COVER SHEET

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SEC Registration Number

PRIME MEDIA HOLDINGS, INC.

(Company's Full Name)

16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City, Metro Manila

(Business Address: No. Street City/Town/Province)

Diane Madelyn C. Ching
(Contact Person)

(02) 8831-4479
(Company Telephone Number)

1	2		3	1

Month *Day*
(Fiscal Year)

2	0	-	I	S

(Form Type)

0	7		1	5

Month *Day*
(Annual Meeting)

2026 DEFINITIVE INFORMATION STATEMENT
Secondary License Type, If Applicable)

Markets and Securities Regulation Department
Dept. Requiring this Doc.

N/A
Amended Articles Number/Section

1,813
Total No. of Stockholders

Total Amount of Borrowings

37,834,939	N/A
Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

SECRETARY'S CERTIFICATE

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

2. I hereby certify that during the Special Meeting of the Board of Directors of the Corporation held on **July 23, 2026,** at 4th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City, wherein a quorum was present and acting throughout, the Board unanimously approved the following:

Resolution No.BD-09-2026-001

"**RESOLVED**, as it is hereby resolved, that PRIME MEDIA HOLDINGS, INC. (the "Corporation") be authorized to conduct a Special Stockholders' Meeting on **August 14, 2026**, with record date of **August 6, 2026**, unless otherwise rescheduled as directed by the Securities and Exchange Commission.

"**RESOLVED, FURTHER**, that the President and Chairman of the Corporation, **Atty. Dennis P. Manalo**, be authorized and empowered, as he is hereby authorized and empowered to amend, revise and/or finalize the meeting date as well as agenda items to be presented in the said Special Stockholders' Meeting, if necessary;

"**RESOLVED, FURTHER**, that Corporation's Special Stockholders' Meeting be held by remote communication or in absentia pursuant to the Corporation's By-laws, Sections 49 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6 (Series of 2020);"

"**RESOLVED, FURTHER**, that the Corporation be authorized to allow casting of votes by proxy, remote communication or in absentia, in accordance with the mechanisms and procedures allowed under the applicable laws, rules and regulations.

"**RESOLVED, FINALLY**, that any director or proper officers of the Corporation be authorized and empowered, as they are hereby authorized and empowered, to perform all acts, and to sign, execute, file and deliver, for and on behalf of the Corporation, any and all documents which may be required by the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE) in relation to the conduct of the Special Stockholders' Meeting."

(signature page follows)

23 JUL 2026

IN WITNESS WHEREOF, I have hereunto set my hand this __________ day of _________ 2026 at Makati City.

[redacted]

DIANE MADELYN C. CHING
Corporate Secretary

23 JUL 2026

SUBSCRIBED AND SWORN to before me this ______ day of __________ 2026 at Makati City, affiant exhibited to me her Philippine Passport No. [redacted]

Doc. No.: 252;
Page No.: 52;
Book No.: VIII;
Series of 2026.

[redacted]
Notary Public – Makati City
Commission No. M-257
Until December 31, 2027
PTR No. 10781028 Makati-1.15.26
IBP No. 564912/12.11.25/Roll #32836
8189 Sgt. F. Yabut street,
Guadalupe Nuevo, Makati City
MCLE Compliance No. VIII - 0042491

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

SEC Number
File Number 22401

PRIME MEDIA HOLDINGS, INC.
(formerly: First E-bank Corp.)

16th Floor BDO Towers Valero (formerly: Citibank Tower),
8741 Paseo de Roxas, Makati City

31 December 2025
(Fiscal Year Ending)

14 August 2026
(Special Stockholders' Meeting)

Definitive Information Statement
SEC Form 20 - IS

Form Type

Not Applicable

Amendment Designation (if applicable)

Not Applicable

(Secondary License Type and File Number)

LCU

DTU

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

   [ ] Preliminary Information Statement
   [X] Definitive Information Statement

2. Name of Registrant as specified in its charter: **PRIME MEDIA HOLDINGS, INC.**

3. Province, country or other jurisdiction of incorporation or organization
   Metro Manila, Philippines

4. SEC Identification Number: **Reg. No. 22401**

5. BIR Tax Identification Code: **TIN 000-491-007**

6. Address of principal office:
   16F BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City
   Postal Code **1227**

7. Registrant's telephone number, including area code, Tel. Nos.: **(632) 8831-4479**

8. Date, time, and place of the meeting of security holders

   14 August 2026, 2:00 p.m via Virtual Meeting/Video Conferencing/Remote Communication through a Zoom Meeting platform or *in absentia* to be hosted at 16F BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City

9. Approximate date on which the Information Statement is first to be sent or given to security holders: **30 July 2026**

10. In case of Proxy Solicitations

Name of Person Filing the Statement/Solicitor:	**PRIME MEDIA HOLDINGS INC.**
Address and Telephone No.:	**16th Floor BDO Towers Valero** (formerly Citibank Tower) **8741 Paseo de Roxas, Makati City** **Metro Manila, Philippines** **Tel. (632) 8831-4479** **Attn: Atty. Diane Madelyn C. Ching**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants)[1]:

[1] *Reported by the stock transfer agent as of 30 June 2026.*

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	**940,403,854**
Preferred Series "A" Shares	**6,549,960**

12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes [**X**] No [ ]

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
Philippine Stock Exchange. Common Shares

PRIME MEDIA HOLDINGS, INC.
NOTICE OF SPECIAL STOCKHOLDERS' MEETING

To All Stockholders:

Notice is hereby given that the Special Stockholders' Meeting of **PRIME MEDIA HOLDINGS, INC.** (the "**Corporation**") will be held on **14 August 2026 (Friday) at 2:00 p.m**. The meeting will be held virtually via remote communication or *in absentia*.

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 15, 2026.
4. Election of the Independent Directors for 2026-2027
5. Other Matters
6. Adjournment

For the purposes of the meeting, Stockholders of Record as of **06 August 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 **08 August 2026**. Please refer to the **Procedure for Participation and Voting at the 2026 Special Stockholders' Meeting** (attached as **Annex "A"** to the Definitive Information Statement) for detailed information on participation by remote communication or *in absentia* and voting by proxy.

The duly signed and accomplished proxy Form must be submitted by email at **service@primemediaholdingsinc.com** not later than **08 August 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 **09 August 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/ssm-prime2026/** or send your questions at **service@primemediaholdingsinc.com**.

Makati City, 29 July 2026.

[redacted]

ATTY. DIANE MADELYN C. CHING
Corporate Secretary

SAMPLE 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 Special Stockholders' Meeting of the stockholders of the Corporation scheduled on **14 August 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:

<table>
<tr><th rowspan="2">PROPOSAL</th><th colspan="4">ACTION</th></tr>
<tr><th>FOR</th><th>AGAINST</th><th>ABSTAIN</th><th></th></tr>
<tr><td></td><td>FOR ALL</td><td>AGAINST ALL</td><td>ABSTAIN FOR</td><td>FULL DISCRETION OF PROXY</td></tr>
<tr><td>1. Approval of the Minutes of the Annual Stockholders' Meeting held on July 15, 2026</td><td></td><td></td><td></td><td></td></tr>
<tr><td>2. Election of the Independent Directors for 2026-2027

The nominees:

Atty. Gideon D.V. Mortel
Atty. Jose M. Roy III

Instruction: To withhold authority to vote for any nominee, please mark "Abstain" box and list the name(s) under.</td><td></td><td></td><td></td><td></td></tr>
</table>

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" and "Proof of Notice and Certification of Quorum", 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 15, 2026.
   2. Election of the following independent directors for 2026-2027:

      Gideon D.V. Mortel
      Jose M. Roy III

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 **08 August 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 August 2026** at the principal office of the Company.

Revocability of Proxy

A shareholder may revoke his proxy on or before the date of the Special Stockholders' 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 **08 August 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.

SAMPLE SECRETARY'S CERTIFICATE

I, ___________________, of legal age, with address at ________________________, being the Corporate Secretary of _____________________________, do hereby certify that:

1. In the regular/special meeting of the Board of Directors of the Corporation held on ____________ 2026 at the _____________________________, the following resolution was approved:

> "**RESOLVED**, that the Board of Directors of ____________ (the "Corporation") hereby authorize, ____________ and/or __________ to represent the Corporation and to vote all of the Corporation's shares registered in the books of the **PRIME MEDIA HOLDINGS INC. (PMHI)** at any Special Stockholders' Meeting of PRIM, particularly, the special stockholders' meeting to be held on **14 August 2026**, and any adjournments or postponements thereof.
>
> "**RESOLVED, FURTHER,** that the Board of Directors of the Corporation authorize _________ and/or ________ to sign, execute and deliver nominations and proxies in relation to said Special Stockholders' Meeting of PMHI."

