



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7909 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 22401

CERTIFICATE OF APPROVAL OF DECREASE OF CAPITAL STOCK

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the decrease of capital stock of the

PRIME MEDIA HOLDINGS, INC.

from P5,000,000,000.00 divided into 3,000,000,000 common shares of the par value of P1.00 each; 1,000,000,000 Series A preferred shares of the par value of P1.00 each; and 1,000,000,000 Series B preferred shares of the par value of P1.00 each, to P4,040,000,000.00 divided into 3,000,000,000 common shares of the par value of P1.00 each; 1,000,000,000 Series A preferred shares of the par value of P0.04 each; and 1,000,000,000 Series B preferred shares of the par value of P1.00 each, approved by majority of the Board of Directors on August 22, 2024 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on August 30, 2024 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Decrease of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 8th day of January, Twenty Twenty-Five.

GERARDO F. DEL ROSARIO

Director

Company Registration and Monitoring Department



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209

DCS-AAA

electronic Official Receipt

Transaction Details

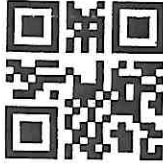
eOR Number	20241206-MYEG-0162039-74
Transaction Number	6EELYJ149X
Payment Date	December 06, 2024 02:53 PM
Payment Scheme	Credit Card-2C2P_SEC
Status	Payment success
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20241206-11898580
PAF Date	2024-12-06 12:36:56
Payor Name	PRIME MEDIA HOLDINGS, INC.
Payor Address	MAKATI CITY

#	Nature of Collection	Account Code	Amount
1	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value	4020102000(606)	2,000.00
2	Decrease Authorized in Capital Stock (All others)	4020102000(606)	3,000.00
3	Documentary Stamp Tax	4010401000(4010401)	60.00
4	Legal Research Fee (A0823)	2020105000(131)	50.00
TOTAL			5,110.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.



Machine Validation:

VALID UNTIL: JANUARY 20, 2025



Republic of the Philippines

DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209



PAYMENT ASSESSMENT FORM

No. 20241206-11898580

DATE 12/06/2024	RESPONSIBILITY CENTER CRMD
PAYOR: PRIME MEDIA HOLDINGS, INC. MAKATI CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Decrease Authorized in Capital Stock (All others)		4020102000 (606)	3,000.00
Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value		4020102000 (606)	2,000.00
Legal Research Fee (A0823)		2020105000 (131)	50.00
Documentary Stamp Tax	2	4010401000 (4010401)	60.00
---NOTHING FOLLOWS---			
TOTAL AMOUNT TO BE PAID			Php 5,110.00
Assessed by: mimatillano		Amount in words: FIVE THOUSAND ONE HUNDRED TEN PESOS AND 00/100	
Remarks:			

PAYMENT OPTIONS

- Online payment thru eSPAYSEC at
 - <https://espaysec.sec.gov.ph>
- Over the Counter Payments at any LandBank branch nationwide from 8:30 am up to 3:00 pm only

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	5,000.00	3752-2220-44
SEC BIR - DST	60.00	3752-2220-60
SEC BTR Account - LRF	50.00	3402-2319-20
TOTAL	Php 5,110.00	

NOTES:

- The Payment Assessment Form (PAF) is valid until JANUARY 20, 2025.
- Accepted modes of payment at Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
- For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
- For over the counter payment at LandBank:
 - Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 - Accomplish the onCoil Payment slip per fund account as indicated on the breakdown summary. Use the correct Fund Account and Account No. and provide the below information:
 - Reference Number 1 - PAF No.
 - Reference Number 2 - Name of Payor appearing on the PAF
 - Present OnCoil Payment Slip, together with the PAF, to the LandBank Teller
- You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>
 - Payment thru ESPAYSEC - eOR available upon payment
 - LandBank OTC - eOR available within two (2) business days after the payment
- ANY ALTERATIONS WILL INVALIDATE THIS FORM

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application AMENDMENT	SEC Registration Number 2 2 4 0 1
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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 .

