

# 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)  
Feb 18, 2026
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  
Philippines
6. Industry Classification Code(SEC Use Only)  
[REDACTED]
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	940,403,854
Series A Preferred	6,549,960

11. Indicate the item numbers reported herein  
Item No. 4 - Resignation, Removal or Election of Registrant's Director; and 9 - Other Events

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange,*

and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

## Prime Media Holdings, Inc. PRIM

### PSE Disclosure Form 4-30 - Material Information/Transactions References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Results of the Board of Directors Meeting dated 18 February 2026

#### Background/Description of the Disclosure

##### A. Appointment of Atty. Dennis P. Manalo

We advise that at the Regular Meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held today, February 18, 2026, wherein a quorum was present and acting throughout, the Board appointed Atty. Dennis P. Manalo as Regular Director, Chairman and President of the Corporation. The Board likewise appointed him as the Chairman of the Executive Committee and as representative of the Corporation in Media Serbisyo Production Corp. (MSPC).

Atty. Dennis P. Manalo is a distinguished legal practitioner, corporate leader, and trusted advisor with nearly three decades of experience in Philippine law and business. He brings a rare combination of rigorous legal training, strategic judgment, and hands-on executive leadership developed through decades of private practice and corporate service.

Atty. Manalo earned his Bachelor of Science in Management from the Ateneo de Manila University and went on to obtain his Juris Doctor degree, with honors, from the Ateneo de Manila Law School. He placed 15th nationwide in the 1996 Philippine Bar Examinations—an early marker of the analytical rigor and discipline that would define his professional career.

He commenced his legal career with SyCip Salazar Hernandez & Gatmaitan, the country's premier law firm, before joining Siguion Reyna Montecillo & Ongsiako Law Offices. There, he rose from Associate to Partner, a position he held for many years while handling complex, high stakes cases across multiple industries. In January 2014, he established the Dennis P. Manalo Law Office, which he continues to lead as Founder and Managing Lawyer.

##### B. Approval of the proposed amendment to the Corporation's By-laws

The Board also approved on February 18, 2026, the proposed amendment to the Corporation's By-laws specifically, Sections 1 and 2 of Article I (Meeting of Stockholders) and Sections 6 and 7 of Article II (Board of Directors) of the latest Amended By-laws, as attached herewith.

#### Other Relevant Information

None.

**Filed on behalf by:**

<b>Name</b>	Jeanette Elaine Gesmundo
<b>Designation</b>	Legal Assistant

**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)

<b>Diane Madelyn C. Ching</b>
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Contact Person

<b>8831-4479</b>
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Company Telephone Number

1	2	3	1
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Month      Day  
Fiscal Year

<b>SEC FORM 17-C</b> <b>(Results of the BOD Meeting</b> <b>held on 18 February 2026)</b>
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FORM TYPE

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Month      Day  
Annual Meeting

N/A
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Secondary License Type, If Applicable

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Dept.      Requiring      this  
Doc.                                  

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Amended Articles  
Number/Section

Total Amount of Borrowings

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Total      No.      of  
Stockholders

nil
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Domestic

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Foreign

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To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

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Cashier

<b>STAMPS</b>
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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. .... **February 18, 2026**.....  
Date of Report (Date of earliest event reported)
2. SEC Identification Number .... **22401**.....      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.  (SEC Use Only)  
Province, country or other jurisdiction of      Industry Classification Code:  
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<br>Outstanding and Amount of Debt Outstanding |
|------------------------------|--|
| ..... <b>Common</b> .....    | ..... <b>940,403,854</b> .....   |
| ..... <b>Preferred</b> ..... | ..... <b>6,549,960</b> .....   |
11. Indicate the item numbers reported herein: ..... **Items No. 4 and 9**.....

**Item 4. Resignation, Removal or Election of Registrant’s Directors or Officers**

We advise that at the Regular Meeting of the Board of Directors of **PRIME MEDIA HOLDINGS, INC. (the “Corporation”)** held today, February 18, 2026, wherein a quorum was present and acting throughout, the Board appointed Atty. Dennis P. Manalo as Regular Director, Chairman and President of the Corporation. The Board likewise appointed him as the Chairman of the Executive Committee and as representative of the Corporation in Media Serbisyo Production Corp. (MSPC).

Atty. Dennis P. Manalo is a distinguished legal practitioner, corporate leader, and trusted advisor with nearly three decades of experience in Philippine law and business. He brings a rare combination of rigorous legal training, strategic judgment, and hands-on executive leadership developed through decades of private practice and corporate service.

