PROXY FORM

The undersigned stockholder of **PRIME MEDIA HOLDINGS INC.** (the "Corporation") hereby appoints ______________________________ or in his/her/its absence, the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all the shares registered in his/her/its name at the annual meeting of the stockholders of the Corporation scheduled on **15 July 2026, 2:00 PM**, *via* virtual meeting hosted at the 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City, and any of its adjournment(s), as fully as the undersigned can do if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment(s). The undersigned directs the proxy to vote on the agenda items expressly indicated by placing an "X" in the box below:

PROPOSAL	ACTION			
	FOR	**AGAINST**	**ABSTAIN**	
1. Approval of the Minutes of the Annual Stockholders' Meeting held on July 31, 2025				
2. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2025.				
3. 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.				
4. 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.				
5. 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 3 above.				
6. 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.				
7. Amendments to the Corporation's By-laws 7.1 Section 1 of Article I (Meeting of Stockholders) 7.1.1Setting of a new date for the Annual Stockholders Meeting from third Tuesday of May to third Tuesday of September of each year. 7.1.2Change in the notice period of shareholder meetings from fifteen (15) days to twenty (21) days prior to the date of the meeting.				
7.2 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.				

7.1 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.				
7.4 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.				
8. Ratification of All Acts of the Board of Directors, Officers and Management				
9. Election of the Members of the Board of Directors for 2026-2027	FOR ALL	AGAINST ALL	ABSTAIN FOR	FULL DISCRETION OF PROXY
The nominees for regular directors are as follows: Dennis Rhoul P. Manalo Bernadeth A. Lim Rolando S. Santos Hermogene H. Real Michelle F. Ayangco Independent directors: 2 vacant seats *Instruction: To withhold authority to vote for any nominee, please mark "Abstain" box and list the name(s) under.*				
10. Appointment of Reyes Tacandong & Co. as External Auditor				

Identification

This proxy is solicited by the Board of Directors and Management of Prime Media Holdings, Inc. The solicited proxy shall be exercised by the Chairman or the stockholder's authorized representative.

Instruction

a. For all agenda items other than "Call to Order", "Proof of Notice and Certification of Quorum" and "Presentation of the President's Report, the proxy form shall be accomplished by marking in the appropriate box either “FOR”, “AGAINST” or “ABSTAIN” according to the stockholder’s/proxy’s preference.

If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted in favor of the:

1. Approval of the Minutes of the Previous Stockholders’ Meeting held on July 31, 2025.
2. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2025.

3. Approval of the 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.

4. 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.

5. Approval of the 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 3 above.

6. Approval of the 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.

7. Approval of the amendments to the Corporation’s By-Laws

   7.1 <u>Section 1 of Article I (Meeting of Stockholders)</u>
      - 7.1.1 Setting of a new date for the Annual Stockholders Meeting from third Tuesday of May to third Tuesday of September of each year.
      - 7.1.2 Change in the notice period of shareholder meetings from fifteen (15) days to twenty (21) days prior to the date of the meeting.

   7.2 <u>Section 2 of Article I (Meeting of Stockholders)</u>
   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.

7.3 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.

7.4 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.

8. Ratification of all acts of the Board of Directors, Officers and Management
9. Election of the following directors for 2026-2027:

Regular Directors:

Dennis Rhoul P. Manalo
Bernadeth A. Lim
Rolando S. Santos
Hermogene H. Real
Michelle F. Ayangco

Independent directors: 2 vacant seats

10. Re-appointment of Reyes Tacandong & Co. as external auditor.

b. A Proxy Form that is returned without a signature shall not be valid.

c. The matters to be taken up in the meeting are enumerated opposite the boxes on the accompanying Proxy Form. The names of the nominee directors are likewise enumerated opposite an appropriate space.

d. If a stockholder will not be able to attend the meeting but would like to be represented thereat, he may submit his Proxy Form, duly signed and accomplished, to the Office of the Corporate Secretary at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City, on or before **03 July 2026**. Beneficial owners whose shares are lodged with Philippine Depository & Trust Corporation (PDTC) or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required I.D., present a notarized certification from the owner of record (*i.e*. the broker, bank or other fiduciary) that he is the beneficial owner, indicating thereon the number of shares. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting.

Validation of proxies will take place on **09 July 2026** at the principal office of the Company.

Revocability of Proxy

A shareholder may revoke his proxy on or before the date of the Annual Meeting. The proxy may be revoked by the shareholder's written notice to the Corporate Secretary advising the latter of the revocation of the proxy, or by a shareholder's personal attendance during the meeting and appropriate advice to the Corporate Secretary of such revocation.

Persons Making the Solicitation

This solicitation is made by the Corporation. No director has informed the Company in writing or otherwise of his intention to oppose any action intended to be taken at the meeting.

Solicitation of proxies will be done mainly by mail. Certain personnel of the Corporation will also solicit proxies in person or by telephone.

The estimated amount to be spent by the Corporation to solicit proxies is PhP20,000.00. The cost of solicitation will be borne by the Company.

Interest of Certain Persons in Matters to be Acted Upon

No director or officer of the Corporation or any other nominee for election as director of the Corporation or any associate of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office as director of the Corporation. None of the officers or directors or any of their associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the stockholders' meeting.

Signed this ____ day of __________ 2026 at _____________

____________________________________ PRINTED NAME OF THE STOCKHOLDER	____________________________ SIGNATURE OF THE STOCKHOLDER/AUTHORIZED REPRESENTATIVE

This proxy form need not be notarized but must be submitted to the Corporate Secretary on or before **03 July 2026, at 5:00 p.m.** The stockholder giving a proxy has the power to revoke it either in an instrument in writing duly presented for recording with the Corporate Secretary at least five (5) days prior to the meeting or by personal attendance at the stockholders' meeting. For corporations, the proxy must be accompanied by a Secretary's Certificate authorizing an authorized representative to represent the corporation in the meeting.