

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)
Jul 31, 2025
2. SEC Identification Number
22401
3. BIR Tax Identification No.
000-491-007
4. Exact name of issuer as specified in its charter
PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City
Postal Code
1227
8. Issuer's telephone number, including area code
(632) 8831-4479
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding | |
|---------------------|---|--|
| COMMON | 925,298,616 | |
| PREFERRED | 14,366,260 | |

11. Indicate the item numbers reported herein
Item No. 9 Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Prime Media Holdings, Inc.

PRIM

PSE Disclosure Form 4-32 - Reply to Exchange's Query

Subject of the Disclosure

Directive to Submit Additional Information

Description of the Disclosure

Prime Media Holding's Inc.'s Reply to Query

The reason for the amendment is to amend the previous reply to Exchange dated 21 April 2025 to include the recent developments relating to the proposed amendments.

Information Requested

1. A detailed summary of all proposed amendments to the Corporation's Articles of Incorporation from July 28, 2021 (initial disclosure of the proposed amendments).
2. In relation to SEC Certificate of Approval dated 08 January 2025 referring to the reclassification of shares, kindly explain the discrepancy in the covering certificate and the attachments.
3. The estimated timeline to complete all proposed amendments;
4. Confirmation whether there are further revisions to the amendments to the AOI;
5. Other relevant information.

Filed on behalf by:

| | |
|--------------------|--------------------|
| Name | Mikko Jane Guntang |
| Designation | Legal Counsel |



31 July 2025

Philippine Stock Exchange

PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City 1634

To: **Ms. Stefanie Ann B. Go**
Head, Disclosure Department

Subject: **Reply to Exchange Query**

Dear Ms. Go:

We write in response to your query directing **Prime Media Holdings, Inc. (the "Corporation")** to amend the previous reply to Exchange dated 21 April 2025 to include the recent developments relating to the proposed amendments.

I. DISCUSSIONS:

Updates on the Amendments of the Articles of Incorporation disclosed as Material Information/Transactions on 27 August 2024 under C05749-2024 and other relevant disclosures to the amendment of the Issuer's Articles of Incorporation.

1. On **08 January 2025**, the Securities and Exchange Commission ("SEC") approved the 1st amendment relating to the reduction of par value of Series A Non-Voting and Convertible Preferred Shares from PhP 1.00 to PhP 0.04 per share without change in the number of shares resulting in the Decrease of the Authorized Capital Stock from Five Billion (PhP 5,000,000,000.00) to Four Billion Forty Million Pesos (PhP 4,040,000,000.00) thereby amending the Seventh Article of the Articles of Incorporation, as shown below (please refer to disclosure on Material Information/Transactions released on 16 January 2025 under C00261-2025):

SEVENTH ARTICLE has been amended 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 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"

2. On 03 July 2025, the SEC approved the 2nd amendment of the Articles of Incorporation to reflect the following transactions:

(a) Partial Conversion of outstanding Series "A" Non-Voting and 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, applicable to Series A Shareholders whose shares when converted will not result to any fractional shares.

(b) Reclassification and Declassification of Series "B" Preferred Shares into Common Shares; and

(c) Creation of Series "C" Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share and Reclassification of all Foreign-Owned Common Shares with a par value of PhP 1.00 per share into Series "C" Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share.

Thus, the SEVENTH ARTICLE has been amended as follows:

"SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Peso (PhP 1.00) per share, One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share.

xxx xxx xxx"



3. The Company further intends to amend the SEVENTH ARTICLE of the Articles of Incorporation as approved by the Board of Directors on 28 July 2025 and by the Stockholders on 31 July 2025, to implement the following:

- a. Decrease of the authorized capital stock to PhP4,039,659,336 to retire Series C Shares after redemption.
- b. Increase the authorized capital stock from PhP4,039,659,336.00 to PhP6,000,000,000.00 in view of the Deed of Exchange with Golden Peregrine Shareholders.
- c. Decrease of the authorized capital stock from PhP6,000,000,000.00 to PhP 5,960,000,000.00 to retire Series "A" Preferred Shares.
- d. Delete all other provisions/ paragraphs in the Seventh Article relating to Preferred Shares to have one (1) class of common shares.

We provide an updated summary of all proposed amendments to the Corporation's Articles of Incorporation from July 2021 up to the latest disclosure which we attached herewith as **Annex "A"** and the prospective amendments as described in item no. 3 above which we likewise attached as **Annex "B"**.

