

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)

Jan 16, 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

-

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 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

This disclosure is being amended to attach the SEC approved Articles of Incorporation.
Receipt of SEC Approval re. Amendment of Articles of Incorporation

Background/Description of the Disclosure

On 15 January 2025, PRIME MEDIA HOLDINGS, INC. (the “Corporation”) received the approval from the Securities and Exchange Commission (“SEC”) amending the SEVENTH Article of the Articles of Incorporation of the Corporation as follows:

“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.)”

In view of the SEC approval of the foregoing amendment, the Corporation shall proceed with the conversion of the outstanding Series A Non-Voting and Convertible Preferred shares at a ratio of 25 is to 1 wherein every 25 Series A Preferred Shares shall be equivalent to 1 common share of the Corporation.

As of even date, the Company has a pending application with the SEC for amendment of the Articles of Incorporation to implement the following transactions:

- (a) Conversion and Reclassification of One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share and unissued One Billion (1,000,000,000) Series B Preferred Shares with a par value of PhP1.00 per share into One Billion Forty Million (1,040,000,000) Common Shares with a par value of PhP 1.00 per share.
- (b) Creation of Series “C” Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share.
- (c) Reclassification of Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664) Foreign-Owned Common Shares with a par value of Php 1.00 per share, into Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664), Series C Non-Voting and Redeemable Preferred Shares.

Other Relevant Information

Please see attached SEC Form 17-C.

Filed on behalf by:

Name	Diane Madelyn Ching
Designation	Corporate Secretary



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 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 Article VII by decreasing the Authorized Capital Stock thereof)

copy annexed, adopted on August 22, 2024 by a majority vote of the Board of Directors and on August 30, 2024 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. 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 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

MM/100

**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, evidence 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 evidence 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, evidence 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, evidence, evidence 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 land, 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 evidence of indebtedness, or other securities as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirement of its business by the issuance of bonds, promissory notes and other evidence 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 evidence 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	[REDACTED]
Jesus Cabarrus	FILIPINO	[REDACTED]
Aurelio Montinola	FILIPINO	[REDACTED]
Antonio C. Delgado	FILIPINO	[REDACTED]
Vicente R. Jayme	FILIPINO	[REDACTED]
Rodegelio M. Jalandoni	FILIPINO	[REDACTED]

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
Francisco Ortigas Jr.	FILIPINO	[REDACTED]
Jesus Cabarrus	FILIPINO	[REDACTED]
Aurelio Montinola	FILIPINO	[REDACTED]
Antonio C. Delgado	FILIPINO	[REDACTED]
Vicente R. Jayme	FILIPINO	[REDACTED]
Rodegelio M. Jalandoni	FILIPINO	[REDACTED]

(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 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.)

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:

- 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;
- 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 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 recoded 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>Amount</u>
		<u>Class A</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. Jalandoni	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.	250,000	
Jesus Cabarrus	250,000	
Manuel J. Marquez	250,000	
Aurelio Montino	125,000	
Antonio C. Delgado	374,995	
Vicente R. Jayme	10	
Rodegelio M. Jalandoni	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:

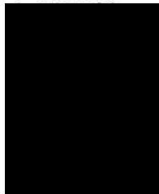
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ACKNOWLEDGEMENT

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

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>Res. Cert. No</u>	<u>Date & Place of Issue</u>
Francisco Ortigas Jr.		Jan. 2, 1963 Manila
Jesus Cabarrus		Jan. 30, 1963 Manila
		Jan. 14, 1963 Manila
		Feb. 13, 1963 Manila
Manuel J. Marquez		Jan. 15, 1963 Manila
		Mar. 29, 1963 San Juan, Rizal