2. This resolution has not been suspended, revoked nor amended.

______________*(date of execution)*, _______________*(place of execution)*.

____

Corporate Secretary

SUBSCRIBED AND SWORN to before me on _____________ at Makati, Metro Manila, affiant exhibiting to me his/her valid proof of identification __________ issued at ____________ on ____________.

Doc. No. ______
Page No.______
Book No.______
Series of 2026.

INFORMATION STATEMENT AND MANAGEMENT REPORT

INFORMATION STATEMENT

WE ARE ASKING FOR YOUR PROXY AND YOU ARE REQUESTED TO SEND US A DULY FILLED PROXY

However, if you cannot attend and you wish to send a representative/proxy, please send your proxy letter to the Office of the Corporate Secretary on or before **08 August 2026**, **at 5:00 p.m.,** a sample of which is attached to this report. On the day of the Special Stockholders' Meeting on **14 August 2026**, your representative should bring the proxy letter and present valid proof of identification (e.g. passport, driver's license, company ID or TIN card).

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.

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Annual Meeting of Security Holders

The Special Stockholders' Meeting of **PRIME MEDIA HOLDINGS, INC.** will be held on **14 August 2026, at 2:00 PM**, virtually via remote communication through a Zoom Meeting Platform or *in absentia* as hosted at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City.

The mailing address of the Corporation is at **16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City**. Please address the letters to the corporate secretary of the Corporation, Atty. Diane Madelyn C. Ching.

This Information Statement will be first sent or given to security holders on or around **30 July 2026**.

Item 2. Dissenters' Right of Appraisal

The Revised Corporation Code of the Philippines limits the exercise of the appraisal right by any dissenting stockholder to the following instances:

a. In case an amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 80);

b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in this Code (Section 80);

c. In case of merger or consolidation (Section 80);

d. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation (Section 80).

The appraisal right may be exercised by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares; provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and Provided, further, That upon payment by the corporation of the agreed or awarded price, the stockholders shall forthwith transfer his shares to the corporation.

The appraisal right shall be exercised in accordance with Title X of the Revised Corporation Code.

Based on the latest audited financial statements and interim financial statements, the Corporation has no unrestricted retained earnings. Accordingly, no payment shall be made to any dissenting stockholder exercising his appraisal right.

There are no other matters or proposed actions specified in the attached Notice of Special Stockholders' Meeting may give rise to a possible exercise of appraisal rights or similar rights by shareholders as provided in Title X of the Revised Corporation Code of the Philippines.

Item 3. Interest of Certain Persons in or Opposition to 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.

None of the directors of the Corporation has informed the Corporation that he intends to oppose any action to be taken by the Corporation at the stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of **30 June 2026**, the following shares of common and preferred stock of the Corporation were outstanding:

Class	Number of Outstanding Shares
Common	940,403,854
Preferred	
Series A	6,549,960
Series B	Nil

As of **30 June 2026**, the foreign equity ownership on a per class basis is as follows:

Class	Number of Outstanding Shares
Common	0
Preferred	0

All registered owners of the Corporation's outstanding capital stock at the close of business on **06 August 2026 (record date)** will be entitled to notice and vote at its Special Stockholders' Meeting on **14 August 2026**.

Each common share is entitled to one (1) vote on all matters to be taken up during the Special Stockholders' Meeting except in the case of electing independent directors where one (1) share is entitled to two (2) votes, *i.e.* each share is entitled to as many votes as there are independent board seats to be filled up.

Each stockholder is entitled to cumulate his votes and cast the same in favor of one or several nominees of his choice in such proportion as he shall deem fit, provided that, the total votes cast do not exceed the number of his shares multiplied by the number of directors to be elected. There is no condition precedent to the exercise by the stockholders of their cumulative voting right.

For other matters, the affirmative vote of shareholders representing majority of the outstanding capital stock shall suffice.

There is no change in control that has occurred since the last financial year.

Security Ownership of Persons Owning More Than 5% of the Corporation's Outstanding Common Stock

As of **30 June 2026**, the following are the beneficial owners with more than five percent (5%) ownership of the Corporation's Outstanding Common Stock:

Type of Class	Name and address of record owner and relationship with Issuer	Name and address of beneficial owner and relationship with Issuer	Citizenship	Name of Beneficial Owner & Relationship with Record Owner	No. of Shares Held	Percent of class
Common Shares	PCD Nominee Corporation **Address:** [redacted] **Relationship with issuer:** Registered owner in the books of the stock transfer agent	RYM Business Management Corp. **Address:** [redacted] **Relationship with issuer:** Stockholder	Filipino	RYM is the beneficial owner of the shares. **Relationship with record owner:** Indirect owner of lodged shares under PCD Nominee (Filipino)	**354,627,145**	**38.66%**
Common Shares	RYM Business Management Corp. **Address:** [redacted]	RYM Business Management Corp. **Address:** [redacted]	Filipino	RYM is the beneficial owner of the shares. **Relationship with record owner:**	**8,927,940**	

	Relationship with issuer: Registered owner in the books of the stock transfer agent	**Relationship with issuer:** Stockholder		Direct owner of shares		
Common Shares	PCD Nominee Corporation **Address:** [redacted] **Relationship with issuer:** Registered owner in the books of the stock transfer agent	Mairete Asset Holdings, Inc. **Address:** [redacted] **Relationship with issuer:** Stockholder	Filipino	Mairete Asset Holdings, Inc. is the beneficial owner of the shares. **Relationship with record owner:** Indirect owner of lodged shares under PCD Nominee (Filipino)	**77,178,901**	**8.21%**
Common Shares	PCD Nominee Corporation **Address:** [redacted] **Relationship with issuer:** Registered owner in the books of the stock transfer agent	Armstrong Capital Holdings Corp. **Address:** [redacted] **Relationship with issuer:** Stockholder	Filipino	Armstrong Capital Holdings Corp. is the beneficial owner of the shares. **Relationship with record owner:** Indirect owner of lodged shares under PCD Nominee (Filipino)	**100,114,000**	**10.65%**
Common Shares	PCD Nominee Corporation **Address:** [redacted] **Relationship with issuer:** Registered owner in the books of the	Valiant Consolidated Resources Inc. **Address:** [redacted] **Relationship with issuer:** Stockholder	Filipino	Valiant Consolidated Resources Inc. is the beneficial owner of the shares. **Relationship with record owner:** Indirect owner of lodged shares under	**200,000,000**	**21.27%**

	stock transfer agent			PCD Nominee (Filipino)		

RYM, Mairete, and ACHC have authorized and/or appointed by way of proxy, the Chairman of the Board of Prime Media Holdings Inc. to represent and vote their shares in the Special Stockholders' Meeting (SSM).

Valiant shall authorize its representative, by way of proxy, to represent and vote its shares in the SSM.

Security Ownership of Management as of **30 July 2026:**

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership	Citizenship	Percent of class
Common	Dennis Rhoul P. Manalo	1 Direct	Filipino	0.0%
Common	Rolando S. Santos	1000 Direct	Filipino	0.0%
Common	Bernadeth A. Lim	1 Direct	Filipino	0.0%
Common	Hermogene H. Real	2000 Direct	Filipino	0.0%
Common	Michelle F. Ayangco	2000 Direct	Filipino	0.0%
Common	Diane Madelyn C. Ching	1,000 Direct	Filipino	0.0%
	Aggregate for abovenamed officers and directors	**6,002**		

Atty. Gideon Mortel and Atty. Jose Roy III are to be elected as Independent Directors at the Special Stockholders' Meeting ("SSM"). As of **July 17, 2026**, Atty. Roy has 1,000 common shares while Atty. Mortel is in the process of purchasing shares in order to qualify him as a director and be elected at the SSM.

Voting Trust Holders of 5% or More

The Corporation is not aware of the existence of persons holding five percent (5%) or more of the Corporation's shares of common stock under a voting trust or similar agreement.

Changes in Control

On 23 May 2023, the Board of Directors of PMHI approved the private placement of Valiant Consolidated Resources Inc. and subsequently executed a subscription agreement with Valiant on 30 June 2023 wherein Valiant subscribed to One Hundred Twenty Five Million (125,000,000) unissued common shares at a subscription price of Two Pesos and 70/100 (Php2.70) per share for a total subscription price of Three Hundred Thirty-Seven Million Five Hundred Thousand Pesos (Php337,500,000.00). The subscription was fully paid on 31 July 2023, and the shares were issued on 26 January 2024. The said shares were subsequently listed with the Philippine Stock Exchange (PSE) pursuant to the Notice of Approval dated 5 September 2024.

