by which he or she shall wish to cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the names of the nominees voted by him or her.
- 5.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 6.) The Corporate Secretary shall report the results of voting during the meeting.

### **V. After the Meeting**

- 1.) The recording of the meeting will be available ten (10) days after the meeting, and the recording shall be available for access by GHI's stockholders within thirty (30) days from posting date. Any stockholder of GHI who wishes to access the recording of the 2023 Annual Stockholders' Meeting shall send his or her request therefor to gmcawile@bgepal.com. Upon receipt of the stockholder's request and upon proper validation, the recording will be sent via email to the stockholder.
- 2.) Stockholders shall have two weeks from posting of the recording of the meeting to inform GHI of any issues, clarifications and concerns on the matters arising from the meeting conducted.

## **ANNEX "B"**

### **RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA**

#### **Call to Order**

The Chairman will call the meeting to order at 10:00 a.m. on May 26, 2023.

#### **Certification of Notice and Quorum**

The Corporate Secretary will certify that a written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Annual Stockholders' Meeting 2023 by Remote Communication and Procedure under Annex "A" of the Notice above.

#### **Approval of the Minutes of the Annual Stockholders' Meeting Held on May 27, 2022**

The approval of the minutes of the previous Stockholders' Meetings on May 27, 2022 is made part of the agenda for transparency and in order to comply with the requirements of the Company's By-laws, the Revised Corporation Code of the Philippines (Republic Act No. 11232), as well as the pertinent rules and regulations of the Securities and Exchange Commission ("SEC").

#### **Annual Report of the Chairman and Chief Executive Officer**

The annual report of the Chief Executive Officer is made part of the Agenda in order to inform the stockholders of the Company's financial performance during the previous year and to adhere to the principles of transparency and good corporate governance.

#### **Financial Report**

The Company's financial performance during the year 2022 has been detailed in the Audited Financial Statements (AFS) of the Company which were reviewed in audit by the Company's independent external auditor. The AFS have been reviewed and approved by the Board of Directors, as recommended by the Audit and Risk Management Committee.

#### **Ratification of the Acts of the Board of Directors/Corporate Officers**

The Acts of the Board of Directors/Corporate Officers were duly deliberated prior to their approval and were conducted in the Company's ordinary course of business. The aforementioned acts of the Board of Directors are submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

#### **Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors**

On March 31, 2023, the Board of Directors of the Company provided meritorious reasons for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime Laya as Independent Directors, subject to stockholders' approval at the May 26, 2023 Annual Stockholders' Meeting. The meritorious reasons for their recommended retention are set for as Annex "B-1" hereof.

### **Election of Directors (including the Independent Directors)**

The incumbent Directors have been recommended by the Company's Nomination Committee for re-election. On the basis of the nominated directors' proven track record as shown by the results of the Company's performance and after review of their qualifications, the said Directors were recommended for re-election by the Nomination Committee. Their appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

### **Procedure for Nomination of Directors**

Under Section 1 of the Corporation's By-laws, the Board of Directors shall be elected by and from among the stockholders.

Under Section 9 of the Corporation's By-laws:

1. Nomination of Independent Director/s shall be conducted by the Nomination Committee prior to the stockholders' meeting.
2. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the Information about all the nominees for Independent Directors.
5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
6. Only the nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting.

### **Election of the External Auditor**

Upon the recommendation of the Audit and Risk Management Committee and after proper deliberation, the Board approved the re-appointment of SyCip Gorres & Velayo & Co. (SGV) as the Company's external auditor for 2023. The SGV's appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.



## ANNEX "B-1"

### JUSTIFICATIONS FOR THE RETENTION OF CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTORS, AFTER SERVING THE MAXIMUM CUMULATIVE TERM OF NINE (9) YEARS (RECKONED FROM 2012) PRESCRIBED UNDER SEC MC NO. 4-2017

"The wealth of experience of Chief Justice Panganiban and Dr. Jaime Laya as shown by their educational and professional background will contribute immensely to the corporate objectives of the Company with due observance of good corporate governance.

Chief Justice Artemio V. Panganiban was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines—a position he held until December 2006. He was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands.

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 non-government 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.

Given his unique educational and professional background, Independent Director Chief Justice Panganiban is able to effectively guide and judiciously counsel the Board on the Company's issues and matters concerning compliance with all pertinent laws, jurisprudence, codes of best business practices and good corporate governance.

Independent Director Chief Justice Panganiban diligently reviews all matters for approval by the Board and asks necessary probing questions on them, and seeks clarifications and explanations when necessary. Independent Director Chief Justice Panganiban has been instrumental in resolving management, legal and regulatory related issues which is primarily attributable to his exceptional legal background and experience.

Dr. Jaime C. Laya, on the other hand, 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 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. Dr. 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.

Due to Independent Director Dr. Laya's unique financial and accounting background he is able to effectively oversee the company's financial and internal and external audit processes. He is able to lead the Audit Committee to provide a general evaluation and assistance in the overall improvement of the risk management, control and governance process of the Company. During the meetings of the Audit Committee Independent Director Dr. Laya evaluates the audit plans, and programs and evaluates significant issues reported by the Internal Audit and External Auditor relating to the efficiency and effectiveness of policies and controls of the Company.

Independent Director Dr. Laya has been instrumental in resolving audit and risk related issues that only a person with his sterling qualifications can offer the Board of Directors.

As Independent Directors, Chief Justice Panganiban and Dr. Jaime C. Laya provide and/or give due consideration to independent views during Board Meetings. They recommend sound strategic advice on programs relating to the Corporation's business plans and Management's overall performance. They participate on critical matters before the Board and the Board Committees of which they are members. They ensure that their personal interests do not bias their vote on matters submitted for the approval of the Board.

Both Independent Directors Dr. Jaime Laya and Chief Justice Artemio V. Panganiban have shown unquestionable integrity, probity and independence in the exercise of their functions as Chairman and Member of the Audit and Risk Management Committee, respectively."

ANNEX "C"

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors as set forth in the Notice of the Meeting and Information Statement  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain

5. Election of Directors (including the Independent Directors)

(Note: By checking the space provided before the name of the nominee, you are casting your vote in favor of the said nominee. By not checking the space provided across the name of the nominee, you are withholding the authority to vote for the said nominee.)

- \_\_\_ Chief Justice Artemio V. Panganiban (as Independent Director)
- \_\_\_ Dr. Jaime C. Laya (as Independent Director)
- \_\_\_ Mr. Gilberto R. Duavit, Jr.
- \_\_\_ Atty. Felipe L. Gozon
- \_\_\_ Mr. Joel Marcelo G. Jimenez

*For any specific instruction on the manner by which you wish to cumulate your votes for the nominees, please indicate the same in the space provided below. In the absence of any such instruction the vote shall be cast equally among your voted nominees:*

---

---

6. Appointment of Sycip Gorres Velayo & Co. as the External Auditor:

For  Against  Abstain

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
No. of Shares Held

THE DULY ACCOMPLISHED PROXY MUST BE SUBMITTED TO AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY AT 15/F SAGITTARIUS BUILDING, H.V. DE LA COSTA STREET, SALCEDO VILLAGE, MAKATI ON OR BEFORE MAY 25, 2023. THE FORM MAY BE SENT IN ADVANCE BY EMAIL TO [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED. UPON PROPER VALIDATION, THE PROXY WILL BE VOTED IN THE MANNER DIRECTED THEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS INDICATED, THE PROXY WILL BE VOTED IN FAVOR OF THE AGENDA ITEMS, THE ELECTION OF ALL THE NOMINEES AND SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN THE INFORMATION STATEMENT.

THIS PROXY SHALL CONTINUE UNTIL SUCH TIME AS THE SAME IS WITHDRAWN OR SUPERSEDED AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED, BY AN APPROPRIATE NOTICE IN WRITING TO THE CORPORATE SECRETARY OF **GMA HOLDINGS, INC.**

**ANNEX "C"**

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application** on **Friday, May 26, 2023** at **10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
- 2022 2. Approval of the Annual Report and Audited Financial Statements as of December 31,  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V.

GMA HOLDINGS, INC.

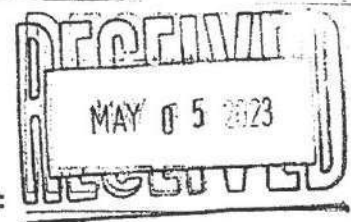
Delivered to: Mr. Gilberto R. Duavit, Jr.

