

**MINUTES
OF THE ANNUAL STOCKHOLDERS' MEETING OF
GMANETWORK, INC.
Held via Zoom
May 18, 2022 at 10:00 a.m.**

STOCKHOLDER'S PRESENTED/REPRESENTED: Stockholdings (%):

	No. of Shares	Percentage
Common Shares	2,863,988,066	85.12%
Preferred Shares	7,489,657,680	99.86%
Total Issued & Outstanding Shares (Net Treasury Shares)	10,353,645,746	95.30%

OTHERS PRESENT:

Board of Directors

Felipe L. Gozon	Chairman/Chief Executive Officer
Gilberto R. Duavit, Jr.	President/Chief Operating Officer
Felipe S. Yalong	Executive Vice-President/Chief Financial Officer/Corporate Treasurer
Judith R. Duavit-Vazquez	Director
Joel Marcelo G. Jimenez	Director
Laura J. Westfall	Director
Anna Teresa M. Gozon-Valdes	Director
Artemio V. Panganiban	Independent Director
Jaime C. Laya	Independent Director

Officers

Eduardo P. Santos	Compliance Officer
Maria Theresa E.de Mesa	Assistant Corporate Secretary
Lizelle G. Maralag	Chief Marketing Officer; Head, Sales and Marketing
Ronaldo P. Mastrili	Senior Vice-President, Finance and ICT
Lilibeth Rasonable	Senior Vice-President, Entertainment Group
Elvis B. Ancheta	Senior Vice President & Head, Engineering Group, Concurrent Head, Transmission and Regional Engineering
Regie C. Bautista	Senior Vice President, Corporate Strategic Planning and Business Development and Concurrent Chief Risk Officer and Head, Program Support
Angela Carmela J. Cruz	Vice-President, Corporate Affairs and Communications
Glenn F. Allona	First Vice-President for Radio Operations Group
RJ Antonio S. Seva	Vice President, Sales, Sales & Marketing Group
Rafael Martin L. San Agustin, Jr.	Vice President, Program Support Department
Rolando G. Sanico, Jr.	Vice President, Group Controllershship & Tax Compliance Department, Finance
Arlene U. Carnay	Vice President, Public Affairs
Mercedes Macy T. Sueña	Vice President, Financial Reporting & Services Department
Ayahl Ari Augusto P. Chio	First Vice President, Administration and Investor Relations

Sheila S. Tan	First Vice-President, Research
Joseph Jerome T. Francia	First Vice President, GMA International
Paul Hendrick P. Ticzon	First Vice President, Post Production
Ma. Luz P. Delfin	First Vice President, Legal Affairs
Ianessa S. Valdellon	First Vice President, Public Affairs
Jose S. Toledo, Jr.	Senior Assistant Vice President, Budget & Payroll, Finance
Maria Lucille T. Dela Cruz	Senior Assistant Vice President, Treasury & Traffic Divisions, Finance
Edwin P. Jimenez	Senior Assistant Vice President, Infrastructure Systems Division, ICT
Remedios D. Reyes	Assistant Vice President, Central Library & Archives Management Division, ICT
Adoracion S. Lapada	Assistant Vice President, Application Support Division, ICT
Joselito F. Aquio	Assistant Vice President, Corporate Communications Division
Rafael P. Mendoza	Assistant Vice President, Program Analysis Division
Miguel C. Enriquez	Consultant, Radio Operations
Dennis Augusto L. Caharian	President & COO, GMA New Media
Roxanne J. Barcelona	Vice President, GMA Worldwide (Phils.), Inc.

Others:

Marian Vivian C. Ruiz	Sycip Gorres Velayo & Co.
Belinda T. Beng Hui	Sycip Gorres Velayo & Co.
Carmi Hernandez-Paigma	Sycip Gorres Velayo & Co.
Joel Cortez Cruz	STSI
Vincent Michael G. Mendoza	STSI

Before the start of the meeting, the following reminders were announced to all stockholders present and represented:

- 1.) For the purpose of order and audibility, only the host and the panelists will be heard and be visible to everyone in the meeting, unless acknowledged by the Chairman.
- 2.) Each of the proposed resolutions will be shown on the screen while such resolution is passed during the meeting.
- 3.) During the meeting, the stockholders can participate by stating their names and their respective locations and sending their written questions/comments in relation to the meeting through the Q & A function shown in their screens.
- 4.) The Directors and/or Management will exert diligent effort to respond to the questions received from the shareholders during the meeting, as circumstances may allow. If there are questions that will not be answered during the meeting due to time constraints, the response/answer shall be sent to the stockholder via email within two (2) weeks from the date of the meeting.
- 5.) There shall be no casting of votes during the meeting. In accordance with the guidelines in the Notice of the Annual Stockholders' Meeting, only the votes cast in absentia on or before May 16, 2022 shall be included in the tabulation of the total votes for the matters in the agenda.