Atty. Manalo earned his Bachelor of Science in Management from the Ateneo de Manila University and went on to obtain his Juris Doctor degree, with honors, from the Ateneo de Manila Law School. He placed **15th nationwide** in the 1996 Philippine Bar Examinations—an early marker of the analytical rigor and discipline that would define his professional career.

He commenced his legal career with SyCip Salazar Hernandez & Gatmaitan, the country’s premier law firm, before joining Siguion Reyna Montecillo & Ongsiako Law Offices. There, he rose from Associate to Partner, a position he held for many years while handling complex, high stakes cases across multiple industries. In January 2014, he established the **Dennis P. Manalo Law Office**, which he continues to lead as Founder and Managing Lawyer.

**Item 9. Other Events**

a) Approval of the proposed amendment to the Corporation’s By-laws

The Board also approved on February 18, 2026, the proposed amendment to the Corporation’s By-laws specifically, Sections 1 and 2 of Article I (Meeting of Stockholders) and Sections 6 and 7 of Article II (Board of Directors) of the latest Amended By-laws, as attached herewith.

**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

..... February 18, 2026.....  
Date

  
ATTY. DIANE MADELYN C. CHING / Corporate Secretary  
.....  
Signature and Title\*

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



## Proposed Amendment to the By-laws of Prime Media Holdings, Inc.

BEFORE	AFTER
<p><b>Art. I, Section 1.</b> The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (As amended on May 20, 1997), on the third Tuesday of May of each year starting at 4:00 o'clock in the afternoon of that day, except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. <i>It may also be held by remote communication or in absentia.</i> Notice of the time and place of such meeting shall be give either by mail to each stockholder of record at his last known place of residence or business, duly posted <b><u>at least 15 days before the date,</u></b> thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)</p>	<p><b>Art. I, Section 1.</b> The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (As amended on May 20, 1997), on the third Tuesday of May of each year starting at 4:00 o'clock in the afternoon of that day, except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. It may also be held by remote communication or in absentia. Notice of the time and place of such meeting shall be given either by mail to each stockholder of record at his last known place of residence or business, duly posted <b><u>at least twenty-one (21) calendar days before the date,</u></b> thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation. (As amended by the Stockholders and by the Board of Directors on October 13, 2021)</p>
<p><b>Art. I, Section 2.</b> Special meetings of the stockholders may be called by the Chairman or the President, or by the Secretary, upon written demand by a majority of the Board of Directors or <b><u>by the owners of at least 51% of the subscribed capital stock entitled to vote,</u></b> upon notice as provided in Section 1 hereof, specifying the purpose or purposes thereof, except in cases of extreme urgency, in which event one publication in the newspaper abovementioned and notice to stockholders of record who are not residents of the Philippines as provided in Article IX, Section 2 at least seven (7) days before the meeting shall suffice.</p>	<p><b>Art. I, Section 2.</b> Special meetings of the stockholders may be called by the Chairman or the President, or by the Secretary, upon written demand by a majority of the Board of Directors or <b><u>by any number of shareholders of a corporation ("Qualifying Shareholders") who hold at least ten percent (10%) or more of the outstanding capital stock ("Qualifying Shares"),</u></b> upon notice as provided in Section 1 hereof, specifying the purpose or purposes thereof, except in cases of extreme urgency, in which event one publication in the newspaper abovementioned and notice to stockholders of record who are not residents of the Philippines as provided in Article IX, Section 2 at least seven (7) days before the meeting shall suffice.</p>
<p><b>Art. II, Section 6.</b> Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written</p>	<p><b>Art. II, Section 6.</b> Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written</p>



<p>request of a majority of the Directors. <i>It may also be held by remote communication or in absentia.</i> Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director <b><u>at least twenty-four (24) hours before the date of meeting.</u></b> <i>(As amended by the Stockholders and by the Board of Directors on October 13, 2021)</i></p>	<p>request of a majority of the Directors. It may also be held by remote communication or in absentia. Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director <b><u>at least two (2) days prior to the scheduled meeting.</u></b> <i>(As amended by the Stockholders and by the Board of Directors on October 13, 2021)</i></p>
<p><b>Art. II, Section 7.</b> Should the position of any Director become vacant <b><u>for any reason, his position shall be filled by the majority vote of the remaining Directors, if still constituting a quorum, from among the holders of the same class of shares as that represented by the Director vacating the position, and the Director so chosen shall serve for the unexpired term.</u></b></p>	<p><b>Art. II, Section 7.</b> Should the position of any Director become vacant <b><u>other than by removal or by expiration of term may be filled by vote of at least a majority of the remaining directors or trustees, if still constituting a quorum; otherwise, said vacancies must be filled by the stockholders or members in a regular or special meeting called for that purpose.</u></b></p>