

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)
Jul 15, 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)
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

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 4-3 - Amendments to Articles of Incorporation

*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Updates on the Amendments of the Articles of Incorporation

Background/Description of the Disclosure

The Board of Directors and the Stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company approved the following proposed amendments to the Amended Articles of Incorporation on June 22, 2026 and July 15, 2026, respectively:

- (i) Decrease in authorized stock from PhP 4,039,659,336.00 to PhP 3,999,659,336.00 to retire all Series "A" Preferred Shares.
- (ii) To delete all other provisions/ paragraphs in the Seventh Article of the Articles of Incorporation relating to Preferred Shares.

Date of Approval by Board of Directors	Jun 22, 2026
Date of Approval by Stockholders	Jul 15, 2026
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	N/A
Date of Receipt of SEC approval	N/A

Amendment(s)

Article No.	From	To
Seventh	Please see attached Annex "A"	Please see attached Annex "A"

Rationale for the amendment(s)

After the conversion of the remaining Series "A" non-voting and convertible preferred shares into common shares and its subsequent retirement by way of decrease in capital stock, all shareholders whose shares were converted into common shares will have the same voting rights and privileges.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

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

The Corporation shall eliminate the preferred Series "A" shares and convert them into common shares to simplify its capital structure, align shareholder rights under a single class of equity, and reduce the administrative and governance complexities associated with maintaining multiple share classes.

Other Relevant Information

None.

Filed on behalf by:

Name	Jeanette Elaine Gesmundo
Designation	Legal Assistant

Amendments to Articles of Incorporation:		
Seventh Article	From	To
(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.	“SEVENTH - That the capital stock of said Corporation is Four Billion Thirty Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six Pesos (PhP 4,039,659,336) divided into Three Billion Nine Hundred Ninety Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (3,999,659,336) common shares with a par value of One Peso (PHP 1.00) per share and One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share. (As amended by the Board of Directors on July 28, 2025, and by the Stockholders representing at least 2/3 of the outstanding capital stock on July 31, 2025.)”	<u>“SEVENTH- that the capital stock of said Corporation is Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six common shares (3,999,659,336) with a par value of One Peso (PHP 1.00) per share. (As amended by the Board of Directors on July 22, 2026, and by the Stockholders representing at least 2/3 of the outstanding capital stock on July 15, 2026.)”</u> xxx xxx xxx
(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.	“SEVENTH- that the capital stock of said Corporation is Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six (3,999,659,336) common shares with a par value of One Peso (PHP 1.00) per share. (As amended by the Board of Directors	“SEVENTH- that the capital stock of said Corporation is Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six (3,999,659,336) common shares with a par value of One Peso (PHP 1.00) per share. (As amended by the Board of Directors

ANNEX “A”

	<i>on July 22, 2026, and by the Stockholders representing at least 2/3 of the outstanding capital stock on July 15, 2026.)”</i> The Board of Directors is hereby expressly granted and authorized to adopt resolutions authorizing the establishment, designation and issuance of one or more series for such number of shares and relative rights and preferences as it may deem beneficial to the Corporation. The resolution thus adopted shall be recorded with the Securities and Exchange Commission and the Philippine Stock Exchange, if required, and thereupon deemed and amendment and part of this Articles of Incorporation. The resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series, the following: a) the number of shares to constitute such series and the distinctive designations thereof; b) the annual dividend rate, if any, on the shares of such series and the cumulation or non-cumulation of dividends, the date of cumulation or accrual, but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series; c) the voting rights, if any, of shares of such series but each share of Preferred Stock shall have one vote on all corporate matters unless specified by law or by the Board of Directors with respect to the shares of any series;	<i>on July 22, 2026, and by the Stockholders representing at least 2/3 of the outstanding capital stock on July 15, 2026.)”</i> <u>The shareholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of the capital stock of the Corporation. (As amended on May 17, 1994; May 21, 1996; November 17, 1999)</u> <u>Ownership of the Corporation’s shares shall be limited to Philippine citizens, or to corporations, cooperatives, or associations wholly-owned and managed by such citizens, in order to enable the Corporation to invest in shares of stock of corporations or entities which are required to be wholly owned by Philippine citizens or corporations, cooperatives or associations, wholly-owned and managed by such citizens as provided in Section 11, Article XVI of the Philippine Constitution. No issuance, transfer, or sale of stock or interest in the Corporation shall be allowed or permitted to be recorded in the proper books of the Corporation, except to Philippine citizens, or to corporations, cooperatives or associations, wholly-owned and managed by such citizens. (As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021, and by the Board of Directors on October 13, 2021)</u> <u>The provisions of the preceding paragraph of the SEVENTH ARTICLE shall be printed on</u>
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ANNEX “A”