The members of the Board of Directors and the Corporate Secretary, Compliance Officer and Assistant Corporate Secretary were introduced, followed by the Philippine National Anthem and the Prayer.

Further Q&A reminders were given to the stockholders, as follows:

1. Stockholders who registered may send their questions during the meeting until the end of the Chairman's Report, as material time may allow.
2. Stockholders were instructed to type their question(s) using the Q&A function shown in their screens, by indicating their respective names, locations, and questions on the box provided.
3. To manage the time, the stockholders were informed that all questions may not be read and answered during the meeting. If there would be remaining questions that will not be answered, the stockholder concerned should expect a response through email within the next two weeks from the date of meeting.

I. CALL TO ORDER

The Chairman, Atty. Felipe L. Gozon, called the Annual Stockholders' Meeting of the Company to order at 10:12 a.m. via remote communication through the Zoom webinar meeting facility, in view of the government's COVID-19 restrictions. The Corporate Secretary, Atty. Anna Teresa M. Gozon-Valdes, assisted by Atty. Maria Theresa E. de Mesa, recorded the minutes of the proceedings.

II. CERTIFICATION OF NOTICE AND QUORUM

The Corporate Secretary reported that:

1. In accordance with the guidelines of the SEC on the Alternative Mode for Distributing and Providing Copies of the Notice of the Meeting dated February 16, 2022, all stockholders of record date as of April 27, 2022 were notified at least twenty-one (21) days prior to the date of this meeting.

2. The Notice of the Meeting was twice published in the business sections of the Business World and Manila Standard in print and online format, on April 25, 2022 and on April 26, 2022.

3. The notice of the meeting was also posted in the Company's website and in the Philippine Stock Exchange online platform, the PSE Edge.

The Corporate Secretary therefore certified that the Company's stockholders were duly notified. She further certified that the holding of the Annual Stockholders Meeting by remote communication was in compliance with the SEC Memorandum Circular No. 6, Series of 2020.

Based on the attendance record of stockholders present in person and represented by proxy as certified the Company's Stock Transfer Agent, including the number of the stockholders who voted *in absentia* on or before May 16, 2022, the Corporate Secretary also certified that a total of 2,863,988,066 common shares or 85.12% of the 3,364,692,000 total outstanding common shares, and 7,489,657,680 preferred shares or 99.86% of the 7,500,000,000 total outstanding preferred shares, equivalent to a total of 10,353,645,746 or 95.30% of the 10,864,692,000 total outstanding common and preferred shares, were represented by the owners-of-record or their respective proxies. Therefore, the Corporate Secretary certified that a quorum existed for the valid transaction of business during the meeting.

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

Upon the instruction of the Chairman, the Corporate Secretary reported, on behalf of the Board of Directors, on the Company's compliance with the requirements under Section 49 of the Revised Corporation Code, which were flashed on screen, to wit:

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

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

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

- (a) For the purpose of the virtual meeting or meeting via remote communication, voting for matters to be submitted for approval including the election of directors shall be made in absentia through an on-line voting system. Voting in absentia is allowed under Section 23 and 57 of the Revised Corporation Code. On January 27, 2022, the Board of Directors resolved to allow the stockholders to participate, attend and/or vote in absentia at this meeting.
- (b) A stockholder who wishes to attend and participate in the meeting by remote communication and/or to vote in absentia shall register therefor by sending proof of his or her identification and related documents, as listed in Annex "A" of the Notice of the Meeting on the Procedure for Registration, Participation and Attendance in the GMA Annual Stockholders' Meeting via Remote Communication and for Voting in Absentia to GMA2022ASM@gmanetwork.com.
- (c) 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.
- (d) Method: Straight and cumulative voting. In the election of directors, the nine (9) nominees garnering the highest number of votes shall be elected directors. The stockholder may vote such number of shares for as many persons 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. Absent a specific instruction in the space provided in the electronic voting

system, in the manner by which the stockholder shall cumulate his or her votes among his or her preferred nominee/s, the votes of such stockholder shall be cast equally among the nominees he or she voted for.

- (e) The Corporate Secretary shall count the votes based on the number of shares entitled to vote owned by the stockholders. The votes shall be validated/certified upon by an independent stock transfer agent.

The Chairman likewise requested any stockholder recognized by the Chairman to introduce himself/herself before making a statement.

IV. READING AND APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING HELD ON MAY 19, 2021 and THE MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING HELD ON DECEMBER 9, 2021

The Chairman stated that the first item in the order of business is the reading and approval of the Minutes of the Annual Stockholders' Meeting held on May 19, 2021 and the Minutes of the Special Stockholders' Meeting Held on December 9, 2021, which were included in the Information Statement posted in the Company's website and in the PSE Edge.

Upon motion duly made and seconded, the reading of the minutes was dispensed with and the following resolution was unanimously approved by the stockholders holding 95.30% of the Company's total issued and outstanding shares present and represented:

“RESOLVED, That, the reading of the Minutes of the Annual Stockholders' Meeting held on May 19, 2021 and the Minutes of the Special Stockholders' Meeting Held on December 9, 2021 be dispensed with and that the same minutes as appearing in the minutes book of the Company be hereby APPROVED.”