We hope that the foregoing response is sufficient to your purpose.

Very truly yours,

Diane Madelyn C. Ching
Corporate Secretary

ANNEX "A"

Proposed Amendments to the Articles of Incorporation:

| Circular No. or Disclosure Date | Proposed Amendment to AOI | Date of Board Approval | Date of Stockholders' Approval | Date of Filing with SEC (if filed, please input the date of filing or expected date of filing) | Date of SEC Approval, if any | Remarks (indicate whether the proposed amendment has been further amended/superseded) |
|--|---|---------------------------|--------------------------------------|--|---|--|
| | | | | | | |
| C05137-2021 July 28, 2021 C05154-2021 July 29, 2021 | (i) declassify the preferred shares by converting all preferred shares into common shares at a ratio of 25 preferred shares is to 1 common share and decrease the capital stock, if necessary; | July 28, 2021 | October 13, 2021 | Cancelled Filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C05137-2021 July 28, 2021 C05154-2021 July 29, 2021 | (ii) delete all provisions relating to the preferred shares and <u>previous banking operations</u> ; and | July 28, 2021 | October 13, 2021 | October 2021 | November 24, 2021 -Deletion of all provisions relating to previous banking operations. | Approved |



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| C05137-2021 July 28, 2021 | (iii) increase the authorized capital stock to Seven Billion Pesos (PhP 7,000,000,000.00) and issue One Billion Six Hundred Seventy Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) to PCMC Shareholders. | July 28, 2021 | October 13, 2021 | Cancelled Filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C05154-2021 July 29, 2021 | | | | | | |
| C08368-2021 December 10, 2021 | SEC Approval of the Amendment of the Articles of Incorporation to Limit Share Ownership to 100% Filipino (Inclusion of provision prohibiting foreign ownership of shares in Article Seventh) | October 13, 2021 | October 13, 2021 | October 2021 | November 24, 2021 | Approved |
| C06582-2022 August 25, 2022 | a. reduce the par value of all Series A Preferred Shares from PhP1.00 to PhP0.04 per share | August 15, 2022 | September 23, 2022 | Cancelled Filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C06582-2022 August 25, 2022 | b. convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1 | August 15, 2022 | September 23, 2022 | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C06582-2022 August 25, 2022 | c. create a new class of Redeemable Preferred Shares which shall be referred to as Series C Preferred Shares and to authorize the conversion of all | August 15, 2022 | September 23, 2022 | Cancelled Filing | No SEC Approval. | Superseded by the amendments approved on August 22, 2024 |

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|--|--|-----------------|--------------------|------------------|------------------|--|
| | the remaining foreign-owned Common Shares to Series C Preferred Shares. The Series C Preferred Shares shall have a par value of One Peso (PhP 1.00) per share. The number of common shares shall be reduced by Four Hundred Four Hundred Forty Five Thousand Nine Hundred Twenty Eight (445,928) shares, which shall be the corresponding number of Series C Preferred Shares to be created. The reduction in the number of common shares shall be taken from the unissued portion of the authorized capital stock | | | | | |
| C06582-2022 August 25, 2022 | d. reclassify all Series B Preferred Shares into Common Shares at the conversion rate of 1:1 | August 15, 2022 | September 23, 2022 | Cancelled Filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C06582-2022 August 25, 2022 | e. to delete all provisions relating to the Preferred Shares Series A, B and C Preferred Shares after the conversion of all Series A and Series B Preferred Shares to Common Shares and redemption of Series C Preferred as treasury shares; | August 15, 2022 | September 23, 2022 | Cancelled Filing | No SEC Approval. | Superseded by the amendments approved on August 22, 2024 |
| C06582-2022 August 25, 2022 | f. increase the authorized capital stock by Two Billion Pesos (PhP 2,000,000,000.00) covering additional Two Billion (2,000,000,000) common shares, thereby increasing the | August 15, 2022 | September 23, 2022 | Cancelled Filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |

