



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 BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

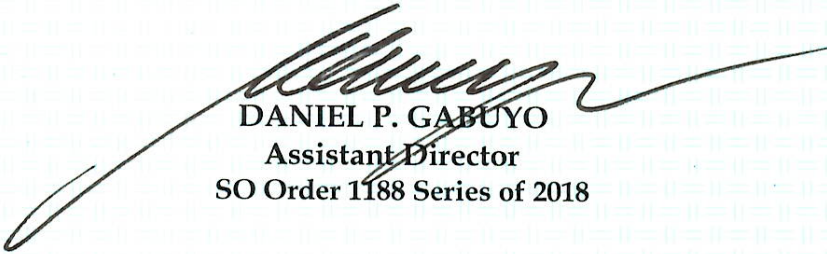
THIS IS TO CERTIFY that the Amended By-Laws of

**PRIME MEDIA HOLDINGS, INC.**

copy annexed, adopted on July 28, 2021 and October 13, 2021 by majority vote of the Board of Directors and 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 majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 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.

This is a replacement Certificate in lieu of the Certificate of Filing of Amended By-Laws approved on January 26, 2022.

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 6<sup>th</sup> day of May, Twenty Twenty Two.

  
DANIEL P. GABUYO  
Assistant Director  
SO Order 1188 Series of 2018

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ARTICLE II

Board of Directors

**Section 1.** All corporate powers shall be exercised, and all the properties and business of the Corporation shall be held and controlled, exclusively by the Board of Directors. The Board of Directors may maintain, or cause to be maintained, at such place or places in the Philippines, as it may deem best, sub-offices or agencies for carrying on of the affairs of the Corporation.

The stockholders may fix the compensation of the members of the Board of Directors, but in no case shall the total amount thereof, exclusive of per diems, exceed 2% of the net profit after taxes.

**Section 2.** Immediately after the election of the members of the Board of Directors, they shall organize themselves by electing a Chairman and a President, both of whom must be among such members, and a Secretary who shall be a resident and citizen of the Philippines, and transact such other business as shall properly come before the Board. The officers first so elected shall hold office until their successors are elected as provided herein by the Board of Directors, which is elected at the first annual meeting of stockholders. The officers elected by such Board and those thereafter elected as provided herein shall hold office for one (1) year from the date of their election and until their successors are elected and qualified, unless any such officer is removed by the Board.

**Section 3. Independent Directors:** - At least two (2) Independent directors shall be elected as members of the Board of Directors. For this purpose, an "independent director" is a director as defined in accordance with Rule 38 of the Securities Regulations Code, as amended.

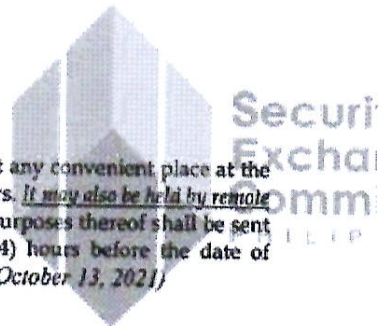
A Nomination Committee shall be created to prescribe and implement the guidelines for the nomination and election of independent directors. (As amended by the Board of Directors on September 29, 2004 and the stockholders on September 30, 2004)

**Section 4.** At all meetings of the Board of Directors, a majority of the entire membership thereof shall constitute a quorum, and the affirmative vote of a majority of those present shall be sufficient for the approval of any resolution, save as may otherwise be required by law. No director shall, either directly or indirectly, for himself or as a representative or agent of others, borrow any funds of the Corporation, nor shall he become a guarantor, endorser or surety for loans from said Corporation, or in any manner be an obliger for moneys borrowed from the Corporation, except with the written approval of a majority of at least two-thirds of the Directors present, either at a regular or special meeting, excluding the Director concerned.

**Section 5.** Regular meetings of the Board of Directors shall be held at the principal office of the Corporation whenever possible and at such times as the Board itself may fix. It may also be held by remote communication or in absentia. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)

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Section 6. Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written request of a majority of the Directors. It may also be held by remote communication or in absentia. Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director at least twenty-four (24) hours before the date of meeting. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)

Section 7. Should the position of any Director become vacant for any reason, his position shall be filled by the majority vote of the remaining Directors, if still constituting a quorum, from among the holders of the same class of shares as that represented by the Director vacating the position, and the Director so chosen shall serve for the unexpired term.