V. ANNUAL REPORT OF THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman and the Chief Executive Officer, Felipe L. Gozon, delivered the Annual Report of the Chairman/CEO for the year ended December 31, 2021 with accompanying audio-visual presentation of the said report, with a theme “Thriving in a New Era.” The Chairman prefaced his report with the following statements:

“Magandang umaga sa inyong lahat, mga Kapuso!

Welcome to our Annual Stockholders' Meeting.

Bago ang lahat, nais kong magpasalamat sa ating Panginoon “from whom all blessings flow”, sa lahat ng “blessings” na ibinigay at ibinibigay pa Niya sa atin.

Kasabay nang init ng panahon ang init ng mga issues na ating ibinabalita at tinatalakay. Among these are: the recently concluded national elections, new COVID-19 variants, geopolitical tensions, rising fuel and other prices, climate change, economic recovery, and many more.

GMA covered all of these stories - big and small - bringing responsible, unbiased, accurate news and information, as well as superior entertainment

to more than 80 million Filipinos nationwide and to more than one million Filipinos abroad.

Notwithstanding the years of lockdowns and the lingering pandemic, we did not just survive 2021, we thrived. Your Kapuso Network delivered on its key priorities: (a) GMA-7 continued to dominate Philippine television and online platforms, (b) GTV was the second most-watched station in the country, and (c) our AM and FM radio stations remained the undisputed number 1 stations in Mega Manila.

Let me now share with you why 2021 was our best year so far.

First, on our ratings performance.

- Based on data from Nielsen, GMA Network was the Number 1 channel in Total Philippines, with 46% people audience share, reaching 97.5% of total TV households in the country.
- GTV, our second free-to-air channel, claimed its spot as the Number 2 most-watched channel, from November 2021, until the present.
- Our Digital Terrestrial TV (DTT) channels, namely, I Heart Movies and Heart of Asia, ranked 5th and 6th in overall channel rankings, behind GMA, GTV, TV5, and A2Z. The combined audience share of our DTT channels soared by 333%.

We maintained our ratings supremacy in 2022.

- From January to April 2022, the combined audience share of our free-to-air and DTT channels reached 57.86% nationwide.
- GMA is at the top spot with people audience share of 39.66% in Total Philippines. At the Number 2 spot is GTV, with people audience share of 11.65%.
 - 28 out of the top 30 overall programs are from GMA. At the Number 1 spot in the country's top programs is our flagship newscast, *24 Oras*; next is the much loved and followed program, *Kapuso Mo, Jessica Soho*; and the sequel to 2020's highest rating program, *First Lady*.

Now, on to our financial performance for 2021.

- Our consolidated revenues grew by 16% to P22.45 billion. Due to the production of fresh programs, consolidated operating expenses climbed by 16%. Benefiting from the reduction in the income tax rate, our resulting net income stood at P7.57 billion, a growth of 26% by far, the highest in our history.
- Financial indicators remained at exceptional levels with a consolidated net income before tax margin of 44% and EBITDA margin of 52%.
- By the close of the year, our balance sheet was robust with cash and we had no long-term debt.

In the first quarter of 2022, we continued to post solid growth with consolidated revenues up by 7% versus 2021, EBITDA increased by 4%, while Net Income After Tax grew by 5%.

We also returned P6.56 billion of capital to our shareholders last year, a 350% increase in our dividend yield.

Speaking of dividends, I am pleased to share with you that GMA was included in two new indices launched by the Philippine Stock Exchange, namely, the PSE Dividend Yield Index and PSE MidCap Index. The Dividend Yield index focuses on companies that consistently give high-yielding dividends and were selected based on liquidity, free float, financials, and three-year dividend yield performance. This recognition is a testament to our vision of giving the best returns to our shareholders.

Other Business Units

Most of our business units also yielded exceptional results in the past year.

In Mega Manila, our flagship radio stations, Super Radyo DZBB and Barangay LS FM, remained unrivaled at Number 1, while their local stations consistently beat their counterparts. Revenues from our radio operations grew by 13%.

At the height of the pandemic, our Regional TV stations served more areas across the country and basked in double and triple-digit revenue growth. GMA Regional TV launched 'Balitang Bicolandia' and 2 regional stations namely: GMA Bicol and GMA Zamboanga. This year, we opened our 11th originating station, GMA Batangas, and its flagship newscast 'Balitang Southern Tagalog'. So today, GMA operates a total of eleven (11) originating stations throughout the country. And by the end of last year, the revenues of GMA Regional soared by 78%.

Parallel to our local expansion, we continued to bring global Filipinos closer to home through GMA International, distributed in over 100 countries. However, because of the contraction in subscriptions, aggravated to some degree by the economic impact of the pandemic in key international market areas, aggregate revenues from International operations dropped by 14%. So in response, GMA International increased the availability of GMA Pinoy TV on OTT or Over-the-Top, app-based, internet-enabled outlets, and made the content available on Video on Demand.

