

April 19, 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
- 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 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.

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=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 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 reelection. 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)

Chairman be held b	n of the by remo	ereby name and appoint, Meeting, as my/our proxy at the Annual Stockholders' Meeting to communication using the Zoom Application on Friday, conement or adjournment thereof.	ng of GMA Holdings, Inc. to
1	1.	Approval of the minutes of the Annual Stockholders' Meeting h	ield on May 27, 2022:
		For Against Abstain	
2022	2.	Approval of the Annual Report and Audited Financial State	ments as of December 31,
		For Against Abstain	
	3. During	Ratification of all Acts and Resolutions of the Board of Ethe Preceding Year	Directors and Management
		For Against Abstain	
	oan and	roval of the Meritorious Justifications for the Retention of d Dr. Jaime C. Laya as Independent Directors as set forth in the tement	
		For Against Abstain	
5	5. Electi	ion of Directors (including the Independent Directors)	
of the sa	aid non	ing the space provided before the name of the nominee, you a ninee. By not checking the space provided across the nam 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 	ctor)
please ir	ndicate	c instruction on the manner by which you wish to cumulate you the same in the space provided below. In the absence of an ually 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.

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 TH 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 26, 2023 TIME: 10:00 a.m. PLACE: via remote communication/virtual meeting using Zoom application through https://us06web.zoom.us/j/83513290545?pwd=WkZTVEdncEg0Y0txazBNZVdoZVVFZz09
9.	Approximate date on which the Information Statement is first to be sent or given to security holders May 5, 2023
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

Philippine Deposit Receipts ("PDRs")

399,750,859

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 19, 2023, is being furnished to the stockholders of record of GMA Holdings, Inc. as of April 26, 2023 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 26, 2023 Time : 10:00 a.m.

Place: Remote Communication using Zoom application through:

https://us06web.zoom.us/i/83513290545?pwd=WkZTVEdncEq0Y0txazBNZVdoZVVFZz09

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

May 5, 2023

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, 2023. 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 26, 2023 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, 2023

As of March 31, 2023, 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	Percent- age of Class
Common	Felipe L. Gozon GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record Owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Gilberto R. Duavit, Jr. GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record Owner is the Beneficial Owner	Filipino	3,330	33.30
Common	Joel Marcelo G. Jimenez GMA Network Center, EDSA corner Timog Avenue, Diliman	The Record Owner is the Beneficial Owner	Filipino	3,330	33.30
			Total	9,990	99.90

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

Security Ownership of Management as of March 31, 2023:

As of March 31, 2023, 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
	Tota	99,996		99.96

Voting Trust Holders of more than 5%

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

Changes in Control

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

Philippine Deposit Receipts (PDRs)

The Company's equity (consisting of common shares) are wholly-owned by Filipinos. 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 (2023-2024):

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 9th 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 March 31, 2023 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 26, 2023 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 2022-2023 including the independent directors are as follows:

NOMINEES AS INDEPENDENT DIRECTORS

Chief Justice Artemio V. Panganiban, Filipino, 86 years old, has been an Independent Director of the Company since 2009. In 1995, he was named a Justice of the Supreme Court and was appointed Chief Justice of the Philippines in 2005—a position he held until December 2006. At present, he is also an Independent Director of these listed firms: Metro Pacific Investments Corp., Meralco, GMA Holdings, 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 named a Member of the Permanent Court of Arbitration based in The Hague, The Netherlands, last August 2017 and is the designated Chairperson of the Philippine National Group. He also is a column writer of The Philippine Daily Inquirer.

Upon his retirement, he was unanimously conferred a Plaque of Acclamation by 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: "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; "Corporate Governance Seminar" by SGV & Co. on August 8, 2018; "Corporate Governance Seminar" provided by SGV & Co on August 9, 2017 and "Corporate Governance Seminar" provided by SGV & Co. on February 5, 2016.

Board Attendance: 100% (5 out of 5 Meetings of the Board of Directors in 2022)

Date of First Appointment. May 29, 2009

Length of Service in the Corporation: 14 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 31 on Appraisals and Performance Report of the Members of the Board of Directors

Jaime C. Laya, Filipino, 84 years old, has been an Independent Director of GMA Network, Inc. and GMA Holdings, Inc. since 2008. He is Vice Chairman of Philippine Trust Company (Philtrust Bank), Independent Director of Philippine AXA Life Insurance Company, Inc. and Charter Ping An Insurance Corporation. He also serves as Chairman of the Cultural Center of the Philippines; Chairman of Don Norberto Ty Foundation, Inc.; Director of BancNet, Inc.; Trustee of St. Paul University - Quezon City, Metropolitan Museum of Manila, Yuchengco Museum, Museo del Galeon, Inc., Ayala Foundation, Inc., Filipinas Opera

Society Foundation, Inc., Fundación Santiago, 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 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; "Corporate Governance Seminar" provided by SGV & Co. on December 12, 2018; "Annual Corporate Governance Training Program" held on August 11, 2017 by the Institute of Corporate Directors and "Corporate Governance Training Program" provided by the Institute of Corporate Governance on September 17, 2016.

Board Attendance: 100% (5 out of 5 Meetings of the Board of Directors in 2022)

Date of First Appointment: May 30, 2008

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

NOMINEES AS REGULAR DIRECTORS

Felipe L. Gozon, Filipino, 83 years old, is the Chairman of the Board of Directors of GMA Holdings, Inc. and the Chairman and the Chief Executive Officer 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 Holdings, Inc., GMA Ventures, Inc., Citynet Network Marketing & Productions, Inc., RGMA Network, Inc., Alta Productions

Group, Inc., GMA New Media, Inc., Media Merge Corporation, Digify, Inc., RGMA Marketing & Productions, Inc., Philippine Entertainment Portal, Inc., Script2010, Inc., GMA Ventures, Inc., FLG Management and Development Corporation, Gozon Development Corporation, Vista Montana Realty Development, Inc., Mont-Aire Realty and Development Corporation, BGE Holdings, Inc., Kenobe, Inc., Jeata Holdings and Management, Inc., Vitezon, Inc., Palawan Power Generation, Inc., Catanduanes Power Generation, Inc., Sycamore International Shipping Corp., Lex Realty, Inc., Justitia Realty & Management Corp., Gozon Foundation, Inc., GMA Kapuso Foundation, Kapwa Ko Mahal Ko Foundation, Inc., and The Potter and Clay Christian School Foundation, Inc.

He is also a Director of GMA 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 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; Corporate Governance Seminar by SGV & Co. on December 12, 2018; Corporate Governance Seminar by Sycip Gorres & Velayo on September 21, 2017 and Corporate Governance Seminar by Sycip Gorres & Velayo on November 10, 2016.

Board Attendance: 100% (5 out of 5 Meetings of the Board of Directors in 2022)

Date of First Appointment: February 15, 2006

Length of Service in the Corporation: 17 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 31 on Appraisals and Performance Report of the Members of the Board of Directors

Gilberto R. Duavit, Jr., Filipino, 59 years old, is the President and Chief Executive Officer of the Company. He has been a Director of the Company since 2006. He is the President and Chief Operating Officer of the GMA Network, Inc.. He has been a Director of the Company since 1999 and is currently the Chairman of the Network's Executive Committee. He is also the Chairman of the Board of GMA Network Films and serves as President and CEO of GMA Holdings, Inc., RGMA Marketing and Productions, 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 a 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 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; Corporate Governance Seminar by SGV & Co. on December 12, 2018; Corporate Governance Seminar by SGV & Co. on September 21, 2017 and Corporate Governance Seminar by SGV & Co. on November 10, 2016.

Board Attendance: 100% (5 out of 5 Meetings of the Board of Directors in 2022)

Date of First Appointment. February 15, 2006

Length of Service in the Corporation: 17 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 31 on Appraisals and Performance Report of the Members of the Board of Directors

Joel Marcelo G. Jimenez, Filipino, 59 years old, has been a Director of the Company since 2006. He is currently the Vice-Chairman of the Executive Committee of GMA Network, Inc. and has been a Director of GMA Network, Inc. since 2011. He is currently a member of GMA Network, Inc.'s Audit & Risk Management Committee, 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 15, 2021; Corporate Governance Seminar by SGV & Co. on December 10, 2020; Corporate Governance Seminar by SGV & Co. on December 3, 2019; Corporate Governance Seminar by SGV & Co. on September 21, 2017 and Corporate Governance Seminar by SGV & Co. on November 10, 2016.