Date: May 5, 2023

Received by:

*Phil*  
RJ REVIS

April 28, 2023



**NOTICE TO STOCKHOLDERS:**

- Gilberto R. Duavit, Jr.
- Felipe L. Gozon
- Joel Marcelo G. Jimenez
- Jaime C. Laya
- Artemio V. Panganiban
- Manuel P. Qulogue (Deceased)
- Felipe S. Yalong

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of GMA Holdings, Inc. ("Company") is on **May 26, 2023 (Friday) at 10:00 a.m.** via remote communication through Zoom application through: <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEducEg0Y0txazBNZVdoZVVVFz09> to consider, discuss or vote on the following:

1. Call to order
2. Certification and Notice of Quorum
3. Approval of the Minutes of the Stockholders' Meeting held on May 27, 2022
4. Report of the President
5. Ratification of Acts of the Board of Directors for the previous year
6. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors
7. Election of Directors, including the Independent Directors
8. Election of the External Auditor
9. Consideration of such other business as may properly come before the meeting
10. Adjournment

For purposes of determining the stockholders entitled to notice, or to vote at the stockholders' meeting, the Board of Directors has set the record date of April 26, 2023.

Due to the COVID-19 global pandemic, the Company will be conducting the annual stockholders' meeting via remote communication. The conduct of the annual stockholders' meeting including the attendance and participation thereto will be through Zoom application.

Stockholders who intend to attend and participate via remote communication shall notify the Company by email to [gmcawile@bgcpal.com](mailto:gmcawile@bgcpal.com) beginning April 26, 2023 until May 25, 2023 and shall register in accordance with the procedure set forth in the attached *Procedure for Registration, Participation, Attendance and Voting in the Meeting by Remote Communication* (Annex "A") and in the Information Statement. Upon successful registration, the password for the meeting link will be sent to the participant/stockholder.

A copy of the Information Statement, Management Report, and Audited Financial Statements may be viewed and downloaded through <http://www.gmaholdingsinc.com/>.

On April 21, 2023 the Nomination Committee prepared a Final List of Candidates for regular and independent directors. The requirements and procedure for nomination and election are set forth in detail under the Rationale for the Salient Matters Contained in the Agenda (Annex "B" hereof).

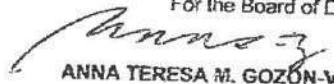
A video and audio recording of the Annual Stockholders' Meeting will be available on-line ten (10) days after the meeting and the recording shall be available for access by the stockholder within thirty (30) days from posting date, subject to the stockholder's compliance with the requirements set forth in Annex "A".

**We are not soliciting your proxy.** However, if you are unable to attend the meeting but would like to be represented thereat, you may accomplish the sample proxy form attached to the Notice of the Meeting (Annex "C" hereof). Stockholders who wish to appoint a proxy should submit advance electronic copies of their duly accomplished forms during registration and must send originals on or before 5:00 p.m. of May 25, 2023 at the Office of the Corporate Secretary at 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City. Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned Corporate Secretary. Pursuant to Section 7 of the Company's By-laws "all proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting."

For complete information on the annual meeting, kindly visit: <https://www.gmaholdingsinc.com/disclosures/info>. A copy of the Information Statement, Management Report, Audited Financial Statements, relevant certifications, and the Annual Report may be viewed and downloaded from <https://www.gmaholdingsinc.com/disclosures/info>.

Hard copies of the Information Statement will be available upon request of the stockholder by sending an email to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

For the Board of Directors:



ANNA TERESA M. GOZÓN-VALDES  
*Corporate Secretary*



**2023 Annual Stockholders' Meeting  
GMA Holdings, Inc.**

**Procedure for: (1) Registration, Participation and Attendance in the GMA Holdings, Inc.'s Annual  
Stockholders' Meeting 2023 by Remote Communication**

GMA Holdings, Inc.'s (the "Company" or GHI) 2023 Annual Stockholders' Meeting will be conducted via remote communication through the Zoom application through <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEq0Y0txazBNZVdoZVVZz09>

**I. Registration to participate/attend at the meeting or vote *in absentia***

- 1.) Participants must have or must create a free personal Zoom account.
- 2.) Stockholders who wish to attend and participate at the meeting by remote communication or vote *in absentia* shall notify the Corporate Secretary of his or her intention.
- 3.) Upon validation, the stockholder will receive an email with the link and the password for the meeting.

Registration shall run until **May 25, 2023**.

- 4.) Stockholders may send questions any time before the meeting to the following email address [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com);

**II. Procedure before the GHI Annual Stockholders' Meeting 2023**

- 1.) The participant will log into Zoom using the registered account;
- 2.) The participant will click on the meeting link and enter the password for the meeting;
- 3.) The participant will choose/confirm the meeting title: "GMA Holdings, Inc. 2023 Annual Stockholders' Meeting";
- 4.) The participant will wait for him/her to be admitted by the Host to the meeting;
- 5.) The participant will wait for the Host to start the meeting.

### **III. Procedure during the GHI Annual Stockholders' Meeting 2023**

- 1.) The members of the Company's Board of Directors and the Corporate Secretary will be the panelists for the meeting.
- 2.) Each of the proposed resolutions and/or items in the Agenda will be shown on the screen while such resolution or item is passed during the meeting.
- 3.) During the meeting, the attendees at the meeting can participate by asking questions or providing comments.

### **IV. Procedure for Voting During the Meeting**

- 1.) Voting for matters to be submitted for approval including the election of directors shall be made in person via remote communication or by proxy.
- 2.) Voting shall be done by yeas or nays during the meeting.
- 3.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 4.) Directors will be elected by plurality of votes and every stockholder will be entitled to cumulate his votes. In the absence of any specific instruction from the stockholder on the manner by which he or she shall wish to cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the names of the nominees voted by him or her.
- 5.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 6.) The Corporate Secretary shall report the results of voting during the meeting.

### **V. After the Meeting**

- 1.) The recording of the meeting will be available ten (10) days after the meeting, and the recording shall be available for access by GHI's stockholders within thirty (30) days from posting date. Any stockholder of GHI who wishes to access the recording of the 2023 Annual Stockholders' Meeting shall send his or her request therefor to gmcauile@bgepal.com. Upon receipt of the stockholder's request and upon proper validation, the recording will be sent via email to the stockholder.
- 2.) Stockholders shall have two weeks from posting of the recording of the meeting to inform GHI of any issues, clarifications and concerns on the matters arising from the meeting conducted.

## **ANNEX "B"**

### **RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA**

#### **Call to Order**

The Chairman will call the meeting to order at 10:00 a.m. on May 26, 2023.

#### **Certification of Notice and Quorum**

The Corporate Secretary will certify that a written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Annual Stockholders' Meeting 2023 by Remote Communication and Procedure under Annex "A" of the Notice above.

#### **Approval of the Minutes of the Annual Stockholders' Meeting Held on May 27, 2022**

The approval of the minutes of the previous Stockholders' Meetings on May 27, 2022 is made part of the agenda for transparency and in order to comply with the requirements of the Company's By-laws, the Revised Corporation Code of the Philippines (Republic Act No. 11232), as well as the pertinent rules and regulations of the Securities and Exchange Commission ("SEC").

#### **Annual Report of the Chairman and Chief Executive Officer**

The annual report of the Chief Executive Officer is made part of the Agenda in order to inform the stockholders of the Company's financial performance during the previous year and to adhere to the principles of transparency and good corporate governance.

#### **Financial Report**

The Company's financial performance during the year 2022 has been detailed in the Audited Financial Statements (AFS) of the Company which were reviewed in audit by the Company's independent external auditor. The AFS have been reviewed and approved by the Board of Directors, as recommended by the Audit and Risk Management Committee.

#### **Ratification of the Acts of the Board of Directors/Corporate Officers**

The Acts of the Board of Directors/Corporate Officers were duly deliberated prior to their approval and were conducted in the Company's ordinary course of business. The aforementioned acts of the Board of Directors are submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

#### **Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors**

On March 31, 2023, the Board of Directors of the Company provided meritorious reasons for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime Laya as Independent Directors, subject to stockholders' approval at the May 26, 2023 Annual Stockholders' Meeting. The meritorious reasons for their recommended retention are set for as Annex "B-1" hereof.

### **Election of Directors (including the Independent Directors)**

The incumbent Directors have been recommended by the Company's Nomination Committee for re-election. On the basis of the nominated directors' proven track record as shown by the results of the Company's performance and after review of their qualifications, the said Directors were recommended for re-election by the Nomination Committee. Their appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

### **Procedure for Nomination of Directors**

Under Section 1 of the Corporation's By-laws, the Board of Directors shall be elected by and from among the stockholders.

Under Section 9 of the Corporation's By-laws:

1. Nomination of Independent Director/s shall be conducted by the Nomination Committee prior to the stockholders' meeting.
2. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for Independent Directors.
5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
6. Only the nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting.

### **Election of the External Auditor**

Upon the recommendation of the Audit and Risk Management Committee and after proper deliberation, the Board approved the re-appointment of SyCip Gorres & Velayo & Co. (SGV) as the Company's external auditor for 2023. The SGV's appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

## ANNEX "B-1"

JUSTIFICATIONS FOR THE RETENTION OF CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTORS, AFTER SERVING THE MAXIMUM CUMULATIVE TERM OF NINE (9) YEARS (RECKONED FROM 2012) PRESCRIBED UNDER SEC MC NO. 4-2017

"The wealth of experience of Chief Justice Panganiban and Dr. Jaime Laya as shown by their educational and professional background will contribute immensely to the corporate objectives of the Company with due observance of good corporate governance.