On the sale of our DTT devices, the GMA Affordabox and the GMA Now was severely affected by the lockdowns. As a result, the sale of these devices fell by 10%. We are hoping that sales will gain traction as alert levels and mobility are eased, alongside the country's economic recovery.

One of the things we are very proud of is the Network's online efforts. We are the first television network in the Philippines and the second in Southeast Asia to receive three Diamond Creator Awards from YouTube, for surpassing 10 million subscribers on three different channels. In 2021, the GMA Network portal amassed close to 2.5 billion views, our podcasts are at the top of the charts, GMA News sustained its viewership lead on YouTube and Facebook, and our social media followers continue to grow.

As our core business continues to flourish, we are also energized by new opportunities and potential synergies. We therefore established GMA Ventures, our corporate vehicle that will diversify our portfolio by strategic investments in sustainable businesses. We have, so far, invested in a venture capital fund that has given us access to opportunities across Southeast Asia.

In 2021, we devoted our attention to fortifying our technology and content. We made substantial investments in commissioning 14 new stations so more Filipinos can enjoy digital TV viewing in their homes. This brings our signal distribution network to 92 stations nationwide. We are working to ensure that our production and post-production facilities are at par with global technical standards, so we can offer television that emulates cinematic visuals.

We continue to create the finest Filipino content. Our homegrown creatives produced groundbreaking programs in various genres. We also pursued new partnerships and welcomed into our fold some of the country's most talented individuals who have taken our storytelling and talent management to the next level.

Our unrivaled independence and distinct brand of journalism received local and international recognition, together with a record number of awards. Notably, GMA Network continued to be the most trusted news brand according to the Reuters Institute for the Study of Journalism and we also received a platinum award from the Reader's Digest Trusted Brands Awards. Just a few weeks ago, GMA was the sole Philippine awardee in this year's New York Festivals TV & Film Awards, bagging four World Medals.

We help uplift the lives of Filipinos through the GMA Kapuso Foundation and Kapwa Ko Mahal Ko Foundation. They work tirelessly to serve our community, through their health, disaster relief, education, values and other programs and projects.

I would like to take this moment to congratulate our News and Public Affairs personnel and our 51 partners, for bringing the most accurate, the most comprehensive, the most objective, and the fastest coverage of the recently-concluded Eleksyon 2022 on television, radio and online. The Eleksyon 2022 website and mobile app created by our New Media Team were widely used by the public in getting the fastest updates on the election results.

Our congratulations to our newly elected leaders. We wish them the best in the discharge of their duties and responsibilities for the good of our country and people. It is now time to offer solutions and actions to enrich the lives of Filipinos.

At GMA, we will continue to provide our viewers with accurate, trusted and comprehensive information. Of course, *kasama dito* ang quality and superior entertainment programs *na inyong magugustuhan*.

Asahan ninyo ang mga programa at balitang walang kinikilingan, walang pinoprotektahan, walang kasinungalingan, serbisyong totoo lamang.

Maraming salamat sa inyong lahat na hindi natitinag ang pagtitiwala, mga Kapuso.”

After the report, the Chairman & CEO opened the floor for comments and/or questions from the stockholders, including those submitted by stockholders through the question-comment box provided in the registration page for their attendance, participation or voting in this meeting. The stockholders were reminded that for questions that were not addressed during the meeting, the responses would be sent via email within two weeks. The following questions were addressed by the Chairman & CEO, as follows:

1. How was the GMA News Coverage for Eleksyon 2022? - Mr. Anthony Gilbert Antiquiera (stockholder)

GMA’s Eleksyon 2022 coverage was the biggest and most trusted election coverage in the country. So far, it was also the most expensive for GMA.

GMA, GTV, and GMA News Online were far ahead of the competition in terms of ratings and online views. GMA was the first TV network to broadcast the partial and unofficial results of this Presidential election, minutes ahead of competitors. GMA’s coverage was lauded by netizens for its impressive immersive graphics, its polished packages providing depth and context and, of course, the live reports on the situation of voters all over the country which GMA’s Regional TV teams helped provide.

Filipinos tuned into the Eleksyon 2022 website for the latest news and results of the polls on May 9 and 10 resulting in 78.9 million page views for GMA News Online over two days. The live stream of the Eleksyon 2022 marathon coverage drew 7.7 million views on YouTube, 11 million views on Facebook, and 2.4 million views on Tiktok from May 9 and 10.

GMA News platforms continued to be the most-watched accounts among Philippine news organizations during this same period, according to data from Tubular Labs. The GMA News YouTube channel had 40 million views on May 9 and 10, compared to only 15 million for ABS-CBN News. Meanwhile, the GMA News Facebook page had 48 million views, compared to just 32 million views for ABS-CBN News.

