

# 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  
Metro Manila, 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. 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 4-4 - Amendments to By-Laws References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

<b>Subject of the Disclosure</b>
Amendment of By-Laws
<b>Background/Description of the Disclosure</b>
Amendments of Sections 1 and 2 of Article I and Sections 6 and 7 of Article II

<b>Date of Approval by Board of Directors</b>	Feb 18, 2026
<b>Date of Approval by Stockholders</b>	TBA
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

**Amendment(s)**

Article and Section Nos.	From	To
Article I, Section 1	Please see attached Annex "A"	Please see attached Annex "A"
Article I, Section 2	Please see attached Annex "A"	Please see attached Annex "A"
Article II, Section 6	Please see attached Annex "A"	Please see attached Annex "A"
Article II, Section 7	Please see attached Annex "A"	Please see attached Annex "A"

<b>Rationale for the amendment(s)</b>
---------------------------------------

To comply with the provisions of the Revised Corporation Code of the Philippines (“RCC”) and the applicable rules and regulations of the Securities and Exchange Commission (“SEC”), the Corporation has to specifically amend relevant portions of its by-laws to: (a) increase the notice period of shareholder meetings from fifteen (15) days to twenty (21) days prior to the date of the meeting (Section 49, RCC); (b) expressly allow shareholders who hold at least ten percent (10%) or more of the outstanding capital stock of publicly listed company to call for a special stockholders’ meeting (SEC Memorandum Circular No. 7, Series of 2021); (c) increase the notice period of board meetings from twenty four (24) hours to least two (2) days prior to the scheduled meeting (Section 52, RCC); and (d) in cases of any vacancy in the board of directors, to expressly exclude from the authority of the remaining directors to elect a replacement director those instances where the vacancy in the board was created by removal or expiration of term (Section 28, RCC).

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended By-Laws</b>	TBA

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

None.

**Other Relevant Information**

None.

**Filed on behalf by:**

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



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

FROM	TO
<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. <i>(As amended by the Stockholders and by the Board of Directors on October 13, 2021)</i></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. <i>(As amended by the Stockholders and by the Board of Directors on October 13, 2021)</i></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>



## ANNEX "A"

<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>