Chief Justice Artemio V. Panganiban was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines—a position he held until December 2006. He was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands.

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 non-government 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.

Given his unique educational and professional background, Independent Director Chief Justice Panganiban is able to effectively guide and judiciously counsel the Board on the Company's issues and matters concerning compliance with all pertinent laws, jurisprudence, codes of best business practices and good corporate governance.

Independent Director Chief Justice Panganiban diligently reviews all matters for approval by the Board and asks necessary probing questions on them, and seeks clarifications and explanations when necessary. Independent Director Chief Justice Panganiban has been instrumental in resolving management, legal and regulatory related issues which is primarily attributable to his exceptional legal background and experience.

Dr. Jaime C. Laya, on the other hand, 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 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. Dr. 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.

Due to Independent Director Dr. Laya's unique financial and accounting background he is able to effectively oversee the company's financial and internal and external audit processes. He is able to lead the Audit Committee to provide a general evaluation and assistance in the overall improvement of the risk management, control and governance process of the Company. During the meetings of the Audit Committee Independent Director Dr. Laya evaluates the audit plans, and programs and evaluates significant issues reported by the Internal Audit and External Auditor relating to the efficiency and effectiveness of policies and controls of the Company.

Independent Director Dr. Laya has been instrumental in resolving audit and risk related issues that only a person with his sterling qualifications can offer the Board of Directors.

As Independent Directors, Chief Justice Panganiban and Dr. Jaime C. Laya provide and/or give due consideration to independent views during Board Meetings. They recommend sound strategic advice on programs relating to the Corporation's business plans and Management's overall performance. They participate on critical matters before the Board and the Board Committees of which they are members. They ensure that their personal interests do not bias their vote on matters submitted for the approval of the Board.

Both Independent Directors Dr. Jaime Laya and Chief Justice Artemio V. Panganiban have shown unquestionable integrity, probity and independence in the exercise of their functions as Chairman and Member of the Audit and Risk Management Committee, respectively."

**ANNEX "C"**

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors as set forth in the Notice of the Meeting and Information Statement  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain

5. Election of Directors (including the Independent Directors)

(Note: By checking the space provided before the name of the nominee, you are casting your vote in favor of the said nominee. By not checking the space provided across the name of the nominee, you are withholding the authority to vote for the said nominee.)

- \_\_\_ Chief Justice Artemio V. Panganiban (as Independent Director)
- \_\_\_ Dr. Jaime C. Laya (as Independent Director)
- \_\_\_ Mr. Gilberto R. Duavit, Jr.
- \_\_\_ Atty. Felipe L. Gozon
- \_\_\_ Mr. Joel Marcelo G. Jimenez

*For any specific instruction on the manner by which you wish to cumulate your votes for the nominees, please indicate the same in the space provided below. In the absence of any such instruction the vote shall be cast equally among your voted nominees:*

---

---

6. Appointment of Sycip Gorres Velayo & Co. as the External Auditor:

For  Against  Abstain

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
No. of Shares Held

THE DULY ACCOMPLISHED PROXY MUST BE SUBMITTED TO AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY AT 15/F SAGITTARIUS BUILDING, H.V. DE LA COSTA STREET, SALCEDO VILLAGE, MAKATI ON OR BEFORE MAY 25, 2023. THE FORM MAY BE SENT IN ADVANCE BY EMAIL TO [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED. UPON PROPER VALIDATION, THE PROXY WILL BE VOTED IN THE MANNER DIRECTED THEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS INDICATED, THE PROXY WILL BE VOTED IN FAVOR OF THE AGENDA ITEMS, THE ELECTION OF ALL THE NOMINEES AND SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN THE INFORMATION STATEMENT.

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2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
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\_\_\_ For \_\_\_ Against \_\_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V.

Delivered to: Mr. Joel Marcelo G. Jimenez

Date: May 5, 2023

Received by:

*Leonisuelo*  
*LANI CONSUELO*

April 28, 2023

**NOTICE TO STOCKHOLDERS:**

**Gilberto R. Duavit, Jr.**  
**Felipe L. Gozon**  
**Joel Marcelo G. Jimenez**  
**Jaime C. Laya**  
**Artemio V. Panganiban**  
**Manuel P. Quiogue (Deceased)**  
**Felipe S. Yalong**

Dear Stockholder:

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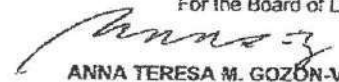
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For the Board of Directors:



**ANNA TERESA M. GOZÓN-VALDES**  
*Corporate Secretary*

**2023 Annual Stockholders' Meeting  
GMA Holdings, Inc.**

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- 2.) Voting shall be done by yeas or nays during the meeting.
- 3.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 4.) Directors will be elected by plurality of votes and every stockholder will be entitled to cumulate his votes. In the absence of any specific instruction from the stockholder on the manner by which he or she shall wish to cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the names of the nominees voted by him or her.
- 5.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 6.) The Corporate Secretary shall report the results of voting during the meeting.

### **V. After the Meeting**

- 1.) The recording of the meeting will be available ten (10) days after the meeting, and the recording shall be available for access by GHI's stockholders within thirty (30) days from posting date. Any stockholder of GHI who wishes to access the recording of the 2023 Annual Stockholders' Meeting shall send his or her request therefor to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com). Upon receipt of the stockholder's request and upon proper validation, the recording will be sent via email to the stockholder.
- 2.) Stockholders shall have two weeks from posting of the recording of the meeting to inform GHI of any issues, clarifications and concerns on the matters arising from the meeting conducted.

## **ANNEX "B"**

### **RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA**

#### **Call to Order**

The Chairman will call the meeting to order at 10:00 a.m. on May 26, 2023.

#### **Certification of Notice and Quorum**

The Corporate Secretary will certify that a written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Annual Stockholders' Meeting 2023 by Remote Communication and Procedure under Annex "A" of the Notice above.

#### **Approval of the Minutes of the Annual Stockholders' Meeting Held on May 27, 2022**

The approval of the minutes of the previous Stockholders' Meetings on May 27, 2022 is made part of the agenda for transparency and in order to comply with the requirements of the Company's By-laws, the Revised Corporation Code of the Philippines (Republic Act No. 11232), as well as the pertinent rules and regulations of the Securities and Exchange Commission ("SEC").

#### **Annual Report of the Chairman and Chief Executive Officer**

The annual report of the Chief Executive Officer is made part of the Agenda in order to inform the stockholders of the Company's financial performance during the previous year and to adhere to the principles of transparency and good corporate governance.

#### **Financial Report**

The Company's financial performance during the year 2022 has been detailed in the Audited Financial Statements (AFS) of the Company which were reviewed in audit by the Company's independent external auditor. The AFS have been reviewed and approved by the Board of Directors, as recommended by the Audit and Risk Management Committee.

#### **Ratification of the Acts of the Board of Directors/Corporate Officers**

The Acts of the Board of Directors/Corporate Officers were duly deliberated prior to their approval and were conducted in the Company's ordinary course of business. The aforementioned acts of the Board of Directors are submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

#### **Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors**

On March 31, 2023, the Board of Directors of the Company provided meritorious reasons for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime Laya as Independent Directors, subject to stockholders' approval at the May 26, 2023 Annual Stockholders' Meeting. The meritorious reasons for their recommended retention are set for as **Annex "B-1"** hereof.

### **Election of Directors (including the Independent Directors)**

The incumbent Directors have been recommended by the Company's Nomination Committee for re-election. On the basis of the nominated directors' proven track record as shown by the results of the Company's performance and after review of their qualifications, the said Directors were recommended for re-election by the Nomination Committee. Their appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

### **Procedure for Nomination of Directors**

Under Section 1 of the Corporation's By-laws, the Board of Directors shall be elected by and from among the stockholders.

Under Section 9 of the Corporation's By-laws:

1. Nomination of Independent Director/s shall be conducted by the Nomination Committee prior to the stockholders' meeting.
2. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for Independent Directors.
5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
6. Only the nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting.

### **Election of the External Auditor**

Upon the recommendation of the Audit and Risk Management Committee and after proper deliberation, the Board approved the re-appointment of SyCip Gorres & Velayo & Co. (SGV) as the Company's external auditor for 2023. The SGV's appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.



## ANNEX "B-1"

JUSTIFICATIONS FOR THE RETENTION OF CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTORS, AFTER SERVING THE MAXIMUM CUMULATIVE TERM OF NINE (9) YEARS (RECKONED FROM 2012) PRESCRIBED UNDER SEC MC NO. 4-2017

"The wealth of experience of Chief Justice Panganiban and Dr. Jaime Laya as shown by their educational and professional background will contribute immensely to the corporate objectives of the Company with due observance of good corporate governance.

Chief Justice Artemio V. Panganiban was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines—a position he held until December 2006. He was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands.

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 non-government 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.

Given his unique educational and professional background, Independent Director Chief Justice Panganiban is able to effectively guide and judiciously counsel the Board on the Company's issues and matters concerning compliance with all pertinent laws, jurisprudence, codes of best business practices and good corporate governance.