On 21 October 2024, the Board of Directors of Prime Media Holdings, Inc. approved another subscription of Valiant to Seventy Five Million (75,000,000) unissued common shares of Prime Media Holdings Inc. at Php2.95 per share based on the 30-day closing Volume Weighted Average Price (VWAP) of PhP2.5272 per share (as of 17 October 2024) plus 16.73% premium for a total subscription price of Two Hundred Twenty-One Million Two Hundred Fifty Thousand Pesos (Php221,250,000.00). On 22 October 2024 Valiant fully paid its subscription and the shares were subsequently issued on 11 November 2024. The said shares were listed with the PSE on 16 April 2025.

While Valiant gained 21.27% ownership of the total issued and outstanding common shares of PMHI. Such ownership did not gain majority ownership or control of the Corporation.

Item 5. Directors and Executive Officers

Directors

The following are the names, ages, citizenship, periods of service of the incumbent directors of the Corporation as of **15 July 2026**:

Name	Age	Citizenship	Period during which individual has served as such
Dennis Rhoul P. Manalo	57	Filipino	February 2026 to the present
Bernadeth A. Lim	45	Filipino	May 2013 to the present
Hermogene H. Real	70	Filipino	October 2021 to the present
Michelle F. Ayangco	54	Filipino	October 2021 to the present
Rolando S. Santos	76	Filipino	August 2017 to the present

The business experience of each of the incumbent directors of the Corporation for the last five (5) years is as follows:

Dennis Rhoul P. Manalo was elected as the new President and Director in February 2026. Atty. Manalo earned his Bachelor of Science in Management from the Ateneo de Manila University and obtained his Juris Doctor degree, with honors, from the Ateneo de Manila Law School. He placed 15th nationwide in the 1996 Philippine Bar Examinations. He commenced his legal career with SyCip Salazar Hernandez & Gatmaitan, the country's premier law firm, before joining Siguion Reyna Montecillo & Ongsiako Law Offices. He has served as corporate secretary and director for various private Philippine corporations. In January 2014, he established the Dennis P. Manalo Law Office, which he continues to lead as Founder and Managing Lawyer.

Manolito A. Manalo was elected as President and Director in May 2013 up to January 2026. He is a product of the University of the Philippines in Diliman, having earned a Bachelor of Arts degree in Political Science and a Bachelor of Laws from the same university in the year 1992 and 1995, respectively. He is the co-founder and managing partner of Ocampo and Manalo Law Firm. He also sits as the Chairman of Media Serbisyo Production Corporation, Director in Kajima Philippines, Inc. and Independent Director of Teleport Commerce Philippines, Inc. He is also the resident agent of several foreign corporations, including Air Asia Berhad, Air Seoul Inc., Chailease International Financial Services Co., Ltd, Turkish Airlines, Inc., Hong Kong Airlines Limited and Shenzhen Airlines. He also acts as corporate secretary to Lenovo PCCW, Otis Elevators, Ayala Land subsidiaries such as ALICap & Direct Power Services & Asia Digital Engineering of Capital A (Malaysia), among others.

Bernadeth A. Lim was elected as Vice President and Director in May 2013. She graduated from the University of the Philippines with a degree in Bachelor of Laws. She is a partner of Ocampo and Manalo Law Firm. She is the Chairman and President of Morrison Express Philippines, Inc. from February 2017 to present. She was elected as a Director of AVK Philippines, Inc. in 2016 until 2022 and was re-elected as a director in 2023 to present. Meanwhile, she is the current resident agent of several airlines, Tigerair Taiwan Co. Ltd. (since 2019), YTO Cargo Airlines Co., Ltd. (since 2020) and Starlux Airlines Co., Ltd. (since 2020).

Hermogene H. Real was elected as Director in October 2021. She graduated from the University of the Philippines with a degree in Bachelor of Laws. She was admitted to the Philippine Bar in 1998. She is the President of Mairete Asset Holdings Inc. She is a seasoned lawyer with extensive experience in business and commercial law. Over the course of legal career, being with D.S. Tantuico and Associates., she has advised a wide range of corporations, business entities, and entrepreneurs on corporate governance, regulatory compliance, commercial transactions, and strategic business matters.

Michelle F. Ayangco was elected as Director in October 2021. She graduated from Rizal Technological University with a degree in BS Accountancy. She is a seasoned businesswoman with a diverse professional background. She has held various positions across different organizations, gaining extensive experience in business operations, management, and strategic planning.

Rolando S. Santos was elected as Director in August 2017. He was elected as Treasurer in October 2013. He serves as Vice President and Treasurer of Bright Kindle Resources & Investments Inc., the appointed Treasurer of Marcventures Holdings Inc. and Marcventures Mining and Development Corp. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank from 2001 to 2013 which was eventually acquired by BDO.

Officers

As of **15 July 2026**, the following are the names, ages, positions, citizenship, and periods of service of the incumbent officers of the Corporation:

Name	Age	Position	Citizenship	Period during which individual has served as such
Dennis Rhoul P. Manalo	57	President & Chairman	Filipino	February 2026 to the present
Bernadeth A. Lim	45	Vice President	Filipino	May 2013 to present
Diane Madelyn C. Ching	43	Corporate Secretary and Corporate Information Officer	Filipino	January 2023 to present
Rolando S. Santos	76	Treasurer	Filipino	January 2016 up to present
Emerson P. Paulino	45	Risk Management Officer, Compliance Officer and Data Privacy Officer	Filipino	April 2026 to present

Diane Madelyn C. Ching was appointed Corporate Secretary/ Co-Compliance Officer/Co-Data Privacy Officer/ Co-Corporate Information Officer in January 2023. In April 2026, Atty. Ching resigned as Compliance Officer and Data Privacy Officer and transferred such role to Mr. Paulino as part of the Company's corporate alignment. Atty. Ching is a member of the Integrated Bar of the Philippines. She obtained her Bachelor of Laws degree from San Beda College-Mendiola in 2009. Atty. Ching has been actively engaged in the practice of law for more than 16 years. In the course of her practice, she has undertaken various legal and corporate roles, handling diverse transactions and legal matters as principal of her own firm. She previously served as Director and Corporate Secretary of Prime Media Holdings Inc. from 2014 to June 2019.

Emerson P. Paulino was appointed as Risk Management Officer, Compliance Officer and Data Privacy Officer on 14 April 2026. Mr. Paulino is a Certified Public Accountant and a Certified Internal Auditor (IIA). He served as the AVP of Bright Kindle Resources & Investments, Inc. for Internal Audit from 2020 until March 2026. Currently, he is the consulting Audit and Risk Officer of SBS Philippines Corporation. Mr. Paulino has twenty (20) years of experience in risk management, compliance, and internal audit including IT audit, finance, and controls. He has led numerous initiatives in ERP implementation, such as SAP B1, Acumatica, and Oracle NetSuite, as well as IT assurance for operations and finance-related applications like QuickBooks and various inventory management systems. Throughout his career, he has been affiliated with major organizations including Philip Morris, Carrier International, Standard Chartered Bank, Marcventures Holdings Inc., and SBS Philippines Corporation.

Nomination Committee and Nominees for Election as Independent Directors

The Nominations Committee has screened the following nominees for election as independent directors in accordance with the Corporation's Manual on Corporate Governance. The committee determined that all the candidates possess all the qualifications and none of the disqualifications as independent director.

Nominees for Independent Director

1. Gideon D.V. Mortel
2. Jose M. Roy III

All nominations for independent directors have been reviewed and approved by the Corporation's Nomination and Compensation Committee.

Atty. Dennis Manalo nominated Atty. Mortel and Atty. Roy. The nomination arose from their professional relationship as members of the Philippine Bar. Apart from their professional acquaintance in the legal profession, they did not have any personal, familial, financial, or other relationship that influenced the nomination.

Notably, on 26 January 2026, the SEC issued a new Memorandum Circular No. 7 Series of 2026 which prescribes a term limit for Independent Directors. Under the Circular which took effect on 01 February 2026, Independent Directors shall be elected for a term of one (1) year, subject to a maximum cumulative term of nine (9) years in the same company. An Independent Director who served the maximum term shall be barred perpetually from re-election as an Independent Director of the same company, without prejudice to serving as an Independent Director or officer of the same company without any cooling-off period. Notwithstanding Section 2 of the said Circular, incumbent Independent Directors who have served the maximum term upon the effectivity of the Circular may continue to serve as such until the 2026 Annual Stockholders' Meeting of the company.

Pursuant to the abovementioned Memorandum Circular, the Company requested for exemptive relief from the Securities and Exchange Commission to proceed with its Annual Stockholders' Meeting (ASM) schedule last 15 July 2026 without the election of independent directors. This was granted by the SEC in its letter dated 15 July 2026 issued by the Corporate Governance and Finance Department. However, in the same letter, the SEC directed the Company to conduct a Special Stockholders' Meeting (SSM) within 30 calendar days from the last Annual Shareholders' Meeting for the purpose of electing independent directors. In compliance therewith, the Company called a Special Stockholders' Meeting to be conducted on August 14, 2026.