Board Attendance: 100% (5 out of 5 Meetings of the Board of Directors in 2022)

Date of First Appointment: February 15, 2006

Length of Service in the Corporation: 17 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 31 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, 2023, the Company's Board of Directors and Senior Management were composed of the following:

	Board of Di	Senior Management				
Directors ar Senior Manageme	Nationality	Position	Year Position was Assumed	Position	Year Position was Assumed	Age

Felipe L. Gozon	Filipino	Chairman/ Director	2006	N/A	N/A	83
Gilberto R. Duavit, Jr.	Filipino	Director	2006	President/Chief Executive Officer	2007	59
Joel Marcelo G. Jimenez	Filipino	Director	2006	N/A	N/A	59
Felipe S. Yalong	Filipino	Corporate Treasurer	2007	Chief Financial Officer/Chief Operating Officer	2012	66
Artemio V. Panganiban	Filipino	Independent Director	2009	N/A	N/A	86
Jaime C. Laya	Filipino	Independent Director	2008	N/A	N/A	84
Ronaldo P. Mastrili	Filipino	N/A	N/A	Comptroller/Chief Accounting Officer	2007	57
Anna Teresa M. Gozon-Valdes	Filipino	Corporate Secretary	2007	N/A	N/A	51
Eduardo P. Santos	Filipino	N/A	N/A	Data Privacy Officer Compliance Officer	2022 2021	66

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, 83 years old, is the Chairman of the Board of Directors of GMA Holdings, Inc. and the Chairman and the Chief Executive Officer 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 Holdings, Inc., GMA Ventures, Inc., Citynet Network Marketing & Productions, Inc., RGMA Network, Inc., Alta Productions Group, Inc., GMA New Media, Inc., Media Merge Corporation, Digify, Inc., RGMA Marketing & Productions, Inc., Philippine Entertainment Portal, Inc., Script2010, Inc., GMA Ventures, Inc., FLG Management and Development Corporation, Gozon Development Corporation, Vista Montana Realty Development, Inc., Mont-Aire Realty and Development Corporation, BGE Holdings, Inc., Kenobe, Inc., Jeata Holdings and Management, Inc., Vitezon, Inc., Palawan Power Generation, Inc., Catanduanes Power Generation, Inc., Sycamore International Shipping Corp., Lex Realty, Inc., Justitia Realty & Management Corp., Gozon Foundation, Inc., GMA Kapuso Foundation, Kapwa Ko Mahal Ko Foundation, Inc., and The Potter and Clay Christian School Foundation, Inc.

He is also a Director of GMA 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, 59 years old, is the President and Chief Executive Officer of the Company. He has been a Director of the Company since 2006. He is the President and Chief Operating Officer of the GMA Network, Inc.. He has been a Director of the Company since 1999 and is currently the Chairman of the Network's Executive Committee. He is also the Chairman of the Board of GMA Network Films and serves as President and CEO of GMA Holdings, Inc., RGMA Marketing and Productions, 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 a 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, 59 years old, has been a Director of the Company since 2006. He is currently the Vice-Chairman of the Executive Committee of GMA Network, Inc. and has been a Director of GMA Network, Inc. since 2011. He is currently a member of GMA Network, Inc.'s Audit & Risk Management Committee, 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, 86 years old, has been an Independent Director of the Company since 2009. In 1995, he was named a Justice of the Supreme Court and was appointed Chief Justice of the Philippines in 2005—a position he held until December 2006. At present, he is also an Independent Director of these listed firms: Metro Pacific Investments Corp., Meralco, GMA Holdings, 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 named a Member of the Permanent Court of Arbitration based in The Hague, The Netherlands, last August 2017 and is the designated Chairperson of the Philippine National Group. He also is a column writer of The Philippine Daily Inquirer.

Upon his retirement, he was unanimously conferred a Plaque of Acclamation by 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, 84 years old, has been an Independent Director of GMA Network, Inc. and GMA Holdings, Inc. since 2008. He is Vice Chairman of Philippine Trust Company (Philtrust Bank), Independent Director of Philippine AXA Life Insurance Company, Inc. and Charter Ping An Insurance Corporation. He also serves as Chairman of the Cultural Center of the Philippines; Chairman of Don Norberto Ty Foundation, Inc.; Director of BancNet, Inc.; Trustee of St. Paul University - Quezon City, Metropolitan Museum of Manila, Yuchengco Museum, Museo del Galeon, Inc., Ayala Foundation, Inc., Filipinas Opera Society Foundation, Inc., Fundación Santiago, 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, 64 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 the GMA Network, Inc. since 2002. Aside from GMA Network, Inc., he also serves as Director and Corporate Treasurer of GMA Holdings, Inc., Scenarios, Inc., and GMA Network Films, Inc.; Director of Unicapital, Inc., and 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.

Anna Teresa M. Gozon-Valdes, Filipino, 51 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, 66 years old, is a CPA with more than 20 years of experience with the media industry having served various roles in audit and finance. He is GMA Holdings, Inc. and GMA Network, Inc.'s Compliance Officer since 2021. 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. He also serves as the Network's Data Protection Officer since 2017.

His vast experience in audit, as well as in the media industry, best complement his role as the Compliance Officer of the Network.

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 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 Controllership 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: Chief Accounting Officer of GMA Holdings, Treasurer of Alta Productions, Director of Script2010, Scenarios and GMA Kapuso Foundation, and Comptroller of GMA Network Films, Inc., GMA Kapuso Foundation, and GMA Worldwide. He is also a Trustee of GMA Kapuso Foundation, Inc.

Significant Employees

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

Family Relationships

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

Involvement in Certain Legal Proceedings

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

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

- Any filing of an insolvency or bankruptcy petition by or against any business of which such person was a general partner or executive officer, either at the time of the insolvency or within two (2) years prior to that time;
- Any conviction by final judgment in a criminal proceeding, domestic or foreign, or any pending criminal proceeding, domestic or foreign, of any such person, excluding traffic violations and other minor offenses;

- Any final and executory order, judgment, or decree of any court of competent jurisdiction, domestic or foreign, against any such person, permanently or temporarily enjoining, barring, suspending, or otherwise limiting involvement in any type of business, securities, commodities, or banking activities; and,
- Any final and executory judgment of any such person by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC, or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, for violation of a securities or commodities law.

Related Party Transactions with Subsidiaries and Affiliates

Please refer to the disclosures on certain relationships and related transactions are set forth on page 31.

<u>Directors' Disclosures on Self-Dealing and Related Party Transactions</u>

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 2022, 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 are currently negotiating the fees in relation to the services provided, ensuring that the same is done on an arm's length basis.

On July 30, 2007, the Company issued PDRs relating to the Common Shares. The proceeds owing to the selling shareholders of GMA Network, Inc. ("Selling Shareholders") whose Common Shares formed part of the underlying shares of the PDRs in the Company's Initial Public Offering 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

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. Felipe S. Yalong Ronaldo P. Mastrili President and Chief Executive Officer
Chief Financial Officer/ Chief Operating Officer

Chief Accounting Officer/ Comptroller

Year Salaries Bonuses Other Total (in (in thousands) Income (in thousands) (in thousands) thousands CEO and the highest compensated officers named above 2018 2019 2020 25 25 60 60 2021 2022 45 45 2023 65 65 (estimate) Aggregate compensation paid to all officers and directors as a group 2018 unnamed 2019 2020 120 120 2021 220 220 2022 170 170 2023 230 230 (estimate)

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 2022, as follows:

	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.

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 26, 2023.
- (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 Meynard A. Bonoen, partner of SGV & Co., to sign the Company's 2022 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 2022, the same fee as the year 2021.

