

ABS-CBN Holdings Corporation

Conflict of Interest Policy

The directors and officers of the Corporation shall always put the interest of the Corporation above personal interest. Except for salaries and other employment benefits, the directors and officers shall not directly derive any personal profits or advantage by reason of their positions in the Corporation.

All directors and officers are required to disclose any interest in any transactions of the Corporation that may place them in a conflict of interest position. If an actual or potential conflict of interest should arise, it should be fully disclosed and the concerned director should not participate in the decision making process.

Where a director, by virtue of his office, acquires for himself a business opportunity which should belong to the Corporation, thereby obtaining profits to the prejudice of the Corporation, the director must account to the latter for all such profits, unless his act has been ratified by a vote of the stockholders representing two-thirds (2/3) of the outstanding capital stock of the Corporation.

When a director or officer attempts to acquire or acquires, in violation of his duty, any interest adverse to the Corporation in respect of any matter which has been reposed in him in confidence, as to which equity imposes a disability upon him to deal in his own behalf, he shall be liable as a trustee for the Corporation and must account for the profits which otherwise would have accrued to the Corporation.