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| | authorized capital stock to Seven Billion Pesos (PHP 7,000,000,000) | | | | | |
| C06582-2022 August 25, 2022 | Redemption of all outstanding Series C Preferred Shares at par value with cash subsequent to the amendment of the AOI in Item 1(c) above and conversion of foreign-owned Common Shares to Series C Preferred Shares. | August 15, 2022 | September 23, 2022 | Cancelled Filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| | | | | | | |
| C06716-2022 September 1, 2022 | c. create a new class of Redeemable Preferred Shares which shall be referred to as Series C Preferred Shares and to authorize the conversion of all the remaining foreign-owned Common Shares to Series C Preferred Shares. The Series C Preferred Shares shall have a par value of One Peso (PhP 1.00) per share. The number of common shares shall be reduced by approximately Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) based from records as of 31 July 2022, which shall be the corresponding number of Series C Preferred Shares to be created. The reduction in the number of common shares shall be taken from the unissued portion of the authorized capital stock | August 15, 2022 | September 23, 2022 | Cancelled Filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| | | | | | | |
| C03728-2024 June 3, 2024 | Re-approval of the following: | May 31, 2024 | Note: | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |

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| | (a) Reduction of par value of Series A Preferred Shares from PhP 1.00 to PhP 0.04 without change in the number of shares and the corresponding decrease in capital stock, if any. | | This corporate action has been amended and approved at a Special Board Meeting dated August 22, 2024 , and later by the Stockholders on August 30, 2024 . | | | |
| C03728-2024 June 3, 2024 | (b) Creation of Additional Paid-In Capital in the amount of PhP 13,791,677.00 equivalent to the excess capital arising from reduction of par value of Series A Preferred Shares from PhP 1.00 to PhP 0.04; | May 31, 2024 | Note: This corporate action has been <u>amended</u> and approved at a Special Board Meeting dated August 22, 2024 , and later by the Stockholders on August 30, 2024 . | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C03728-2024 June 3, 2024 | (c) Conversion of the outstanding Series A Preferred shares into Common Shares at the conversion rate of 25:1 resulting to the conversion of 14,366,260 Series A Preferred Shares into 574,583 common shares; | May 31, 2024 | Note: This corporate action has been amended and approved at a Special Board Meeting dated August 22, 2024 , and later by the Stockholders on August 30, 2024 . | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |

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| C03728-2024 June 3, 2024 | (d) Reclassification of all Series A and B Preferred Shares into Common Shares; | May 31, 2024 | Note: This corporate action has been amended and approved at a Special Board Meeting dated August 22, 2024 , and later by the Stockholders on August 30, 2024 . | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C03728-2024 June 3, 2024 | (e) Creation of Series "C" Non-Voting Redeemable Preferred Shares and issuance of Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share to foreign shareholders. The Series C Redeemable Shares shall not enjoy more preferential rights as to dividends than Common Shares and are non-voting and redeemable for cash at the discretion of the Board; | May 31, 2024 | Note: This corporate action has been amended and approved at a Special Board Meeting dated August 22, 2024 , and later by the Stockholders on August 30, 2024 . | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| | (f) Approval to redeem all Series C Redeemable Non-Voting Preferred Shares at a redemption price equivalent to its par value of Php 1.00 | May 31, 2024 | Note: This corporate action has been | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |



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|---|---|--------------|---|------------------|-----------------|--|
| | per share or at the price determined by the Board and payable in cash; | | amended and approved at a Special Board Meeting dated August 22, 2024 , and later by the Stockholders on August 30, 2024 . | | | |
| C03728-2024 June 3, 2024 | (g) Amendment of the Articles of Incorporation to increase the authorized capital stock to PhP 6,000,000,000.00. | May 31, 2024 | Note: This corporate action has been amended at a Special Board Meeting dated August 22, 2024 , and later approved by the Stockholders on August 30, 2024 . | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C03728-2024 June 3, 2024 | (h) Amendment of the AOI to delete all provisions relating to the Preferred Shares (Series A, Series B and Series C) after the conversion of all Series A Shares, reclassification of Series B Shares and the redemption of Series C Preferred Shares, and; | May 31, 2024 | Note: This corporate action has been amended at a Special Board Meeting dated August 22, 2024 , and later approved by the Stockholders on August 30, 2024 . | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C03728-2024 | | | Note: | | | |