Independent Director Chief Justice Panganiban diligently reviews all matters for approval by the Board and asks necessary probing questions on them, and seeks clarifications and explanations when necessary. Independent Director Chief Justice Panganiban has been instrumental in resolving management, legal and regulatory related issues which is primarily attributable to his exceptional legal background and experience.

Dr. Jaime C. Laya, on the other hand, 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 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. Dr. 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.

Due to Independent Director Dr. Laya's unique financial and accounting background he is able to effectively oversee the company's financial and internal and external audit processes. He is able to lead the Audit Committee to provide a general evaluation and assistance in the overall improvement of the risk management, control and governance process of the Company. During the meetings of the Audit Committee Independent Director Dr. Laya evaluates the audit plans, and programs and evaluates significant issues reported by the Internal Audit and External Auditor relating to the efficiency and effectiveness of policies and controls of the Company.

Independent Director Dr. Laya has been instrumental in resolving audit and risk related issues that only a person with his sterling qualifications can offer the Board of Directors.

As Independent Directors, Chief Justice Panganiban and Dr. Jaime C. Laya provide and/or give due consideration to independent views during Board Meetings. They recommend sound strategic advice on programs relating to the Corporation's business plans and Management's overall performance. They participate on critical matters before the Board and the Board Committees of which they are members. They ensure that their personal interests do not bias their vote on matters submitted for the approval of the Board.

Both Independent Directors Dr. Jaime Laya and Chief Justice Artemio V. Panganiban have shown unquestionable integrity, probity and independence in the exercise of their functions as Chairman and Member of the Audit and Risk Management Committee, respectively."

**ANNEX "C"**

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
  
2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
  
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
  
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors as set forth in the Notice of the Meeting and Information Statement  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain

5. Election of Directors (including the Independent Directors)

(Note: By checking the space provided before the name of the nominee, you are casting your vote in favor of the said nominee. By not checking the space provided across the name of the nominee, you are withholding the authority to vote for the said nominee.)

- \_\_\_ Chief Justice Artemio V. Panganiban (as Independent Director)
- \_\_\_ Dr. Jaime C. Laya (as Independent Director)
- \_\_\_ Mr. Gilberto R. Duavit, Jr.
- \_\_\_ Atty. Felipe L. Gozon
- \_\_\_ Mr. Joel Marcelo G. Jimenez

*For any specific instruction on the manner by which you wish to cumulate your votes for the nominees, please indicate the same in the space provided below. In the absence of any such instruction the vote shall be cast equally among your voted nominees:*

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6. Appointment of Sycip Gorres Velayo & Co. as the External Auditor:

\_\_ For \_\_ Against \_\_ Abstain

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
No. of Shares Held

THE DULY ACCOMPLISHED PROXY MUST BE SUBMITTED TO AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY AT 15/F SAGITTARIUS BUILDING, H.V. DE LA COSTA STREET, SALCEDO VILLAGE, MAKATI ON OR BEFORE MAY 25, 2023. THE FORM MAY BE SENT IN ADVANCE BY EMAIL TO [gmcafile@bgepal.com](mailto:gmcafile@bgepal.com).

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED. UPON PROPER VALIDATION, THE PROXY WILL BE VOTED IN THE MANNER DIRECTED THEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS INDICATED, THE PROXY WILL BE VOTED IN FAVOR OF THE AGENDA ITEMS, THE ELECTION OF ALL THE NOMINEES AND SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN THE INFORMATION STATEMENT.

THIS PROXY SHALL CONTINUE UNTIL SUCH TIME AS THE SAME IS WITHDRAWN OR SUPERSEDED AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED, BY AN APPROPRIATE NOTICE IN WRITING TO THE CORPORATE SECRETARY OF **GMA HOLDINGS, INC.**

ANNEX "C"

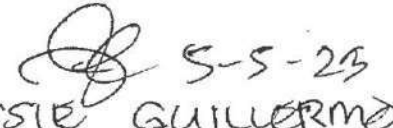
**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_ For \_\_ Against \_\_ Abstain
2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
\_\_ For \_\_ Against \_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_ For \_\_ Against \_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V.

Delivered to: Chief Justice Artemio V. Panganiban

Date: May 5, 2023

Received by:  5-5-23  
JESSE GUILLERMO

GMA HOLDINGS, INC.

April 28, 2023

**NOTICE TO STOCKHOLDERS:**

**Gilberto R. Duavit, Jr.  
Felipe L. Gozon  
Joel Marcelo G. Jimenez  
Jaime C. Laya  
Artemio V. Panganiban  
Manuel P. Quiogue (Deceased)  
Felipe S. Yalong**

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of GMA Holdings, Inc. ("Company") is on **May 26, 2023 (Friday) at 10:00 a.m.** via remote communication through Zoom application through: <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEg0Y0bxazBNZVdoZVVVFz09> to consider, discuss or vote on the following:

1. Call to order
2. Certification and Notice of Quorum
3. Approval of the Minutes of the Stockholders' Meeting held on May 27, 2022
4. Report of the President
5. Ratification of Acts of the Board of Directors for the previous year
6. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors
7. Election of Directors, including the Independent Directors
8. Election of the External Auditor
9. Consideration of such other business as may properly come before the meeting
10. Adjournment

For purposes of determining the stockholders entitled to notice, or to vote at the stockholders' meeting, the Board of Directors has set the record date of April 26, 2023.

Due to the COVID-19 global pandemic, the Company will be conducting the annual stockholders' meeting via remote communication. The conduct of the annual stockholders' meeting including the attendance and participation thereto will be through Zoom application.

Stockholders who intend to attend and participate via remote communication shall notify the Company by email to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com) beginning April 26, 2023 until May 25, 2023 and shall register in accordance with the procedure set forth in the attached *Procedure for Registration, Participation, Attendance and Voting in the Meeting by Remote Communication (Annex "A")* and in the Information Statement. Upon successful registration, the password for the meeting link will be sent to the participant/stockholder.

A copy of the Information Statement, Management Report, and Audited Financial Statements may be viewed and downloaded through <http://www.gmaholdingsinc.com/>.

On April 21, 2023 the Nomination Committee prepared a Final List of Candidates for regular and independent directors. The requirements and procedure for nomination and election are set forth in detail under the Rationale for the Salient Matters Contained in the Agenda (Annex "B" hereof).

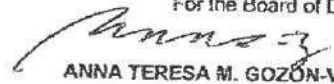
A video and audio recording of the Annual Stockholders' Meeting will be available on-line ten (10) days after the meeting and the recording shall be available for access by the stockholder within thirty (30) days from posting date, subject to the stockholder's compliance with the requirements set forth in Annex "A".

**We are not soliciting your proxy.** However, if you are unable to attend the meeting but would like to be represented thereat, you may accomplish the sample proxy form attached to the Notice of the Meeting (Annex "C" hereof). Stockholders who wish to appoint a proxy should submit advance electronic copies of their duly accomplished forms during registration and must send originals on or before 5:00 p.m. of May 25, 2023 at the Office of the Corporate Secretary at 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City. Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned Corporate Secretary. Pursuant to Section 7 of the Company's By-laws "all proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting."

For complete information on the annual meeting, kindly visit: <https://www.gmaholdingsinc.com/disclosures/info>. A copy of the Information Statement, Management Report, Audited Financial Statements, relevant certifications, and the Annual Report may be viewed and downloaded from <https://www.gmaholdingsinc.com/disclosures/info>.

Hard copies of the Information Statement will be available upon request of the stockholder by sending an email to [gmcafile@bqepal.com](mailto:gmcafile@bqepal.com).

For the Board of Directors:



**ANNA TERESA M. GOZÓN-VALDES**  
*Corporate Secretary*



**2023 Annual Stockholders' Meeting  
GMA Holdings, Inc.**

**Procedure for: (1) Registration, Participation and Attendance in the GMA Holdings, Inc.'s Annual  
Stockholders' Meeting 2023 by Remote Communication**

GMA Holdings, Inc.'s (the "Company" or GHI) 2023 Annual Stockholders' Meeting will be conducted via remote communication through the Zoom application through <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEq0Y0txazBNZVdoZVVfZz09>

**I. Registration to participate/attend at the meeting or vote *in absentia***

- 1.) Participants must have or must create a free personal Zoom account.
- 2.) Stockholders who wish to attend and participate at the meeting by remote communication or vote *in absentia* shall notify the Corporate Secretary of his or her intention.
- 3.) Upon validation, the stockholder will receive an email with the link and the password for the meeting.

Registration shall run until **May 25, 2023**.

- 4.) Stockholders may send questions any time before the meeting to the following email address [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com);

**II. Procedure before the GHI Annual Stockholders' Meeting 2023**

- 1.) The participant will log into Zoom using the registered account;
- 2.) The participant will click on the meeting link and enter the password for the meeting;
- 3.) The participant will choose/confirm the meeting title: "GMA Holdings, Inc. 2023 Annual Stockholders' Meeting";
- 4.) The participant will wait for him/her to be admitted by the Host to the meeting;
- 5.) The participant will wait for the Host to start the meeting.

