

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Dec 10, 2021
2. SEC Identification Number
22401
3. BIR Tax Identification No.
000-491-007
4. Exact name of issuer as specified in its charter
PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
16TH FLOOR BDO TOWERS VALERO, 8741 PASEO DE ROXAS MAKATI CITY
Postal Code
1227
8. Issuer's telephone number, including area code
8831-4479
9. Former name or former address, if changed since last report
-
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding	
COMMON	700,298,616	
PREFERRED	14,336,260	

11. Indicate the item numbers reported herein
Item 9 Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Prime Media Holdings, Inc.

PRIM

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation

**References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

SEC Approval of the Amendment to the Articles of Incorporation to Include a Provision Limiting Share Ownership to 100% Filipino

Background/Description of the Disclosure

The Amendment to the Articles of Incorporation to Include a Provision Limiting Share Ownership to 100% Filipino was approved by the Board of Directors on 13 October 2021 and the Securities and Exchange Commission (SEC) on 24 November 2021.

-On 13 October 2021, shareholders of the Company, representing at least 2/3 of the outstanding capital stock, approved amendments to the Articles of Incorporation in view of the intended acquisition of Philippine CollectiveMedia Corporation, which is a mass media company subject to a 100% Filipino ownership requirement under the Philippine Constitution. The amendments include the insertion of a new paragraph in the Seventh Article to limit share ownership to 100% Filipino. On the same day, the Company's Board of Directors likewise approved the insertion of a new paragraph in the Seventh Article to limit share ownership to 100% Filipino.

Date of Approval by Board of Directors	Oct 13, 2021
Date of Approval by Stockholders	Oct 13, 2021
Other Relevant Regulatory Agency, if applicable	The Securities and Exchange Commission
Date of Approval by Relevant Regulatory Agency, if applicable	Nov 24, 2021
Date of Approval by Securities and Exchange Commission	Nov 24, 2021
Date of Receipt of SEC approval	Dec 9, 2021

Amendment(s)

Article No.	From	To	
SEVENTH	PLEASE SEE ATTACHED	PLEASE SEE ATTACHED	

Rationale for the amendment(s)

The amendment is necessary in view of the closing of the Company's share swap transaction with Philippine CollectiveMedia Corporation (PCMC) wherein PCMC, which is engaged in mass media operations, will be a subsidiary of the Company. The additional amendment to restrict foreign ownership of PRIM shares is in keeping with Section 11, Article XVI of the Philippine Constitution, which mandates that ownership and management of mass media are limited to Filipino citizens or to corporations, cooperatives or associations that are wholly-owned and managed by Filipinos.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Nov 4, 2021
Expected date of SEC approval of the Amended Articles of Incorporation	Nov 24, 2021

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The amendment of the Seventh Article is intended to effect compliance with the Constitutional provision that ownership of mass media is limited to 100% Filipinos.

Other Relevant Information

Please see attached.

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 22401

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

PRIME MEDIA HOLDINGS, INC.
(Amending Articles VI & VII thereof)

copy annexed, adopted on July 28, 2021 by majority vote of the Board of Directors and on October 13, 2021 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 24th day of November, Twenty Twenty One.


DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018

BA/qba

COVER SHEET

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S.E.C. Registration Number

P	R	I	M	E		M	E	D	I	A		H	O	L	D	I	N	G	S	,		I	N	C	.			
(f	o	r	m	e	r	l	y		F	i	r	s	t		e	-	B	a	n	k		C	o	r	p	.)

(Company's Full Name)

1	6	t	h		F	l	o	o	r		B	D	O		T	o	w	e	r	s							
V	a	l	e	r	o		8	7	4	1		P	a	s	e	o		d	e		R	o	x	a	s		
M	a	k	a	t	i		C	i	t	y																	

(Business Address: No. Street/City/Province)

REUBEN CARLO O. GENERAL

Contact Person

8831-4479

Company Telephone Number

1	2			3	1
Month		Day		Fiscal Year	

AMENDED ARTICLES OF
INCORPORATION

FORM TYPE

0	5			1	8
Month		Day		Annual Meeting	

N/A

Secondary License Type, If Applicable

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Dept. Requiring this
Doc.