Principal Office (No./Street/Barangay/City/Town)Province

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

Company Email Address	COMPANY INFORMATION Company's Telephone Number/s	Mobile Number
N/A	8831-4479	N/A

CONTACT PERSON INFORMATION
The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Atty. Diane Madelyn C. Ching	dcc.chinglaw@gmail.com	8831-4479	N/A

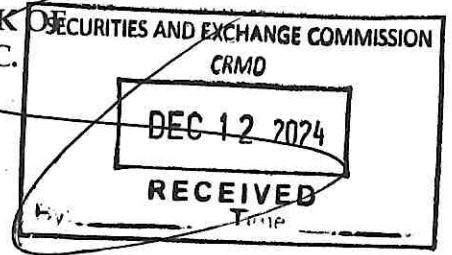
Contact Person's Address

16th Floor BDO Towers Valero (Formerly Citibank Tower) 8741 Paseo de Roxas

To be accomplished by CRMD Personnel

	Date	Signature
Assigned Processor _____	_____	_____
_____	_____	_____
_____	_____	_____
Document I.D. _____	_____	_____
Received by Corporate Filing and Records Division (CFRD) _____	_____	_____
Forwarded to:		
<input type="checkbox"/> Corporate and Partnership Registration Division	_____	_____
<input type="checkbox"/> Green Lane Unit	_____	_____
<input type="checkbox"/> Financial Analysis and Audit Division	_____	_____
<input type="checkbox"/> Licensing Unit	_____	_____
<input type="checkbox"/> Compliance Monitoring Division	_____	_____

**CERTIFICATE OF DECREASE
OF AUTHORIZED CAPITAL STOCK OF
PRIME MEDIA HOLDINGS, INC.
(SEC Reg. No. 22401)**



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, Chairman, Secretary of the Stockholders' Meeting and majority of the members of the Board of Directors 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:

I.

The majority of the Board of Directors during the Special Meeting held on 22 August 2024, wherein a quorum was present and acting throughout via remote communication at the Corporation's principal office located at 16th Floor, BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City and the Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation, particularly, 726,850,906 shares equivalent to 84.06% of the combined outstanding common and preferred stock of the Corporation during the Annual Stockholders' Meeting held on 30 August 2024, via remote communication and hosted at the Corporation's principal office, resolved to amend the **SEVENTH ARTICLE** of the Corporation's Articles of Incorporation as follows:

Resolution No. ASM-2024-003

"SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (PhP 4,040,000,000) divided into Three Billion (3,000,000,000) Common Shares with a par value of One Peso (PhP 1.00 per share), One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and One Billion (1,000,000,000) Series "B" Preferred Shares with a par value of One Peso (PhP 1.00) per share.

xxx

xxx

xxx"

II.
AMOUNT OF DECREASE IN AUTHORIZED CAPITAL STOCK

The amount of decrease in the authorized capital stock of the Corporation is Nine Hundred Sixty Million Pesos (Php960,000,000.00) which resulted from the reduction of the par value of the Series A Non-Voting and Convertible Preferred Shares from PhP 1.00 to PhP 0.04 without change in the number of shares of One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred shares.

III.
BONDED INDEBTEDNESS

No bonded indebtedness has been incurred, created or increased as of the date of the stockholders' meeting.

IV.
ACTUAL INDEBTEDNESS

The actual indebtedness of the Corporation as of 30 August 2024 was approximately Two Hundred Eleven Million Two Hundred Thirty-Four Thousand One Hundred Fifty Pesos (Php211,234,150.00).

V.

The requirements of Section 37 of the Revised Corporation Code of the Philippines have been complied with.

(signature page follows)

SEP 11 2024

IN WITNESS WHEREOF, I have hereunto affixed my signature this ___ day of
at Makati City, Philippines.

MANOLITO A. MANALO
President/Chairman
TIN: [REDACTED]

HERMOGENE H. REAL
Director
TIN: [REDACTED]

ROLANDO S. SANTOS
Treasurer/ Director
TIN: [REDACTED]

MICHELLE F. AYANGCO
Director
TIN: [REDACTED]

FRANCISCO L. LAYUG III
Independent Director
TIN: [REDACTED]

JOHNNY Y. ARUEGO, JR.
Independent Director
TIN: [REDACTED]

DIANE MADELYN C. CHING
Corporate Secretary
TIN: [REDACTED]

SUBSCRIBED AND SWORN to before me this SEP 11 2024 at Makati City, Philippines, affiants exhibiting to me their Tax Identification Number IDs as Competent Evidence of Identity.

Name	Govt-Issued ID No.
Manolito A. Manalo	[REDACTED]
Rolando S. Santos	[REDACTED]
Hermogene H. Real	[REDACTED]
Michelle F. Ayangco	[REDACTED]
Francisco L. Layug III	[REDACTED]
Johnny Y. Aruego, Jr.	[REDACTED]
Diane Madelyn C. Ching	[REDACTED]

Doc. No. 784 ;
Page No. 78 ;
Book No. II ;
Series of 202 4 .