(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 2022 and 2021 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 members of the Audit Committee are as follows:

Dr. Jaime C. Laya (*Chairman*) Gilberto R. Duavit, Jr. Chief Justice Artemio V. Panganiban

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, 2022 and 2021 and Quarterly Report for the period ended March 31, 2023;¹
- 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 Meynard A. Bonoen, partner of SGV & Co., to sign the Company's 2022 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.

¹ The Quarterly Report for period ended March 31, 2023 will be submitted to the Honorable Commission together with the Definitive Information Statement as the same is still currently being completed/finalized.

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, 2022.
- Approval of the Minutes of the Annual Stockholders' Meeting held on May 27, 2022. The salient matters are summarized as follows:
 - (1) Approval of the Minutes of the Stockholders' Meeting held on May 28, 2021.
 - (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 27, 2022 to May 26, 2023 adopted in the ordinary course of business involving

- > Appointment of signatories;
- > Approval of the minutes of the organizational meeting last May 27, 2022
- 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 27, 2022 (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.

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

The Company's previous stockholders' meeting was held on May 27, 2022 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:

Certification of Notice and Quorum

The Corporate Secretary certified that 99.9% of the total issued and outstanding common shares were represented by the owners of record.

Reading and Approval of the Minutes of the Annual Stockholders' Meeting on May 28, 2021

After some discussion and upon motion, the Minutes of the Annual Stockholders' Meeting held on May 28, 2021 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 28, 2021.

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, 2021, 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 28, 2021 to May 27, 2022 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 25, 2022, 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 Annex as 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 abovementioned 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 Bylaws 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, 99.9% 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

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

Farley D. Areola

External Auditors and External Counsels Present

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

Meynard A. Bonoen (Sycip Gorres & Velayo Auditing Firm)

For a copy of the minutes of the May 27, 2022 Annual Stockholders' Meeting please kindly refer to the following link:

https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi_-_minutes_of_asm_2022_1654438443.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 1.45 per share. The foregoing cash distribution in the amount of Php 1.45 per PDR will be distributed to the PDR holders as of April 21, 2023 and will be paid out to the PDR Holders on May 16, 2023.
 - (ii) Declaration on March 31, 2023 by the Company of cash dividends of Php 3,300,000.00 to its common shareholders from it retained earnings as of December 31, 2022, to be paid on May 16, 2023 to the stockholders of record as of April 21, 2023.
 - (iii) All acts and resolutions of the Board of Directors and Management for the period covering May 27, 2022 to May 26, 2023 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 27, 2022
 - > Approval of the record date and venue of the Annual Stockholders' Meeting
 - > Approval of the Financial Statements
 - > Approval of he Audit and Risk Management Committee's recommendation to appoint SYcip Gorres Velayo & Co. as the Company's external auditor for the year 2023, subject to the ratification/approval of the stockholders at the May 26, 2023 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 26, 2023 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

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 currently not yet available in this Preliminary Information Statement. The IFS will be included in the submission of the Definitive Information Statement and will be available for viewing at https://www.gmaholdingsinc.com/disclosures/quarterly upon

submission of the Definitive Information Statement with this Honorable Commission. Upon submission of the IFS with the Definitive Information Statement, hard copies of the company's IFS and management discussion may be available upon written request of the stockholder.

SIGNATURE PAGE

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 the City of Makati on May 2, 2022

GMA HOLDINGS, INC.

ANNA TERESA M. GOZON-VALDES
Corporate Secretary

ANNEX E

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, 5th 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, 2023 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

The Company first offered PDRs relating to GMA Network, Inc. Common Shares on July 30, 2007. These PDRs were listed on the Philippine Stock Exchange on the same date.

Stock Prices GMAP

Period in 2023	Highest Closing	Lowest Closing
1Q	12.70	11.00

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

Period in 2021	Highest Closing	Lowest Closing
1Q	8.49	5.76
2Q	13.00	7.34
3Q	15.04	10.24
4Q	15.00	13.00

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 18, 2023 is 10.90 for GHI GMAP (PDRs).

Holders

The total number of shareholders as of March 31, 2023 was seven. The number of shares subscribed as of March 31, 2023 was 10,000 or P100,000.00. All the common shareholders of the Company are listed hereunder:

Name of Shareholder	No. of Shares Subscribed	Percentage of Ownership
Felipe L. Gozon	3,330	33.30
Gilberto R. Duavit, Jr.	3,330	33.30
Joel Marcelo G. Jimenez	3,330	33.30

Artemio V. Panganiban	4	.04
Manuel P. Quiogue(deceased)	4	.04
Jaime C. Laya	1	.01
Felipe S. Yalong	1	.01
Total	10,000	100.00

The rights of the Company's stockholders are set forth under Article 7 of the Company's Amended Articles of Incorporation, among others, which may be viewed or downloaded from: https://aphrodite.gmanetwork.com/corporate/disclosures/1-ghi amendments to articles of incorporation 111320 1605512528.pdf

Cash Distribution to the Company's PDR Holders

On March 31, 2023, the Company's Board of Directors recommended a cash distribution to PDR holders of Php 1.10 per share or at the same rate of the dividend that was paid by GMA Network, Inc. to the latters' common shareholders. The foregoing cash distribution to the PDR holders of Php 1.10 per PDR will be distributed to PDR holders 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 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 as of April 22, 2021.

On July 16, 2020, the Company remitted to PDR holders cash distribution of Php .30 per share or at the same rate of the dividend that was paid by GMA Network, Inc. to the latter's common shareholders. The foregoing cash distribution in the amount of Php 0.30 per PDR was distributed to PDR holders as of June 24, 2020.

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

Cash Dividends to Common Shareholders

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, to be 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.

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

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

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

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 March 31, 2023, the Company's BOD recommended a cash distribution to PDR holders of P1.10 per share in relation to dividends declared by GMA to all shareholders of record as at April 21, 2023 and will be paid on May 17, 2023.

On May 18, 2022, the Company remitted to PDR holders cash distribution of P1.45 per share totaling P4,878.8 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 share totaling P909.9 million, in relation to dividends declared by GMA to all shareholders of record as at April 22, 2021.

On July 16, 2020, the Company remitted to PDR holders cash distribution of P0.30 per share totaling P216.6 million, in relation to dividends declared by GMA to all shareholders of record as at June 24, 2020.

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, 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 BOD 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.

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 BOD 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 and were paid on May 17, 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.

For the years ended December 31, 2020 and 2019

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

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

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

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

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

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, 2022, 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, 2022, 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, 2022.

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, 2022 to December 31, 2022, 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, 2022, 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, 2022, 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, 2022, vs. December 31, 2021)

- 1. Current assets decreased by P4.92 million to P51.49 million, mainly due to decreased cash in the bank and accounts receivables.
- 2. Current liabilities decreased by P0.31 million to P48.04 million due to decreased accounts payable and income tax payable.

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

As of December 31, 2022, there are 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, 2023

Copies of the latest Unaudited Interim Financial Statements (IFS) are currently not yet available in this Preliminary Information Statement. The IFS will be included in the submission of the Definitive Information Statement and will be available for viewing at https://www.gmaholdingsinc.com/disclosures/quarterly upon submission of the Definitive Information Statement with this Honorable Commission. Upon submission of the IFS with the Definitive Information Statement, 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 therein are filed as part of this report. The statements were audited by Sycip Gorres Velayo & Co. and signed by Marydith C. Miguel.

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 2022, the same fee as the year 2021.

TAX FEE

The Company has not engaged SGV for tax accounting, compliance, advice, planning, and any other form of tax services during the years 2022 and 2021 that are reasonably related to the performance of the audit or review of the Company's financial statements.

ALL OTHER FEES

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

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 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 2021 filed with the Securities and Exchange Commission on May 30, 2022, 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 five (5) times in 2022. 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	5	0
Gilberto R. Duavit, Jr.	5	0
Joel Marcelo G. Jimenez	5	0
Artemio V. Panganiban	5	0
Jaime C. Laya	5	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 2022 wherein the Committee reviewed the qualification of the nominees for election as member of the Board of Directors (including Independent Directors) for 2022-2023 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 2022 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 int he 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 a 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 2022 wherein the Committee reviewed and approved, among others, the Company's 2021 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, 2022 and 2021**, 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.