Amended Articles
Number/Section

Total Amount of Borrowings

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Total No. of
Stockholders

nil

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

**AMENDED ARTICLES OF INCORPORATION
OF
PRIME MEDIA HOLDINGS INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST — The name of the said Corporation shall be

PRIME MEDIA HOLDINGS, INC.

(Formerly known as First e-Bank Corporation, PDCP Development Bank, Inc., and Private Development Corporation of the Philippines)

(As amended by the Board of Directors on December 4, 2002, and
by the Stockholders on December 6, 2002)

SECOND – The purposes or objects for which the said corporation is formed are:

PRIMARY PURPOSE:

To purchase, subscribe for or otherwise acquire and own, hold, use, manage, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, engaged in any and all business, including but not limited to, the business of real estate, manufacturing, trading and agribusiness and to pay therefor in whole or in part, in cash or by exchanging therefor, stocks, bonds and other evidences of indebtedness or securities of this or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or such securities, contracts or obligations, to receive, collect and dispose of the interests, dividends and income arising from such property and to possess and exercise in respect thereof all the rights, powers and privileges of ownership including all voting powers on any stock so owned, without however engaging as an investment company under the Investment Company Act or a finance company or as a dealer in securities or stocks or as a real estate broker or a real estate development company but only holds the foregoing assets for purely investment

purposes; to aid in any other manner, any corporation, domestic or foreign, any share of stock or any debentures, evidences, evidences of indebtedness or other security whereof are held by this corporation or in which it shall have interest and to do any act designated to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation in which it, at that time, may be interested. (As amended by the Board of Directors on December 4, 2002, and by Stockholders on December 6, 2002)

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machinery, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities as may be deemed expedient, for any business property acquired by the Corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or for money borrowed in the prosecution of its lawful business.

3. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interest and to sell, dispose of or transfer the business, properties and goodwill of the Corporation or any part thereof for such consideration and under such terms as it shall see fit to accept.

4. To aid in any manner, including, but not limited to extending guarantee or other credit support arrangements, to secure the obligations of, any person or any corporation association, or trust estate, domestic or foreign, or any firm or individual.

5. To enter into any lawful arrangement for sharing profits, union of interest, agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

6. To acquire or obtain from any government or authority, national, provincial, municipal, or otherwise or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemptions, licenses and concessions as may be conducive to any of the object of the Corporation.

7. To establish and operate one or more branch or offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount including the rights to hold, purchase or otherwise acquire, lease mortgage, pledge

and convey or otherwise deal in and with real and personal property anywhere within the Philippines.

8. To conduct and transact any and all lawful business and to do or cause to be done any one or more of the acts and things herein set forth at its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation. (As amended by the Board of Directors on December 4, 2002, and by the Stockholders on December 6, 2002)

THIRD – That the place where the principal office of the corporation is to be established or located at 16th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City, (As amended by the Stockholders representing 2/3 of the outstanding capital stock on December 19, 2014 and by the Board of Directors on December 22, 2014)

FOURTH – That the term for which said corporation is to exist is another fifty (50) years from and after February 6, 2013. (As amended by the Board of Directors on January 26, 2013, and by the Stockholders on February 4, 2013)

FIFTH – The names, nationalities and residences of the incorporators of the Corporation are as follows:

NAME	NATIONALITY	RESIDENCE
Francisco Ortigas Jr.	FILIPINO	
Jesus Cabarrus	FILIPINO	
Aurelio Montinola	FILIPINO	
Antonio C. Delgado	FILIPINO	
Vicente R. Jayme	FILIPINO	
Rodegelio M. Jalandoni	FILIPINO	

SIXTH – The number of Directors of the Corporation shall be seven (7) and the names, nationalities and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