The Nomination Committee endorsed for election Atty. Gideon de Villa Mortel and Atty. Jose M. Roy III as Independent Directors. The qualification and profile of the independent directors are provided below:

DR. GIDEON D.V. MORTEL currently manages his own Law Office (GM Law Firm) and provides consultancy services to the government and the private sectors. He is a member of the academe teaching various law subjects in several colleges of law in Metro Manila, including, Sebastian College Recoletos-Graduate School of Law and the Pamantasan Lungsod ng Maynila, Graduate School of Law. Atty. Mortel was a former Commissioner of the Governance Commission for the GOCCs appointed by President Ferdinand Marcos Jr. (PBBM). He was the Committee Secretary of the Consultative Committee (with the level of Assistant Secretary) in the immediately past administration established to draft the Federal Constitution. He was also a Senior Executive Fellow in the Development Academy of the Philippines. He likewise worked in the legislative department as head of the Senate Prosecution and Investigation Service and had the opportunity to work with various Senators and Senate Presidents. Atty. Mortel finished his B.A. Political Science in the University of the Philippines. He obtained his Law degree in San Sebastian College. He took up his Master of Laws at the Pamantasan Lungsod ng Maynila and continued to pursue his Doctor of Civil Law in the University of Santo Tomas where he graduated with academic average of Summa Cum Laude and academic distinction of Magna Cum Laude. His dissertation in Environment "Environmental Precautionary Principle" was given a Magna

Cum Laude distinction. Dr. Mortel is an advocate of good governance, constitutional reform, international law, policy and environmental protection.

ATTY. JOSE M. ROY III, also known as Atty. Judd Roy, started his private law practice with Bernas and Associates. Shortly thereafter, he formed Roy and Syquia (ROSCOR) Law Firm, which was engaged in general law practice, specializing in corporate consultancy and litigation. After some time, he formed Roy Law Offices, where he remains the managing partner to this day. He started his academic teaching career at Ateneo Law School, where he was awarded the Sasakawa Professorial Chair in Public International Law. Later, he served as Dean of the College of Law and as Regent and Acting President of Pamantasan ng Lungsod ng Maynila. Atty. Roy gained national attention as a member of the defense team for former Chief Justice Renato Corona during the 2012 impeachment trial. He likewise drew national attention for the case Roy vs. Herbosa, where he vigorously challenged the Securities and Exchange Commission's rules for permitting the circumvention of the 60-40 nationality restriction of constitutionally regulated franchise, like PLDT. His expertise in case strategy and litigation has made him a valued consultant and resource person for high profile political and constitutional cases.

Period in Which Directors and Executive Officers Should Serve

The independent directors shall serve for a period of one (1) year.

Term of Office of a Director

Directors shall be elected annually by the stockholders owning majority of the outstanding capital stock for a term of one (1) year and shall serve until the election and qualification of their successors. At each election for directors every stockholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his share shall equal, or by distributing such votes in the same principle among any number of candidates.

Any vacancy in the board of directors other than removal or expiration of term may be filled by a majority vote of the remaining members thereof at a meeting called for that purpose if they still constitute a quorum, and the director or directors so chosen shall serve for the unexpired term.

Significant Employees

The business of the Corporation is not highly dependent on the services of certain key personnel. There is no employee who, while not being an executive officer, is expected by the Corporation to make a significant contribution to the business.

Family Relationships

There are no family relationships either by consanguinity or affinity up to the fourth civil degree among directors, executive officers, and nominees for election as directors.

Involvement in Certain Legal Proceedings

The Corporation is not aware that any one of the incumbent directors and officers and persons nominated to become director/s and officer/s has been the subject of a bankruptcy petition or a conviction by final judgment in criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses, or has been by judgment or decree found to have violated securities or commodities law and enjoined from engaging in any business, securities, commodities or banking activities for the past five (5) years until the date of this Information Sheet.

The Company is a party to certain lawsuits or claims arising from its previous bank operations in the ordinary course of business. However, the Company's management believe that eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the Company's financial status and general corporate standing in light of the available legal defenses to the Company. The Corporation is not aware of any material pending legal proceedings to which the Corporation is a party.

Further, to the best of its knowledge and/or information, the Company is not aware of: (a) any bankruptcy petition filed by or against any business of which a director or executive officer or person nominated to become a director or executive officer was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (b) any conviction by final judgment, including the nature of the offense, in a criminal proceeding, excluding traffic violations and other minor offenses; (c) being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and (d) being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated.

Resignation/Disagreement

The Corporation is not aware of any incumbent directors and/or key officers who intend to resign or refuse to their election as member of the Board of the Directors or as officer of the Corporation.

Item 6. Compensation of Directors and Executive Officers

The aggregate compensation paid in 2024, 2025 and estimated to be paid in 2026, (1) to the Chief Executive Officer and four (4) most highly compensated officers of the Corporation, as a group; and (2) to all key officers, other officers, and directors as a group, is set out below:

Names	Position	Year	Salary	Bonus	Others
Manolito A. Manalo *(resigned effective on January 27, 2026)* Dennis Rhoul P. Manalo *(appointed effective on February 18, 2026)*	Chairman & President		0	0	
Bernadeth A. Lim	Vice President		0	0	
Rolando S. Santos	Treasurer		0	0	
Diane Madelyn C. Ching	Corporate Secretary and Corporate Information Officer		0	0	
Dale A. Tongco *(resigned effective on April 14, 2026)*	Risk Management Officer		0	0	
Emerson P. Paulino *(appointed effective on April 14, 2026)*	Risk Management Officer, Compliance Officer and Data Privacy Officer		0	0	

Aggregate for above named officers		2024 2025 2026(est)	0 0 0	0 0 0	300,000 205,000 195,000
All Directors and Officers as a group unnamed		2024 2025 2026(est)	0 0 0	0 0 0	160,000 260,000 250,000

There are no special employment contracts between the Corporation and its directors and officers. The directors are entitled to nominal per diem amounting to ₱10,000.00 for attending board meetings and ₱5,000.00 for attending committee meetings. There are no outstanding warrants or options granted to directors and officers.

Item 7. Independent Public Accountants

a) Independent Public Accountants, Reyes Tacandong & Co. (RTC) was re-elected as the Corporation's external auditors for the year 2026-2027 in compliance with SRC Rule 68, Paragraph 3(b)(iv) which provides that the external auditor should be rotated every five (5) years or earlier or the handling partner shall be changed.

b) RTC was first elected as the Corporation's Independent Public Accountant in December 2014. Representatives of RTC will be present during the annual meeting and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed. There was no event where RTC and the Corporation had any disagreement with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure. Except as stated in the report of independent auditors, the Corporation has no disagreements with its auditors.

c) For the audit of the Corporation's Annual financial statements and services provided in connection with statutory and regulatory filings or engagements, the aggregate amounts to be billed or already billed excluding VAT and out of pocket expenses (OPE) by RTC amounts/amounted to ₱575,000.00 and ₱500,000.00 for the years 2025 and 2024, respectively.

The 2025 audit of the Corporation is in compliance with Rule 68, paragraph (3)(b)(ix) of the Amended Securities Regulation Code Rule 68, which provides that the external auditor should be rotated, or the handling partner changed, every five (5) years or earlier and that a two-year cooling off period should be observed in the re-engagement of the same signing partner or individual auditor.

From 2021 to present, the RTC account partner handling the Corporation is Ms. Pamela Ann Escuadro. She replaced Belinda B. Fernando who was the handling partner starting in 2014. A five-year cooling-off period shall be observed in the re-engagement of the same signing partner or individual.

As of 15 July 2026, the Corporation's Audit Committee is composed of Mr. Rolando S. Santos as Chairman, and Atty. Bernadeth A. Lim and Ms. Michelle F. Ayangco as members. As provided for in its charter, the objective of the Audit Committee is to assist the board of directors in fulfilling its oversight responsibilities by reviewing the financial reporting process, the system of internal control, risk management, governance processes, the audit process and the Corporation's process for monitoring compliance with laws and regulations and its own code of business conduct.

Item 8. COMPENSATION PLANS

No action is proposed to be taken during the stockholders' meeting with regard to any bonus, profit sharing, pension/retirement plan, granting of any extension of options, warrants or rights to purchase any securities. The Corporation has no compensatory plans, warrants or options held by directors or officers.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

There are no action to be taken with respect to the authorization or issuance of any securities.