KENNETH PETER D. MOLAVE
Notary Public for Makati City
Appt. No. M-872 valid until 31 Dec. 2024
Roll of Atty. No. 70029
MCLE Compliance No. VII-0018686; 04/12/2022
IBP Membership No. 414799; 01/10/2024
PTR No. PC 8457506; 01/03/2024
4F BDO Towers, 8741 Paseo de Roxas, Makati City

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

SECRETARY'S CERTIFICATE
(List of Stockholders of Record)

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 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 appointed and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City.
2. On 22 August 2024, the majority of the Board of Directors, wherein a quorum was present and acting throughout via remote communication at the Corporation's principal office and on 30 August 2024, the Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation, particularly, 726,850,906 shares equivalent to 84.06% of the combined outstanding common and preferred stock of the Corporation during the Annual Stockholders' Meeting via remote communication and hosted at the Corporation's principal office, approved to amend the SEVENTH ARTICLE of the Corporation's Articles of Incorporation reflecting the decrease in the authorized capital stock.
3. The list of stockholders with their respective nationalities, the amount subscribed and paid-up subscriptions before and after the decrease are as follows:

(a) Before decrease of authorized capital stock as of 30 August 2024:

SHAREHOLDERS OF COMMON SHARES (FILIPINO)					
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up	
PCD Nominee Corporation (Filipino)	Filipino	672,150,424	672,150,424.00	672,150,424.00	
Valiant Consolidated Resources Inc.	Filipino	125,000,000	125,000,000.00	125,000,000.00	
Cymac Holdings Corporation	Filipino	25,000,000	25,000,000.00	25,000,000.00	
First Producers Holdings Corp. FAO Ray Burton Development Corporation	Filipino	6,175,789	6,175,789.00	6,175,789.00	
First Producers Holdings Corp. FAO Producers Properties Inc.	Filipino	4,903,852	4,903,852.00	4,903,852.00	
Ray Burton Development Corporation	Filipino	3,213,293	3,213,293.00	3,213,293.00	

Producers Properties, Inc.	Filipino	3,013,701	3,013,701.00	3,013,701.00
Mercantile Investment Company, Inc.	Filipino	1,585,989	1,585,989.00	1,585,989.00
Del Rosario, Albert, ITF Anthony Salim	Filipino	1,289,279	1,289,279.00	1,289,279.00
Yan, Lucio, W., &/OR Clara Yan	Filipino	600,000	600,000.00	600,000.00
Vargas, Joel B.	Filipino	534,876	534,876.00	534,876.00
So, Merlene, &/OR So Peng Kee	Filipino	239,000	239,000.00	239,000.00
Uy, Maria T.	Filipino	211,200	211,200.00	211,200.00
Go, Jr., Jose Yu	Filipino	210,000	210,000.00	210,000.00
Solar Securities, Inc.	Filipino	200,000	200,000.00	200,000.00
Que Lu Kiong	Filipino	150,000	150,000.00	150,000.00
Go, Jovy Lim	Filipino	150,000	150,000.00	150,000.00
Cruz Jr. Ponciano V.	Filipino	150,000	150,000.00	150,000.00
Abad, Rufino H.	Filipino	142,011	142,011.00	142,011.00
Tan, Luciano H.	Filipino	139,600	139,600	139,600
Others	Filipino	4,903,324	4,903,324	4,903,324
TOTAL		849,962,338	PhP849,962,338.00	PhP849,962,338.00

SHAREHOLDERS OF COMMON SHARES (FOREIGN)

Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up
PCD Nominee Corporation (Foreign)	Foreign	285,001	285,001	285,001
Helmut Ellspermann Thomas	German	35,000	35,000	35,000
Tan Katherine G.	Chinese	5,000	5,000	5,000
Lam Sik Keung	Chinese	4,000	4,000	4,000
Gawtee Nida Uy	Chinese	3,500	3,500	3,500
Hanson Harry A.	American	1,899	1,899	1,899
Hanson Jane O' Sullivan	American	1,051	1,051	1,051
Poethig Richard P.	American	398	398	398
Rehmar Marcia P.	American	266	266	266
Renskers Richard H.	American	137	137	137
Brain George W.	American	22	22	22
Choa David	American	1	1	1
Tatsuhiko Endo	Japanese	1	1	1
Hartwig Larry D.	American	1	1	1
Petzke Erhard	German	1	1	1
TOTAL		336,278	PhP336,278.00	PhP336,278.00

