

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.
QUEZON CITY

SECRETARY'S CERTIFICATE

I, MARIA AMINA O. AMADO, Filipino, of legal age, the duly elected and qualified Assistant Corporate Secretary of ABS-CBN HOLDINGS CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal offices at 5/F Benpres Building, Exchange Road, Pasig City, do hereby certify that the following changes incorporated in the Corporation's Annual Corporate Governance Report for the 2015 are reflected in the minutes of the annual stockholders meeting and the organizational and special board meetings held in 2015:

A. Board Matters

- 1) Update of the table of information on the board of directors to reflect the most recent date of election (December 17, 2015), and number of years served by each director
- 2) Update of the table showing voting results for each director during the most recent annual stockholders' meeting (December 17, 2015)
- 3) Update on the most recent training programs attended by the board of directors and officers

B. Code of Business Conduct and Ethics

- No update

C. Board Meetings and Attendance

- 1) Update of the table of directors' attendance at the board meeting held in 2015

D. Remuneration Matters

- No update

E. Board Committees

- 1) Update of the table of information on the Audit Committee
- 2) Update of the table of information on the Nomination and Election Committee

F. Risk Management System

- No update

G. Internal Audit and Control

- No update

H. Role of Stakeholders

- No update

I. Disclosure and Transparency

- 1) Update of aggregate fees paid to the Corporation's external auditors

- 2) Update of information on the date of release of the Corporation's audited financial statements
- 3) Update of information on the Corporation's transactions with related parties

J. Rights of Stockholders

- 1) Update of information on dividends declared by the Corporation
- 2) Update of information on date of sending out of the notice of annual stockholders' meeting
- 3) Update of information on the results of the 2015 annual stockholders meeting
- 4) Update of information on publication dates of the results of votes taken during the 2015 annual stockholders meeting
- 5) Update of the table on details of attendance during the annual stockholders meeting
- 6) Update of the table on details of the definitive information statement and management report

K. Investor Relations Program

- No update

L. Corporate Social Responsibility Initiatives

- No update

M. Board, Director, Committee and CEO Appraisal

- No update

N. Internal Breaches and Sanctions

- No update


IN WITNESS WHEREOF, I have hereunto set my hand this 07 JAN 2016 day of _____ at

Pasig City
QUEZON CITY


 MARIA AMINA O. AMADO
 Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 07 JAN 2016 day of _____, affiant exhibiting to me her Passport Number EB9034076 issued at the DFA Manila and valid until August 30, 2018, as her competent evidence of identity.

Doc. No. 160 ;
 Page No. 33 ;
 Book No. 1 ;
 Series of 2016.


CRESENCIO V. CAJALNE, III
 NOTARY PUBLIC
 FOR QUEZON CITY
 UNTIL DECEMBER 31, 2016
 PTR NO. 1388352; 1/7/16; PASIG CITY
 IBP NO. 1019716; 1/4/16; QUEZON CITY
 MCLE COMPLIANCE NO. V-0011903; 4/14/19
 ROLL NO. 51288/ADM MATTER NO. NP-263 (2015-2016)
 Blk. 16, Lot 21, Goodwill Homes I
 San Bartolome, Novaliches, Quezon City