NAME	NATIONALITY	RESIDENCE
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Francisco Ortigas Jr.	FILIPINO	
Jesus Cabarrus	FILIPINO	
Aurelio Montinola	FILIPINO	
Antonio C. Delgado	FILIPINO	
Vicente R. Jayme	FILIPINO	
Rodegelio M. Jalandoni	FILIPINO	

(As amended by the Board of Directors on December 4, 2002, and by the Stockholders on December 6, 2002; by the Board of Directors on July 28, 2021 and by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021)

SEVENTH – That the capital stock of said Corporation is Five Billion Pesos (P5,000,000,000.00), divided into Three Billion (3,000,000,000) Common Shares with par value of One Peso (P1.00) per share, One Billion (1,000,000,000) Series “A” Preferred Shares with par value of One Peso (PhP1.00) per share and One Billion (1,000,000,000) Series “B” Preferred Shares with par value of One Peso (PhP1.00) per share. (As amended on November 17, 1999)

The Board of Directors is hereby expressly granted and authorized to adopt resolutions authorizing the establishment, designation and issuance of one or more series for such number of shares and relative rights and preferences as it may deem beneficial to the Corporation. The resolution thus adopted shall be recorded with the Securities and Exchange Commission and the Philippine Stock Exchange, if required, and thereupon deemed and amendment and part of this Articles of Incorporation. The resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series, the following:

- the number of shares to constitute such series and the distinctive designations thereof;
- the annual dividend rate, if any, on the shares of such series and the cumulation or non-cumulation of dividends, the date of cumulation or accrual, but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series;
- the voting rights, if any, of shares of such series but each share of Preferred Stock shall have one vote on all corporate matters unless specified by law or by the Board of Directors with respect to the shares of any series;
- the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisition by the Corporation or any subsidiary, of the Common Stock or of any other class of stock of the Corporation ranking junior to the shares of Preferred Shares as to dividends or upon liquidation;
- the amount which shares of such series shall be entitled to receive out the assets of the Corporation available for distribution to its stockholders, whether from capital or

earnings, in the event of any liquidation. Dissolution or winding up of the Corporation (which shall not exceed the consideration received therefore plus accrued and unpaid dividends thereon nor be less than the par value thereof);

- f) the time(s) and price(s) of redemption, if any, of the shares of such series;
- g) the terms and conditions, if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or other series of the same class of the Corporation;
- h) the status as to re-issuance or sale of shares of such series redeemed, purchased or otherwise re-acquired, or surrendered to the Corporation on conversion or exchange;
- i) the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series;
- j) the conditions and restrictions, if any, on the creation of indebtedness of the Corporation, or any subsidiary, or on the issue of any additional stock ranking on a parity with or prior to the shares of such series to dividends or upon liquidation; and
- k) such other preferences, rights, restrictions and qualifications as shall not be inconsistent herewith.

All shares of Preferred Stock shall rank equally and be identical in all aspects regardless of series unless otherwise specified by the Board of Directors pursuant to the foregoing provisions of paragraph 1 and if shares of any one series are issued at different times, the subsequently issued shares need not be entitled to receive dividends previously paid on the outstanding shares of such series.

The holders of the Preferred Stock shall be entitled to receive out of the net profits or net assets of the Corporation available for dividends, when and as declared by the Board of Directors, cash dividends at the rate specified for each particular series, and no more, payable quarterly from and on the date or dates specified for each such series, before any dividends shall be declared and paid upon or set apart for the Common Stock. If dividends on the Preferred stock of any series are not paid in full when payable or declared in full and seems set apart for the payment thereof, then no dividends shall be declared and paid on any Preferred stock unless declared paid ratably on all shares of each series of the Preferred stock then outstanding, including dividends accrued or in arrears, if any, in proportion to the respective amounts that would be payable per share if all such dividends were declared and paid in full.

