PRIME MEDIA Holdings, Inc.

PRIME MEDIA HOLDINGS, INC.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the annual meeting of stockholders of **PRIME MEDIA HOLDINGS, INC.** (the "**Corporation**") will be held on **15 July 2026 (Wednesday) at 2:00 p.m**. The meeting will be held virtually via remote communication.

The agenda of the meeting is as follows:

1. Call to Order

2. Proof of Notice and Certification of Quorum

3. Approval of the Minutes of the Annual Stockholders' Meeting held on July 31, 2025.

4. Presentation of the President's Report

5. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2025.

6. **<u>Conversion of the remaining Series "A" Non-voting and Convertible Preferred Shares and its retirement.</u>**

   6.1 Conversion of the remaining Six Million Five Hundred Forty-Nine Thousand Nine Hundred Sixty (6,549,960) Series "A" Non-Voting and Convertible Preferred Shares into Common Shares at the conversion rate of Twenty Five (25) Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share to One (1) Common Share with a par value of One Peso (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 One Peso (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.

   6.2 Approval of the Additional Listing with the Philippine Stock Exchange (PSE) of approximately Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) Common Shares issued to shareholders after conversion of Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share into Common Shares with a par value of One Peso (PhP 1.00) per share as described in item 6.1 above, if necessary.

7. **<u>Amendments to the Corporation's Articles of Incorporation</u>**

   7.1 Decrease in the Authorized Capital Stock from Four Billion Thirty-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 4,039,659,336.00) to Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) resulting from the retirement of Series A preferred class as described in Item 6 above.

   7.2 Amendment to delete all other provisions and/or paragraphs in the Seventh Article of the Amended Articles of Incorporation relating to Preferred Shares to have one (1) class of Common Shares.

8. **<u>Amendments to the Corporation's By-Laws</u>**

   8.1 <u>Section 1 of Article I (Meeting of Stockholders</u>)

   8.1.1 Setting of a new date for the Annual Stockholders Meeting from third Tuesday of May to third Tuesday of September of each year.

8.1.2 Change in the notice period of shareholder meetings from fifteen (15) days to twenty (21) days prior to the date of the meeting.

8.2 Section 2 of Article I (Meeting of Stockholders)
Expressly allow shareholders who hold at least ten percent (10%) or more of the outstanding capital stock of a publicly listed company to call for a special stockholders' meeting.

8.3 Section 6 of Article II (Board of Directors)
Change in the notice period of board meetings from twenty-four (24) hours to at least two (2) days prior to the scheduled meeting.

8.4 Section 7 of Article II (Board of Directors)
Expressly exclude from the authority of the remaining directors to elect a replacement director where the vacancy in the board was created by removal or expiration of term.

9. Ratification of All Acts of the Board of Directors, Management and Officers
10. Election of the Members of the Board of Directors for 2026-2027
11. Appointment of the External Auditor
12. Other Matters
13. Adjournment

For the purposes of the meeting, Stockholders of Record as of **16 June 2026** 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 **03 July 2026**. Please refer to the **Procedure for Participation and Voting at the 2026 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 **03 July 2026** 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 **9 July 2026** at the principal office of the Company. The copy of the Notice of the Meeting, Definitive Information Statement, Minutes of the Previous Annual Meeting of the Stockholders, and other documents related to the meeting may be accessed through the Corporation's website at **https://www.primemediaholdingsinc.com/** and the **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-prime2026/** or send your questions at **service@primemediaholdingsinc.com**.

Makati City, 22 June 2026.

ATTY. DIANE MADELYN C. CHING
Corporate Secretary