### **III. Procedure during the GHI Annual Stockholders' Meeting 2023**

- 1.) The members of the Company's Board of Directors and the Corporate Secretary will be the panelists for the meeting.
- 2.) Each of the proposed resolutions and/or items in the Agenda will be shown on the screen while such resolution or item is passed during the meeting.
- 3.) During the meeting, the attendees at the meeting can participate by asking questions or providing comments.

### **IV. Procedure for Voting During the Meeting**

- 1.) Voting for matters to be submitted for approval including the election of directors shall be made in person via remote communication or by proxy.
- 2.) Voting shall be done by yeas or nays during the meeting.
- 3.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 4.) Directors will be elected by plurality of votes and every stockholder will be entitled to cumulate his votes. In the absence of any specific instruction from the stockholder on the manner by which he or she shall wish to cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the names of the nominees voted by him or her.
- 5.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 6.) The Corporate Secretary shall report the results of voting during the meeting.

### **V. After the Meeting**

- 1.) The recording of the meeting will be available ten (10) days after the meeting, and the recording shall be available for access by GHI's stockholders within thirty (30) days from posting date. Any stockholder of GHI who wishes to access the recording of the 2023 Annual Stockholders' Meeting shall send his or her request therefor to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com). Upon receipt of the stockholder's request and upon proper validation, the recording will be sent via email to the stockholder.
- 2.) Stockholders shall have two weeks from posting of the recording of the meeting to inform GHI of any issues, clarifications and concerns on the matters arising from the meeting conducted.

## **ANNEX "B"**

### **RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA**

#### **Call to Order**

The Chairman will call the meeting to order at 10:00 a.m. on May 26, 2023.

#### **Certification of Notice and Quorum**

The Corporate Secretary will certify that a written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Annual Stockholders' Meeting 2023 by Remote Communication and Procedure under Annex "A" of the Notice above.

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The annual report of the Chief Executive Officer is made part of the Agenda in order to inform the stockholders of the Company's financial performance during the previous year and to adhere to the principles of transparency and good corporate governance.

#### **Financial Report**

The Company's financial performance during the year 2022 has been detailed in the Audited Financial Statements (AFS) of the Company which were reviewed in audit by the Company's independent external auditor. The AFS have been reviewed and approved by the Board of Directors, as recommended by the Audit and Risk Management Committee.

#### **Ratification of the Acts of the Board of Directors/Corporate Officers**

The Acts of the Board of Directors/Corporate Officers were duly deliberated prior to their approval and were conducted in the Company's ordinary course of business. The aforementioned acts of the Board of Directors are submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

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The incumbent Directors have been recommended by the Company's Nomination Committee for re-election. On the basis of the nominated directors' proven track record as shown by the results of the Company's performance and after review of their qualifications, the said Directors were recommended for re-election by the Nomination Committee. Their appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

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Under Section 9 of the Corporation's By-laws:

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5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
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Due to Independent Director Dr. Laya's unique financial and accounting background he is able to effectively oversee the company's financial and internal and external audit processes. He is able to lead the Audit Committee to provide a general evaluation and assistance in the overall improvement of the risk management, control and governance process of the Company. During the meetings of the Audit Committee Independent Director Dr. Laya evaluates the audit plans, and programs and evaluates significant issues reported by the Internal Audit and External Auditor relating to the efficiency and effectiveness of policies and controls of the Company.

Independent Director Dr. Laya has been instrumental in resolving audit and risk related issues that only a person with his sterling qualifications can offer the Board of Directors.

As Independent Directors, Chief Justice Panganiban and Dr. Jaime C. Laya provide and/or give due consideration to independent views during Board Meetings. They recommend sound strategic advice on programs relating to the Corporation's business plans and Management's overall performance. They participate on critical matters before the Board and the Board Committees of which they are members. They ensure that their personal interests do not bias their vote on matters submitted for the approval of the Board.

Both Independent Directors Dr. Jaime Laya and Chief Justice Artemio V. Panganiban have shown unquestionable integrity, probity and independence in the exercise of their functions as Chairman and Member of the Audit and Risk Management Committee, respectively."

ANNEX "C"

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_ For \_\_ Against \_\_ Abstain
2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
\_\_ For \_\_ Against \_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_ For \_\_ Against \_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors as set forth in the Notice of the Meeting and Information Statement  
\_\_ For \_\_ Against \_\_ Abstain

5. Election of Directors (including the Independent Directors)

(Note: By checking the space provided before the name of the nominee, you are casting your vote in favor of the said nominee. By not checking the space provided across the name of the nominee, you are withholding the authority to vote for the said nominee.)

- \_\_\_ Chief Justice Artemio V. Panganiban (as Independent Director)
- \_\_\_ Dr. Jaime C. Laya (as Independent Director)
- \_\_\_ Mr. Gilberto R. Duavit, Jr.
- \_\_\_ Atty. Felipe L. Gozon
- \_\_\_ Mr. Joel Marcelo G. Jimenez

*For any specific instruction on the manner by which you wish to cumulate your votes for the nominees, please indicate the same in the space provided below. In the absence of any such instruction the vote shall be cast equally among your voted nominees:*

---

---

6. Appointment of Sycip Gorres Velayo & Co. as the External Auditor:

\_\_ For \_\_ Against \_\_ Abstain

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
No. of Shares Held

THE DULY ACCOMPLISHED PROXY MUST BE SUBMITTED TO AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY AT 15/F SAGITTARIUS BUILDING, H.V. DE LA COSTA STREET, SALCEDO VILLAGE, MAKATI ON OR BEFORE MAY 25, 2023. THE FORM MAY BE SENT IN ADVANCE BY EMAIL TO [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED. UPON PROPER VALIDATION, THE PROXY WILL BE VOTED IN THE MANNER DIRECTED THEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS INDICATED, THE PROXY WILL BE VOTED IN FAVOR OF THE AGENDA ITEMS, THE ELECTION OF ALL THE NOMINEES AND SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN THE INFORMATION STATEMENT.

THIS PROXY SHALL CONTINUE UNTIL SUCH TIME AS THE SAME IS WITHDRAWN OR SUPERSEDED AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED, BY AN APPROPRIATE NOTICE IN WRITING TO THE CORPORATE SECRETARY OF **GMA HOLDINGS, INC.**



**ANNEX "C"**


**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m.** and at any postponement or adjournment thereof.

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\_\_ For \_\_ Against \_\_ Abstain
2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
\_\_ For \_\_ Against \_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_ For \_\_ Against \_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V.

Delivered to: Sr. Jaime C. Laya

Date: May 5, 2023

Received by: ERUNDA FIEDAD - 

April 28, 2023

**NOTICE TO STOCKHOLDERS:**

**Gilberto R. Duavit, Jr.**  
**Felipe L. Gozon**  
**Joel Marcelo G. Jimenez**  
**Jaime C. Laya**  
**Artemio V. Panganiban**  
**Manuel P. Quiogue (Deceased)**  
**Felipe S. Yalong**

Dear Stockholder:

Please be informed that the Annual Meeting of the Stockholders of GMA Holdings, Inc. ("Company") is on **May 26, 2023 (Friday) at 10:00 a.m.** via remote communication through Zoom application through: <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEg0Y0txazBNZVdoZVVfZz09> to consider, discuss or vote on the following:

1. Call to order
2. Certification and Notice of Quorum
3. Approval of the Minutes of the Stockholders' Meeting held on May 27, 2022
4. Report of the President
5. Ratification of Acts of the Board of Directors for the previous year
6. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors
7. Election of Directors, including the Independent Directors
8. Election of the External Auditor
9. Consideration of such other business as may properly come before the meeting
10. Adjournment

For purposes of determining the stockholders entitled to notice, or to vote at the stockholders' meeting, the Board of Directors has set the record date of April 26, 2023.

Due to the COVID-19 global pandemic, the Company will be conducting the annual stockholders' meeting via remote communication. The conduct of the annual stockholders' meeting including the attendance and participation thereto will be through Zoom application.

Stockholders who intend to attend and participate via remote communication shall notify the Company by email to [gmcafile@bgepal.com](mailto:gmcafile@bgepal.com) beginning April 26, 2023 until May 25, 2023 and shall register in accordance with the procedure set forth in the attached *Procedure for Registration, Participation, Attendance and Voting in the Meeting by Remote Communication* (Annex "A") and in the Information Statement. Upon successful registration, the password for the meeting link will be sent to the participant/stockholder.

A copy of the Information Statement, Management Report, and Audited Financial Statements may be viewed and downloaded through <http://www.gmaholdingsinc.com/>.

On April 21, 2023 the Nomination Committee prepared a Final List of Candidates for regular and independent directors. The requirements and procedure for nomination and election are set forth in detail under the Rationale for the Salient Matters Contained in the Agenda (Annex "B" hereof).