FEUIPE L. GOZON

Chairman of the Board

GILBERTO R. DUAVIT, JR.

President and Chief Executive Officer

FELIPE S. YALONG
Chief Financia Officer Preasurer

Signed this 31st day of March 2023.

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2023, 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. 23
Page No. 6
Book No. 1

Series of 2023

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

COVER SHEET

for **AUDITED FINANCIAL STATEMENTS**

		SEC Registration Number																											
																		(3 2	2 0	0	6	0	2	3	5	6	
			NY					Γ.						_	N.T.	_								$\overline{}$					
G	M	A		Н	О	L	D	I	N	G	S	,		I	N	C	•												
				FIC	ε (Λ 3		Street	/ Bara		/ / City				ce)	**/	T	NI				117		т	D	**/		W	S	
U	N	I	T		3	K	,		N	0	R	T	Н	H	W		N	G	,		F	A	I	R	W	A	Y		
T	О	W	E	R	<u> </u>	C	О	N	D	О	M	I	N	Ι	U	M	,		5	T	Н		A	V	E	N	U	E	
C	O	R	N	E	R		M	C	K	I	N	L	E	Y		R	O	A	D	,		F	O	R	T		В	0	N
I	F	A	C	I	O		T	A	G	U	I	\mathbf{G}		1	6	3	0												
			Eorm	Type							Department requiring the report Secondary License Type, If Applica								blo										
	į	A	Form A	F	S						S E C						I y Lic	License Type, II 7 spincable			DIE								
						j									-											<u> </u>			
	COMPANY INFORMATION																												
Company's Email Address Company's Telephone Number Mobile Number									1																				
_					8816-3716																								
			N	n of:	Stock	holde	ers					Ann	ual M	eeting	n (Mo	nth /	Dav)					Fisc	al Yea	ar (Mo	onth /	Day)			
No. of Stockholders				Annual Meeting (Month / Day) May 28						Fiscal Year (Month / Day) December 31																			
										<u> </u>									l										
															II NO														
		Nan	ne of (Conta	art Pe	rson		In	e des	signate	∌d coi		perso mail <i>F</i>			e an (Jfficei	r of th				umhe	r/s			Mohi	ile Nu	mher	
	Mr.						stril	i]	rp	mas				two	rk.c	om		Telephone Number/s Mobile Number 8816-3716 —										
										C	ON.	TAC	T P	ERS	SON	'S A	DDI	RES	S										
	GMA Network Center, Timog Avenue corner EDSA, Quezon City																												

NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies





SyCip Gorres Velayo & Co. 6760 Ayala Avenue 1226 Makati City Philippines Tel: (632) 8891 0307 Fax: (632) 8819 0872 ev.com/ph

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders GMA Holdings, Inc. Unit 3K, North Wing, Fairways Tower Condominium 5th 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, 2022 and 2021, 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, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2022 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, 2022, 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, 2022 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 19 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of GMA Holdings, Inc. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

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

SYCIP GORRES VELAYO & CO.

Marydith C. Miguel
Marydith C. Miguel

Partner

CPA Certificate No. 65556

Tax Identification No. 102-092-270

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

SEC Partner Accreditation No. 65556-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions BIR Accreditation No. 08-001998-055-2020, December 3, 2020, valid until December 2, 2023 PTR No. 9564666, January 3, 2023, Makati City

March 31, 2023



GMA HOLDINGS, INC. STATEMENTS OF FINANCIAL POSITION

	December 31			
	2022	2021		
ASSETS				
Current Assets				
Cash and cash equivalents (Notes 7, 13 and 14)	₽ 50,571,380	₽54,510,327		
Accounts receivable (Notes 13 and 14)	834,364	1,889,215		
Prepaid taxes	83,825	_		
Total Current Assets	51,489,569	56,399,542		
Total Assets	₽51,489,569	₽56,399,542		
Current Liabilities Accounts payable and other current liabilities				
(Notes 8, 13 and 14)	₽771,982	₽ 851,424		
Due to selling shareholders (Notes 12, 13 and 14)	47,271,600	47,271,600		
Income tax payable	<u> </u>	234,243		
Total Current Liabilities	48,043,582	48,357,267		
Total Liabilities	48,043,582	48,357,267		
Equity				
Capital stock (Note 9)	100,000	100,000		
Retained earnings (Note 9)	3,345,987	7,942,275		
Total Equity	3,445,987	8,042,275		



GMA HOLDINGS, INC.

STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31						
	2022	2021	2020					
REVENUE								
Interest income (Notes 7)	₽1,782,389	₽1,739,683	₽1,291,764					
Exercise fees (Note 6)	3,218,866	9,346,668	2,018,049					
	5,001,255	11,086,351	3,309,813					
OPERATING EXPENSES (Note 10)	1,195,209	982,820	1,002,591					
INCOME BEFORE INCOME TAX	3,806,046	10,103,531	2,307,222					
PROVISION FOR INCOME TAX (Note 11)	502,334	2,177,778	273,295					
NET INCOME	3,303,712	7,925,753	2,033,927					
OTHER COMPREHENSIVE LOSS								
Item not to be reclassified to profit or loss in subsequent periods:								
Unrealized loss on debt instrument at fair value through other comprehensive income -								
net of tax		_	(167,267)					
TOTAL COMPREHENSIVE INCOME	₽3,303,712	₽7,925,753	₽1,866,660					
Basic/Diluted Earnings Per Share (Note 15)	₽330.37	₽792.58	₽203.39					



GMA HOLDINGS, INC.

STATEMENTS OF CHANGES IN EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

	Capital Stock	Retained Earnings	Unrealized Loss on Debt Instrument at Fair Value Through Other Comprehensive Income – net	
	(Note 9)	(Note 9)	of tax (Note 4)	Total
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)
Balance as at December 31, 2022	₽100,000	₽3,345,987	₽-	₽3,445,987
Balance as at January 1, 2021	₽100,000	₽2,116,522	₽_	₽2,216,522
Net income/ total comprehensive		7.025.752		7.025.752
income Cash dividends at ₱210 per share		7,925,753 (2,100,000)		7,925,753 (2,100,000)
cash dividends at 1210 per share		(2,100,000)		(2,100,000)
Balance as at December 31, 2021	₽100,000	₽7,942,275	₽_	₽8,042,275
Balance as at January 1, 2020	₽100,000	₽1,382,595	₽167,267	1,649,862
Net income	_	2,033,927	_	2,033,927
Other comprehensive loss			(167,267)	(167,267)
Total comprehensive income	_	2,033,927	(167,267)	1,866,660
Cash dividends at ₱130 per share	_	(1,300,000)	_	(1,300,000)
Balance as at December 31, 2020	₽100,000	₽2,116,522	₽_	₽2,216,522



GMA HOLDINGS, INC.

STATEMENTS OF CASH FLOWS

		ember 31	
	2022	2021	2020
CASH FLOWS FROM OPERATING			
ACTIVITIES			
Income before income tax	₽3,806,046	₽10,103,531	₽2,307,222
Adjustment for interest income (Notes 7)	(1,782,389)	(1,739,683)	(1,291,764)
Operating income before working capital	, , ,	, , ,	
changes	2,023,657	8,363,848	1,015,458
Decrease (increase) in:	, ,		, ,
Accounts receivable	1,018,920	(638,380)	(1,098,505)
Other current assets	(83,825)	22,829	44,752
Increase (decrease) in accounts payable and other	, ,		
current liabilities	(79,442)	(31,264)	203,893
Cash flows from operations	2,879,310	7,717,033	165,598
Interest received	1,818,320	1,747,832	1,437,708
Income taxes paid	(736,577)	(1,943,535)	(277,791)
Net cash from operating activities	3,961,053	7,521,330	1,325,515
CASH FLOW FROM AN INVESTING ACTIVITY Redemption of debt instrument at fair value through other comprehensive income (Note 4)	_	_	21,000,000
CASH FLOW FROM A FINANCING ACTIVITY			
Payment of cash dividends (Notes 9 and 16)	(7,900,000)	(2,100,000)	(1,300,000)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(3,938,947)	5,421,330	21,025,515
CASH AND CASH EQUIVALENTS			
AT BEGINNING OF YEAR	54,510,327	49,088,997	28,063,482
CASH AND CASH EQUIVALENTS			
AT END OF YEAR (Note 7)	₽50,571,380	₽54,510,327	₽49,088,997



NOTES TO FINANCIAL STATEMENTS

1. Corporate Information

GMA Holdings, Inc. (the Company) is incorporated in the Philippines to invest in, purchase or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose real and personal property of every kind and description. The registered office address of the Company is 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 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 and previously existing investment in FVOCI (see Note 6).

