

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)
Sep 1, 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	940,298,616
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
Implementation of the SEC Approved Amendment of Articles of Incorporation to (1) partially convert Series A preferred shares into common shares and (2) create, issue and redeem Series C non-voting and redeemable preferred shares.
Background/Description of the Disclosure

Pursuant to the approval by the Securities and Exchange Commission (SEC) of Prime Media Holdings Inc.'s application for amendment of its Articles of Incorporation to partially convert Series A preferred shares into common shares and the creation of Series C non-voting and redeemable preferred shares, among others, on 03 July 2025, the Company shall implement and perform the following:

1. On September 10, 2025, the Company shall perform partial conversion of 7,816,300 Series "A" Non-Voting and Convertible Preferred shares and issue 312,652 Common Shares at the conversion rate of 25:1 wherein every 25 Series "A" Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share shall be converted to One (1) Common Share with a par value of PhP 1.00 per share, to be applied only to Series "A" Shareholders whose shares when converted will not result to any fractional shares.

Kindly note that common shares issued to Filipino shareholders will eventually be applied for listing pursuant to the 1997 listing approval. However, for affected foreign shareholders, the Company shall issue common shares momentarily as the Company will subsequently cancel the same and issue Series C non-voting and redeemable preferred shares for eventual redemption.

2. Create and issue Series C Non-Voting and Redeemable Preferred Shares to foreign common shareholders as of the record date, September 15, 2025. The Company shall conduct mandatory upliftment of lodged shares held by foreign shareholders. All brokers shall be requested to submit upliftment forms to PDTC on or before 22 September 2025. Kindly note that every 1 foreign common share will correspond to the issuance of 1 Series C Non-Voting Redeemable shares at 1:1 ratio on 30 September 2025 as issue date and redemption date. Thus, immediately upon issuance of Series C shares on 30 September 2025, the same shall be immediately redeemed at the redemption price of PhP 2.00 per share. Distribution of payment in cash shall be on 08 October 2025. Thereafter, the Company shall retire the Series C class and decrease its capital stock, which is estimated to be filed on or before October 10, 2025.

The implementation of the foregoing actions will result to the adjustment in the Corporation's total issued and outstanding shares as follows:

Total Issued and Outstanding Shares

A.1 Before conversion of shares

Total Issued and Outstanding of Shares

- 940,298,616 Common Shares
- 14,366,250 Series "A" Preferred Shares

A.2 After conversion of shares

- 940,401,854 Common Shares
- 6,549,960 Series "A" Preferred Shares
- 209,414 Foreign Series "C" Preferred Shares (for cash redemption and eventual retirement)

Other Relevant Information

Please see attached SEC Form 17-C.

Filed on behalf by:

Name	Mikko Jane Guntang
Designation	Legal Counsel

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 YearSEC FORM 17-C
(Conversion of Shares)

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

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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

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OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

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4. .. Prime Media Holdings, Inc......
Exact name of issuer as specified in its charter
5. Manila, Philippines..... 6. (SEC Use Only)
Province, country or other jurisdiction Industry Classification Code:
of incorporation
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>940,298,616</u> |
| <u>Preferred</u> | <u>14,366,260</u> |
11. Indicate the item numbers reported herein:Item No. 9 Other Events.....

Item 9. Other Events

Pursuant to the approval by the Securities and Exchange Commission (SEC) of Prime Media Holdings Inc.'s application for amendment of its Articles of Incorporation to partially convert Series A preferred shares into common shares and the creation of Series C non-voting and redeemable preferred shares, among others, on 03 July 2025, the Company shall implement and perform the following:

1. On September 10, 2025, the Company shall perform partial conversion of 7,816,300 Series "A" Non-Voting and Convertible Preferred shares and issue 312,652 Common Shares at the conversion rate of 25:1 wherein every 25 Series "A" Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share shall be converted to One (1) Common Share with a par value of PhP 1.00 per share, to be applied only to Series "A" Shareholders whose shares when converted will not result to any fractional shares.

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A.1 Before conversion of shares

TOTAL ISSUED AND OUTSTANDING SHARES	940,298,616 Common Shares
	14,366,260 Series "A" Preferred Shares

A.2 After conversion of shares

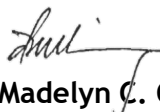
TOTAL ISSUED AND OUTSTANDING SHARES	940,401,854 Common Shares
	6,549,960 Series "A" Preferred Shares
	209,414 Foreign Series "C" Preferred Shares (for cash redemption and eventual retirement)

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

.....September 01, 2025.....
Date


Diane Madelyn C. Ching
Corporate Secretary

.....
Signature and Title*

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