SHAREHOLDERS OF SERIES "A" NON-VOTING CONVERTIBLE PREFERRED SHARES (FILIPINO)

Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up
Martinez Florentino L.	Filipino	907,340	907,340	907,340
Torres Carlos	Filipino	800,000	800,000	800,000
MDI Employees Retirement Plan	Filipino	610,450	610,450	610,450
Metrolab Employees Retirement Plan	Filipino	545,040	545,040	545,040
Llereza Helena	Filipino	529,810	529,810	529,810
HPPI Employees Retirement Plan	Filipino	500,000	500,000	500,000
E. Chua Chiac Sec. Inc.	Filipino	449,640	449,640	449,640

Citisecurities Inc.	Filipino	403,000	403,000	403,000
Wealth Securities Inc.	Filipino	402,000	402,000	402,000
Ng Virginia U.	Filipino	344,470	344,470	344,470
PNB Securities Inc.	Filipino	300,280	300,280	300,280
Johan Tato A.	Filipino	300,000	300,000	300,000
Banco de Oro Trust Banking Group FAO Miriam College Foundation Inc. EMP	Filipino	280,000	280,000	280,000
Samson Antonio R.	Filipino	250,000	250,000	250,000
Seangio Segundo	Filipino	244,000	244,000	244,000
Diversified Sec. Inc.	Filipino	218,080	218,080	218,080
Alipio Antonio	Filipino	218,000	218,000	218,000
Cometa Teresita C.	Filipino	210,000	210,000	210,000
Eastern Securities Development Corporation	Filipino	196,340	196,340	196,340
Ng Virginia U.	Filipino	183,130	183,130	183,130
Others	Filipino	6,365,030	6,365,030	6,365,030
TOTAL		14,256,610	PhP14,256,610.00	PhP14,256,610.00

**SHAREHOLDERS OF SERIES "A" NON-VOTING CONVERTIBLE PREFERRED SHARES
(FOREIGN)**

Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up
Miyake Hikaru	Japanese	109,000	109,000	109,000
Uy-Tioco & Co. Inc. A/C #BN	Chinese	650	650	650
TOTAL		109,650	PhP109,650.00	PhP109,650.00

(b) After decrease of authorized capital stock:

SHAREHOLDERS OF COMMON SHARES (FILIPINO)

Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up
PCD Nominee Corporation (Filipino)	Filipino	672,150,424	672,150,424.00	672,150,424.00
Valiant Consolidated Resources Inc.	Filipino	125,000,000	125,000,000.00	125,000,000.00
Cymac Holdings Corporation	Filipino	25,000,000	25,000,000.00	25,000,000.00
First Producers Holdings Corp. FAO Ray Burton Development Corporation	Filipino	6,175,789	6,175,789.00	6,175,789.00
First Producers Holdings Corp. FAO Producers Properties Inc.	Filipino	4,903,852	4,903,852.00	4,903,852.00
Ray Burton Development Corporation	Filipino	3,213,293	3,213,293.00	3,213,293.00
Producers Properties, Inc.	Filipino	3,013,701	3,013,701.00	3,013,701.00
Mercantile Investment Company, Inc.	Filipino	1,585,989	1,585,989.00	1,585,989.00
Del Rosario, Albert, ITF Anthony Salim	Filipino	1,289,279	1,289,279.00	1,289,279.00
Yan, Lucio, W., &/OR Clara Yan	Filipino	600,000	600,000.00	600,000.00
Vargas, Joel B.	Filipino	534,876	534,876.00	534,876.00
So, Merlene, &/OR So Peng Kee	Filipino	239,000	239,000.00	239,000.00

Uy, Maria T.	Filipino	211,200	211,200.00	211,200.00
Go, Jr., Jose Yu	Filipino	210,000	210,000.00	210,000.00
Solar Securities, Inc.	Filipino	200,000	200,000.00	200,000.00
Que Lu Kiong	Filipino	150,000	150,000.00	150,000.00
Go, Jovy Lim	Filipino	150,000	150,000.00	150,000.00
Cruz Jr. Ponciano V.	Filipino	150,000	150,000.00	150,000.00
Abad, Rufino H.	Filipino	142,011	142,011.00	142,011.00
Tan, Luciano H.	Filipino	139,600	139,600	139,600
Others	Filipino	4,903,324	4,903,324	4,903,324
TOTAL		849,962,338	PhP849,962,338.00	PhP849,962,338.00