ARTICLE III

Executive Committee

Section 1. An executive Committee consisting of five (5) Directors, one of whom must be the Chairman, may be formed by the Board of Directors, and it shall have the full powers of the Board when the same is not in session, except the power to inaugurate radical reversals of or departures from fundamental policies and methods of conducting business as prescribed by the Board of Directors, neither may the said Committee buy, sell, mortgage or in any manner alienate or encumber real properties of the Corporation. (As amended on Dec 4, 2002 Board of Directors and Dec. 6, 2002 Stockholders)

Section 2. The meetings of the Executive Committee shall be held at the principal office of the Corporation or at other places it may designate at such times as it may provide by resolution, or upon the order of the Chairman, or request of at least two (2) members of said Committee, provided that notice thereof in writing must be given at least twenty-four (24) hours before the time of said meeting. It may also be held by remote communication or in absentia. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)

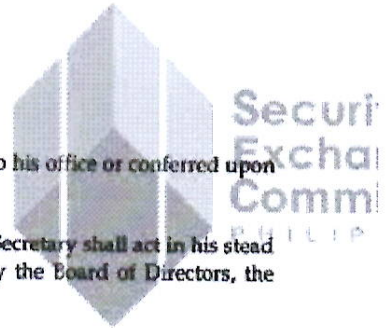
Section 3. A majority of the members of the executive Committee shall constitute a quorum thereof, and a majority of those present shall be necessary for the approval of any action taken at any of its meetings.

Section 4. During every meeting of the Board of Directors, the Executive Committee shall report in summary for all matters acted upon by it, and they shall be considered ratified by the Board unless otherwise expressly revoked.

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and shall make such reports and perform such other duties as are incident to his office or conferred upon him by the Board of Directors.

Section 7. In the absence or capacity of the secretary, the Assistant Secretary shall act in his stead and perform his duties, including those which may be assigned to him by the Board of Directors, the Secretary or other officers of the Corporation.

**ARTICLE V**  
**Of the Audits**

Section 1. At the annual meeting held by the stockholders shall elect an independent firm or certified public accountant who are to audit the accounts of the Corporation until the next annual meeting.

Section 2. No person shall be deemed eligible to the office of the auditor because he is a stockholder in the Corporation but said officers incompatible with the office of director of the Corporation.

Section 3. It shall be the duty of the auditor to audit the books of accounts of the Corporation whenever he shall see fit, and to report on the annual balance sheet and related income statement, which financial statements shall be published jointly with his report, and for this purpose all books of account, vouchers, and other documents of the Corporation relating to its financial administration shall be placed at his disposal when he requests it.

Section 4. A copy of the annual report, which should include the financial statements, shall be filed in the offices of the Corporation and mailed to stockholders of record at least fifteen (15) days in advance of the date on which the annual meeting is held.

**ARTICLE VI**  
**Certificates of Stock**

Section 1. On every certificate of stock, the provisions of the 2nd paragraph of Article SIXTH and the provisions of Article SEVENTH of the Articles of Incorporation shall be printed thereof.

Section 2. Every stockholder shall be entitled to a certificate or certificates, signed by the President or any person acting in his stead, and the Secretary, certifying to the number of shares owned by such stockholder. Each certificate shall state, among other things, the amount of the capital stock of the Corporation and par value of shares. All certificates shall be issued and numbered in the order of their issue.

Section 3. Except when the provisions of the 2<sup>nd</sup> paragraph of Article SEVENTH of the Articles of the Incorporation are applicable, transfer shall be made on the books of the Corporation only upon the surrender of the certificate covering the shares being transferred, which surrendered certificate shall thereupon be canceled by the Secretary and pasted or attached to the stub thereof in the certificate book. (As amended on July 5, 1991).

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**ARTICLE VI**

**Miscellaneous Provisions**

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**Section 1.** Any notice, report or other communication, which the Corporation is required to mail to stockholders of record in accordance with the provisions of these By-Laws, shall be sent by airmail or cable to each stockholder of record whose last known place of residence or business is outside the Philippines.

**Section 2.** The fiscal year of the Corporation shall commence on the first day of January of each year, and shall close on the 31st day of December of the same year.

**Section 3.** The corporate seal of the Corporation shall be of such design as the Board of Directors shall approve, subject to subsequent changes, as it may deem appropriate. (As amended on May 21, 1996)

The foregoing By-Laws were adopted by the unanimous vote of the holders of the entire subscribed capital stock of the PRIVATE DEVELOPMENT CORPORATION OF THE PHILIPPINES at their first meeting held at Manila, Philippines, on 7th day of February, 1963.

(SGD.) FRANCISCO ORTIGAS, JR.