2. Can the management give a FY 2022 earnings guidance, CAPEX guidance, and our normalized earnings post-election heading into FY 2023? - Mr. Joshua Generoso (stockholder), with similar questions from The Philippine Daily Inquirer, Manila Bulletin, and Manila Standard Today

The Company’s projected NIAT this year is pegged at P8.2 billion, while CAPEX for 2022 is estimated at about P2 billion. We are optimistic that earnings post-elections heading into FY2023 will be on track as projected.

3. Atty. Gozon, you were a member of the Preparatory Commission on Constitutional Reform during the Erap administration. According to the Summary Report of the Preparatory Commission on Constitutional Reforms, Volume 48:390 in the Ateneo Law Journal, you are one of the members who voted against the deletion of Article XVI Section 11, which addresses ownership of the mass media. After more than two decades, there are proposals to amend the Constitution to include mass media ownership, and several laws, such as the Foreign Investment Act and the Public Service Act, have been enacted to relax or lift foreign investment restrictions. Should restrictions on mass media ownership be relaxed or liberalized? - Mr. Ishmael Sam Canua (stockholder)

Atty. Gozon was the Chairman of the Committee on Mass Media of the Preparatory Commission on Constitutional Reforms of President Erap. Atty. Gozon proposed and argued in favor of removing the 100% Filipino ownership requirement and control of mass media on the ground that it was really not necessary because foreign print media and foreign programs are allowed to enter the country without any restrictions. The Committee recommended the deletion of that requirement. The formula was to allow Congress to legislate on whether there should be such a requirement and what percentage of Filipino ownership should be required. That was adopted by President Erap, unfortunately, he was replaced by President Gloria Macapagal Arroyo. But later on, Speaker Sonny Angara also proposed the same amendment to the Constitution but Atty. Gozon was not aware if anything happened to the said proposal.

4. Did GMA7 acquire more movies in Star Cinema? Following your recent collaboration with Star Cinema, what other areas for potential partnership can we expect between GMA and ABS-CBN moving forward? - Mr. Anthony Gilbert Antiquiera (stockholder), with similar questions from Philippine Star and Manila Standard Today

GMA is currently in talks with ABS-CBN for another batch of movies for acquisition. GMA is waiting for the available movie list from them ABS-CBN, for the GMA team's review and consideration.

After GMA has already broken the ice, the door is now open for other partnerships with ABS-CBN that will be mutually beneficial to both companies.

5. What is the future of GMA 7 under a new government? How does the incoming Marcos administration affect the company's outlook/prospects for the year and even in the next few years? - BizNews Asia, with a similar question from The Philippine Star

Because GMA is compliant with the requirements of its Congressional franchise and other applicable laws, the Management does not expect to encounter legal problems with the new government. The Management has no reason to believe that its relationship with the new government will not be friendly, harmonious and proper.

6. Now that GMA is a virtual monopoly, how does it intend to keep its ascendancy? - BizNews Asia

The Management does not think that GMA is a monopoly because there are other numerous broadcasting TV and radio stations operating in competition with GMA.

True it is that GMA-7 and GTV are the Numbers 1 and 2 broadcasting stations in terms of ratings and revenues. But that is because GMA is airing programs that the viewers like to watch more than the programs aired by its competitors and the advertisers place their ads in programs that rate higher than other programs.

The broadcasting industry is very dynamic and competitive. Broadcasting stations can easily lose their viewers to the competition if their programs are no longer attractive to the viewers.

This is the reason why GMA tries very hard to produce quality and superior programs that the viewers like to watch more; to have the best and most popular talents and creatives; to have the widest and clearest reach and signal, etc..

7. How has the network, so far, benefitted from the entry of new creatives and key people from ABS-CBN, such as Mr. Manahan and Sir Ricky Lee? What

improvements and changes have you seen so far with Sparkle and Entertainment Group? - PEP

As it is, the Drama Department is already a well-oiled machine in its creative workflow, allowing individual talents to play their strengths and sensibilities. But with the entry of Mr. Ricky Lee, who has decades of experience in conducting workshops and creative analysis, the modules he is currently sharing with the Drama team are set to standardize the discipline behind the creative endeavor and create a common language among the members of the creative team. The goal is to elevate the good practices of the group with key practices that Mr. Ricky Lee will share that will take the Drama Department to even greater heights. A hybrid of these best practices should make the creative culture of the Drama Department unrivaled in the industry in no time.

Mr. Manahan and his team have been very helpful and productive in our Talent Development and Management Department.

8. What should we expect from upcoming GMA-7 programs? We have also noticed that most of the shows are no longer running a complete season and are shorter now, will you continue this trend? How does this benefit you more than the former practices you had? - PEP

In the past, GMA put variously marginalized and disenfranchised sectors as headliners with *Amaya*, *My Husband's Lover*, *Onanay*, *Sahaya*, *My Special Tatay*, and *Legal Wives* to mention a few. The upcoming Drama programs will continue to push the boundaries for television. This pandemic, we set a trend of short-run series with *I Can See You* and *Stories from the Heart*. The 4 to 8-week stories allowed production to finish taping in a single cycle of lock-in. They were faster to work on, allowing GMA to produce more dramas.