SHAREHOLDERS OF COMMON SHARES (FOREIGN)

Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up
PCD Nominee Corporation (Foreign)	Foreign	285,001	285,001	285,001
Helmut Ellspermann Thomas	German	35,000	35,000	35,000
Tan Katherine G.	Chinese	5,000	5,000	5,000
Lam Sik Keung	Chinese	4,000	4,000	4,000
Gawtee Nida Uy	Chinese	3,500	3,500	3,500
Hanson Harry A.	American	1,899	1,899	1,899
Hanson Jane O' Sullivan	American	1,051	1,051	1,051
Poethig Richard P.	American	398	398	398
Rehmar Marcia P.	American	266	266	266
Renskers Richard H.	American	137	137	137
Brain George W.	American	22	22	22
Choa David	American	1	1	1
Tatsuhiko Endo	Japanese	1	1	1
Hartwig Larry D.	American	1	1	1
Petzke Erhard	German	1	1	1
TOTAL		336,278	PhP336,278.00	PhP336,278.00

SHAREHOLDERS OF SERIES "A" NON-VOTING CONVERTIBLE PREFERRED SHARES (FILIPINO)

Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (Php0.04 par value)	Additional Paid-In Capital (APIC)
Martinez Florentino L.	Filipino	907,340	36,293.60	36,293.60	871,046.40
Torres Carlos	Filipino	800,000	32,000.00	32,000.00	768,000.00
MDI Employees Retirement Plan	Filipino	610,450	24,418.00	24,418.00	586,032.00
Metrolab Employees Retirement Plan	Filipino	545,040	21,801.60	21,801.60	523,238.40
Llereza Helena	Filipino	529,810	21,192.40	21,192.40	508,617.60
HPPI Employees Retirement Plan	Filipino	500,000	20,000.00	20,000.00	480,000.00
E. Chua Chiacco Sec. Inc.	Filipino	449,640	17,985.60	17,985.60	431,654.40
Citisecurities Inc.	Filipino	403,000	16,120.00	16,120.00	386,880.00
Wealth Securities Inc.	Filipino	402,000	16,080.00	16,080.00	385,920.00
Ng Virginia U.	Filipino	344,470	13,778.80	13,778.80	330,691.20
PNB Securities Inc.	Filipino	300,280	12,011.20	12,011.20	288,268.80
Johan Tato A.	Filipino	300,000	12,000.00	12,000.00	288,000.00

Banco de Oro Trust Banking Group FAO Miriam College Foundation Inc. EMP	Filipino	280,000	11,200.00	11,200.00	268,800.00
Samson Antonio R.	Filipino	250,000	10,000.00	10,000.00	240,000.00
Seangio Segundo	Filipino	244,000	9,760.00	9,760.00	234,240.00
Diversified Sec. Inc.	Filipino	218,080	8,723.20	8,723.20	209,356.80
Alipio Antonio	Filipino	218,000	8,720.00	8,720.00	209,280.00
Cometa Teresita C.	Filipino	210,000	8,400.00	8,400.00	201,600.00
Eastern Securities Development Corporation	Filipino	196,340	7,853.60	7,853.60	188,486.40
Ng Virginia U.	Filipino	183,130	7,325.20	7,325.20	175,804.80
Others	Filipino	6,365,030	254,601.20	254,601.20	6,110,428.80
TOTAL		<u>14,256,610</u>	<u>PhP570,264.40</u>	<u>PhP570,264.40</u>	<u>PhP13,686,345.6</u>

SHAREHOLDERS OF SERIES "A" NON-VOTING CONVERTIBLE PREFERRED SHARES (FOREIGN)					
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (Php0.04 par value)	Additional Paid-In Capital (APIC)
Miyake Hikaru	Japanese	109,000	4,360	4,360	104,640
Uy-Tioco & Co. Inc. A/C #BN	Chinese	650	26	26	624
TOTAL		<u>109,650</u>	<u>PhP4,386</u>	<u>PhP4,386</u>	<u>PhP105,264</u>

***Summary:**


	Subscribed No. of Shares	Amount Subscribed	Paid-Up (Php0.04 par value)	Additional Paid-In Capital (APIC)
Filipino Shareholders of Series "A" Preferred Shares	14,256,610	570,264.40	570,264.40	13,686,345.60
Foreign Shareholders of Series "A" Preferred Shares	109,650	4,386.00	4,386.00	105,264.00
TOTAL	<u>14,366,260</u>	<u>PhP574,650.40</u>	<u>PhP574,650.40</u>	<u>PhP13,791,609.60</u>

"The percentage of ownership before and after the change of par and the decrease in authorized capital stock will remain the same."