Aurelio Montinola

Antonio C. Delgado

Vicente R. Jayme

Rodegelio M. Jalandoni



Jan. 16, 1963 Makati, Rizal

Jan. 15, 1963 Makati, Rizal

Jan. 23, 1963 Manila

Apr. 13, 1963 Manila

Jan. 15, 1963 Manila

Mar. 19, 1963 Manila

Feb. 04, 1963 Manila

Mar. 27, 1963 Manila

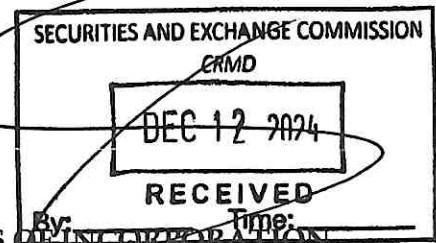
All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of the Private Development Corporation of the Philippines, consisting of ten (10) pages including that page where this acknowledgement is written, and they acknowledge to me that the same is their 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 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, Chairman, Corporate Secretary and at least majority 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 address at 16th Floor BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City, do hereby certify that the (a) 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 (b) 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, approved 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 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"



We further certify that the attached Amended Articles of Incorporation is the true and correct copy thereof.

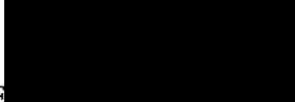

[The rest of this page is intentionally left blank; Signature page follows.]

IN WITNESS WHEREOF, we have hereunto set our hand and affixed our signatures this SEP 11 day of 2024 at Makati City.


Manolito A. Manalo
TIN: 
Chairman/Director


Hermogene H. Real
TIN: 
Director


Rolando S. Santos
TIN: 
Director


Francisco L. Layug III
TIN: 
Director



Michelle F. Ayangco
TIN: 
Director


Johny Y. Aruego, Jr.
TIN: 
Director


Countersigned:


Diane Madelyn C. Ching
TIN: 
Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 11 day of 2024, at Makati City by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	TIN	Date and Place Issued
Manolito A. Manalo		
Rolando S. Santos		
Hermogene H. Real		
Michelle F. Ayangco		
Francisco L. Layug III		
Johny Y. Aruego, Jr.		
Diane Madelyn C. Ching		

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KENNETH D. MOLAVE
Notary Public for Makati City
Appt. No. M-572 valid until 31 Dec. 2024
Roll of Atty. No. 70029
JCLF Compliance No. VII-0018666; 04/12/2022
IBP Membership No. 414789; 01/10/2024
PTR No. PC 8457506; 01/03/2024
BDO Towers, 8741 Paseo de Roxas, Makati City

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) 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. To the best of my knowledge, from the date of approval of the amendment of Articles of Incorporation by the majority of the Board of Directors in the Special Meeting held on August 22, 2024 and the Stockholders representing at least 2/3 of the outstanding capital stock in the Annual Meeting held on August 30, 2024 up to the date of filing of the application for amendment of Articles of Incorporation with the Securities and Exchange Commission, no action or proceeding has been filed or is pending before any Court or tribunal 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 or vice versa.

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


ATTY. DIANE MADELYN C. CHING
Corporate Secretary

SEP 04 2024
SUBSCRIBED AND SWORN to before me this _____ at Makati City, affiant
exhibited to me her Philippine Passport No.  valid until 28 December 2031.

Doc. No. 369 ;
Page No. 75 ;
Book No. III ;
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. 73029
MCLE Compliance No. VII-0019666; 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

Manila Standard

PHILIPPINE MANILA STANDARD PUBLISHING, INC.

AFFIDAVIT OF PUBLICATION

I, Mario R. Policarpio Jr., Chief Accountant of Manila Standard, with office address at 6th Floor Universal Re Building, 106 Paseo de Roxas, Makati City, hereby depose and state that:

Manila Standard is a newspaper of general circulation and is distributed nationwide;

Manila Standard at the same time, publishes its online version through its website <https://manilastandard.net>;

Manila Standard is qualified to publish all kinds of judicial notices.

Manila Standard published on

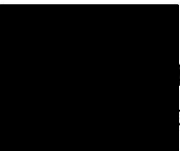
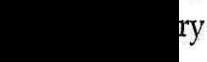
September 4, 2024

a Notice:

PRIME MEDIA HOLDINGS INC.

RE: NOTICE

IN WITNESS WHEREOF, I hereby affix my signature this 10TH day of SEPTEMBER 2024 in Makati City.