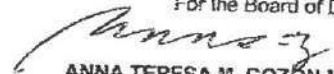
A video and audio recording of the Annual Stockholders' Meeting will be available on-line ten (10) days after the meeting and the recording shall be available for access by the stockholder within thirty (30) days from posting date, subject to the stockholder's compliance with the requirements set forth in Annex "A".

**We are not soliciting your proxy.** However, if you are unable to attend the meeting but would like to be represented thereat, you may accomplish the sample proxy form attached to the Notice of the Meeting (Annex "C" hereof). Stockholders who wish to appoint a proxy should submit advance electronic copies of their duly accomplished forms during registration and must send originals on or before 5:00 p.m. of May 25, 2023 at the Office of the Corporate Secretary at 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City. Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned Corporate Secretary. Pursuant to Section 7 of the Company's By-laws "all proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting."

For complete information on the annual meeting, kindly visit: <https://www.gmaholdingsinc.com/disclosures/info>. A copy of the Information Statement, Management Report, Audited Financial Statements, relevant certifications, and the Annual Report may be viewed and downloaded from <https://www.gmaholdingsinc.com/disclosures/info>.

Hard copies of the Information Statement will be available upon request of the stockholder by sending an email to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

For the Board of Directors:



ANNA TERESA M. GOZON-VALDES  
*Corporate Secretary*

**2023 Annual Stockholders' Meeting  
GMA Holdings, Inc.**

**Procedure for: (1) Registration, Participation and Attendance in the GMA Holdings, Inc.'s Annual Stockholders' Meeting 2023 by Remote Communication**

GMA Holdings, Inc.'s (the "Company" or GHI) 2023 Annual Stockholders' Meeting will be conducted via remote communication through the Zoom application through <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEg0Y0txazBNZVdoZVVFZz09>

**I. Registration to participate/attend at the meeting or vote *in absentia***

- 1.) Participants must have or must create a free personal Zoom account.
- 2.) Stockholders who wish to attend and participate at the meeting by remote communication or vote *in absentia* shall notify the Corporate Secretary of his or her intention.
- 3.) Upon validation, the stockholder will receive an email with the link and the password for the meeting.

Registration shall run until **May 25, 2023**.

- 4.) Stockholders may send questions any time before the meeting to the following email address [gmcafile@bgepal.com](mailto:gmcafile@bgepal.com);

**II. Procedure before the GHI Annual Stockholders' Meeting 2023**

- 1.) The participant will log into Zoom using the registered account;
- 2.) The participant will click on the meeting link and enter the password for the meeting;
- 3.) The participant will choose/confirm the meeting title: "GMA Holdings, Inc. 2023 Annual Stockholders' Meeting";
- 4.) The participant will wait for him/her to be admitted by the Host to the meeting;
- 5.) The participant will wait for the Host to start the meeting.

### **III. Procedure during the GHI Annual Stockholders' Meeting 2023**

- 1.) The members of the Company's Board of Directors and the Corporate Secretary will be the panelists for the meeting.
- 2.) Each of the proposed resolutions and/or items in the Agenda will be shown on the screen while such resolution or item is passed during the meeting.
- 3.) During the meeting, the attendees at the meeting can participate by asking questions or providing comments.

### **IV. Procedure for Voting During the Meeting**

- 1.) Voting for matters to be submitted for approval including the election of directors shall be made in person via remote communication or by proxy.
- 2.) Voting shall be done by yeas or nays during the meeting.
- 3.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 4.) Directors will be elected by plurality of votes and every stockholder will be entitled to cumulate his votes. In the absence of any specific instruction from the stockholder on the manner by which he or she shall wish to cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the names of the nominees voted by him or her.
- 5.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 6.) The Corporate Secretary shall report the results of voting during the meeting.

### **V. After the Meeting**

- 1.) The recording of the meeting will be available ten (10) days after the meeting, and the recording shall be available for access by GHI's stockholders within thirty (30) days from posting date. Any stockholder of GHI who wishes to access the recording of the 2023 Annual Stockholders' Meeting shall send his or her request therefor to [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com). Upon receipt of the stockholder's request and upon proper validation, the recording will be sent via email to the stockholder.
- 2.) Stockholders shall have two weeks from posting of the recording of the meeting to inform GHI of any issues, clarifications and concerns on the matters arising from the meeting conducted.

## **ANNEX "B"**

### **RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA**

#### **Call to Order**

The Chairman will call the meeting to order at 10:00 a.m. on May 26, 2023.

#### **Certification of Notice and Quorum**

The Corporate Secretary will certify that a written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Annual Stockholders' Meeting 2023 by Remote Communication and Procedure under **Annex "A"** of the Notice above.

#### **Approval of the Minutes of the Annual Stockholders' Meeting Held on May 27, 2022**

The approval of the minutes of the previous Stockholders' Meetings on May 27, 2022 is made part of the agenda for transparency and in order to comply with the requirements of the Company's By-laws, the Revised Corporation Code of the Philippines (Republic Act No. 11232), as well as the pertinent rules and regulations of the Securities and Exchange Commission ("SEC").

#### **Annual Report of the Chairman and Chief Executive Officer**

The annual report of the Chief Executive Officer is made part of the Agenda in order to inform the stockholders of the Company's financial performance during the previous year and to adhere to the principles of transparency and good corporate governance.

#### **Financial Report**

The Company's financial performance during the year 2022 has been detailed in the Audited Financial Statements (AFS) of the Company which were reviewed in audit by the Company's independent external auditor. The AFS have been reviewed and approved by the Board of Directors, as recommended by the Audit and Risk Management Committee.

#### **Ratification of the Acts of the Board of Directors/Corporate Officers**

The Acts of the Board of Directors/Corporate Officers were duly deliberated prior to their approval and were conducted in the Company's ordinary course of business. The aforementioned acts of the Board of Directors are submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

#### **Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors**

On March 31, 2023, the Board of Directors of the Company provided meritorious reasons for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime Laya as Independent Directors, subject to stockholders' approval at the May 26, 2023 Annual Stockholders' Meeting. The meritorious reasons for their recommended retention are set for as Annex "B-1" hereof.

### **Election of Directors (including the Independent Directors)**

The incumbent Directors have been recommended by the Company's Nomination Committee for re-election. On the basis of the nominated directors' proven track record as shown by the results of the Company's performance and after review of their qualifications, the said Directors were recommended for re-election by the Nomination Committee. Their appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

### **Procedure for Nomination of Directors**

Under Section 1 of the Corporation's By-laws, the Board of Directors shall be elected by and from among the stockholders.

Under Section 9 of the Corporation's By-laws:

1. Nomination of Independent Director/s shall be conducted by the Nomination Committee prior to the stockholders' meeting.
2. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for Independent Directors.
5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
6. Only the nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting.

### **Election of the External Auditor**

Upon the recommendation of the Audit and Risk Management Committee and after proper deliberation, the Board approved the re-appointment of SyCip Gorres & Velayo & Co. (SGV) as the Company's external auditor for 2023. The SGV's appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.



## ANNEX "B-1"

JUSTIFICATIONS FOR THE RETENTION OF CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTORS, AFTER SERVING THE MAXIMUM CUMULATIVE TERM OF NINE (9) YEARS (RECKONED FROM 2012) PRESCRIBED UNDER SEC MC NO. 4-2017

"The wealth of experience of Chief Justice Panganiban and Dr. Jaime Laya as shown by their educational and professional background will contribute immensely to the corporate objectives of the Company with due observance of good corporate governance.

Chief Justice Artemio V. Panganiban was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines—a position he held until December 2006. He was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands.

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 non-government 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.

Given his unique educational and professional background, Independent Director Chief Justice Panganiban is able to effectively guide and judiciously counsel the Board on the Company's issues and matters concerning compliance with all pertinent laws, jurisprudence, codes of best business practices and good corporate governance.

Independent Director Chief Justice Panganiban diligently reviews all matters for approval by the Board and asks necessary probing questions on them, and seeks clarifications and explanations when necessary. Independent Director Chief Justice Panganiban has been instrumental in resolving management, legal and regulatory related issues which is primarily attributable to his exceptional legal background and experience.

Dr. Jaime C. Laya, on the other hand, 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 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. Dr. 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.

Due to Independent Director Dr. Laya's unique financial and accounting background he is able to effectively oversee the company's financial and internal and external audit processes. He is able to lead the Audit Committee to provide a general evaluation and assistance in the overall improvement of the risk management, control and governance process of the Company. During the meetings of the Audit Committee Independent Director Dr. Laya evaluates the audit plans, and programs and evaluates significant issues reported by the Internal Audit and External Auditor relating to the efficiency and effectiveness of policies and controls of the Company.

Independent Director Dr. Laya has been instrumental in resolving audit and risk related issues that only a person with his sterling qualifications can offer the Board of Directors.

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Both Independent Directors Dr. Jaime Laya and Chief Justice Artemio V. Panganiban have shown unquestionable integrity, probity and independence in the exercise of their functions as Chairman and Member of the Audit and Risk Management Committee, respectively."