	d) the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisitions by the Corporation or any subsidiary, of the Common Stock or of any other class of stock of the Corporation ranking junior to the shares of Preferred Shares as to dividends or upon liquidation; e) the amount which shares of such series shall be entitled to receive out the assets of the Corporation available for distribution to its stockholders, whether from capital or earnings, in the event of any liquidation. Dissolution or winding up of the Corporation (which shall not exceed the consideration received therefore plus accrued and unpaid dividends thereon nor be less than the par value thereof); f) the time(s) and price(s) of redemption, if any, of the shares of such series; g) the terms and conditions, if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or other series of the same class of the Corporation; h) the status as to re-issuance or sale of shares of such series redeemed, purchased or otherwise re-acquired, or surrendered to the Corporation on conversion or exchange; i) the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series;	all stock certificates to be issued by the Corporation. <u>(As amended by the Board of Directors on October 13, 2021, and July 22, 2026, and by the Stockholders representing at least 2/3 of the outstanding capital stock on October 13, 2021, and July 15, 2026.)</u>
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	j) the conditions and restrictions, if any, on the creation of indebtedness of the Corporation, or any subsidiary, or on the issue of any additional stock ranking on a parity with or prior to the shares of such series to dividends or upon liquidation; and k) such other preferences, rights, restrictions and qualifications as shall not be inconsistent herewith. All shares of Preferred Stock shall rank equally and be identical in all aspects regardless of series unless otherwise specified by the Board of Directors pursuant to the foregoing provisions of paragraph 1 and if shares of any one series are issued at different times, the subsequently issued shares need not be entitled to receive dividends previously paid on the outstanding shares of such series. The holders of the Preferred Stock shall be entitled to receive out of the net profits or net assets of the Corporation available for dividends, when and as declared by the Board of Directors, cash dividends at the rate specified for each particular series, and no more, payable quarterly from and on the date or dates specified for each such series, before any dividends shall be declared and paid upon or set apart for the Common Stock. If dividends on the Preferred Stock of any series are not paid in full when payable or declared in full and seems set apart for the payment thereof, then no dividends shall be declared	
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	and paid on any Preferred Stock unless declared paid ratably on all shares of each series of the Preferred Stock then outstanding, including dividends accrued or in arrears, if any, in proportion to the respective amounts that would be payable per share if all such dividends were declared and paid in full. The Preferred Stock shall be preferred over the Common Stock as to assets, and in the event of any liquidation or dissolution or winding up to the Corporation (whether voluntarily or involuntarily), the holders of the then outstanding Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders whether from capital, surplus of earnings, the amount specified for each particular series, together with all dividends (whether or not earned) accrued or in arrears, for every share of their holdings of Preferred Stock before any distribution of the net assets shall be made to the holders of the Common Stock, and shall be entitled to no other further distribution. If upon any liquidation, dissolution or winding up the Corporation, the assets distributable among the holders of the Preferred Stock shall be insufficient to permit the payment in full to the holders of the Preferred Stock of all preferred amounts payable to all such holders, then the entire assets of the Corporation thus distributable shall be distributed ratably among the holders of the Preferred Stock in proportion to the respective amounts that	
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	would be payable per share if such assets were insufficient to permit in full. For purposes of the preceding paragraph, neither the consolidation nor merger of the Corporation with or into any other corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Article SEVENTH, unless the Board of Directors of the Corporation elects to treat such transaction as a liquidation, dissolution or winding up of the Corporation subject to the limitations or conditions herein or in the terms of any series as approved by the Board of Directors, the whole or any part of Preferred Stock at any time outstanding, of the whole or any part of any series thereof, may be redeemed by the Corporation at its election, expressed, by resolution of the Board of Directors upon notice to the holders of record of the Preferred Stock to be redeemed, given as hereinafter provided, at the time or times and price or prices specified for each particular series together with all dividends (whether or not earned) accrued or in arrears (hereinafter called the “redemption price”). If less than all of the Preferred Stock then outstanding, or of any series thereof, is to be redeemed, the redemption may be made either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. A notice	
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	of such election shall be mailed by the Corporation, postage, prepaid, not less than 30 nor more than 60 days prior to the date specified in such notice as the redemption date, addresses to the respective holders of record of the Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation. Notice having been so given unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Preferred Stock thereby called for redemption shall cease to accrue from and after the date of redemption specified in such notice. The notice may specify a date (which may be on or prior to the date of redemption so specified) on which the Corporation shall provide the money for the payment of the redemption price by depositing the amount thereof with a bank or trust company to the Corporation. The shareholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of the capital stock of the Corporation, whether common or preferred. <i>(As amended on May 17, 1994; May 21, 1996; November 17, 1999)</i> Ownership of the Corporation’s shares shall be limited to Philippine citizens, or to corporations, cooperatives, or associations wholly-owned and managed by such citizens,	
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	in order to enable the Corporation to invest in shares of stock of corporations or entities which are required to be wholly owned by Philippine citizens or corporations, cooperatives or associations, wholly-owned and managed by such citizens as provided in Section 11, Article XVI of the Philippine Constitution. No issuance, transfer, or sale of stock or interest in the Corporation shall be allowed or permitted to be recorded in the proper books of the Corporation, except to Philippine citizens, or to corporations, cooperatives or associations, wholly-owned and managed by such citizens. <i>(As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021, and by the Board of Directors on October 13, 2021)</i> The provisions of the preceding paragraph of the SEVENTH ARTICLE shall be printed on all stock certificates to be issued by the Corporation. <i>(As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021, and by the Board of Directors on October 13, 2021)</i>	
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