(SGD.) MANUEL J MARQUEZ

(SGD.) VICENTE R. JAYME

(SGD.) ANTONIO C. DELGADO

(SGD.) AURELIO MONTINOLA

(SGD.) JESUS CABARRUS

(SGD.) RODEGELIO M. JALANDONI

**SUBSCRIBED AND SWORN TO** before me this Oct 29 2004 day of \_\_\_\_\_ in Makati City, affiants exhibiting to me their following Community Tax Certificates or Passport Nos:

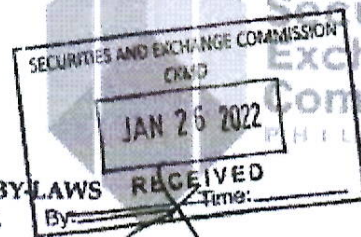
Name	Community Tax Certificate/Passport No.	Issued At/On
CORAZON R. ESTRELLA	12651368	Manila/1-15-2004
AUGUSTO P. PALISOC, JR.	ZZ050186	Thailand/1-25-2001
JOSE ALFREDO L. VILLANUEVA	0260175	Makati/3-4-2004
MARIO C. LORENZO	15266926	Makati City/3-10-2004

Doc. No. 296;  
Page No. 60;  
Book No. V;  
Series of 2004.

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Reference No. PRIM\_LEG2021\_DC\_002

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



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**DIRECTORS' CERTIFICATE  
ON THE AMENDMENT OF THE AMENDED BY-LAWS  
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 16<sup>th</sup> 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 II, Section 7 of the By-Laws 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 16<sup>th</sup> 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 amendment of:
  - (a) Article II, Section 7 of the By-Laws of the Corporation to delete all provisions relating to banking operations; and
  - (b) Article I, Section 1; Article II, Section 5; Article II, Section 6; and Article III, Section 2 of the Amended By-laws of the Corporation to authorize the holding of virtual meetings of the Corporation's stockholders, Board of Directors, and Board Committees.
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 Article I, Section 1; Article II, Section 5; Article II, Section 6; and Article III, Section 2 of the Amended By-laws to authorize the holding of virtual meetings of the Corporation's stockholders, Board of Directors, and Board Committees.
4. Attached hereto is a true and correct copy of the Amended By-Laws of the Corporation incorporating the amendments to Article II, Section 7; Article I, Section 1; Article II, Section 5; Article II, Section 6; and Article III, Section 2.

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



Reference No. PRIM\_LEG2021\_DC\_02

IN WITNESS WHEREOF, we have hereunto set our hand and affixed our signatures this 15 day of MAY 2021 at MAKATI CITY



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**Manolito A. Manalo**  
TIN: 195-562-309  
Chairman/Director

**Bernadeth A. Lim**  
TIN: 236-185-911  
Director

**Rolando S. Santos**  
TIN: 127-551-054  
Director

**Hermogene H. Real**  
TIN: 122-295-404  
Director

**Michelle F. Ayangco**  
TIN: 161-164-835  
Director

**Francisco L. Layug III**  
TIN: 122-818-166  
Director

**Johnny Y. Aruego Jr.**  
TIN: 166-228-348  
Director

Countersigned:

**Reuben Carlo O. General**  
Corporate Secretary

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Reference No. PRIM\_LEG2021\_DC\_02

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SUBSCRIBED AND SWORN to before me this \_\_\_ day of \_\_\_ at MAKATI CITY by the above-named persons who exhibited to me their valid government identification cards as indicated below:

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Name	Govt-Issued ID	Date and Place Issued
Manolito A. Manalo	TIN: No. 195-562-309	
Rolando S. Santos	TIN: No. 127-551-054	
Hermogene H. Real	TIN: No. 122-295-404	
Michelle F. Ayangco	TIN: No. 161-164-835	
Francisco L. Layug III	TIN No. 122-818-166	
Johnny Y. Aruego, Jr.	TIN No. 166-228-348	
Reuben Carlo O. General	TIN No. 408-125-822	

Doc. No. 512  
Page No. 164  
Book No. 5  
Series of 2021.

  
**MARJORIE A. SAN JUAN**  
 Notary Public for Makati City  
 Appt. No. 13-365 Until 31 Dec. 2021  
 Roll of Attorneys No. 71296  
 IBP Membership No. 153408, 01/16/2021  
 PTR No. MKT-8547468ME, 01/15/2021; Makati City  
 MCLE Compliance No. VI-0013795; 10/12/2018  
 4F BDO Towers (formerly Citicenter),  
 8741 Paseo de Roxas, Makati City

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Reference No. PRIM\_LEG2021\_CERT\_052



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

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**SECRETARY'S CERTIFICATE**

I, **REUBEN CARLO O. GENERAL**, of legal age, Filipino, with office address at 4<sup>th</sup> 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 16<sup>th</sup> 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 26<sup>th</sup> day of October 2021 at Makati City.

  
**REUBEN CARLO O. GENERAL**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 26<sup>th</sup> day of October 2021 at Makati City, affiant exhibiting to me his Driver's License No. E04-05-002022 expiring on 2022/08/21

Doc. No. 588 ;  
Page No. 102 ;  
Book No. 1 ;  
Series of 2021.

  
**MARJORIE A. SAN JUAN**  
Notary Public for Makati City  
Appt. No. RA-325 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 Citicenter),  
8741 Paseo de Roxas, Makati City

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