The Preferred Stock shall be preferred over the Common Stock as to assets, and in the event of any liquidation or dissolution or winding up to the Corporation (whether voluntarily or involuntarily), the holders of the then outstanding Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders whether from capital, surplus of earnings, the amount specified for each particular series, together with all dividends (whether or not earned) accrued or in arrears, for every share of their holdings of Preferred Stock before any distribution of the net assets shall be made to the holders of the Common Stock, and shall be entitled to no other further distribution. If upon any liquidation, dissolution or winding up the Corporation, the assets distributable among the holders of the Preferred Stock shall be insufficient to permit the payment in full to the holders of the Preferred Stock of all preferred amounts payable to all such holders, then the entire assets of the

Corporation thus distributable shall be distributed ratably among the holders of the Preferred Stock in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit in full.

For purposes of the preceding paragraph, neither the consolidation nor merger of the Corporation with or into any other corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Article SEVENTH, unless the Board of Directors of the Corporation elects to treat such transaction as a liquidation, dissolution or winding up of the Corporation subject to the imitations or conditions herein or in the terms of any series as approved by the Board of Directors, the whole or any part of Preferred Stock at any time outstanding, of the whole or any part of any series thereof, may be redeemed by the Corporation at its election, expressed, by resolution of the Board of Directors upon notice to the holders of record of the Preferred Stock to be redeemed, given as hereinafter provided, at the time or times and price or prices specified for each particular series together with all dividends (whether or not earned) accrued or in arrears (hereinafter called the "redemption price"). If less than all of the Preferred Stock then outstanding, or of any series thereof, is to be redeemed, the redemption may be made either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. A notice of such election shall be mailed by the Corporation, postage, prepaid, not less than 30 nor more than 60 days prior to the date specified in such notice as the redemption date, addresses to the respective holders of record of the Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation. Notice having been so given unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Preferred Stock thereby called for redemption shall cease to accrue from and after the date of redemption specified in such notice. The notice may specify a date (which may be on or prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company to the Corporation.

The shareholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of the capital stock of the Corporation, whether common or preferred). (As amended on May 17, 1994; May 21, 1996; November 17, 1999)

Ownership of the Corporation's shares shall be limited to Philippine citizens, or to corporations, cooperatives, or associations wholly-owned and managed by such citizens, in order to enable the Corporation to invest in shares of stock of corporations or entities which are required to be wholly owned by Philippine citizens or corporations, cooperatives or associations, wholly-owned and managed by such citizens as provided in Section 11, Article XVI of the Philippine Constitution. No issuance, transfer, or sale of stock or interest in the Corporation shall be allowed or permitted to be recorded in the proper books of the Corporation, except to Philippine citizens, or to corporations, cooperatives or associations, wholly-owned and managed by such citizens. (As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021 and by the Board of Directors on October 13, 2021)

The provisions of the preceding paragraph of the SEVENTH ARTICLE shall be printed on all stock certificates to be issued by the Corporation. (As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021 and by the Board of Directors on October 13, 2021)

EIGHT – That the amount of said capital stock which has been actually subscribed is Five Hundred Thousand (500,000) shares, worth of FIVE MILLION PESOS (P5,000,000.00) and the following persons have subscribed for the number of shares and the amount capital stock set out after their respective names:

<u>Name of Stockholder</u>	<u>Citizenship</u>	<u>No of Shares</u> <u>Class A</u>	<u>Amount</u> <u>Stock Subscribed</u>
Francisco Ortigas Jr.	FILIPINO	100,000 A	P1,000,000
Jesus Cabarrus	FILIPINO	100,000 A	1,000,000
Manuel J. Marquez	FILIPINO	100,000 A	1,000,000
Aurelio Montino	FILIPINO	50,000 A	500,000
Antonio C. Delgado	FILIPINO	149,998 A	1,499,980
Vicente R. Jayme	FILIPINO	1 A	10
Rodegelio M. Janaldoni	FILIPINO	1 A	10

NINTH – That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Amount Paid</u> <u>Class "A"</u>	<u>Class "B"</u>
Francisco Ortigas Jr.	P250,000	
Jesus Cabarrus	250,000	
Manuel J. Marquez	250,000	
Aurelio Montino	125,000	
Antonio C. Delgado	374,995	
Vicente R. Jayme	10	
Rodegelio M. Janaldoni	10	
	<hr/> P1,250,015	

TENTH – That Francisco Ortigas Jr., has been elected by the subscribers as Treasurer of the corporation to act such until his successor is duly elected and qualified in accordance with the By-laws and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts or all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines on this 6th of February 1963.