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

The accompanying financial statements of the Company were approved and authorized for issuance in accordance with a resolution of the Board of Directors (BOD) on March 31, 2023.

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).



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 2022. 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, 2022

Amendments to PFRS 3, Reference to the Conceptual Framework

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

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

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

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

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

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

Amendments to PAS 37, Onerous Contracts - Costs of Fulfilling a Contract

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

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



- Annual Improvements to PFRSs 2018-2020 Cycle
 - Amendments to PFRS 1, First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter

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

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Company.

 Amendments to PFRS 9, Financial Instruments, Fees in the '10 per cent' test for derecognition of financial liabilities

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

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

• Amendments to PAS 41, Agriculture, Taxation in fair value measurements

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

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

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. Unless otherwise indicated, the Company does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements.

Effective beginning on or after January 1, 2023

 Amendments to PAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.



The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented for annual reporting periods on or after January 1, 2023.

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

Amendments to PAS 8, Definition of Accounting Estimates

The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted.

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. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed.

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

Effective beginning on or after January 1, 2024

Amendments to PAS 1, Classification of Liabilities as Current or Non-current

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

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



The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. However, in November 2021, the International Accounting Standards Board (IASB) tentatively decided to defer the effective date to no earlier than January 1, 2024.

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

Amendments to PFRS 16, Lease Liability in a Sale and Leaseback

The amendments specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and must be applied retrospectively. Earlier adoption is permitted and that fact must be disclosed.

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

Effective beginning on or after January 1, 2025

PFRS 17, Insurance Contracts

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

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

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

On December 15, 2021, the FRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB.

PFRS 17 is effective for reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

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



Deferred effectivity

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

The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

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

Adoption of this amendments is not expected to have any impact to the Company.

4. Summary of Significant Accounting Policies

Current versus Noncurrent Classification

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

An asset as current when it is:

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

A liability is current when:

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

The Company classifies all other assets and liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent.

Fair Value Measurement

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

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



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

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

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

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

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

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

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

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

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

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

Cash and Cash Equivalents

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

Financial Instruments

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



Financial Assets

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

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 as at December 31, 2022 and 2021.

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

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

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

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



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

As at December 31, 2022 and 2021, the Company's cash and cash equivalents and accounts receivable are classified under this category.

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

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

The Company has no financial assets at FVOCI as at December 31, 2022 and 2021. Interest income earned from UBP Tier Note amounted to nil in 2022 and 2021 and ₱0.15 million in 2020. In 2020, the Company redeemed its debt instrument amounting to ₱21.0 million.

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.

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

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

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

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

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



Financial Liabilities

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

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

As at December 31, 2022 and 2021, the Company's accounts payable and other current liabilities (excluding deferred output VAT and withholding tax payable) and due to selling shareholders are included under this category.

The Company has no financial liabilities at FVPL or derivative liabilities designated as hedging instruments.

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

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

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

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

Offsetting of Financial Instruments

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

Other Current Assets

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

Equity

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



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

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

Revenue

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

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

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

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

Interest Income

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

Expenses

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

Taxes

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

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

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

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



available against which the deductible temporary differences, and the carryforward benefits of excess MCIT over RCIT and NOLCO can be utilized except:

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

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

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

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

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

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

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

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

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

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

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



Earnings per Share (EPS)

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

Provisions

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

Contingencies

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

Events after the Reporting Period

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

5. Summary of Significant Accounting Estimates and Assumptions

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

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

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

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



The Company did not recognize deferred income tax asset from excess MCIT over RCIT amounting to \$\pm\$5,520 as at December 31, 2021 as management believes that sufficient taxable profit will not be available against which the deductible temporary differences can be utilized (see Note 12).

6. Philippine Deposit Receipts

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

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

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

Upon exercise of the PDRs, an exercise price of ₱0.05 (VAT inclusive) per share shall be paid by the PDR holders. The exercise price is shown as "Exercise fees" account in the statement of comprehensive income. Exercise fees amounted to ₱3.22 million, ₱9.35 million and ₱2.02 million in 2022, 2021 and 2020, 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.



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

	PDRs		Num	Number of Shares	
	2022	2021	2022	2021	
Balance at beginning of year	₽4,021,311,317	₽5,800,916,800	473,095,449	682,460,800	
Exercise of PDRs	(612,872,015)	(1,779,605,492)	(72,102,590)	(209, 365, 352)	
Balance at end of year	3,408,439,302	4,021,311,308	400,992,859	473,095,448	

On May 18, 2022, the Company remitted to PDR holders cash distribution of ₱1.45 per share totaling ₱4,878.8 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.

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

On July 16, 2020, the Company remitted to PDR holders cash distribution of ₱0.30 per share totaling ₱216.6 million, in relation to dividends declared by GMA to all shareholders of record as at June 24, 2020

The BOD approved a resolution to pass on the entire amount of the cash dividends received from GMA without deducting the Company's 2022, 2021 and 2020 projected operating expenses on March 25, 2022, March 26, 2021 and June 9, 2020, respectively. Such expenses shall be covered by the interest income from the Company's cash and cash equivalents and previously existing investment in FVOCI. Accordingly, the entire amount of the cash dividends received from GMA were remitted to the PDR holders.

As at December 31, 2022 and 2021, the total number of PDR holders, which includes Philippine Central Depositary Nominee Corporation, is 127 and 148, respectively.

7. Cash and Cash Equivalents

	2022	2021
Cash on hand and in bank	₽3,540,762	₽7,189,453
Short-term deposits	47,030,618	47,320,874
	₽50,571,380	₽54,510,327

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 ₱1.78 million, ₱1.74 million and ₱1.29 million in 2022, 2021 and 2020, respectively.



8. Accounts Payable and Other Current Liabilities

	2022	2021
Accounts payable to third parties	₽30,251	₽76,723
Accrued expenses on professional fees (Note 13)	653,400	578,400
Deferred output VAT	87,131	196,301
Withholding tax payable	1,200	_
	₽771,982	₽851,424

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 P10.00 par value per share. As at December 31, 2022 and 2021, 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:

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

b. Retained Earnings

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.

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

10. Operating Expenses

	2022	2021	2020
Listing fees	₽640,916	₱410,019	₽396,876
Professional fees	485,000	535,000	515,000
Taxes and licenses	31,520	21,513	36,965
Others	37,773	16,288	53,750
	₽1,195,209	₽982,820	₽1,002,591



11. Income Taxes

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

	2022	2021	2020
Final tax on interest income	₽103,123	₽103,972	₽170,360
RCIT	404,731	2,073,806	102,935
Benefit from deferred income tax	(5,520)	_	_
	₽502,334	₽2,177,778	₽273,295

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:

	2022	2021	2020
Provision for income tax			
computed at statutory			
income tax rate of 25/20%	₽ 761,209	₱2,525,883	₽ 692,167
Income tax effects of:			
Interest income subjected to final			
tax	(253,355)	(330,949)	(217,169)
Movement in unrecognized			
deferred tax assets	(5,520)	(34,279)	(201,703)
Expired NOLCO and MCIT		34,279	_
Adjustment to current income			
tax due to change in tax rate	_	(17,156)	_
	₽502,334	₽2,177,778	₽273,295

Deferred Tax Assets

The Company did not recognize deferred income tax asset from excess MCIT over RCIT amounting to \$\pm\$5,520 as at December 31, 2021 as management believes that sufficient taxable profit will not be available against which the deductible temporary differences can be utilized.