Item 10. MODIFICATION/EXCHANGE OF SECURITIES

On 08 January 2025, the SEC approved the Decrease in the Authorized Capital Stock from Five Billion Pesos (Php5,000,000,000.00) to Four Billion Forty Million Pesos (PhP4,040,000,000.00) to reflect the reduction of the par value of the Series A Non-Voting and Convertible Preferred Shares from One Peso (PhP 1.00) to Four Centavos (PhP 0.04) without change in the number of shares of One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred shares.

After the decrease in the authorized capital stock, all Series "A" Preferred Shares shall be converted into Common Shares at a conversion rate of 25:1. Thus, the Fourteen Million Three Hundred Sixty-Six Thousand Two Hundred Sixty (14,366,260) Series "A" Preferred Shares shall be converted into Five Hundred Seventy-Four Thousand Six Hundred Fifty (574,650) common shares. No fractional shares shall be issued and the value thereof will be paid in cash. The underlying Five Hundred Seventy-Four Thousand Six Hundred Fifty (574,650) common shares arising from the conversion of Series "A" Preferred Shares shall be applied for listing with the PSE pursuant to the listing approval on November 17, 1997, arising from the conversion of Series "A" Preferred shares at the rate of 25 Series "A" Preferred Shares is to One (1) common share.

On 04 April 2025, by the majority vote of the Board of Directors during its Regular Meeting wherein a quorum was present and acting throughout via remote communication at the Corporation's principal office and by virtue of the authority vested by the Shareholders, resolved to conduct partial conversion of the Series "A" Non-Voting and Convertible Preferred Shares into Common Shares at the conversion rate of Twenty Five (25) Series A Preferred Shares into one (1) Common Share, applicable to Series "A" Shareholders whose shares when converted will not result to any fractional shares.

The remaining Six Million Five Hundred Forty-Nine Thousand Nine Hundred Sixty (6,549,960) Series "A" Non-Voting and Convertible Preferred Shares shall be converted 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.

The Corporation proposes to eliminate the Preferred 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.

On July 03, 2025, the SEC approved the amendment of the Seventh Article of the Amended Articles of Incorporation of the Corporation as follows:

> "SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion

> Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Peso (PhP 1.00) per share, 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 and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and April 04, 2025, and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024).

The amendment covers the implementation of the following transactions:

> (a) Partial Conversion of outstanding Series "A" Non-Voting and Convertible Preferred shares into Common Shares at the conversion rate of 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, applicable to Series A Shareholders whose shares when converted will not result to any fractional shares.
>
> (b) Reclassification and Declassification of Series "B" Preferred Shares into Common Shares; and
>
> (c) Creation of Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share and Reclassification of all Foreign-Owned Common Shares with a par value of One Peso (PhP 1.00) per share into Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share.

On October 17, 2025, the Corporation issued 207,414 Series "C" Non-voting and Redeemable preferred shares to replace common shares held by foreign shareholders. The Series "C" shares were immediately redeemed upon issuance at Two Pesos (PhP2.00) per share. After the redemption, the Corporation filed an application for decrease in capital stock to eliminate and/or retire those redeemed shares and was approved by the SEC on March 25, 2026.

In view of the approval of the decrease in capital stock, the Seventh Article of the Articles of Incorporation was amended as follows:

> "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.)

The amendments are pursuant to the cleaning-up efforts of management arising out of its previous banking operations and to venture into media-related business.

The Series “A” Preferred Shares are not listed on any stock exchange. The underlying common shares for the conversion of the Series A Preferred Shares has prior listing approval from the Philippine Stock Exchange last November 17, 1997, subject to the submission of post-approval compliance requirements. The Corporation will also apply for the listing of up to 980,000,000 new PRIM Shares to be issued to the Golden Peregrine Shareholders.

There is no modification or exchange of outstanding securities involved in the matter relating to the proposed waiver by the minority shareholders of the PSE minority rights/public offer requirement. Under Section 1, of the PSE Rule on Additional Listing, the PSE shall not permit the listing of new voting shares issued to a related party representing at least 10% of the resulting total outstanding capital stock unless a minority rights/public offer is first undertaken, or has been waived by a majority vote representing the outstanding shares held by the minority stockholders present or represented at the meeting where the matter is taken up.

As of 30 June 2026, which is the latest applicable date, the Corporation has 940,403,854 common shares and 6,549,960 Series “A” Preferred Shares. The outstanding Series “A” Preferred Shares have the following salient features:

- Cumulative, non-participating, non-voting, redeemable and convertible at the option of the Company;
- Cash dividend rate initially at 4.5% per annum based on par value, which shall be automatically adjusted to 11.00% per annum upon full payment of the subscription price
- The Company may, at any time at its option, wholly or partially redeem the outstanding preferred stock plus accrued dividends thereon. When such a call for redemption is made, the holders of the preferred stock may opt to convert the preferred stock to common stock.

Item 11. FINANCIAL AND OTHER INFORMATION

The Corporation filed an application for Equity Restructuring on 19 September 2024 to partially eliminate the capital deficiency amounting to Eight Hundred Ninety Seven Million Eight Hundred Seventy Eight Thousand Six Hundred Twenty Six Pesos (PhP897,878,626.00) as of December 31, 2023, by using the Additional Paid-In Capital amounting to Two Hundred Fifty Three Million Five Hundred Thousand Pesos (PhP253,500,000.00) arising from the subscriptions of Cymac Holdings, Corp. and Valiant Consolidated Resources, Inc. The SEC approved this application for Equity Restructuring on 14 March 2025.

Copies of the Management Report, the Audited Financial Statements for the year ended 31 December 2024, 17Q or the Interim Quarterly Financial Statement as of 31 March 2025 are attached herewith.

The Management’s Discussion and Analysis of Financial Condition and Result of the Operations are stated in **pages 30-48** of the attached Management Report. The notes to the Financial Statements are incorporated hereto by reference.

The Corporation has not made any changes in and has not had any disagreements with its external auditor on accounting and financial disclosures.

Item 12. MERGERS, CONSOLIDATIONS, ACQUISITIONS AND SIMILAR MATTERS
Not Applicable

Item 13. ACQUISITION OR DISPOSITION OF PROPERTY
Not Applicable

Item 14. DECREASE/ INCREASE IN AUTHORIZED CAPITAL STOCK
Not Applicable

D. OTHER MATTERS

Item 15. ACTION WITH RESPECT TO REPORTS & OTHER PROPOSED ACTION/S

The following matters shall be submitted to the vote of stockholders of the Corporation during the stockholders' meeting.

1. Approval of the Minutes of the Special Stockholders' Meeting held on August 15, 2026.
2. Election of the Independent Directors for 2026-2027

   Nominees for Independent Directors:
   a. Gideon D.V. Mortel
   b. Jose M. Roy III

For the approval of the Minutes of the Annual Stockholders' Meeting held on **15 July 2026.** The following are the highlights of the said minutes:

1. Approval of the Minutes of the Special Stockholders' Meeting held on **July 31, 2025**.
2. Presentation of the President's Report
3. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2025.
4. <u>Conversion of the remaining Series "A" Non-voting and Convertible Preferred Shares and its retirement.</u>
   4.1. 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.

   4.2. 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 4.1 above, if necessary.

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

   5.1. 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.

   5.2. 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.

6. Amendments to the Corporation's By-Laws

   6.1. Section 1 of Article I (Meeting of Stockholders)
      6.1.1. Setting of a new date for the Annual Stockholders Meeting from third Tuesday of May to third Tuesday of September of each year.
      6.1.2. Change in the notice period of shareholder meetings from fifteen (15) days to twenty (21) days prior to the date of the meeting.

   6.2. 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.

   6.3. 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.

   6.4. 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.

7. Ratification of All Acts of the Board of Directors, Management and Officers
8. Election of the Members of the Board of Directors for 2026-2027
9. Appointment of the External Auditor

The 2026 Annual Meeting of Stockholders was held on 15 July 2026, and was attended by shareholders, the Board of Directors, and various officers of the Corporation. The shareholders were allowed to cast their votes on each agenda item presented to them for approval, with the number of votes approving each agenda item indicated in their respective sections in the Minutes. The shareholders were also given the opportunity to ask questions, express an opinion, and make suggestions on various issues related to the Corporation.

A copy of the Minutes of the Annual Meeting of Stockholders held on 15 July 2026 is uploaded in PRIM's website thru the following hyperlink: https://primemedia.com.ph/wp-content/uploads/filr/2816/2026%20Jul%2015_PRIM_Minutes%20of%20the%20SSM.pdf

Item 16. MATTERS NOT REQUIRED TO BE SUBMITTED

All corporate actions to be taken at the Special Stockholders' Meeting will be submitted to the stockholders of the Registrant for their approval in accordance with the requirements of the Corporation Code.

Matters not required to be submitted are the Call to Order and Certification of Notice and Quorum.

Item 17. Amendment of Charter, By-laws or other documents
Not Applicable

Item 18. Other Proposed Action

There are no other proposed actions to be taken up.

