

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)

Apr 4, 2025

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 (FORMERLY CITIBANK TOWER), 8741 PASEO
DE ROXAS, MAKATI CITY

Postal Code

1227

8. Issuer's telephone number, including area code

(632) 8831-4479

9. Former name or former address, if changed since last report

N/A

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	925,298,616
preferred	14,366,260

11. Indicate the item numbers reported herein

Item No. 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 4-30 - Material Information/Transactions
References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure
Results of the Board Meeting held on April 04, 2025
Background/Description of the Disclosure
<p>We advise that at the regular meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held today, April 04, 2025, the Board of Directors of the Corporation approved the following:</p> <p>1. Postponement of the 2025 Annual Stockholders' Meeting to a later date with delegation of authority to the President to determine the exact date of the meeting and the record date.</p> <p>2. Conduct a partial conversion of the Series A Preferred Shares into Common Shares at the conversion rate of 25 Series A Preferred Shares is to 1 common share, applicable only to Series A Shareholders whose shares when converted will not result to fractional shares.</p> <p>3. Retain the Series A Preferred Shares</p> <p>Thus, the Seventh Article of the Articles of Incorporation shall be amended as follows:</p> <p>FROM (current AOI)</p> <p>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 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.</p> <p>TO:</p> <p>SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) 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 Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (Php 1.00) per share.</p> <p>The approval of the Shareholders is no longer required to implement the above-stated amendment as the Board of Directors' decision pertains solely to the retention of the Series A Preferred Shares until the Corporation is able to obtain approval for a decrease in capital stock, which is necessary to eliminate the fractional shares that would result from the conversion of the remaining Series A Preferred Shares into Common Shares.</p>
Other Relevant Information
None

Filed on behalf by:

Name	Diane Madelyn Ching
Designation	Corporate Secretary