(signature page follows)

IN WITNESS WHEREOF, I have hereunto set my hand this SEP 04 2024 day of _____ at Makati City.


ATTY. DIANE MADELYN C. CHING
Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 04 2024 at Makati City
affiant exhibited to me her Philippine Passport No. 

Doc. No. 370 ;
Page No. 75 ;
Book No. III ;
Series of 2024.


KENNETH PETER D. MOLAVE
Notary Public for Makati City
Appt. No. M-72 valid until 31 Dec. 2024
Roll of Atty. No. 70029
MCLE Compliance No. VII-0018666; 04/12/2022
IBP Membership No. 414799; 01/10/2024
PTR No. PC 8457506; 01/03/2024
4F BDO Towers, 8741 Paseo de Roxas, Makati City

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

SECRETARY'S CERTIFICATE

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 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 appointed and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City.
2. The current Seventh Article of the Articles of Incorporation of the Corporation provides as follows:

"SEVENTH - That the capital stock of said Corporation is Five Billion Pesos (Php5,000,000,000.00) divided into Three Billion (3,000,000,000) Common Shares with par value of One Peso (PhP1.00) 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 by the Board of Directors on November 17, 1999) **(Emphasis supplied)**

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 an 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: **(Emphasis supplied)**

- a) the number of shares to constitute such series and the distinctive designations thereof;
- b) 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;
- c) 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;

d) the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisitions 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;

e) 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; (Emphasis supplied)

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; (Emphasis supplied)

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 insufficient 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 limitations 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)."*

3. In 1997, the Board issued One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares pursuant to the authority given to the Board to perform the following, among others:

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 an 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:

xxx xxx xxx

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;

xxx xxx xxx

- 4. As proof of the Non-Voting and Convertibility features of the Series A Preferred Shares, attached herewith are the following:
 - (a) Annex "A" is a copy of the letter from the Philippine Stock Exchange approving the conversion of the Series A Preferred Shares
 - (b) Annex "B" is a copy of the relevant page of the Corporation's audited financial statement showing the features of the Series A Preferred Shares as Non-Voting and Convertible

- 5. Thus, the majority of the Board of Directors during the Special Meeting held on 22 August 2024 via remote communication at the Corporation's principal office located at 16th Floor, BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City and the Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation, particularly, 726,850,906 shares equivalent to 84.06% of the combined outstanding common and preferred stock of the Corporation during the Annual Stockholders' Meeting held on 30 August 2024, via remote communication and hosted at the Corporation's principal office, resolved to amend the SEVENTH ARTICLE of the Corporation's Articles of Incorporation to reiterate and reflect the features of the Series "A" Preferred Shares as being Non-Voting and Convertible, among others, to wit:

*"SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000) divided into Three Billion (3,000,000,000) Common Shares with a par value of One Peso (PhP 1.00 per share), **One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred Shares** with a par value of Four Centavos (PhP 0.04) per share and One Billion (1,000,000,000) Series "B" Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024.)*

xxx xxx xxx

IN WITNESS WHEREOF, I have hereunto set my hand this DEC 04 2024 day of _____ at MAKATI CITY.




DIANE MADELYN C. CHING
Corporate Secretary

DEC 04 2024

SUBSCRIBED AND SWORN to before me this MAKATI CITY, affiant exhibited to me her _____ at _____

Doc. No. 471 ;
Page No. 96 ;
Book No. 111 ;
Series of 2024 .


KENNETH PETER D. MOLAVE
Notary Public for Makati City
Appt. No. M-572 valid until 31 Dec. 2024
Roll of Atty. No. 70029
MCLE Compliance No. VII-0018666; 04/12/2022
IBP Membership No. 414799; 01/10/2024
PTR No. PC 8457506, 01/03/2024
4F BDO Towers, 8741 Paseo de Roxas, Makati