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|------------------------|--|-----------------|---|--------------------|-----------------|--|
| June 3, 2024 | Decrease in authorized capital stock from PhP 6,000,000,000 to PhP 5,999,659,336 after redemption of Series C Non-voting Redeemable Shares. | May 31, 2024 | This corporate action has been amended at a Special Board Meeting dated August 22, 2024 , and later approved by the Stockholders on August 30, 2024 . | Cancelled filing | No SEC Approval | Superseded by the amendments approved on August 22, 2024 |
| C05749-2024 | FIRST AMENDMENT | | | | | |
| August 27, 2024 | 1.1 Series A Preferred Shares: 1.1.1 Amendment to reiterate the Non-Voting and Convertible features of the Series A Preferred Shares with mandatory conversion right of the Company. 1.1.2 Reduction of par value of Series A Non-Voting Convertible Preferred Shares from PhP 1.00 to PhP 0.04 without change in the number of shares resulting in the <u>Decrease of the Authorized Capital Stock</u> from Five Billion (PhP 5,000,000,000.00) to Four Billion Forty Million Pesos (PhP 4,040,000,000.00) | August 22, 2024 | August 30, 2024 | September 12, 2024 | January 8, 2025 | Approved |
| C05749-2024 | SECOND AMENDMENT | | | | | Modified on April 4, 2025. The Corporation shall partially convert the Series "A" Non-Voting and |



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|--|--|-----------------|-----------------|-----------------|---------------|--|
| August 27, 2024 | 1.2 Reclassification of Shares 1.2.1 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 PhP 1.00 per share, into One Billion Forty Million (1,040,000,000) Common Shares with a par value of PhP 1.00 per share, thereby amending the Seventh Article of the Articles of Incorporation. 1.2.2 Creation of Series "C" Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share, thereby amending the Seventh Article of the Articles of Incorporation. 1.2.3 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. | August 22, 2024 | August 30, 2024 | October 4, 2024 | July 03, 2025 | Convertible Preferred Shares into Common Shares at a ratio of twenty-five (25) preferred shares is to one (1) common share (<u>Those without resulting fractional shares</u>). The remaining issued and outstanding Series "A" preferred shares shall be converted into common shares after the Corporation obtains the necessary approval from the Board of Directors and Stockholders for the decrease in authorized capital stock to eliminate the remaining fractional shares arising from the conversion of Series "A" preferred shares. " |
| C05749-2024 August 27, 2024 | THIRD AMENDMENT Increase in the authorized capital stock of the Corporation from Four Billion | August 22, 2024 | August 30, 2024 | Not yet filed | N/A | Superseded by the amendments approved on July 28, 2025. |

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|--|--|-----------------|-----------------|----------------|---------------|---|
| | Forty Million Pesos (Php 4,040,000,000.00) to Six Billion Pesos (Php 6,000,000,000.00) thereby amending the Seventh Article of the Articles of Incorporation | | | | | |
| C05749-2024 August 27, 2024 | FOURTH AMENDMENT 1.4 Approval of the mandatory redemption and retirement of all Series C Non-Voting and 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 resulting from the mandatory redemption and retirement of the Series C Non-Voting Redeemable Preferred Shares and amendment of the SEVENTH Articles. 1.5 Amendment of the Articles of Incorporation of the Corporation to delete all other provisions/ paragraphs in the Seventh Article relating to the Preferred Shares in view of the aforementioned amendments. | August 22, 2024 | August 30, 2024 | Not yet filed | N/A | Superseded by the amendments approved on July 28, 2025. |
| C02440-2025 April 15, 2025 | Conduct a partial conversion of the Series A Preferred Shares into Common Shares at the conversion rate | April 4, 2025 | Note: | April 29, 2025 | July 03, 2025 | Approved |



| | | | | | | |
|-------------|--|--|---|--|--|--|
| | of 25 Series A Preferred Shares is to 1 common share, applicable only to Series A Shareholders whose shares when converted will not result to fractional shares. | | The approval of the Shareholders is no longer required to implement the above-stated amendment as the Board of Directors' decision pertains solely to the retention of the Series A Preferred Shares until the Corporation is able to obtain approval for a decrease in capital stock, which is necessary to eliminate the fractional shares that would result from the conversion of the remaining Series A Preferred Shares into Common Shares. | | | |
| C02440-2025 | <u>Retain the Series A Preferred Shares</u> | | Note: | | | |

| | | | | | | |
|----------------|---|---------------|--|----------------|---------------|--|
| April 15, 2025 | <p>In view of the current approval to retain the Series A Preferred Shares, the Amendment of the Articles of Incorporation shall read as follows:</p> <p>SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Peso (PhP 1.00 per share), One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share.</p> | April 4, 2025 | <p>The approval of the Shareholders is no longer required to implement the above-stated amendment as the Board of Directors' decision pertains solely to the retention of the Series A Preferred Shares until the Corporation is able to obtain approval for a decrease in capital stock, which is necessary to eliminate the fractional shares that would result from the conversion of the remaining Series A Preferred Shares into Common Shares.</p> | April 29, 2025 | July 03, 2025 | Approved |
| C05440-2025 | THIRD AMENDMENT | July 28, 2025 | July 31, 2025 | Not yet filed | N/A | The target filing of the application will be after the |

