

MINUTES OF THE ANNUAL COMMON STOCKHOLDERS' MEETING OF
ABS-CBN HOLDINGS CORPORATION

Held on January 29, 2026 at 2:00 p.m.

Via remote communication

1. Call to Order

The Chairman, Mr. Salvador G. Tirona, called the meeting to order and presided over the same. The Secretary, Mr. Enrique I. Quiason, and the Assistant Secretary, Ms. Maria Amina O. Amado, recorded the minutes of the proceedings.

2. Certification of Service of Notice

The Secretary certified that for purposes of the meeting, proper notices of the same were sent to all common stockholders of record in accordance with the provisions of the by-laws. He stated that the meeting materials including the notice and agenda, Definitive Information Statement, and the audited financial statements were also posted in the Philippine Stock Exchange's Edge Disclosure System and in the Corporation's website.

3. Certification of the Presence of Quorum

The Secretary certified that there being present at the meeting, in person or by proxy, stockholders owning 320 common shares out of the 400 common shares issued and outstanding or 80% of the total issued and outstanding shares, a quorum was present for the transaction of any business at hand.

All the directors and officers were present: Mr. Salvador G. Tirona (Chairman, President, Chief Executive Officer and Chief Operating Officer), Mr. Benjamin R. Lopez (Director, Chairman of the Risk Management Committee and Treasurer), Mr. Emmanuel D. De Dios (Independent Director and Chairman of the Audit Committee), Mr. Monico V. Jacob (Independent Director and Chairman of the Corporate Governance Committee), Mr. Enrique I. Quiason (Corporate Secretary and Compliance Officer), Ms. Maria Amina O. Amado (Director and Assistant Corporate Secretary), and Ms. Marifi H. Hernandez (Comptroller).

4. Reading and Approval of Minutes
of Previous Stockholders' Meeting

Un motion duly made and seconded, the stockholders approved the minutes of the annual meeting of the common stockholders held on October 15, 2024. The Corporation received proxies representing 320 common shares or 100% of the common shares present or represented at the meeting instructing the proxy holder, to vote in favor of the approval of the said minutes while no stockholder abstained or voted against the motion.

5. Report of Management

Ms. Marifi Hernandez, Comptroller, presented the audited financial statements for the year end December 31, 2024.

Ms. Hernandez presented the Statements of Comprehensive Income. She reported that total revenues amounted to Php4,898,041 for the year ended December 31, 2024. Exercise fees from the conversion of the PDRs amounted to Php3,966,166. In 2024, a total of 44,857,960 PDRs were converted to ABS-CBN shares while 116,835,100 PDRs were converted in 2023. Reimbursements from PDR holders are related to audit fees, trust fees and other related expenses which are being covered by the PDR Holders.

Operating expenses amounted to Php4,898,041 in 2024 and Php13,106,064 in 2023. The Company incurred lower outside services and taxes and licenses in 2024. This was reduced by the provision for estimated credit losses recorded in 2024 and higher professional fees incurred.

Ms. Hernandez then presented the Balance Sheet. Total assets amounted to Php14,291,983 in 2024 and Php15,526,036 in 2023. Of this, cash in banks amounted to Php14,277,704 in 2024 and Php14,587,484 million in 2023.

Receivables amounted to Php4,279 and Php928,552 as of December 31, 2024 and 2023, respectively. These pertain to amounts collectible from the stock transfer agents on unremitted exercise fees relating to the conversion of PDRs. These are non-interest bearing and are collectible on demand. The Company recognized provision for ECL of receivables amounting to Php924,467 in 2024.

Trade and other payables amounting to Php14,291,983 in 2024 and Php15,526,036 in 2023 pertains to accrual of various operating expenses such as brokers' fees, legal and professional fees, web hosting fees and others. It also includes unearned revenues and payables to the regulatory agencies.

6. Ratification of Audited Financial Statements for the Years Ended December 31, 2024

Upon motion duly made and seconded, the stockholders approved and ratified the audited financial statements for the years ending December 31, 2024.

The Corporation received proxies representing 320 common shares or 100% of the common shares present or represented at the meeting instructing the proxy holder to vote in favor of the approval of the audited financial statements, and no stockholder abstained or voted against the motion.

7. Ratification of the Acts of the Board and of Management

Upon motion duly made and seconded, the stockholders ratified the acts of the Board of

Directors and of Management from October 15, 2024 and up to the date of the meeting.

The Corporation received proxies representing 320 common shares or 100% of the common shares present or represented at the meeting instructing the proxy holder, to vote in favor of the ratification of the Acts of the Board and Management, with no stockholder abstaining or voting against the motion.

8. Election of Directors

The meeting proceeded to the election of directors for the ensuing year 2026. The Secretary informed the body that pursuant to the pertinent provisions of the By-laws, nominations of the following stockholders as Directors were received by him:

Mr. Benjamin R. Lopez
Mr. Salvador G. Tirona
Mr. Emmanuel De Dios
Mr. Monico V. Jacob
Ms. Maria Amina O. Amado

The Corporate Secretary said that Messrs. De Dios and Jacob were duly nominated as independent directors.

There being no other nominations, it was duly moved and seconded that the five stockholders who were nominated as directors for the ensuing year be declared elected as Directors for the five board seats of the Corporation.

There being no objection, the Chairman directed the Secretary to cast the relevant votes in favor of the following stockholders duly nominated as Directors of the Corporation for the ensuing year 2026, and declared them as duly elected members of the Board of Directors of the Company to act as such until their successors shall have been duly elected and shall have qualified. The votes for the directors based on the proxies received were as follows:

Director	Votes
Mr. Benjamin R. Lopez	320
Mr. Monico V. Jacob	320
Mr. Emmanuel De Dios	320
Mr. Salvador G. Tirona	320
Ms. Maria Amina O. Amado	320

8. Appointment of External Auditors

Upon motion made and duly seconded, the firm of SyCip Gorres Velayo & Co. was retained as external auditor of the Company.

The Corporation received proxies representing 320 common shares or 100% of the common shares present or represented at the meeting instructing the proxy holder to vote in favor of the appointment of SyCip Gorres Velayo & Co. as external auditor of the Corporation, with no stockholder abstaining or voting against the motion.

9. Adjournment

There being no further business to transact, upon motion duly made and seconded, the meeting was adjourned.

ENRIQUE I. QUIASON
Corporate Secretary

ATTEST:

SALVADOR G. TIRONA
Chairman