Item 19. Voting Procedures

In the election of directors, the seven (7) nominees garnering the highest number of votes will be elected as members of the board of directors, provided that there shall always be at least two (2) members who are independent directors.

Proxy is solicited by the Board of Directors and Management of Prime Media Holdings Inc. (or the "Corporation," "Company, or "PRIM").

Manner of Voting

Each common share entitles the person in whose name it is registered in the books of the Corporation to one vote with respect to all matters to be taken up during the annual meeting of stockholders.

In the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected or may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his share shall equal, or he may distribute them on the same principle among as many nominees as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

Due to safety and health precautions, voting shall only be *in absentia* or by proxy in accordance with the Corporation's Rules and Procedure to Vote and Participate in PRIM's 2026 Special Stockholders' Meeting, hereto attached as ***Annex "A".***

The Corporate Secretary together with the Stock and Transfer Agent will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Special Stockholders' Meeting.

PART II: INFORMATION REQUIRED IN A PROXY FORM

PLEASE USE THE ATTACHED PROXY FORM

Item 1. Identification

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

Item 2. Instruction

a. For all agenda items other than "Call to Order", "Proof of Notice and Certification of Quorum", 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 15, 2026.
   2. Election of the following Independent directors for 2026-2027:
      Gideon D.V. Mortel
      Jose M. Roy III

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 **08 August 2026,** Beneficial owners whose shares are lodged with 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 August 2026** at the office of the principal office of the Corporation.

Item 3. Revocability of Proxy

A shareholder may revoke his proxy on or before the date of the Special Stockholders' 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.

Item 4. Persons Making the Solicitation

This solicitation is made by the Corporation. No director has informed the Corporation 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 the solicitation will be borne by the Corporation.

Item 5. 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.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on the **29 July 2026**.

PRIME MEDIA HOLDINGS, INC.

By:

[redacted]

DIANE MADELYN C. CHING
Corporate Secretary

MANAGEMENT REPORT

MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

MANAGEMENT REPORT

I. Financial Statements

The Audited Financial Statements of the Corporation for the year ended as of 31 December 2025 are attached to this report.

II. Information on Independent Accountants and other Related Matters

The Corporation's financial statements for the years ended 31 December 2025 and 2024 have been audited by RTC, independent auditors, as stated in their reports appearing herein.

Ms. Pamela Ann Escuadro is the Corporation's current audit partner. The Company has not had any disagreements on accounting and financial disclosures with our current external auditors for the periods or any subsequent interim period.

There were no disagreements with RTC on any matter of accounting and financial disclosure.

The following table sets out the aggregate fees incurred for the years ended December 31, 2025 and 2024 for professional services rendered by RTC:

	2025	2024
Audit Fees	**₱575,000**	₱500,000
Audit-Related Fees	**19,530**	50,000
	₱594,530	₱550,000

The Audit Committee reviewed the nature of non-audit services rendered by RTC and the corresponding fees and concluded that these are not in conflict with the audit functions of the independent auditor. The Audit Committee has an existing policy to review and pre-approve the audit and non-audit services rendered by the Corporation's independent auditor. It does not allow the Corporation to engage the independent auditor for certain non-audit services expressly prohibited by regulations of the SEC to be performed by an independent auditor for its audit clients. This is to ensure that the independent auditor maintains the highest level of independence from the Corporation both in fact and appearance.

III. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis are based on the unaudited financial statement as at 30 June 2026 and audited financial statements as at 31 December 2025 and 2024, prepared in conformity with Philippine Financial Reporting Standards (PFRS) and accompanying Notes to the Financial Statements and should be read in conjunction with the audited financial statements.

Summary Financial Information

The Financial Statements as at 30 June 2026, 31 December 2025 and 2024 and for the period ended 30 June 2026, 31 December 2025 and 2024 are hereto attached.

The following table sets forth the summarized financial information for the period ended 30 June 2026 and years ended 31 December 2025 and 2024:

Summary of Statements of Comprehensive Income

	Unaudited 30 June 2026	Audited 31 December 2025	Audited 31 December 2024
Income	**₱767**	₱50,851,534	₱9,978,087
Share in Net Loss of a Joint Venture	−	(15,054,689)	(25,948,293)
Expenses	**(3,975,993)**	(8,018,869)	(9,446,970)
Income (Loss) before Income Tax	**(3,975,226)**	27,777,976	(25,417,176)
Provision for Income Tax	−	5,662,815	208,701
Net Income (Loss)	**(3,975,226)**	22,115,161	(25,625,877)
Other Comprehensive Income	−	−	500,000
Total Comprehensive Income (Loss)	**(₱3,975,226)**	₱22,115,161	(₱25,125,877)
Basic and Diluted Income (Loss) Per Share	**(₱0.004)**	₱0.024	(₱0.032)

Summary of Statements of Financial Position

	Unaudited 30 June 2026	Audited 31 December 2025	Audited 31 December 2024
ASSETS			
Current Assets	**₱908,012,086**	₱910,195,152	₱506,836,106
Noncurrent Assets	**39,947,124**	40,011,516	368,390,300
	₱947,959,210	₱950,206,668	₱875,226,406
LIABILITIES AND EQUITY			
Current Liabilities	**₱218,053,881**	₱216,326,113	₱215,642,284
Noncurrent Liabilities	**248,249,999**	248,249,999	214,749,999
Equity	**481,655,330**	485,630,556	444,834,123
	₱947,959,210	₱950,206,668	₱875,226,406

Summary of Statements of Cash Flows

	Unaudited 30 June 2026	Audited 31 December 2025	Audited 31 December 2024
Cash Used in Operating Activities	**(₱9,336,785)**	(₱10,764,876)	(₱13,260,825)
Cash Used in Investing Activities	−	(63,591,514)	(469,004,685)
Cash Provided by Financing Activities	**7,000,000**	52,181,272	459,623,749
Net Decrease in Cash	**(2,336,785)**	(22,175,118)	(22,641,761)
Cash at Beginning of Period	**2,963,162**	25,138,280	47,780,041
Cash at End of Period	**₱626,377**	₱2,963,162	₱25,138,280

30 June 2026 vs. 31 December 2025

Statement of Financial Position

The Corporation's total **Assets** decreased by ₱2.25 million or 0.24%. The movements in total assets are attributable to the following:

- **Cash** decreased by ₱2.34 million or 78.86%, mainly due to the payment of 2025 income tax and VAT payables.

- **Receivables** increased by ₱0.01 million or 0.01%, due to unliquidated cash advances during the period.

- **Other current assets** increased by ₱0.14 million or 14.70%, mainly due to the additional input VAT recognized during the period.

- **Property and equipment** decreased by ₱0.06 million or 24.62%, due to depreciation recognized during the period.

The Corporation's total **Liabilities** increased by ₱1.73 million or 0.37%, due to advances from related parties for additional funding.

The Corporation's total **Equity** decreased by ₱3.98 million or 0.82%, mainly due to the net loss recognized during the period.

Results of Operations

The Corporation's operating results reflected a net loss of ₱3.98 million and net income of ₱22.12 million for the period of June 30, 2026 and in 2025, respectively. The significant changes were mainly due to the following:

- **Income** decreased by ₱50.85 million or 100.00%, mainly due to interest income earned in loans receivable last year.

- **Share in net loss of a joint venture** decreased by ₱15.05 million or 100.00% compared with last year, due to the decline in operating performance of MSPC.

- **Professional fees** decreased by ₱2.60 million or 62.05%, mainly due to the payment of professional fees for confirmation of exemptive relief under 10.1 of the Securities Regulation Code.

- **Outside services** decreased by ₱0.38 million or 40.07%, mainly due to the lodgment fee for 75,000,000 shares last year.

- **Taxes and licenses** decreased by ₱0.17 million or 54.02%, mainly due to the documentary stamp tax for additional loan last year.

Cash Flows

Net cash used in operating activities decreased by ₱1.43 million or 13.27%, mainly due to the income tax paid last year.

Net cash used in investing activities decreased by ₱63.59 million or 100.00%, mainly due to the additional unsecured loan granted to PCMC last year.

Net cash provided by financing activities decreased by ₱45.18 million or 86.59%, mainly due to the proceeds from subscriptions of common shares at a premium and deposit for future stock subscription last year.

31 December 2025 vs. 31 December 2024

Statement of Financial Position

The Corporation's total **Assets** increased by ₱74.98 million or 8.57%. The movements in total assets are attributable to the following:

- **Cash** decreased by ₱22.18 million or 88.21%, mainly due to an additional unsecured loan granted to PCMC for acquiring key assets necessary to expand business operations nationwide.

- **Receivables** increased by ₱430.59 million or 90.53%, mainly due to the reclassification of noncurrent loans receivable to current.