**ANNEX "C"**

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m.** and at any postponement or adjournment thereof.

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\_\_\_ For \_\_\_ Against \_\_\_ Abstain
  
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5. Election of Directors (including the Independent Directors)

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- \_\_\_ Chief Justice Artemio V. Panganiban (as Independent Director)
- \_\_\_ Dr. Jaime C. Laya (as Independent Director)
- \_\_\_ Mr. Gilberto R. Duavit, Jr.
- \_\_\_ Atty. Felipe L. Gozon
- \_\_\_ Mr. Joel Marcelo G. Jimenez

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---

---

6. Appointment of Sycip Gorres Velayo & Co. as the External Auditor:

For  Against  Abstain

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
No. of Shares Held

THE DULY ACCOMPLISHED PROXY MUST BE SUBMITTED TO AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY AT 15/F SAGITTARIUS BUILDING, H.V. DE LA COSTA STREET, SALCEDO VILLAGE, MAKATI ON OR BEFORE MAY 25, 2023. THE FORM MAY BE SENT IN ADVANCE BY EMAIL TO [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

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4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V.

Delivered to: Mr. Felipe S. Yalong

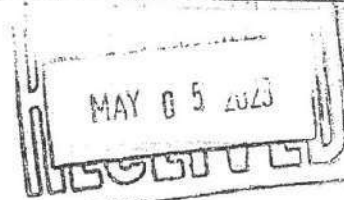
Date: May 5, 2023

Received by: \_\_\_\_\_

*[Signature]*  
Rt. Reyes

GMA HOLDINGS, INC.

April 28, 2023



**NOTICE TO STOCKHOLDERS:**

**Gilberto R. Duavit, Jr.**  
**Felipe L. Gozon**  
**Joel Marcelo G. Jimenez**  
**Jaime C. Laya**  
**Artemio V. Panganiban**  
**Manuel P. Quiogue (Deceased)**  
**Felipe S. Yalong**

Dear Stockholder:

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On April 21, 2023 the Nomination Committee prepared a Final List of Candidates for regular and independent directors. The requirements and procedure for nomination and election are set forth in detail under the Rationale for the Salient Matters Contained in the Agenda (Annex "B" hereof).

A video and audio recording of the Annual Stockholders' Meeting will be available on-line ten (10) days after the meeting and the recording shall be available for access by the stockholder within thirty (30) days from posting date, subject to the stockholder's compliance with the requirements set forth in Annex "A".

**We are not soliciting your proxy.** However, if you are unable to attend the meeting but would like to be represented thereat, you may accomplish the sample proxy form attached to the Notice of the Meeting (Annex "C" hereof). Stockholders who wish to appoint a proxy should submit advance electronic copies of their duly accomplished forms during registration and must send originals on or before 5:00 p.m. of May 25, 2023 at the Office of the Corporate Secretary at 15/F Sagittarius Building, H.V. De la Costa Street, Salcedo Village, Makati City. Any stockholder may vote by proxy provided that such authorization remains unrevoked and on file with, or is submitted to, the undersigned Corporate Secretary. Pursuant to Section 7 of the Company's By-laws "all proxies must be in the hands of the secretary, before the time set for the meeting. Such proxies filed with the Secretary may be subsequently revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by their personal presence at the meeting."

For complete information on the annual meeting, kindly visit: <https://www.gmaholdingsinc.com/disclosures/info>. A copy of the Information Statement, Management Report, Audited Financial Statements, relevant certifications, and the Annual Report may be viewed and downloaded from <https://www.gmaholdingsinc.com/disclosures/info>.

Hard copies of the Information Statement will be available upon request of the stockholder by sending an email to [gmcafile@bgepal.com](mailto:gmcafile@bgepal.com).

For the Board of Directors:



ANNA TERESA M. GOZÓN-VALDES  
*Corporate Secretary*



**2023 Annual Stockholders' Meeting  
GMA Holdings, Inc.**

**Procedure for: (1) Registration, Participation and Attendance in the GMA Holdings, Inc.'s Annual  
Stockholders' Meeting 2023 by Remote Communication**

GMA Holdings, Inc.'s (the "Company" or GHI) 2023 Annual Stockholders' Meeting will be conducted via remote communication through the Zoom application through <https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEq0Y0brazBNZVdpZVVFZz09>

**I. Registration to participate/attend at the meeting or vote *in absentia***

- 1.) Participants must have or must create a free personal Zoom account.
- 2.) Stockholders who wish to attend and participate at the meeting by remote communication or vote *in absentia* shall notify the Corporate Secretary of his or her intention.
- 3.) Upon validation, the stockholder will receive an email with the link and the password for the meeting.

Registration shall run until **May 25, 2023**.

- 4.) Stockholders may send questions any time before the meeting to the following email address [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com);

**II. Procedure before the GHI Annual Stockholders' Meeting 2023**

- 1.) The participant will log into Zoom using the registered account;
- 2.) The participant will click on the meeting link and enter the password for the meeting;
- 3.) The participant will choose/confirm the meeting title: "GMA Holdings, Inc. 2023 Annual Stockholders' Meeting";
- 4.) The participant will wait for him/her to be admitted by the Host to the meeting;
- 5.) The participant will wait for the Host to start the meeting.

### **III. Procedure during the GHI Annual Stockholders' Meeting 2023**

- 1.) The members of the Company's Board of Directors and the Corporate Secretary will be the panelists for the meeting.
- 2.) Each of the proposed resolutions and/or items in the Agenda will be shown on the screen while such resolution or item is passed during the meeting.
- 3.) During the meeting, the attendees at the meeting can participate by asking questions or providing comments.

### **IV. Procedure for Voting During the Meeting**

- 1.) Voting for matters to be submitted for approval including the election of directors shall be made in person via remote communication or by proxy.
- 2.) Voting shall be done by yeas or nays during the meeting.
- 3.) Motions, in general, require the affirmative vote of a majority of the shares of the Company's common stock present and/or represented and entitled to vote.
- 4.) Directors will be elected by plurality of votes and every stockholder will be entitled to cumulate his votes. In the absence of any specific instruction from the stockholder on the manner by which he or she shall wish to cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the names of the nominees voted by him or her.
- 5.) The Corporate Secretary will tabulate all votes received on every matter stated in the agenda.
- 6.) The Corporate Secretary shall report the results of voting during the meeting.

### **V. After the Meeting**

- 1.) The recording of the meeting will be available ten (10) days after the meeting, and the recording shall be available for access by GHI's stockholders within thirty (30) days from posting date. Any stockholder of GHI who wishes to access the recording of the 2023 Annual Stockholders' Meeting shall send his or her request therefor to [gmcauile@bgpal.com](mailto:gmcauile@bgpal.com). Upon receipt of the stockholder's request and upon proper validation, the recording will be sent via email to the stockholder.
- 2.) Stockholders shall have two weeks from posting of the recording of the meeting to inform GHI of any issues, clarifications and concerns on the matters arising from the meeting conducted.

## **ANNEX "B"**

### **RATIONALE FOR THE SALIENT MATTERS CONTAINED IN THE AGENDA**

#### **Call to Order**

The Chairman will call the meeting to order at 10:00 a.m. on May 26, 2023.

#### **Certification of Notice and Quorum**

The Corporate Secretary will certify that a written notice for the meeting was duly sent to the stockholders and that a quorum exists for the transaction of business. Kindly see Procedure for Registration, Participation, and Attendance in the GHI Annual Stockholders' Meeting 2023 by Remote Communication and Procedure under **Annex "A"** of the Notice above.

#### **Approval of the Minutes of the Annual Stockholders' Meeting Held on May 27, 2022**

The approval of the minutes of the previous Stockholders' Meetings on May 27, 2022 is made part of the agenda for transparency and in order to comply with the requirements of the Company's By-laws, the Revised Corporation Code of the Philippines (Republic Act No. 11232), as well as the pertinent rules and regulations of the Securities and Exchange Commission ("SEC").

#### **Annual Report of the Chairman and Chief Executive Officer**

The annual report of the Chief Executive Officer is made part of the Agenda in order to inform the stockholders of the Company's financial performance during the previous year and to adhere to the principles of transparency and good corporate governance.

#### **Financial Report**

The Company's financial performance during the year 2022 has been detailed in the Audited Financial Statements (AFS) of the Company which were reviewed in audit by the Company's independent external auditor. The AFS have been reviewed and approved by the Board of Directors, as recommended by the Audit and Risk Management Committee.

#### **Ratification of the Acts of the Board of Directors/Corporate Officers**

The Acts of the Board of Directors/Corporate Officers were duly deliberated prior to their approval and were conducted in the Company's ordinary course of business. The aforementioned acts of the Board of Directors are submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

#### **Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors**

On March 31, 2023, the Board of Directors of the Company provided meritorious reasons for the retention of Chief Justice Artemio V. Panganiban and Dr. Jaime Laya as Independent Directors, subject to stockholders' approval at the May 26, 2023 Annual Stockholders' Meeting. The meritorious reasons for their recommended retention are set for as **Annex "B-1"** hereof.