The host signaled the end of the Q&A portion and encouraged the stockholders who may still have questions to send them via email and to expect the responses /answers to be sent to them also via email within the next two (2) weeks.

After some discussions, a stockholder moved that the Chairman/CEO's Annual Report together with the financial statements for the period ending December 31, 2021 be noted and approved. Another stockholder seconded. There being no objection, the following resolution was therefore adopted by the stockholders holding 95.30% of the Company's total issued and outstanding shares present and represented:

“RESOLVED, That, the Chairman/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 BOARD OF DIRECTORS EXECUTIVE COMMITTEE AND CORPORATE OFFICERS

The Chairman stated that the next item on the agenda was the ratification of all acts, proceedings, transactions and resolutions of the Board of Directors, Executive Committee and Officers of the Company from the date of the last annual stockholders' meeting on May 19, 2021 up to the present. The Chairman asked the Corporate Secretary to explain the nature of the acts to be ratified.

The Corporate Secretary explained that the acts of the Board of Directors and the Executive Committee were all conducted in the ordinary course of business. These acts were reflected in the minutes of all the meetings of the Board of Directors and the

Executive Committee and, in accordance with good corporate practice, these minutes are on file with the Office of the Corporate Secretary and are available for inspection upon the request of any stockholder. The following acts in particular were sought to be approved:

(i) Declaration of cash dividends to stockholders of record as of April 25, 2022, by the Board of Directors on March 25, 2022;

(ii) Amendment and correction of the By-laws, the changes and the reasons therefor are set forth under Annex "J" of the Information Statement;

(iii) All acts, resolutions, proceedings and contracts entered into by the Board of Directors and Management for the period covering May 19, 2021 to May 18, 2022, adopted in the ordinary course of business.

After hearing no objections, and after motion duly made and seconded, the following resolution was unanimously approved by the stockholders holding 95.29% of the Company's total issued and outstanding shares present and represented:

“RESOLVED, That all acts, resolutions, proceedings and contracts entered into made by the Board of Directors, Executive Committee and Management of the Corporation from the date of the last annual stockholders' meeting on May 19, 2021 up to the present, as reflected in the minutes of the meetings of the Board of Directors and Executive Committee, be, as they are, hereby APPROVED, CONFIRMED and RATIFIED.”

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 proceeded with the next item in the Agenda on 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.

Upon the request of the Chairman, 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 during the annual shareholders' meeting. Former Chief Justice Panganiban has served as independent director of the Company for 14 years now, having been first elected in 2007, while Dr. Laya, 13 years, given that his first election was in 2008. In compliance therewith, 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.

After hearing no objections, and after motion duly made and seconded, the following resolution was unanimously approved by the stockholders holding 95.30% of the Company's total issued and outstanding shares present and represented:

“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 for the year 2022 - 2023.

Upon the request of the Chairman, the Corporate Secretary explained that the nomination process of the Company 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 Company under its By-laws and in accordance with Section 49 of the Revised Corporation Code are set forth in the Notice of the Meeting and Information Statement which may be viewed and downloaded from the Company's website or the PSE Edge.

Thereafter, upon the further request of the Chairman, the Company's President, Mr. Gilberto R. Duavit, Jr., gave a report on behalf of the Nomination Committee regarding the nominees to the Board of Directors for the year 2022-2023.

Mr. Gilberto R. Duavit, Jr. next reported that the following were nominated and approved by the Nomination Committee in its last meeting on March 30, 2022 in accordance with the By-Laws of the Corporation:

ANNA-TERESA M. GOZON-VALDES
JUDITH R. DUAVIT-VAZQUEZ
GILBERTO R. DUAVIT, JR.
FELIPE L. GOZON
JOEL MARCELO G. JIMENEZ
LAURA J. WESTFALL
FELIPE S. YALONG
JAIME C. LAYA
ARTEMIO V. PANGANIBAN

Mr. Duavit further stated that former Chief Justice Artemio V. Panganiban and Dr. Jaime C. Laya were nominated as the Company's Independent Directors. He continued that:

1. The current nine (9) Directors have been recommended by the Company's Nomination Committee for re-election.
2. 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, including the Independent Directors.
3. No other nominations were received by the Nomination Committee.

Upon motion duly made and seconded, and hearing no objections, and upon the Corporate Secretary's declaration that, based on the total number of votes cast in absentia on or before May 16, 2022, each of the nominees received votes representing 95.30% of the Company's total issued and outstanding shares, the Chairman declared the following as the members of the Board of Directors of the Company for the ensuing year 2022-2023, until their successors shall have been duly elected and qualified:

FELIPE L. GOZON
GILBERTO R. DUAVIT, JR.
JOEL MARCELO G. JIMENEZ
JUDITH R. DUAVIT-VAZQUEZ
FELIPE S. YALONG

ANNA-TERESA M. GOZON-VALDES
 LAURA J. WESTFALL
 ARTEMIO V. PANGANIBAN (*Independent Director*)
 JAIME C. LAYA (*Independent Director*)

IX. APPOINTMENT OF THE EXTERNAL AUDITOR

The Chairman stated that the next item on the agenda was the election of the external auditor. The Chairman invited the Audit Committee to give its recommendation for the external auditor.