- **Other current assets** decreased by ₱5.06 million or 83.81%, mainly due to the use of creditable withholding taxes against income tax due of the Corporation.

- **Lons receivables – net of current portion** decreased by ₱328.25 million or 89.20%, due to the reclassification to current.

- **Property and equipment** decreased by ₱0.13 million or 33.00%, due to the depreciation recognized during the year.

The Corporation's total **Liabilities** increased by ₱34.18 million or 7.94%. The movements in total liabilities are attributable to the following:

- **Accrued expenses and other current liabilities** increased by ₱1.46 million or 0.75%, mainly due to the output VAT payable recognized during the 4th quarter of the year.

- **Due to related parties** decreased by ₱3.49 million or 19.56%, due to the advances from MSPC offset against investment in and advances to a joint venture.

- **Income tax payable** increased by ₱2.71 million, due to the income tax due recognized during the year.

- **Deposit for future stock** subscription increased by ₱20.50 million or 9.55%, due to the cash received from Valiant for additional shares subscription as the conditions have been met.

- **Loans payable** increased by ₱13.00 million, due to the loan granted to Valiant during the year.

The Corporation's total **Equity** increased by ₱40.80 million or 9.17%, mainly due to an equity restructuring that partially wiped out the deficit during the year.

Results of Operations

The Corporation's operating results reflected a net income of ₱22.12 million and a net loss of ₱25.63 million in 2025 and 2024, respectively. The significant changes were mainly due to the following:

- **Income** increased by ₱40.87 million or 409.63%, mainly due to interest income earned in loans receivable.

- **Share in net loss of a joint venture** decreased by ₱10.89 million or 41.98%, due to the improved operating performance of MSPC.
- **Outside services** decreased by ₱1.02 million or 52.27%, mainly due to the payment of listing and filing fees for private placement last year.

- **Taxes and licenses** decreased by ₱0.88 million or 73.19%, mainly due to the payment of capital gains and documentary stamp tax on the sales of investment in a club share last year.

- **Professional fees** decreased by ₱0.15 million or 3.37%, mainly due to the engagement fee to issue a fairness opinion and valuation report on the common shares of Golden Peregrine Holdings, Inc. (GPHI), in relation to the contemplated share-for-share swap between the Company and GPHI for the Company's acquisition of GPHI via share-for-share swap last year.

Cash Flows

Net cash used in operating activities decreased by ₱6.68 million or 50.34%, mainly due to the payment of DST related to loan and subscription agreements last year.

Net cash used in investing activities decreased by ₱401.23 million or 85.55%, mainly due to the additional unsecured loan granted to PCMC last year.

Net cash provided by financing activities decreased by ₱407.44 million or 88.65%, mainly due to the proceeds from subscriptions of common shares at a premium and deposit for future stock subscription from individual shareholders last year.

Key Performance Indicators

	2024	***2025***	***2026***
Return on Asset (%)	(3.91%)	2.42%	(0.42%)
Return on Equity (%)	(7.65%)	4.75%	(0.82%)
Current Ratio	2.35:1	4.21:1	4.16:1
Debt to equity ratio	0.97:1	0.96:1	0.97:1
Asset to equity ratio	1.97:1	1.96:1	1.97:1

1. Return on assets (ROA) was computed based on the ratio of net income/(net loss) to average assets.
2. Return on equity (ROE) was computed based on the ratio of net income/(net loss) to average equity.
3. Current Ratio was computed based on the formula of current assets divided by current liabilities
4. Debt to equity ratio was computed based on the formula of total liabilities divided by total equity
5. Asset to Equity Ratio was computed based on the formula of total assets divided by total equity

IV. Brief Description of the General Nature and Scope of the Business

The Corporation was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on 6 February 1963.

On 1 October 2003, the SEC approved the amendment of the Corporation's articles of incorporation, changing its primary purpose from that of a development bank to a holding company and to hold investments in the media industry. On 4 March 2013, the SEC approved the extension of the Corporation's corporate life for another 50 years. However, in accordance with the Revised Corporation Code of the Philippines, effective 23 February 2019, the Corporation was automatically accorded perpetual existence.

On 9 July 1964, the Philippine Stock Exchange, Inc. ("PSE") approved the public listing of the Corporation's shares of stock. As at 31 December 2023 and 2022, there are 663,713,458 common shares and 672,435,425 common shares, respectively, that are publicly listed.

On 12 September 2002, the Corporation agreed to transfer assets and liabilities arising from its development bank operations to BDO and PDIC under a MOA ("BDO-PDIC MOA"). As at 30 June 2024 and 31 December 2023, the Corporation is still in the process of transferring titles of real estate properties that are still in its possession.

On 23 May 2023, the Company entered into a Joint Venture Agreement with ABS-CBN to create a joint venture company which will develop, produce and finance content programs and shows for distribution to local and international broadcast networks, channels and platforms. On 05 July 2023, the parties incorporated such joint venture company under the name, Media Serbisyo Production Corp. (MSPC) with ownership ratio of 51:49 between Prime Media and ABS-CBN. At present, MSPC airs its shows in DZMM 630 AM radio and in cable channels under the brand Teleradyo Serbisyo.

V. Description of Property

Practically all of the Corporation's properties, which consisted of bank premises (land, buildings and leasehold rights) and real estate acquired through dacion and foreclosure while it was still a bank, were conveyed to BDO/PDIC pursuant to the MOA. The investment properties with market value of ₱69.88 million in 2017 was sold last September 21, 2018 for ₱51.82 million, inclusive of VAT, in order to use the funds to pay the Company's liabilities and defray its expenses.

VI. Business Transactions with Related Parties

The Corporation as of 30 June 2026 and 31 December 2025 summary of related party transactions are as follows:

<u>Parent Company and Other Related Party</u>

	Nature of Transaction	Amount of Transaction		Outstanding Balance	
		2026	2025	**30 June 2026**	31 December 2025
Loans receivable					
Entity under common key management	Loan	**₱–**	₱42,064,679	**₱874,028,250**	₱874,028,250
Interest receivable					
Entity under common key management	Accrued interested	**₱–**	₱60,283,877	**₱71,971,153**	₱71,971,153
Advances to joint venture					

	Nature of Transaction	Amount of Transaction **2026**	2025	Outstanding Balance **30 June 2026**	31 December 2025
Joint venture	Advances	**₱–**	₱10,543,389	**₱25,790,889**	₱25,790,889
Loan to the joint venture					
Joint venture	Loan	**₱–**	₱8,000,000	**₱8,000,000**	₱8,000,000
Due to related parties					
Joint venture	Additional share in net loss	**₱–**	(₱3,488,700)	**₱3,954,939**	₱3,954,939
Parent Company	Management fee	**–**	–	**13,880,000**	13,880,000
Entity under common control	Advances	**7,000,000**	–	**7,000,000**	–
				₱24,834,939	₱17,834,939
Long-term loan					
Stockholder	Loan	**₱–**	₱13,000,000	**₱13,000,000**	₱13,000,000
Interest payable					
Stockholder	Accrued interest	**₱–**	₱175,233	**₱175,233**	₱175,233
Deposit for future stock subscription					
Stockholders	Deposit for future stock subscription	**₱–**	₱20,500,000	**₱235,249,999**	₱235,249,999

Employees

As of 30 June 2026, the Corporation has no regular employees.

VII. Plan of Operation

The Corporation has no significant operational activity since its primary purpose was changed from that of a development bank to a holding company in December 2002 other than those described in Item 1 above. There are no known trends, events or material commitments that are expected to have a material favorable or unfavorable impact on the financial condition or on income from continuing operations.

The Corporation also signed subscription agreements with its major stockholders for total proceeds of ₱179 million, of which ₱70 million was received in April 2013 and the balance of ₱109 million was collected in May and June 2014. This further brought down the capital deficit and is the major source of funding for the expenses related to the transfer of the remaining assets to PDIC and BSP. Aside from the transfer of assets to PDIC and BSP, the Corporation continues to pursue the clean-up of its books and the settlement of its remaining obligations to pave the way for possible additional capital infusion from third party investors.

On 28 July 2021, the Board of the Corporation approved the amendment of the MOU with New Era for the parties to execute a more definitive agreement (such as a Memorandum of Agreement) to explore joint ventures in gaming and real estate development. The Board of Directors on 15 August 2022 approved the termination of the MOU with New Era as both parties no longer decided to proceed further with the prospective business ventures.

On 30 July 2021, the Corporation, RYM and the majority stockholders of PCMC executed a MOA which will allow the Corporation to obtain the assets, business, control and majority ownership of PCMC. The transaction will result in PCMC becoming a subsidiary of the Corporation. Upon completion of the transaction, the Corporation will be able to operate the assets of PCMC including, but not limited to, the television station operating under PRTV in Tacloban and 13 radio stations operating under the brand FMR (Favorite Music Radio).