MCIT The movements in MCIT follows:

	2022	2021
MCIT:		
Balance at beginning of year	₽5,520	₽39,799
Applied	(5,520)	_
Expired	<u> </u>	(34,279)
Balance at end of year	₽_	₽5,520

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.

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:

		Amount/Volume	Outstanding		
Category	Year	of Transactions	Payable	Terms	Conditions
Shareholders					_
Portion of proceeds retained	2022	_	47,271,600	On demand upon	Unsecured
from the issuance of PDRs	2021	_	47,271,600	exercise of PDRs, noninterest-bearing	
Belo, Gozon, Elma Law Firm (see Note 8)	2022 2021	- -	428,400	On demand, noninterest- bearing	Unsecured
GMA Network, Inc. (see Note 8)	2022 2021	104,314	- -	On demand, noninterest- bearing	Unsecured

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.

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



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

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 December 31:

	2022				
	More than				
	On Demand	3 to 12 Months	1 year	Total	
Financial assets at amortized cost					
Cash and cash equivalents	₽50,571,380	₽-	₽—	₽50,571,380	
Accounts receivable	834,364	_	_	834,364	
	51,405,744			51,405,744	
Loans and borrowings					
Accounts payable and other current					
liabilities*	683,651	_	_	683,651	
Due to selling shareholders	47,271,600	_	_	47,271,600	
	47,955,251	_	_	47,955,251	
Liquidity portion (gap)	₽23,500,136	₽-	₽—	₽3,450,493	

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



	2021			
	On Demand	3 to 12 Months	1 year	Total
Financial assets at amortized cost				
Cash and cash equivalents	₽54,510,327	₽_	₽_	₽54,510,327
Accounts receivable	1,889,215	_	_	1,889,215
	56,399,542	-	_	56,399,542
Loans and borrowings				
Accounts payable and other current				
liabilities*	655,123	_	_	655,123
Due to selling shareholders	47,271,600	_	_	47,271,600
	47,926,723	_	_	47,926,723
Liquidity portion (gap)	₽32,127,591	₽_	₽_	₽8,472,819

^{*}Excluding deferred output VAT and withholding tax payable amounting to ₱196,301.

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 \$\pm\$50.07 million and \$\pm\$54.05 million as at December 31, 2022 and 2021, 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 \$\pm\$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, 2022 and 2021, 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, 2022 and 2021.

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, 2022 and 2021. 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, 2022, 2021 and 2020.



The Company's capital management is undertaken by GMA. The Company's capital includes the total equity, before other comprehensive income, which amounted to ₱3.44 million and 8.04 million as at December 31, 2022 and 2021, respectively.

The Company is not subject to externally imposed capital requirements.

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:

<u>Cash and Cash Equivalents, Accounts Receivable, Accounts Payable and Other Current Liabilities</u> (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.

15. Basic/Diluted Earnings Per Share Computation

Basic/diluted EPS is computed as follows:

	2022	2021	2020
Net income attributable to equity holders (a)	₽3,303,712	₽7,925,753	₽2,033,927
Common shares issued at beginning and end			
of year (b)	10,000	10,000	10,000
Basic/diluted earnings per share (a/b)	₽330.37	₽792.58	₽203.39

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

16. Note to Statements of Cash Flows

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

	2022	2021
Dividends payable, at beginning of year	₽_	₽_
Dividend declaration (Note 10)	7,900,000	2,100,000
Cash outflow	(7,900,000)	(2,100,000)
Dividends payable, at end of year	₽_	₽_

18. Events after the Reporting Period

Cash Distribution to PDR Holders

On March 31, 2023, the Company's BOD recommended a cash distribution to PDR holders of ₱1.10 per share in relation to dividends declared by GMA to all shareholders of record as at April 21, 2023 and will be paid on May 17, 2023.



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 \$\mathbb{P}3.3\$ million to all stockholders of record as at April 21, 2023.

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

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

The Company reported and/or paid the following types of taxes in 2022:

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 \$\frac{P}{4}95,434\$ for the year based on the gross receipts of exercise fees of \$\frac{P}{4},128,616\$ as included in the "Exercise fee" account in the statement of comprehensive income.

b. Input VAT

Balance at January 1, 2022	₽_
Current year's domestic purchases for services	79,471
Total input VAT	79,471
Applied against output VAT	(79,471)
Balance at December 31, 2022	₽_

Other Taxes and Licenses

All other local and national taxes paid for the year ended December 31, 2022 consist of:

Local taxes and license fees	₽31,020
Registration fees	500
	₽31,520

Withholding Taxes

Withholding taxes paid and/or withheld for the year ended December 31, 2022 consist of:

Final withholding tax	₽ 20,142,414
Expanded withholding tax	35,045
	₽20,177,459

Tax Assessments and Cases

As at December 31, 2022, 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, 2022.





SyCip Gorres Velayo & Co. 6760 Ayala Avenue 1226 Makati City Philippines Tel: (632) 8891 0307 Fax: (632) 8819 0872 ey.com/ph

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

The Board of Directors and Stockholders GMA Holdings, Inc. Unit 3K, North Wing, Fairways Tower Condominium 5th 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, 2022 and 2021, and for each of the three years in the period ended December 31, 2022 and have issued our report thereon dated March 31, 2023. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedules Required by Revised Securities Regulation Code Rule 68, Annex 68-J and Reconciliation of Retained Earnings Available for Dividend Declaration 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.

Maryanth C. Miguel

Marydith C. Miguel

Partner

CPA Certificate No. 65556

Tax Identification No. 102-092-270

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

SEC Partner Accreditation No. 65556-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions BIR Accreditation No. 08-001998-055-2020, December 3, 2020, valid until December 2, 2023 PTR No. 9564666, January 3, 2023, Makati City

March 31, 2023





SyCip Gorres Velayo & Co. 6760 Ayala Avenue 1226 Makati City Philippines Tel: (632) 8891 0307 Fax: (632) 8819 0872 ey.com/ph

INDEPENDENT AUDITOR'S REPORT COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

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

We have audited in accordance with Philippine Standards on Auditing, the financial statements of GMA Holdings, Inc. (the Company) as at December 31, 2022 and 2021 and for each of the three years in the period ended December 31, 2022, and have issued our report thereon dated March 31, 2023. 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, 2022 and 2021 and for each of the three years in the period ended December 31, 2022 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Marydith C. Miguel
Marydith C. Miguel

Partner

CPA Certificate No. 65556

Tax Identification No. 102-092-270

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

SEC Partner Accreditation No. 65556-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions BIR Accreditation No. 08-001998-055-2020, December 3, 2020, valid until December 2, 2023 PTR No. 9564666, January 3, 2023, Makati City

March 31, 2023



GMA HOLDINGS, INC.

Index to the Financial Statements and Supplementary Schedules December 31, 2022

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, 2022

Schedule A. Financial Assets

	Amount shown in	
	the statements of In	come received
Name of issuing entity and association of each issue	financial position	and accrued
Cash and cash equivalents		
Cash on hand	₽5,000	₽_
Cash in bank - Union Bank of the Philippines	3,535,762	6,817
Total cash on hand and in banks	3,540,762	6,817
Cash equivalents - Unicapital, Inc.	25,683,318	678,393
Cash equivalents - Abacus Capital & Investment Corp.	21,347,300	1,097,179
Total cash equivalents	₽47,030,618	₽1,775,572
	₽50,571,380	₽1,782,389

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

		Deductions					
Name and	Balance as at		Amount	Amount			Balance as at
designation	January 1, 2022	Additions	collected	written off	Current	Noncurrent	December 31, 2022

Not Applicable: The Company has no receivable from directors, officer, employees, related parties and principal stockholders (other than related parties) as at December 31, 2022.

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

Deductions							
Name and	Balance as at		Amount	Amount			Balance as at
designation	January 1, 2022	Additions	collected	written off	Current	Noncurrent	December 31, 2022

Not Applicable: The Company has no receivable from related parties which are consolidated as at December 31, 2022.