MARIO R.  JR.
Author  ry

SUBSCRIBED AND SWORN to before me

Notice is hereby given that PRIME MEDIA HOLDINGS INC. shall decrease its capital stock and amend its Seventh Article as follows:

"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 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.



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 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 Article VII Reclassification of shares thereof)

copy annexed, adopted on August 22, 2024 by a majority vote of the Board of Directors and on August 30, 2024 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the 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 company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. 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 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 E. DEL ROSARIO

Director

Company Registration and Monitoring Department

MM/100

**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, evidence 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 evidence 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, evidence 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, evidence, evidence 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)*

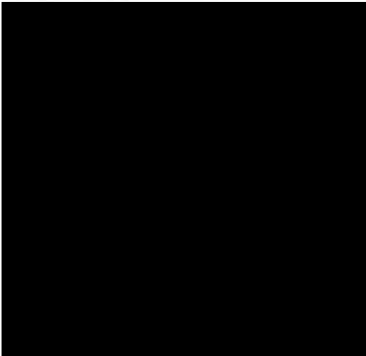
SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties, such as land, 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 evidence of indebtedness, or other securities as may be deemed expedient, for any business or property acquired by the corporation.
2. To borrow or raise money necessary to meet the financial requirement of its business by the issuance of bonds, promissory notes and other evidence 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 evidence 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)*

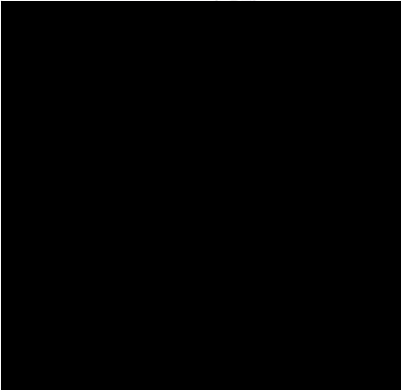
THIRD- That the place where the principal office of the corporation is to be established or located at 16th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City, *(As amended by the Stockholders representing 2/3 of the outstanding capital stock on December 19, 2014 and by the Board of Directors on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

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:

- 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;
- 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 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 recoded 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>Amount</u>
		<u>Class A</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. Jalandoni	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.	250,000	
Jesus Cabarrus	250,000	
Manuel J. Marquez	250,000	
Aurelio Montino	125,000	
Antonio C. Delgado	374,995	
Vicente R. Jayme	10	
Rodegelio M. Jalandoni	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:

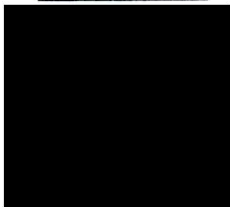
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ACKNOWLEDGEMENT

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

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

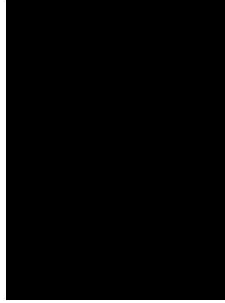
<u>Name</u>	<u>Ress. Cert. No</u>	<u>Date & Place of Issue</u>
Francisco Ortigas Jr.		Jan. 2, 1963 Manila
Jesus Cabarrus		Jan. 30, 1963 Manila
		Jan. 14, 1963 Manila
		Feb. 13, 1963 Manila
Manuel J. Marquez		Jan. 15, 1963 Manila
		Mar. 29, 1963 San Juan, Rizal

Aurelio Montinola

Antonio C. Delgado

Vicente R. Jayme

Rodegelio M. Jalandoni



Jan. 16, 1963 Makati, Rizal

Jan. 15, 1963 Makati, Rizal

Jan. 23, 1963 Manila

Apr. 13, 1963 Manila

Jan. 15, 1963 Manila

Mar. 19, 1963 Manila

Feb. 04, 1963 Manila

Mar. 27, 1963 Manila

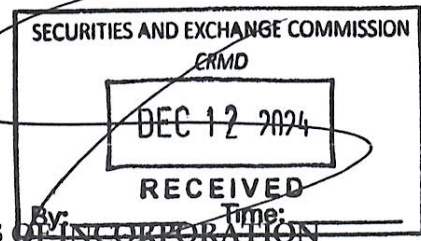
All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of the Private Development Corporation of the Philippines, consisting of ten (10) pages including that page where this acknowledgement is written, and they acknowledge to me that the same is their 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 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, Chairman, Corporate Secretary and at least majority 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 address at 16th Floor BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City, do hereby certify that the (a) 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 (b) 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, approved 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 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"

We further certify that the attached Amended Articles of Incorporation is the true and correct copy thereof.