Dr. Laya, the Chairman of the Audit and Risk Management Committee, explained that the Committee reviewed the performance of the current external auditor. On March 25, 2022, the Board of Directors approved the recommendation of the Audit and Risk Management Committee that Sycip Gorres Velayo & Co. be re-appointed as the Company's External Auditor for FY2022, subject to the approval of the stockholders.

After motion duly made and seconded, the following resolution was unanimously approved by the stockholders holding 95.29% of the Company's total issued and outstanding shares present and represented:

“RESOLVED, That the Sycip Gorres Velayo & Co. be appointed as the External Auditor of the Company for FY2022.”

X. OTHER MATTERS AND ADJOURNMENT

The Chairman opened the floor for any other matters which the shareholders wanted to bring up. There being none, the meeting was, upon motion duly made and seconded, adjourned at 11:11 a.m.

FELIPE L. GOZON
Chairman

ANNA-TERESA M. GOZON-VALDES
Corporate Secretary

**(SUBJECT TO THE STOCKHOLDERS' APPROVAL
 AT THE NEXT STOCKHOLDERS' MEETING)**

**GMA NETWORK, INC. (COMMON & PREFERRED)
ANNUAL STOCKHOLDERS' MEETING 2022**

**TOTAL OUTSTANDING SHARES – 10,864,692,000
PERCENTAGE OF ATTENDANCE – 95.30 %**

AGENDA ITEM	IN FAVOR		AGAINST		ABSTAIN	
	NO. OF SHARES	%	NO. OF SHARES	%	NO. OF SHARES	%
ITEM 1 – APPROVAL OF THE MINUTES OF PREVIOUS MEETING.	10,353,600,702	95.30%	0	0.00%	45,044	0.00%
ITEM 2 – APPROVAL OF THE ANNUAL REPORT OF MANAGEMENT	10,353,600,702	95.30%	0	0.00%	45,044	0.00%
ITEM 3 – RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT SINCE THE LAST ANNUAL SHAREHOLDERS MEETING	10,352,781,702	95.29%	0	0.00%	864,044	0.01%
ITEM 4 – APPROVAL OF MERITORIOUS JUSTIFICATION FOR THE RETENTION OF CHIEF JUSTICE ARTEMIO V. PANGANIBAN AND DR. JAIME C. LAYA AS INDEPENDENT DIRECTOR	10,353,645,702	95.30%	0	0.00%	44	0.00%
ITEM 6 – APPOINTMENT OF SYCIP GORRES VELAYO & CO. AS EXTERNAL AUDITOR FOR CY 2018	10,353,487,746	95.29%	0	0.00%	158,000	0.00%
ITEM 5 – ELECTION OF DIRECTORS						
CHIEF JUSTICE ARTEMIO V. PANGANIBAN (AS INDEPENDENT DIRECTOR)	10,353,645,746	95.30%	0	0.00%	0	0.00%
DR. JAIME C. LAYA (AS INDEPENDENT DIRECTOR)	10,353,635,702	95.30%	10,044	0.00%	0	0.00%
MR. GILBERTO R. DUAVIT	10,353,600,746	95.30%	45,000	0.00%	0	0.00%
MS. JUDITH R. DUAVIT-VAZQUEZ	10,353,590,746	95.30%	55,000	0.00%	0	0.00%
ATTY. ANNA TERESA M. GOZON-VALDEZ	10,353,635,746	95.30%	10,000	0.00%	0	0.00%
ATTY. FELIPE L. GOZON	10,353,645,746	95.30%	0	0.00%	0	0.00%
MR. JOEL MARCELO G. JIMENEZ	10,353,590,702	95.30%	55,044	0.00%	0	0.00%

MS. LAURA J. WESTFALL	10,353,590,702	95.30%	55,044	0.00%	0	0.00%
MR. FELIPE S. YALONG	10,353,600,702	95.30%	45,044	0.00%	0	0.00%

RECORD OF STOCKHOLDERS PRESENT IN PERSON AND REPRESENTED BY PROXY, INCLUDING THE NUMBER OF THE STOCKHOLDERS WHO VOTED IN ABSENTIA

MAY 18, 2022 ANNUAL STOCKHOLDERS' MEETING OF GMA NETWORK, INC.