Schedule D. Long-Term Debt

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

Not Applicable: The Company has no long-term debt as at December 31, 2022.

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

	Balance at	Balance at
Name of related party	January 1, 2022	December 31, 2022

Not Applicable: The Company has no long-term loan from a related party as at December 31, 2022.

Schedule F. Guarantees of Securities of Other Issuers

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

Not Applicable: The Company has no guarantees of securities of other issuers as at December 31, 2022.

Schedule G. Capital Stock

		Number of				
		shares issued				
		and	Number			
		outstanding	of shares			
		as shown	reserved for			
		under related	options,			
		statement of	warrants,	Number		
	Number	financial	conversion	of shares held	Directors,	
	of shares	position	and other	by related	officers, and	
Title of issue	authorized	caption	rights	parties	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, 2022

Unappropriated retained earnings, beginning	₽7,942,275
Net income during the year closed to retained earnings	3,303,712
Dividend declaration during the year	(7,900,000)
Unappropriated retained earnings available for dividend declaration, end	₽3,345,987

GMA HOLDINGS, INC. Supplementary Schedule on Financial Soundness Indicators As at December 31, 2022

Ratio	Formula		2022	2021
Current Ratio	Total Current Assets divided by Total C	Current Liabilities	1.07	1.17
	Total Current Assets	₽51,489,569		
	Divided by: Total Current	F31,409,309		
	Liabilities	48,043,582		
	Current Ratio	1.07		
		1.07		
Asset-to-Equity Ratio	Total Assets divided by Total Equity		14.94	7.01
	Total Assets	₽51,489,569		
	Divided by: Total Equity	3,445,987		
	Asset-to-Equity Ratio	14.94		
Debt-to-Equity Ratio	Total Debt divided by Total Equity		13.94	6.01
1 7				
	Total Debt	₱48,043,582		
	Divided by: Total Equity	3,445,987		
	Debt-to-Equity Ratio	13.94		
Return on Equity	Net Income divided by Average Total F	Equity	57.51%	154.52%
	Net Income	₽3,303,712		
	Divided by: Average Total Equity	5,744,131		
	Return on Equity	57.51%		
Return on Assets	Net Income divided by Average Total A	Assets	6.12%	14.85%
	, ,			
	Net Income	₽3,303,712		
	Divided by: Average Total Assets	53,944,556		
	Return on Assets	6.12%		
EBITDA Margin	Earnings Before Interest, Tax and Depr	reciation and	76.10%	91.13%
5	Amortization divided by Total Revenue	e		
	Earnings Before Interest, Tax			
	and Depreciation and			
	Amortization	₽3,806,046		
	Divided by: Total Revenue	5,001,255		
	EBITDA Margin	76.10%		
Net Profit Margin	Net Income divided by Total Revenue		66.06%	71.49%
	Net Income	₽3,303,712		
	Divided by: Total Revenue	5,001,255		
	Net Profit Margin	66.06%		

Quinto, Abelardo T.

From: Areola, Farley D.

Sent: Monday, April 17, 2023 1:22 PM **To:** Abe Quinto; Quinto, Abelardo T.

Subject: FW: Your BIR AFS eSubmission uploads were received

From: eafs@bir.gov.ph <eafs@bir.gov.ph>
Sent: Monday, April 17, 2023 11:40 AM

To: Areola, Farley D. <FDAreola@gmanetwork.com>
Cc: Areola, Farley D. <FDAreola@gmanetwork.com>
Subject: Your BIR AFS eSubmission uploads were received

You don't often get email from eafs@bir.gov.ph. Learn why this is important

HI GMA HOLDINGS INC,

Valid file

EAFS244658896AFSTY122022.pdf

Invalid file

<None>

Transaction Code: AFS-0-B7BDGBEB0QPPZV3TYNXVNQT1V09LGJGHL6

Submission Date/Time: Apr 17, 2023 11:39 AM

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.

====== DISCLAIMER =======

This email and its attachments may be confidential and are intended solely for the use of the individual or entity to whom it is addressed.

If you are not the intended recipient of this email and its attachments, you must take no action based upon them, nor must you disseminate, distribute or copy this e-mail. Please contact the sender immediately if you believe you have received this email in error.

E-mail transmission cannot be guaranteed to be secure or error-free. The recipient should check this email and any attachments for the presence of viruses. The Bureau of Internal Revenue does not accept liability for any errors or omissions in the contents of this message which arise as a result of e-mail transmission.



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/	Period of Service		
	Relationship			
GMA Network, Inc.	Independent Director	2007 - present		
Metro Pacific Investments	Independent Director	2007 - present		
Corporation				
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	Senior Adviser	2007 - present		
Company				
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				

- 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 criminal, administrative investigation or proceeding pending in court.
- 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 day of APR 1 9 2023, 2023 at Makati City.
ARTEMIO V. PANGANIBAN Affiant
SUBSCRIBED AND SWORN to before me thisAPR 1.9 20232023 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
Book No

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)	Director and President	2004-present	
GMA Network, Inc. and GMA Holdings,	Independent Director	2007-present	
Inc.			
Ayala Land, Inc.	Independent Director	2010-present	
Manila Water Company, Inc.	Independent Director	2014-present	
Philippine AXA Life Insurance Co., Inc.	Independent Director	2005-present	
Charter Ping An Insurance Corporation	Independent Director	2016-	
Don Noberto Ty Foundation, Inc.	Chairman	2005-present	
Society for Cultural Enrichment, Inc.	Vice Chairman	2009-present	
Filipinas Opera Society Foundation, Inc.	Vice Chairman	2014-present	
Museo del Galeon, Inc.	Trustee and Treasurer	2016-present	
Makati Sports Club, Inc.	Director and Treasurer	2019-present	
Cofradia de la Immaculada Concepcion	Trustee	1979-present	
Heart Foundation of the Philippines, Inc.	Trustee	ca. 1985-present	
St. Paul University - Quezon City	Trustee	2002-present	
Fundacion Santiago, Inc.	Trustee	2002-present	
Cultural Center of the Philippines	Trustee	2003-present	
Metropolitan Museum of Manila	Trustee	ca. 2004-present	
Yuchengco Museum	Trustee	ca. 2007-present	
Ayala Foundation, Inc.	Trustee	2013-present	
Escuela Taller Foundation of the	Chairman Emeritus	2013-present	
Philippines, Inc.			
Various other NGOs	Trustee	ca. 1990-present	
Various family corporations	Director	ca. 1960-present	

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 🔥	R	1	9	2023	_, 2023 at Makati Cit	у.
-------------	-------	---	---	---	------	-----------------------	----

Affiant

SUBSCRIBED AND SWORN to before me this _______ 2023 at Makati City, affiant personally appeared before me and exhibited to me his Passport Number P2436933B by the DFA, Manila issued on July 4, 2019.

Doc. No. 24+ Page No ______

Book No. Series of 2023

TTY GEORGE DAVID D. SITON

NOTH VI PUBLIC FOR MAKATI CITY APPT 11-61 - UNTIL DEC. 31, 2023

ROLL NO. 68402 / WILLE PAPPHANCE NO. VII-0010136/2-15-2022
THE OLD HE MEMBER MAY 5, 2017
PTO NO. BY THE SECTION MEMBER MAY 5, 2017

EXECUTIVE BLDG CENTER MARKATI AVE. COR. HAPPER ST. MAKATI CITE

Cultural Center of the Philippines SENTRONG 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

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 Unit 3K. North Wing, Fairways Tower Condominium, 5th Avenue corner McKinley Road, Fort Bonifacio Taquiq City, Philippines.
- 2. In compliance with Article 9(B) of the 1987 Philippine Constitution, none of the Directors, 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.
- I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission.

ANNA TERESA M. GOZON-VALDES Corporate Secretary

home &

GMA Holdings, Inc.