| | | | | | | |
|--|---|---------------|---------------|---------------|-----|--|
| July 29, 2025 | Decrease in the Authorized Capital Stock to Four Billion Thirty-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 4,039,659,336) resulting from 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 of PhP 2.00 per share payable in cash. | | | | | stockholders' meeting on July 31, 2025. |
| C05440-2025 July 29, 2025 | FOURTH AMENDMENT 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). | July 28, 2025 | July 31, 2025 | Not yet filed | N/A | The application on the proposed increase in authorized capital stock shall be filed after the Corporation obtains the necessary approval of the 3rd amendment. |
| C05440-2025 July 29, 2025 | FIFTH AMENDMENT A. 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" Preferred Shares. B. Amendment to delete all other provisions/ paragraphs in the Seventh Article relating to | July 28, 2025 | July 31, 2025 | Not yet filed | N/A | The application on the proposed decrease in authorized capital stock shall be filed after the Corporation obtains the necessary approval of the 4th amendment. |



PRIME MEDIA
Holdings, Inc.

Reference No. PRIM_LEG_OC2025_035

| | | | | | | |
|--|---|--|--|--|--|--|
| | Preferred Shares to have one (1) class of common shares. | | | | | |
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ANNEX “B”

PROPOSED LANGUAGE OF THE SEVENTH ARTICLE OF THE ARTICLES OF INCORPORATION:

| | FROM | TO |
|---|---|--|
| 3rd Amendment: | | |
| Decrease in the Authorized Capital Stock to Four Billion Thirty Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six Pesos (PhP 4,039,659,336) resulting from 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 of PhP 2.00 per share payable in cash. | “SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Peso (PhP 1.00) per share, One Billion (1,000,000,000) Series “A” Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series “C” Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share. | <u>“SEVENTH - That the capital stock of said Corporation is Four Billion Thirty Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six Pesos (PhP 4,039,659,336) divided into Three Billion Nine Hundred Ninety Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (3,999,659,336) common shares with a par value of One Peso (PHP 1.00) per share and 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.”</u> |
| 4th Amendment: | | |
| Increase in the authorized capital stock from Four Billion Thirty- | “SEVENTH - That the capital stock of said Corporation is Four Billion Thirty | <u>“SEVENTH- That the capital stock of said Corporation is Six Billion Pesos</u> |

| | | |
|--|--|---|
| <p>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).</p> | <p>Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six Pesos (PhP 4,039,659,336) divided into Three Billion Nine Hundred Ninety Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (3,999,659,336) common shares with a par value of One Peso (PHP 1.00) per share and 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."</p> <p>xxx xxx xxx</p> | <p><u>(Php6,000,000,000.00) divided into Five Billion Nine Hundred Sixty Million (5,960,000,000) common shares with a par value of One Peso (PHP 1.00) per share, and 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."</u></p> <p><u>xxx xxx xxx</u></p> |
| 5th Amendment: | | |
| <p>A. 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.</p> <p>B. Amendment to delete all other provisions/ paragraphs in the Seventh Article relating to Preferred Shares to have one (1) class of common shares.</p> | <p>"SEVENTH- That the capital stock of said Corporation is Six Billion Pesos (PhP6,000,000,000.00) divided into Five Billion Nine Hundred Sixty Million (5,960,000,000) common shares with a par value of One Peso (PHP 1.00) per share, and 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."</p> <p>xxx xxx xxx</p> | <p><u>"SEVENTH- That the capital stock of said Corporation is Five Billion Nine Hundred Sixty Million Pesos (PhP5,960,000,000) divided into Five Billion Nine Hundred Sixty Million (5,960,000,000) common shares with a par value of One Peso (PHP 1.00) per share."</u></p> <p><u>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)</u></p> |



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| | | <p><u>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)</u></p> <p><u>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</u></p> |
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PRIME MEDIA
Holdings, Inc.

Reference No. PRIM_LEG_OC2025_035

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| | | <u>2/3 of the outstanding capital stock on October 13, 2021 and by the Board of Directors on October 13, 2021).</u> |
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-nothing follows-