(Sgd.) FRANCISCO ORTIGAS JR.

(Sgd.) AURELIO MONTINOLA

(Sgd.) JESUS CABARRUS

(Sgd.) ANTONIO C. DELGADO

(Sgd.) MANUEL J. MARQUEZ

(Sgd.) VICENTE R. JAYME

(Sgd.) RODEGELIO M. JALANDONI

SIGNED IN THE PRESENCE OF:

Illegible

Illegible

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA)SS.

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines, this 6th day of February 1990) personally appeared the following persons:

<u>Name</u>	<u>Ress. Cert. No</u>	<u>Date & Place of Issue</u>
Francisco Ortigas Jr.	[REDACTED]	[REDACTED]
Jesus Cabarrus	[REDACTED]	[REDACTED]
Manuel J. Marquez	[REDACTED]	[REDACTED]
Aurelio Montinola	[REDACTED]	[REDACTED]
Antonio C. Delgado	[REDACTED]	[REDACTED]
Vicente R. Jayme	[REDACTED]	[REDACTED]
Rodegelio M. Jalandoni	[REDACTED]	[REDACTED]

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of the Private Development Corporation of the Philippines, consisting of ten (10) pages including that page where this acknowledgement is written and they acknowledge to me that the same is their free and voluntary act and deed. Said instrument was signed in my presence by said parties and the instrumental witnesses at the foot and on the left-hand margin of each and every page thereof.

IN WITNESS WHEREOF, I have hereunto signed by name and affixed my name and my notarial seal on the date and at the place first above-written.

(Sgd.) RAMON M. MEDINA
Notary Public
Until Dec. 31, 1963

Doc. No. 226;
Page No. 46;
Book No. 1;
Series of 1963.

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S



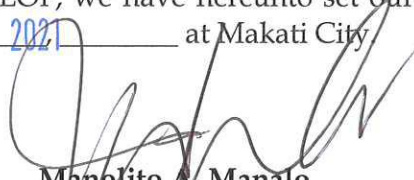
**DIRECTORS' CERTIFICATE
ON THE AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION
OF PRIME MEDIA HOLDINGS, INC.**

We, the undersigned, being the Chairman and at least a majority of the members of the Board of Directors, and the Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office at the 16th Floor BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City, do hereby certify that:

1. During the Special Meeting of the Board of Directors on July 28, 2021 held *via* remote communication and hosted at the Corporation's principal office, at least a majority of the members of the Board of Directors of the Corporation unanimously approved the amendment of Article Sixth of the Amended Articles of Incorporation of the Corporation to delete all provisions relating to banking operations.
2. During the Annual Stockholders' Meeting on October 13, 2021 held *via* remote communication at the Corporation's principal office located at the 16th Floor, BDO Towers Valero (formerly: Citibank Tower, 8741 Paseo de Roxas, Makati City, stockholders owning and/or representing 570,153,887 shares representing at least 81.42% of the outstanding capital stock of the Corporation voted in favor of the the following amendments of the Amended Articles of Incorporation of the Corporation:
 - (a) Deletion of all provisions relating to banking operations in Article Sixth; and
 - (b) Inclusion of a provision prohibiting foreign ownership of shares in Article Seventh.
3. During the Organizational Board Meeting of the newly elected directors immediately held after the adjournment of the Annual Meeting of the Stockholders on October 13, 2021 *via* remote communication and hosted at the Corporation's principal office, at least a majority of the members of the Board of Directors unanimously approved the additional amendment of the Seventh Article of the Articles of Incorporation to include a provision prohibiting foreign ownership of shares, as earlier approved by the shareholders of the Corporation.
4. Attached hereto is a true and correct copy of the Amended Articles of Incorporation of the Corporation incorporating the amendments to Articles Sixth and Seventh.

