

MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF
GMA HOLDINGS, INC.

Held at the Balducci, G/F Serendra, Bonifacio Global City,
Fort Bonifacio, Taguig City
September 30, 2016

PRESENT:

Felipe L. Gozon	33.3%
Gilberto R. Duavit, Jr.	33.3%
Joel Marcelo G. Jimenez	33.3%
Dr. Jaime C. Laya	.0%
Chief Justice Artemio V. Panganiban	.0%

OTHERS PRESENT:

Ayahl Ari Augusto P. Chio
Mr. Ramon Dizon (Partner, SGV & Co.) and Company
Ronaldo P. Mastrili
Roy G. Sanico
Felipe S. Yalong
Maria Estelita A. Gozon

I. CALL TO ORDER

The Chairman of the meeting, Felipe L. Gozon, called the meeting to order at 10:00 a.m. Atty. Maria Estelita A. Gozon, acted as the secretary and recorded the minutes.

II. CERTIFICATION AND NOTICE OF QUORUM

The Corporate Secretary reported that the notices of the meeting were duly sent to all the stockholders in accordance with the By-Laws of the Company and that 99.99% of the total issued and outstanding common stock were present. A quorum existed therefore, for the transaction of business.

III. APPROVAL OF THE MINUTES OF THE ANNUAL STOCKHOLDERS MEETING HELD ON AUGUST 13, 2015

The Chairman stated that the first item in the order of business was the approval of the minutes of the Annual Stockholders' Meeting held on August 13, 2015.

After some discussion, and after motion duly made and seconded, the following resolution was unanimously approved:

"RESOLVED, That the Minutes of the Annual Stockholders Meeting held on August 13, 2015 are hereby APPROVED."

IV. REPORT OF THE PRESIDENT

The President, Mr. Gilberto R. Duavit, Jr. proceeded to give a brief report on the Company as follows:

The Philippine economy grew 5.8 percent in 2015 on the back of growth in Services Sector led by Business Process Outsourcing. Coming from 6.1 percent in year 2014, the Gross Domestic Product momentarily dipped to 5.2 percent during the 1st quarter of 2015 due to government under-spending but the economy eventually picked up with the government's full releases of budget beginning the 3rd quarter.

The benchmark Philippine Stock Exchange index retreated by 3.85 percent to close at 6,952.08 from previous year's close of 7,230.57. Comparatively, the U.S. Dow Jones Industrial Index likewise closed 1% lower than the previous year.

Meanwhile, GMA's PDRs gained 7 percent to P7.22 at the close of year 2015 coming from P6.75 as at end 2014.

The performance of PDRs is identical to that of GMA Common.

A total of 1,995,900 PDR shares were converted into common shares (GMA7) this year versus 9,164,800 PDR shares converted last year, generating minimal exercise fees of P89 thousand in 2015 versus P409 thousand in 2014. On the other hand, interest income in 2015 is higher at P2.05 million as compared to P1.24 million in 2014 mainly brought by the full-year interest earned from Unionbank's Tier II note purchased on November 20, 2014. Thus, total revenues in 2015 reached P2.14 million or a 30% increase from 2014.

Operating expenses in 2015 reached P1.09 million or 5% higher than P1.05 million posted in 2014 on account of professional fees paid for the amendment of the Company's Articles of Incorporation with the SEC. With higher revenues, the Company ended the year with a net income of P635 thousand or 81% higher than the P350 thousand posted the previous year.

Total assets stood at P48.22M or 1% lower than last year's P48.91M.

Liabilities remain almost unchanged at P47.64 million.

GMA Holdings was able to distribute cash dividends at the same rate as GMA's at P0.40 per share to PDR holders last May 17, 2016, undiminished by the operational expenses which were fully covered by our generated revenues. On the other hand, management approved on April 8, 2016, the cash dividend declaration of P600 thousand to stockholders of record as of April 29, 2016.

Commitment to Good Governance

The Corporation will continue to fulfill our commitment to provide quality financial reporting, to adopt best standards of good governance, to comply with our statutory reporting requirements as a listed company, and to support initiatives of GMA Network in improving the market value of its stocks.

After hearing no objections, and after motion duly made and seconded, the following resolution was unanimously approved:

“RESOLVED, that the President’s Report and the Financial Report for the year 2015 are hereby NOTED and APPROVED.”

III. RATIFICATION OF THE ACTS OF THE BOARD FOR THE PREVIOUS YEAR

The Chairman stated that the next item on the agenda was the ratification of the acts of the Board of Directors and Officers for the previous year. 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 were all conducted in the ordinary course of business and were reflected in the minutes of the meetings of the Board of Directors.

After hearing no objections, and after motion duly made and seconded, the following resolution was unanimously approved:

“RESOLVED, That the acts of the Board of Directors and Officers of the Company from the date of the last annual stockholders’ meeting on August 13, 2015 up to the present are hereby RATIFIED and APPROVED.”

IV. ELECTION OF DIRECTORS

The Chairman stated that the next item on the agenda was the election of directors for the ensuing year. The Corporate Secretary reported that the following were nominated and approved by the Nomination Committee:

FELIPE L. GOZON
GILBERTO R. DUAVIT, JR.
JOEL MARCELO G. JIMENEZ
DR. JAIME C. LAYA (*Independent Director*)
CHIEF JUSTICE ARTEMIO V. PANGANIBAN (*Independent Director*)

After motions made and seconded, the following were unanimously declared elected as members of the Board of Directors for the ensuing year until their successors shall have been duly elected:

FELIPE L. GOZON
GILBERTO R. DUAVIT, JR.
JOEL MARCELO G. JIMENEZ
DR. JAIME C. LAYA (*Independent Director*)
CHIEF JUSTICE ARTEMIO V. PANGANIBAN (*Independent Director*)

V. ELECTION OF THE EXTERNAL AUDITOR

The Chairman stated that the next item on the agenda was the election of an external auditor.

Mr. Yalong, explained that the Company has reviewed the performance and the fees of the current external auditor and recommended that Sycip Gorres Velayo & Co. be elected as external auditor.

After motion duly made and seconded, the following resolution was unanimously approved:

“RESOLVED, That the SYCIP GORRES
VELAYO & CO. is elected as external auditor of the
Company”

VI. ADJOURNMENT

There being no more items to discuss, the meeting was adjourned at 10:50 a.m.

Prepared By:



ANNA TERESA M. GOZON-ABROGAR
Corporate Secretary

Attested By:



FELIPE L. GOZON
Chairman of the Meeting