### **Election of Directors (including the Independent Directors)**

The incumbent Directors have been recommended by the Company's Nomination Committee for re-election. On the basis of the nominated directors' proven track record as shown by the results of the Company's performance and after review of their qualifications, the said Directors were recommended for re-election by the Nomination Committee. Their appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

### **Procedure for Nomination of Directors**

Under Section 1 of the Corporation's By-laws, the Board of Directors shall be elected by and from among the stockholders.

Under Section 9 of the Corporation's By-laws:

1. Nomination of Independent Director/s shall be conducted by the Nomination Committee prior to the stockholders' meeting.
2. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.
3. The Nomination Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for Independent Director/s.
4. After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the Information about all the nominees for Independent Directors.
5. The name of the person or group of persons who recommended the nomination of the Independent Directors shall be identified in such report including any relationship with the nominee.
6. Only the nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Director/s. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual stockholders' meeting.

### **Election of the External Auditor**

Upon the recommendation of the Audit and Risk Management Committee and after proper deliberation, the Board approved the re-appointment of SyCip Gorres & Velayo & Co. (SGV) as the Company's external auditor for 2023. The SGV's appointment is submitted for approval to the stockholders in compliance with the Company's By-laws, the Revised Corporation Code of the Philippines, as well as the pertinent rules and regulations of the SEC.

## ANNEX "B-1"

JUSTIFICATIONS FOR THE RETENTION OF CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTORS, AFTER SERVING THE MAXIMUM CUMULATIVE TERM OF NINE (9) YEARS (RECKONED FROM 2012) PRESCRIBED UNDER SEC MC NO. 4-2017

"The wealth of experience of Chief Justice Panganiban and Dr. Jaime Laya as shown by their educational and professional background will contribute immensely to the corporate objectives of the Company with due observance of good corporate governance.

Chief Justice Artemio V. Panganiban was named a Justice of the Supreme Court and in 2005, he was appointed Chief Justice of the Philippines—a position he held until December 2006. He was named a Member of the Permanent Court of Arbitration based in The Hague, Netherlands.

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 non-government 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.

Given his unique educational and professional background, Independent Director Chief Justice Panganiban is able to effectively guide and judiciously counsel the Board on the Company's issues and matters concerning compliance with all pertinent laws, jurisprudence, codes of best business practices and good corporate governance.

Independent Director Chief Justice Panganiban diligently reviews all matters for approval by the Board and asks necessary probing questions on them, and seeks clarifications and explanations when necessary. Independent Director Chief Justice Panganiban has been instrumental in resolving management, legal and regulatory related issues which is primarily attributable to his exceptional legal background and experience.

Dr. Jaime C. Laya, on the other hand, 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 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. Dr. 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.

Due to Independent Director Dr. Laya's unique financial and accounting background he is able to effectively oversee the company's financial and internal and external audit processes. He is able to lead the Audit Committee to provide a general evaluation and assistance in the overall improvement of the risk management, control and governance process of the Company. During the meetings of the Audit Committee Independent Director Dr. Laya evaluates the audit plans, and programs and evaluates significant issues reported by the Internal Audit and External Auditor relating to the efficiency and effectiveness of policies and controls of the Company.

Independent Director Dr. Laya has been instrumental in resolving audit and risk related issues that only a person with his sterling qualifications can offer the Board of Directors.

As Independent Directors, Chief Justice Panganiban and Dr. Jaime C. Laya provide and/or give due consideration to independent views during Board Meetings. They recommend sound strategic advice on programs relating to the Corporation's business plans and Management's overall performance. They participate on critical matters before the Board and the Board Committees of which they are members. They ensure that their personal interests do not bias their vote on matters submitted for the approval of the Board.

Both Independent Directors Dr. Jaime Laya and Chief Justice Artemio V. Panganiban have shown unquestionable integrity, probity and independence in the exercise of their functions as Chairman and Member of the Audit and Risk Management Committee, respectively."

ANNEX "C"

**SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)**

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by remote communication using the Zoom Application on Friday, May 26, 2023 at 10:00 a.m. and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
2. Approval of the Annual Report and Audited Financial Statements as of December 31, 2022  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya as Independent Directors as set forth in the Notice of the Meeting and Information Statement  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain

5. Election of Directors (including the Independent Directors)

(Note: By checking the space provided before the name of the nominee, you are casting your vote in favor of the said nominee. By not checking the space provided across the name of the nominee, you are withholding the authority to vote for the said nominee.)

- \_\_\_ Chief Justice Artemio V. Panganiban (as Independent Director)
- \_\_\_ Dr. Jaime C. Laya (as Independent Director)
- \_\_\_ Mr. Gilberto R. Duavit, Jr.
- \_\_\_ Atty. Felipe L. Gozon
- \_\_\_ Mr. Joel Marcelo G. Jimenez

*For any specific instruction on the manner by which you wish to cumulate your votes for the nominees, please indicate the same in the space provided below. In the absence of any such instruction the vote shall be cast equally among your voted nominees:*

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6. Appointment of Sycip Gorres Velayo & Co. as the External Auditor:

For  Against  Abstain

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
No. of Shares Held

THE DULY ACCOMPLISHED PROXY MUST BE SUBMITTED TO AND RECEIVED BY THE OFFICE OF THE CORPORATE SECRETARY AT 15/F SAGITTARIUS BUILDING, H.V. DE LA COSTA STREET, SALCEDO VILLAGE, MAKATI ON OR BEFORE MAY 25, 2023. THE FORM MAY BE SENT IN ADVANCE BY EMAIL TO [gmcawile@bgepal.com](mailto:gmcawile@bgepal.com).

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED. UPON PROPER VALIDATION, THE PROXY WILL BE VOTED IN THE MANNER DIRECTED THEREIN BY THE STOCKHOLDER. IF NO DIRECTION IS INDICATED, THE PROXY WILL BE VOTED IN FAVOR OF THE AGENDA ITEMS, THE ELECTION OF ALL THE NOMINEES AND SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING, IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN THE INFORMATION STATEMENT.

THIS PROXY SHALL CONTINUE UNTIL SUCH TIME AS THE SAME IS WITHDRAWN OR SUPERSEDED AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED, BY AN APPROPRIATE NOTICE IN WRITING TO THE CORPORATE SECRETARY OF **GMA HOLDINGS, INC.**



ANNEX "C"

SAMPLE PROXY FORM (FOR INDIVIDUAL STOCKHOLDERS)

I/We hereby name and appoint \_\_\_\_\_, or in his/her absence, the Chairman of the Meeting, as my/our proxy at the Annual Stockholders' Meeting of GMA Holdings, Inc. to be held by **remote communication using the Zoom Application** on **Friday, May 26, 2023** at **10:00 a.m.** and at any postponement or adjournment thereof.

1. Approval of the minutes of the Annual Stockholders' Meeting held on May 27, 2022:  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
- 2022 2. Approval of the Annual Report and Audited Financial Statements as of December 31,  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
3. Ratification of all Acts and Resolutions of the Board of Directors and Management  
Adopted During the Preceding Year  
\_\_\_ For \_\_\_ Against \_\_\_ Abstain
4. Approval of the Meritorious Justifications for the Retention of Chief Justice Artemio V.

**CERTIFICATION**

I Maria Estelita Arles Gozon, Assistant Corporate Secretary of GMA Holdings, Inc. with SEC Identification Number CS200602356 and with principal office at Unit 3K, North Wing, Fairways Tower Condominium, 5th Avenue Corner McKinley Road, Fort Bonifacio Taguig City, state:

- 1.) That on behalf of GMA Holdings, Inc. I have caused the attached Compliance to be prepared pursuant to SEC MC No. 3 Series of 2020;
- 2.) That we have read and understood its contents which are based on personal knowledge and/or authentic corporate records;
- 3.) That GMA Holdings, Inc. will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4.) That I am fully aware that submitted documents which require pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of such filing fee and
- 5.) That the e-mail account designated by the Company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to MSRD/CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this <sup>MAY</sup> 08 2023 day of \_\_\_\_\_.



MARIA ESTELITA ARLES GOZON  
Assistant Corporate Secretary

Subscribed and sworn to before me this 8th day of May 2023 in Makati City affiant exhibiting to me her Philippine Passport with no. P7535494B issued on September 7, 2021..

Notary Public

Doc No. 14  
Page No. 04  
Book No. 478  
Series 2023.



**ATTY. GEORGE DAVID D. SITON**  
NOTARY PUBLIC FOR MAKATI CITY  
RPT. NO. MARI - UNTIL DEC. 31 2023  
ROLL NO. 007 / SINGLE COMPLIANCE NO. VII-0010136/7-15-2021  
IDP O.R. NO. 002232-LIFETIME MEMBER MAY 5, 2017  
PTR NO. MARI 0563580- JAN 03, 2023-MAKATI CITY  
1800 TOWER BLDG., CENTER MAKATI AVE., COR. JUNIATA ST., MAKATI CITY