[The rest of this page is intentionally left blank; Signature page follows.]

IN WITNESS WHEREOF, we have hereunto set our hand and affixed our signatures this _____
day of NOV 04 2021 at Makati City



Manolito A. Manalo

Chairman/Director

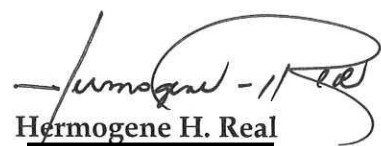
Bernadeth A. Lim

Director



Rolando S. Santos

Director



Hermogene H. Real

Director



Michelle F. Ayangco

Director



Francisco L. Lavug III

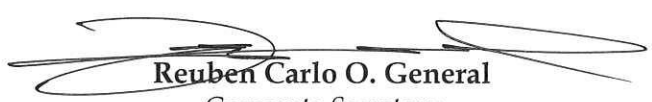
Director



Johnny Y. Aruego, Jr.

Director

Countersigned:



Reuben Carlo O. General

Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 04 2021 day of NOV 04 2021, at Makati City by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	Govt-Issued ID	Date and Place Issued
Manolito A. Manalo		
Rolando S. Santos		
Hermogene H. Real		
Michelle F. Ayangco		
Francisco L. Layug III		
Johnny Y. Aruego, Jr.		
Reuben Carlo O. General		

Doc. No. 513
 Page No. 104
 Book No. L
 Series of 2021.


MARJORIE A. SAN JUAN
 Notary Public for Makati City
 Appt. No. M-135 Until 31 Dec. 2021
 Roll of Attorneys No. 71296
 IBP Membership No. 153408; 01/18/2021
 PTR No. MKT-8547468ME; 01/15/2021; Makati City;
 MCLE Compliance No. VI -0013795; 10/12/2018;
 4F BDO Towers (formerly Citi Center),
 8741 Paseo de Roxas, Makati City

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

SECRETARY'S CERTIFICATE

I, **REUBEN CARLO O. GENERAL**, of legal age, Filipino, with office address at 4th Floor, BDO Towers Paseo, 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "**Corporation**"), a corporation duly organized and existing under the laws of the Philippines with principal office at 16th Floor, BDO Towers - Valero, 8741 Paseo de Roxas, Makati City

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, this Certificate was signed and issued this 26th day of October 2021 at Makati City.


REUBEN CARLO O. GENERAL
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 26th day of October 2021 at Makati City, affiant exhibiting to me his Driver's License No. [REDACTED]

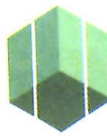
Doc. No. 502;
Page No. 162;
Book No. I;
Series of 2021.


MARJORIE A. SAN JUAN
Notary Public for Makati City
Appt. No. M-135 Until 31 Dec. 2021
Roll of Attorneys No. 71296
IBP Membership No. 153408; 01/18/2021
PTR No. MKT-8547468ME; 01/15/2021; Makati City
MCLE Compliance No. VI-0013795; 10/12/2019
4F BDO Towers (formerly Citi Center)
8741 Paseo de Roxas, Makati City



OFFICIAL RECEIPT

Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51
Revised 2006

ORIGINAL

DATE

November 12, 2021

No. 2068101

PAYOR PRIME MEDIA HOLDINGS, INC.
MAKATI CITY

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Amended Articles of Incorporation	4020102000(606)	END	1,000.00
Documentary Stamp Tax	4014012000(0404012)		30.00
Legal Research Fee (AOB23)	2020105000(131)		10.00
TOTAL PHP			1,040.00

AMOUNT IN WORDS

ONE THOUSAND FORTY PESOS AND 00/100

Received	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Treasury Warrant <input type="checkbox"/> Check <input type="checkbox"/> Money Order	Received the Amount Stated Above
Treasury Warrant, Check, Money Order Number		OFELIA A. CAPISPISAN COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order		O.R. No. 2068101

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.