[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 SEP 11 day of 2024 at Makati City.




Manolito A. Manalo
TIN: 
Chairman/Director




Hermogene H. Real
TIN: 
Director



Rolando S. Santos
TIN: 
Director



Francisco L. Layug III
TIN: 
Director

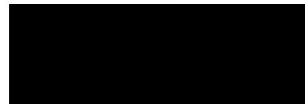



Michelle F. Ayangco
TIN: 
Director




Johnny Y. Aruego, Jr.
TIN: 
Director

Countersigned:




Diane Madelyn C. Ching
TIN: 
Corporate Secretary

SUBSCRIBED AND SWORN to before me this SEP 11 day of 2024, at Makati City by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	TIN	Date and Place Issued
Manolito A. Manalo		
Rolando S. Santos		
Hermogene H. Real		
Michelle F. Ayangco		
Francisco L. Layug III		
Johnny Y. Aruego, Jr.		
Diane Madelyn C. Ching		

Doc. No. 783
Page No. 76
Book No. III
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
JALF Compliance No. VII-0018666; 04/12/2022
JBP Membership No. 414799; 01/10/2024
PTR No. PC 8457506; 01/03/2024
BDO Towers, 8741 Paseo de Roxas, Makati City

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) 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. To the best of my knowledge, from the date of approval of the amendment of Articles of Incorporation by the majority of the Board of Directors in the Special Meeting held on August 22, 2024 and the Stockholders representing at least 2/3 of the outstanding capital stock in the Annual Meeting held on August 30, 2024 up to the date of filing of the application for amendment of Articles of Incorporation with the Securities and Exchange Commission, no action or proceeding has been filed or is pending before any Court or tribunal 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 or vice versa.

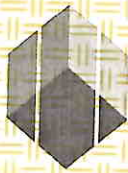
IN WITNESS WHEREOF, I have hereunto set my hand this SEP 04 day of 2024
at Makati City, Philippines.


ATTY. DIANE MADELYN C. CHING
Corporate Secretary

SEP 04 2024
SUBSCRIBED AND SWORN to before me this _____ at Makati City, affiant
exhibited to me her Philippine Passport No.  valid until 28 December 2031.

Doc. No. 364 ;
Page No. 75 ;
Book No. III ;
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. 73029
MCLE Compliance No. VII-0019666; 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
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-AA1

electronic Official Receipt

Transaction Details

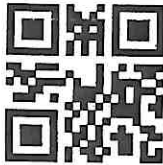
eOR Number	20241206-MYEG-0162039-74
Transaction Number	6EELYJ149X
Payment Date	December 06, 2024 02:53 PM
Payment Scheme	Credit Card-2C2P_SEC
Status	Payment success
Payment Status	PAYMENT SUCCESS

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 DETAILS			

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

NOTES:

A. The Payment Assessment Form (PAF) is valid until JANUARY 20, 2025.

B. Accepted modes of payment at Landbank branches:

- Cash
- Manager's/Cashier's Check payable to the Securities and Exchange Commission

C. For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.

D. 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

E. 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

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

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	

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

2 2 4 0 1

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

N/A

COMPANY INFORMATION

Company's Telephone Number/s

8831-4479

Mobile Number

N/A

CONTACT PERSON INFORMATION

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

Name of Contact Person

Atty. Diane Madelyn C. Ching

Email Address

dcc.chinglaw@gmail.com

Telephone Number/s

8831-4479

Mobile Number

N/A

Contact Person's Address

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

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

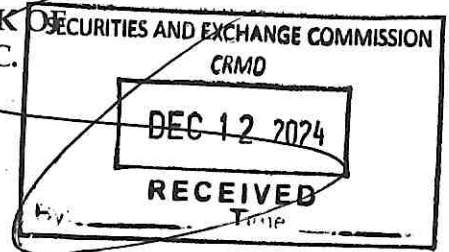
Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- ☐ Corporate and Partnership Registration Division
- ☐ Green Lane Unit
- ☐ Financial Analysis and Audit Division
- ☐ Licensing Unit
- ☐ 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: _____