SUBSCRIBED AND SWORN to before me this day of to me her PASSOM PRESENT IN SUBSCRIBED AND SWORN to before me this day of to me her PASSOM PRESENT IN SUBSCRIBED AND SWORN to before me this day of the me her PASSOM PRESENT IN SUBSCRIBED AND SWORN to before me this day of the me her PASSOM PRESENT IN SUBSCRIBED AND SWORN to before me this day of the me her PASSOM PRESENT IN SUBSCRIBED AND SWORN to before me this day of the me her PASSOM PRESENT IN SUBSCRIBED AND SWORN TO BE AND

, 2023, affiant exhibited

Doc. No. 3 Page No. <u>69</u> Book No. U Series of 202

ATTY.GEORGE DAVID D. SITON NOTARY PUBLIC FOR MAKATICETY

APPT. NO. M-61 - UPITEL DEC. 31 2023 RULL NO. 68402 / MCLE COMPLIANCE TO. VII-SULUE36/2-15-202/ IBP O.R No.002282-LIFETIME MEMBER MAY 5, 2017

PTR No. MICT 9563580- JAN 03, 2623-MANATI CITY EXECUTIVE BLOG CENTER MAKATLAVE, COR TUPTIER ST, MAKATLETTY

Cultural Center of the Philippines

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 27, 2022

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:

Farley D. Areola Maria Estelita B. Arles-Gozon Ayahl Ari Augusto P. Chio Anna Teresa M. Gozon-Valdes Ronaldo P. Mastrili Joan C. Rumbaoa Eduardo P. Santos Roy G. Sanico

Representatives from SGV & Co. (External Auditor): Meynard A. Bonoen

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 A. 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.

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.

7 J

The Corporate Secretary certified that the notices of the meeting were duly sent to all the stockholders in accordance 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 is 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:

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

IV. APPROVAL OF THE MINUTES OF THE STOCKHOLDERS' MEETINGS HELD ON MAY 28, 2021

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 28, 2021. 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' Meetings held on May 28, 2021: 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' Meetings held on May 28, 2021 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. Roy G. Sanico 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 Philippines' Gross Domestic Product (GDP) rebounded from the havoc created by Covid-19 as it grew by 5.6 percent in 2021 comparable to pre-pandemic levels. Increased household consumption, government expenditure and public construction buoyed business activities as pandemic-related restrictions were relaxed.¹

The benchmark Philippine Stock Exchange index went down by 0.2 percent to close at 7,122.63 from the end-2020 level of 7,139.71. In contrast, the U.S. Dow Jones Industrial Index went up by 18.7 percent from the previous year.

GMA's PDR, however, bucked the trend and went up by 121% to P13.14 per PDR at the close of the year 2021, coming from P5.95 per PDR as of end-2020.

GMA Common shares likewise increased in value from P6.00 per share to P13.84 per share or up by 57% as of December 31, 2021.

A total of 209,365,351 PDRs were converted into common shares (GMA7) this year versus 45,204,300 PDRs converted last year. One of the main reasons for the increase in PDR conversions is the price difference between the GMA Common shares and PDRs. The average price difference in the second half of 2021 reached 1.44 per share, compared to only 20 centavos for the same period last year.

By year end, a total of 472,336,551 PDRs have been converted, bringing down the outstanding balance at end-2021 to 473,095,449 PDRs from the originally issued 945,432,000 PDRs at IPO in 2007.

Revenues increased significantly by 235% to P11.09 million in 2021 versus last year's level of P3.31 million due to the sharp increase in Exercise Fees amounting to P9.35 million. Interest Income likewise 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 slight decrease of 2% versus P1 million in 2020 due to lower local business taxes.

¹ Source: PSA Press Release_Q4_2021-NAP (January 27, 2022); Nikkei Asia https://asia.nikkei.com

Given the higher revenues coupled with a decrease in expenses, Net Income after tax went up by 290% to P7.93 million compared with last year's P2.03 million.

By the end of 2021, total assets stood at P56.40 million, or 12% higher than last year's P50.37 million. Liabilities, on the other hand, remained practically unchanged at the P48 million level.

On March 25, 2022, the BOD of GMA Holdings approved the cash distribution to PDR holders in the amount of P1.45 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 which was not deducted. This was remitted to the PDR holders on May 18, 2022.

The BOD likewise declared a cash dividend of P7.90 million, which was paid to GMA Holdings stockholders on May 17, 2022.

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 as a listed company and support GMA Network, Inc.'s initiatives in improving the market value of its shares.

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

Maraming salamat po sa invong 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, 2021 be noted and approved. Chief Justice Panganiban seconded.

the state of the s

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, 2021: 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, 2021 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 28, 2021 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. The following acts in particular sought to be approved:

- (i) Declaration by the Board of Directors on March 25, 2022 of cash dividends to stockholders of record as of April 25, 2022;
- (ii) Approval by the Board of Directors on March 25, 2022 of Cash Distribution to PDR Holders on May 18, 2022 in accordance with the terms and conditions of the PDR Instrument dated July 16, 2007;
- (iii) All acts and resolutions of the Board of Directors and Management for the period covering May 28, 2021 to May 27, 2022 adopted in the ordinary course of business.

Director Laya moved that the various acts of management, the Board of Directors, and the Board Committees from May 28, 2021 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 28, 2021 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 28, 2021 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 25, 2022 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 2022-2023.

The President reported that the following are the nominees to the Board of Directors for the year 2022-2023:

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 2022-2023, 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. AMENDMENT OF THE BY-LAWS

The Chairman stated that the next item in the Agenda is the Amendment of the By-laws. He requested the Corporate Secretary to explain this item on the agenda.

The Corporate Secretary explained that on February 22, 2022, the Corporation, through the Law Firm of Belo Gozon Elma Parel Asuncion and Lucila, received a directive from the SEC's Corporate Governance Division to incorporate the requirement under SEC Memorandum Circular No. 3, Series of 2020 which provides that "(w)ritten notice of regular meetings shall be sent to all stockholders of record at least twenty-one (21) calendar days prior to the date" of the regular meetings.

In view of this directive, the Board of Directors of GHI approved to incorporate the proposed change/amendment to the Company's By-Laws as well as the changes and amendments summarized under Annex "A". The other changes/amendments are being made to reconcile the provisions of the By-laws with the provisions of the Revised Corporation Code and to digitize certain corporate and governance practices and processes. In relation to the proposed amendments, the following resolutions are being presented to the stockholders for approval:

- (a) Approval and adoption of the Amended By-laws as the new By-laws of the Corporation, in the form received by the Board of Directors, attached as Annex A;
- (b) Authorization of the Corporation to amend Article I, Section 4 of the By-laws;
- (c) Authorization of the Corporation to amend Article II, Sections 1-4 and 7 of the By-laws;
- (d) Authorization of the Corporation to amend Article III, Section 5 of the By-laws;
- (e) Authorization of the proper officers of the Corporation to file the appropriate application with the Securities and Exchange Commission and to do such acts as may be necessary to give force and effect to the foregoing amendment of the Corporation's By-laws.
- Mr. Duavit moved for the approval of the resolutions for the proposd amendment to the By-laws. 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 Resolutions for the Proposed Amendments to the By-laws 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 Amended By-laws in the form received by the Board of Directors, which are attached as Annex A, are hereby approved and adopted as the new By-laws of the Corporation;

RESOLVED, that the Corporation be authorized, as it is hereby authorized to amend Article I, Sections 4 of the By-laws;

RESOLVED, that the Corporation be authorized, as it is hereby authorized to amend Article II, Sections 1-4 and 7 of the By-laws;

RESOLVED FURTHER, that the Corporation be authorized, as it is hereby authorized to amend Article III, Section 5 of the By-laws;

RESOLVED FINALLY, that the proper officers of the Corporation be authorized, as it is hereby authorized, to file the appropriate application with the Securities and Exchange Commission and to do such acts as may be necessary to give force and effect to the foregoing amendment of the Corporation's By-laws."

X. 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 25, 2022, 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 FY2022."

XI. ADJOURNMENT

There being no more items to discuss, the meeting was adjourned at 10:30a.m.

Prepared By: ANNA TERESA M. GOZON-VALDES

Corporate Secretary

Chairman of the Meeting

SUBJECT TO APPROVAL AT THE NEXT STOCKHOLDERS' MEETING