

ABS-CBN HOLDINGS CORPORATION

NOMINATION AND ELECTION POLICY

I. Objective

Under the Corporation's Manual on Corporate Governance and the Corporate Governance Committee Charter, among the duties and responsibilities of the Corporate Governance Committee ("CORPGOV") is the determination of the nomination and election process for directors. It also has the special duty of defining the general profile of the board members that the Corporation may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board. Pursuant to said duties and responsibilities, the CORPGOV has written this policy on the nomination and election of directors.

II. Process

1. All stockholders of the Corporation, regardless of the number of shares held, have the right to submit nominations for director. All nominations for director shall be in writing.
2. All written nominations from stockholders of nominees for director, which are received on or before the record date of the stockholders' meeting where directors are to be elected, shall be forwarded to the CORPGOV. Nominations shall indicate (i) the complete name of the nominating stockholder, along with his/her address and/or other contact details, and the number of shares he/she owns directly or beneficially (for purposes of validating that he/she is a stockholder of the Corporation); and (ii) the complete name(s) of the stockholder(s) being nominated and his/her/their contact details.
3. Each nominee shall be screened and his/her qualifications evaluated by the CORPGOV, taking into consideration the qualifications required and the disqualifications of directors which are provided in the Corporation's Manual on Corporate Governance, by-laws, the Corporation Code, SEC issuances, other applicable regulations and laws. The CORPGOV shall also take into consideration other factors such as academic attainment, the breadth of professional experience, professional affiliations, and other such factors which will be relevant in making a determination of whether the nominee has the qualities of a director which are aligned with the strategic direction, values and culture of the Corporation. The CORPGOV shall further take into consideration the number of directorships being held by the nominee in other corporations in so far as the same may limit his/her ability to diligently and effectively perform the duties and responsibilities of a director of the Corporation.
4. A nominee for independent director shall further be evaluated taking into consideration the added qualifications required of independent directors which are provided in the Corporation's Manual on Corporate Governance, by-laws, SEC issuances, and other applicable regulations and laws, and shall be required to submit a Certification of Independent Director which conforms to the requirements of the SEC for the same, should the nomination be accepted.
5. The list of all nominees who, after evaluation by the CORPGOV have been found to have the qualifications and none of the disqualifications, and who accept their nomination, shall be submitted to the Board at least sixty (60) days prior to the date of the stockholders' meeting where directors are to be elected.

6. The nominees approved by the Board are recommended for election as directors at the meeting of the stockholders where directors are to be elected.
7. An assessment of the effectiveness of the process in this policy shall be included in the assessment of the performance of the CORPGOV committee.

The CORPGOV shall also have the duty to identify and recommend qualified individuals for nomination and election to the Board. For this purpose, the Committee shall make use of professional search firms or other external sources of candidates to search for qualified candidates to the Board.