HERMOGENE H. REAL
Director
TIN: _____

ROLANDO S. SANTOS
Treasurer/ Director
TIN: _____

MICHELLE F. AYANGCO
Director
TIN: _____

FRANCISCO L. LAYUG III
Independent Director
TIN: _____

JOHNNY Y. ARUEGO, JR.
Independent Director
TIN: _____

DIANE MADELYN C. CHING
Corporate Secretary
TIN: _____

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	
Rolando S. Santos	
Hermogene H. Real	
Michelle F. Ayangco	
Francisco L. Layug III	
Johnny Y. Aruego, Jr.	
Diane Madelyn C. Ching	

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 Chiaco 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 Chiaco 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		14,256,610	PhP570,264.40	PhP570,264.40	PhP13,686,345.6

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		109,650	PhP4,386	PhP4,386	PhP105,264

***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	14,366,260	PhP574,650.40	PhP574,650.40	PhP13,791,609.60

"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

SEP 04 2024
SUBSCRIBED AND SWORN to before me this _____ at Makati City,
affiant exhibited to me her Philippine Passport No.  valid until 28 December 2031.

Doc. No. 370 ;
Page No. 75 ;
Book No. IV ;
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-0018566; 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.)

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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 Roll of Attorneys No.  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

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		(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		
M	a	k	a	t	i		C	i	t	y																		

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

Diane Madelyn C. Ching

Contact Person

8831-4479

Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year

SEC FORM 17-C

FORM TYPE

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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

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

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.January 15, 2025.....
Date of Report (Date of earliest event reported)
2. SEC Identification Number22401..... 3. BIR Tax Identification No. .. 000-491-007..
4. .. Prime Media Holdings, Inc......
Exact name of issuer as specified in its charter
5. Manila, Philippines..... 6. (Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. ..16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City 1227
Address of principal office Postal Code
8.+632 8831-4479.....
Issuer's telephone number, including area code
9.N/A.....
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
..... <u>Common</u>	<u>925,298,616</u>
..... <u>Preferred</u>	<u>14,366,260</u>
11. Indicate the item numbers reported herein:Item No. 9 Other Events.....

Item 9. Receipt of SEC Approval re. Amendment of AOI

On 15 January 2025, PRIME MEDIA HOLDINGS, INC. (the “Corporation”) received the approval from the Securities and Exchange Commission (“SEC”) amending the SEVENTH Article of the Articles of Incorporation of the Corporation as follows:

“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.)”

In view of the SEC approval of the foregoing amendment, the Corporation shall proceed with the conversion of the outstanding Series A Non-Voting and Convertible Preferred shares to common shares at a ratio of 25 is to 1 wherein every 25 Series A Preferred Shares held shall be equivalent to 1 common share of the Corporation. Any resulting fractional shares shall be paid in cash.

As of even date, the Company has a pending application with the SEC for the amendment of the Articles of Incorporation to implement the following transactions:

- (a) Conversion and Reclassification of One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share and unissued One Billion (1,000,000,000) Series B Preferred Shares with a par value of PhP1.00 per share into One Billion Forty Million (1,040,000,000) Common Shares with a par value of PhP 1.00 per share.
- (b) Creation of Series “C” Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share.
- (c) Reclassification of Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664) Foreign-Owned Common Shares with a par value of Php 1.00 per share, into Three Hundred Forty Thousand Six Hundred Sixty-Four (340,664), Series C Non-Voting and Redeemable Preferred Shares.

SIGNATURES

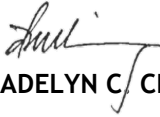
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

..PRIME MEDIA HOLDINGS, INC......

Issuer

...January 15, 2025.....

Date



DIANE MADELYN C. CHING/ Corporate Secretary

.....

Signature and Title*

* Print name and title of the signing officer under the signature.