



16 January 2009

PHILIPPINE STOCK EXCHANGE, INC.
Listing and Disclosures Department
Exchange Road, Ortigas Center, Pasig City

Attention: **ATTY. PETE M. MALABANAN**
Head, Disclosure Department

Gentlemen:

Attached is the Certification on our Company's compliance with its Manual on Corporate Governance for the year 2008.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "AR" or similar initials.

AYAHL ARI AUGUSTO P. CHIO
Vice President
Investor Relations and Compliance

GMA Network, Inc.

GMA Network Center, EDSA corner Timog Ave., Diliman, Quezon City 1103 Philippines • Tel. No.: (632) 982-7777 • Website: www.GMA.tv

CERTIFICATE

I, **EDUARDO P. SANTOS**, of legal age, married, Filipino citizen, with office address at 16th floor, GMA Network Center, Epifanio De Los Santos Avenue (EDSA) corner Timog Avenue, Diliman, Quezon City, Metro Manila, after being sworn to in accordance with law, depose and state that:

1. I am the incumbent **Compliance Officer** and concurrently Vice-President-Internal Audit of **GMA NETWORK, INC.**, (the "Corporation") a corporation duly organized and existing in accordance with the laws of the Republic of the Philippines with office address at GMA Network Center, EDSA corner Timog Avenue, Diliman, Quezon City, Metro Manila;

2. For the year 2008, the Corporation substantially adhered to and complied with the provisions of its Manual on Corporate Governance, as prescribed by SEC Memorandum Circular no. 2, Series of 2002;

3. I am issuing this Certificate in compliance with the requirements of the Securities and Exchange Commission on the annual reporting on the Company's compliance with the Manual of Corporate Governance.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of January 2009 at Quezon City, Philippines.


EDUARDO P. SANTOS
Compliance Officer/VP- Internal Audit

Countersigned by:


FELIPE L. GOZON
Chairman of the Board/CEO and President

SUBSCRIBED AND SWORN to before me this 16 day of January 2009, in Quezon City, Metro Manila, Philippines, and affiant exhibited to me his Driver's License No. N-19-75-010512 issued by the Land Transportation Office and will expire in 2010.

Doc. No. OP ;
Page No. 12 ;
Book No. I ;
Series of 2009.

ATTY. ANGELITA D. DE GUZMAN
NOTARY PUBLIC
UNTIL DEC. 31, 2008
PTR No. 0395123
JAN. 8, 2008 MAKATI CITY