



PRIME MEDIA HOLDINGS, INC.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Please be advised that the annual meeting of stockholders of **PRIME MEDIA HOLDINGS, INC.** (the “**Corporation**”) will be held virtually on **31 July 2025 (Thursday) at 2:00 p.m.** There will be no physical venue for the meeting. The meeting will be held virtually via remote communication with the Chairman of the meeting presiding from Makati City.

The agenda of the meeting is as follows:

1. Call to Order.
2. Proof of Notice and Certification of Quorum.
3. Approval of Minutes of Previous Stockholders' Meeting.
4. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2024.
5. Re-Approval of the following transactions:
 - 5.1. Authority to the Board to execute the Deed of Exchange with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco, the 100% owner of the Golden Peregrine Holdings, Inc. (herein referred as the “Golden Peregrine Shareholders”) and Reconfirmation of the issuance of 980,000,000 Common Shares for and in consideration of 100% of the issued and outstanding capital stock of Golden Peregrine Holdings Inc.
 - 5.2. Approval for the Additional Listing of 980,000,000 common shares issued to Golden Peregrine Shareholders as described above.
 - 5.3. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rules.
6. Approval for the Additional Listing of approximately 308,266 common shares issued to Filipino shareholders after partial conversion of Series “A” Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00, if necessary.
7. Approval of the following Amendments to the Articles of Incorporation:
 - 7.1. Approval of the mandatory redemption and retirement of 340,664 Series C Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 at a redemption price equivalent to at least its par value of PhP 1.00 per share or at the price determined by the Board and payable in cash resulting in the Decrease in the Authorized Capital Stock from PhP4,040,000,000.00 to PhP 4,039,659,336.00.

- 7.2 Increase in the authorized capital stock from Four Billion Thirty Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (PhP 4,039,659,336.00) to Six Billion Pesos (PhP6,000,000,000.00), thereby amending the Seventh Article of the Articles of Incorporation.
- 7.3 Decrease in the authorized capital stock from Six Billion Pesos (PhP 6,000,000,000.00) to Five Billion Nine Hundred Sixty Million Pesos (PhP 5,960,000,000.00) resulting from the retirement of Series A class as described in Item 8 below.
- 7.4 Amendment to delete all other provisions/ paragraphs in the Seventh Article relating to Preferred Shares to have one (1) class of common shares.
- 8 Conversion of the remaining Series “A” Non-voting Convertible Preferred Shares and its retirement.
 - 8.1 Conversion of the remaining Six Million Five Hundred Forty-Nine Thousand Nine Hundred Sixty (6,549,960) Series “A” Non-Voting Convertible Preferred Shares into common shares at the conversion rate of 25 Series “A” Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share to One (1) Common Share with a par value of PhP 1.00 per share equivalent to issuance of approximately Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) common shares with a par value of PhP 1.00 per share. Fractional shares arising from such conversion shall be paid in cash and/or eliminated by way of retirement and decrease in authorized capital stock, as authorized by the board.
 - 8.2 Approval of the Additional Listing of approximately 261,998 common shares issued to shareholders after conversion of Series “A” Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00 as described in item 8.1 above, if necessary.
- 9 Ratification of All Acts of the Board of Directors and Management.
- 10 Election of Board of Directors.
- 11 Appointment of External Auditor.
- 12 Other Matters
- 13 Adjournment.

For the purposes of the meeting, stockholders of record as of **27 June 2025** are entitled to receive notice and to vote at the said meeting. Stockholders intending to participate by remote communication should pre-register by sending us an email at service@primemediaholdingsinc.com on or before **16 July 2025**. Please refer to the **Procedure for Participation and Voting at the 2025 Annual Stockholders’ Meeting** (attached as Annex “A” to the Definitive Information Statement) for detailed information on participation by remote communication and voting by proxy.

The duly signed and accomplished proxy Form must be submitted by email at service@primemediaholdingsinc.com not later than **16 July 2025** and the printed copy thereof should be delivered to:

**The Office of the Corporate Secretary
Prime Media Holdings, Inc.
16th Floor BDO Towers Valero (formerly:
Citibank Tower), 8741 Paseo de Roxas,
Makati City**

Validation of proxies will take place on **18 July 2025** at the office of the principal office of the Company. The copy of the Notice of the Meeting, Definitive Information Statement, Minutes of the Previous Meeting of the Stockholders, and other documents related to the meeting may be accessed through the Corporation's website **<https://www.primemediaholdingsinc.com/>** and PSE Edge.

For any question about the conduct of the virtual meeting, you may refer to the Company website at **<https://primemedia.com.ph/asm-prime2025/>** or send your questions at **service@primemediaholdingsinc.com**.

Makati City, 08 July 2025.


ATTY. DIANE MADELYN C. CHING
Corporate Secretary