CORPORATE STOCKHOLDERS (WITH PROXIES)
GMA HOLDINGS, INC.
GROUP MANAGEMENT & DEVELOPMENT CORPORATION
FLG MANAGEMENT & DEVELOPMENT CORP.
M.A JIMENEZ ENTERPRISES INC.
GOZON DEVELOPMENT CORP
GOZON FOUNDATION, INC.
TELEVISION INTERNATIONAL CORP.
OTHER STOCKHOLDERS WHO ATTENDED AND/OR VOTED IN ABSENTIA
GILBERTO R. DUAVIT JR.
FELIPE L. GOZON
JOEL MARCELO G. JIMENEZ
ANNA TERESA GOZON-VALDEZ
JUDITH R. DUAVIT VAZQUEZ
LAURA J. WESTFALL
JAIME C. LAYA
ARTEMIO V. PANGANIBAN
FELIPE S. YALONG
EDUARDO PASCUAL SANTOS
MARIA THERESA E. DE MESA
RONALDO P. MASTRILI
LILYBETH GOMEZ RASONABLE
ADORACION LAPADA
CARMEN BUENAFE
GEMMA NAMIT
KATHERINE DAVID
JANELLE CRYSTEL JAVIER
CHRISTOPHER CHUA
JAYBE MAQUIRAN
ANNA PATRICIA PASETES
ANTHONY GILBERT ANTIQUIERA
JULIUS SANVICTORES
ROXANNE BARCELONA
DANIEL LIM
ISAURO V. SAN PEDRO, JR./KATHERINE MICHELLE SAN PEDRO VALTE (B-MIRK ENTERPRISES CORP.)
MARIAN GRACE ANTONIO
ISHMAEL SAM CANUA
JOSHUA GENEROSO
JAYBEE REYES
CHERRY FLORCRUZ
CAROL MANGALONZO
JONAR RINO
ERNIE GAMAYON

HARLENE ITURRALDE
ROBERT ELIZES, JR.
NIFTY ABAJA

COMPLETE LIST OF ATTENDEES
(MAY 18, 2022 ANNUAL STOCKHOLDERS' MEETING)

Hazel V. Miraflor
Laura J. Westfall
Unis Loleng
Jojo Aquio
Elvis B. Ancheta
Sheila Tan
Arjun Yap (GMA New Media, Inc.)
Felipe S. Yalong
Chesca Vistal
Dingdong Caharian (GMA New Media, Inc.)
Edwin P. Jimenez
Regie C. Bautista
Anna Teresa M. Gozon-Valdes
Felipe L. Gozon
Jaime C. Laya
Lizelle G. Maralag
Ronnie P. Mastrili
Maria Estelita B. Arles-Gozon (BGEPAL Law Offices)
Gilberto R. Duavit, Jr. Duavit
Eduardo P. Santos
Miguel C. Enriquez
Artemio V. Panganiban
Lilybeth G. Rasonable
Maria Theresa E. de Mesa
James Jao
Denzel Cusi
Joel Marcelo G. Jimenez
Pia Arcangel
Angela H. Javier-Cruz
Judith Duavit Vazquez
Ari P. Chio
Jericho Bautista
Isauro V. San Pedro Jr.
Marilyn See
Roy G. Sanico
Adrian Bondoc
Janelle Javier
Jules
BJ San Pedro
Jonar Rino - ENGD

Maria Bernadette Romero (Daily Tribune)
Roel Reyes
Belinda T. Beng Hui (SGV & Co.)
Arjay L. Balinbin
Remy Reyes
Marian Vivian C. Ruiz (SGV & Co.)
Daniel T. Lim
GMA Digital News Gathering DNG
Loth Lapada
Anthony Gilbert Antiquiera
Macy Suen
Darwin Amojelar
Kat David
Joey Toledo
Joel Cortez Cruz (STSI)
Vincent Michael G. Mendoza (STSI)
Gemma Namit
Cherry FlorCruz
Richmond Mercurio
Ishmael Sam Canua
Maria Lucille Dela Cruz
JP Soriano
Carol Mangalonzo
Ted Cordero
Lorenz Marasigan
Harlene Iturralde
Michaela Agcaoili (GMA New Media, Inc.)
Carmi Hernandez-Paigma (SGV & Co.)
Ernesto Gamayon
Raffy Mendoza
Glenn F. Allona
Don Balanak (NMI)
Anna Pasetes
JB Reyes
Nessa Valdellon
Faye Almazan
Enteng Lopez
Krista Montealegre (Mergermarket)
Lucille Alado
Joshua Generoso
Divine Reyes Caraecle (DZBB)
Grace Dela Peña
Christopher Chua

Victoria T. Arradaza
Robert Elizes Jr.
Mon Sarmiento
Myla Iglesias
Marian Antonio
Carmen Buenafe
Weng Maglaya
Joseph Jerome Francia
Roxanne J. Barcelona
Lynn Delfin
Paul Ticzon
CJ San Pedro
Katherine Valte
AC Carnay
Jaybe Maquiran
Jimpy Anarcon
Miguel Camus (Inquirer)
Nifty S. Abaja
Milan Dela Cruz
R.J. Seva
Butch San Agustin