On 15 August 2022, the Board of Directors of the Corporation approved the amendment of the PCMC MOA to take into consideration the subsequent incorporation of Golden Peregrine Holdings, Inc. which now owns One Hundred Percent (100%) of the outstanding capital stock of PCMC, and which is also owned One Hundred Percent (100%) by the former PCMC Shareholders, Atty. Hermogene H. Real and Michelle F. Ayangco.

On 18 January 2023, the Board of Directors of the Corporation authorized the amendment of the Memorandum of Agreement) (“MOA”) relating to the following: (a) Change the Exchange Ratio to 4,700 PRIM shares for 1 Golden Peregrine share pursuant to the updated appraisal report.(b) Subscription by Atty. Hermogene H. Real and Ms. Michelle Ayangco to One Billion Six Hundred Forty Five Million (1,645,000,000) PRIM Common Shares to be issued out of the proposed increase in authorized capital stock in consideration of the assignment of One Hundred Percent (100%) of the Outstanding Capital Stock of Golden Peregrine pursuant to the updated appraisal report.

On May 23, 2023, the Board of Directors approved the Subscriptions of (i) Valiant Consolidated Resources Inc. to One Hundred Twenty Five Million (125,000,000) unissued common shares and (ii) Cymac Holdings Corporation to Twenty Five Million (25,000,000) unissued common shares at PhP 2.70 per share based on 30-day Volume Weighted Average Price (VWAP) of PhP 2.6197 + 2.97% premium for a total consideration of PhP 405M to be paid in cash. Valiant Consolidated Resources Inc. and Cymac Holdings Corporation are separate and distinct entities not acting in concert in the subscription of the unissued shares of the Corporation.

On the same day, May 23, 2023, the Board of Directors approved the Joint Venture with ABS-CBN. The parties shall incorporate a Joint Venture Company wherein Prime Media shall have Fifty One Percent (51%) equity and initial subscription of Twenty Million Four Hundred Thousand (20,400,000) shares for a total value of Twenty Million Four Hundred Thousand Pesos (Php20,400,000.00). ABS-CBN shall have Forty Nine Percent (49%) equity with an initial subscription of Nineteen Million Six Hundred Thousand (19,600,000) shares for a total value of Nineteen Million Six Hundred Thousand Pesos (Php19,600,000.00). The Joint Venture entered into by Prime Media, and ABS-CBN is primarily for the purpose of developing, producing, and financing content, programs, and shows for distribution by other broadcast networks, channels, or platforms, locally and internationally.

Considering the pending application of the Corporation with the Securities and Exchange Commission and the lapse of time and progress of the transaction, on 31 May 2024, the Board approved the amendment of the MOA in relation to the subscription of Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as “Golden Peregrine Shareholders”) from One Billion Six Hundred Forty Five Million (1,645,000,000) to Nine Hundred Eighty Million (980,000,000) common shares for and in consideration of their assignment of 100% of the issued and outstanding shares in Golden Peregrine Holdings Inc. pursuant to the updated valuation report as of December 31, 2023.

VIII. Status of Operations

Under the MOA dated 12 September 2002 between the Corporation, BDO and PDIC, the Corporation agreed to transfer its assets and liabilities from its development bank operations to BDO and PDIC. Under the terms of MOA, the Corporation holds BDO free from any contingent claims, labor and minority issues and concerns arising from related assets and liabilities still managed by the Corporation until these are assumed by BDO.

The Corporation has accounted for separately the assets from its development bank operations pursuant to the MOA. It still has in its possession titles of real estate properties from its development bank operations with an aggregate value of ₱723.50 million as at 30 June 2024 and 31 December 2023. Moreover, the Corporation has cash in its custody of ₱13.90 million as at 30 June 2024 and 31 December 2023 arising from the proceeds of the sale of one of properties.

On 30 June 2023, the Corporation and ABS-CBN, incorporated MSPC with a 51:49 ownership interest ration in accordance with the JVA entered on 23 May 2023. The JVA provided mainly for the establishment, operation, management of MSPC and certain other matters related to MSPC. MSPC was incorporated with a primary purpose of developing, producing, and financing content, programs, and shows for distribution by other broadcast networks, channels, or platforms, locally and internationally.

In August 2023, the Corporation granted an unsecured loan to PCMC for the payments of its liabilities, acquisition of equipment, operations, and expansion of its business. The loan has no interest in the first year and 7.5% interest on succeeding years. The loan is to be paid within five years and can be paid in whole or in part at any time without penalty. The term of this loan has been shortened to thirty (30) months to be paid on or before February 28, 2026.

On October 21, 2024, the Corporation approved new private placement transactions with Cymac Holdings Corp. and Valiant Consolidated Resources, Inc. as summarized below:

Private Placement		**Total No. of Common Shares**	**Date of Issuance of Shares/ Comments**
Valiant Consolidated Resources, Inc.	1st Subscription	75,000,0000	Issued on November 11, 2024
	2nd Subscription	86,355,932	The remaining balance shall be paid in full after fulfillment of the following conditions: (a) Completion of the Golden Peregrine Transaction, and (b) An increase in capital stock is approved by the Securities and Exchange Commission (SEC).
Cymac Holdings Corporation	1st Subscription	15,000,000	Issued on August 22, 2025
	2nd Subscription	3,644,068	The remaining balance shall be paid in full after fulfillment of the following conditions: (a) Completion of the Golden Peregrine Transaction, and

			(b) An increase in capital stock is approved by the Securities and Exchange Commission (SEC).
TOTAL		**180,000,000**	

On the same date, the Corporation approved the request of PCMC to borrow a total amount of ₱531,000,000.00 with an initial loan of ₱461,000,000.00 payable over a period of five (5) years with 0% interest on the first year and 7% interest per annum in the succeeding years until fully paid. The remaining ₱70,000,000.00 shall be drawn at a later time by PCMC for its business expansion. The interest of this loan has been increased from 7% to 7.5% per annum considering the prevailing interest rates. The term has been shortened to 31 December 2025.

On November 11, 2024, the Corporation issued 75,000,000 new common shares to Valiant Consolidated Resources, Inc. at ₱2.95 per share for a total subscription price of ₱221,250,000.00.

On August 22, 2025, the Corporation issued additional 15,000,000 new common shares to Cymac Holdings Corporation at ₱2.95 per share for a total subscription price of ₱44,250,000.00 and said shares were subsequently listed with the PSE on March 11, 2026.

On January 08, 2025, the SEC approved the application for decrease in capital stock from ₱5,000,000,000.00 to ₱4,040,000,000.00 to reflect the reduction of the par value of the Series A Non-Voting and Convertible Preferred Shares from ₱1.00 to ₱0.04 without change in the number of shares of One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred shares.

On July 03, 2025, the SEC further approved the amendment of the Seventh Article of the Amended Articles of Incorporation of the Corporation as follows:

> *"SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Peso (PhP 1.00) per share, 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 and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and April 04, 2025, and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024).*

The amendment covers the implementation of the following transactions:

(a) Partial Conversion of outstanding Series "A" Non-Voting and Convertible Preferred shares into Common Shares at the conversion rate of 25 Series "A" Non-Voting and Convertible Preferred Shares with a par value of ₱0.04 per share to One (1) Common Share with a par value of ₱1.00 per share, applicable to Series A Shareholders whose shares when converted will not result to any fractional shares.

(b) Reclassification and Declassification of Series "B" Preferred Shares into Common Shares; and

(c) Creation of Series "C" Non-Voting and Redeemable Preferred Shares with a par value of ₱1.00 per share and Reclassification of all Foreign-

Owned Common Shares with a par value of ₱1.00 per share into Series “C” Non-Voting and Redeemable Preferred Shares with a par value of ₱1.00 per share.

The primary purpose of the amendment is to eliminate the foreign-held shares in compliance with the Corporation’s Amended Articles of Incorporation restricting foreign ownership.

On August 22, 2025, the Corporation issued 15,000,000 new common shares to Cymac Holdings Corporation at ₱2.95 per share for a total subscription price of ₱44,250,000.00 and the said shares were subsequently listed with the PSE on March 11, 2026.

On October 17, 2025, the Corporation issued 207,414 Series “C” Non-voting and Redeemable preferred shares to replace common shares held by foreign shareholders. The Series “C” shares were immediately redeemed upon issuance at ₱2.00 per share. After the redemption, the Corporation filed an application for decrease in capital stock to eliminate and/or retire those redeemed shares and was approved by the SEC on March 25, 2026.

In view of the approval of the decrease in capital stock, the Seventh Article of the Articles of Incorporation was amended as follows:

> *“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.)*

IX. Dividends

The Corporation has not declared dividends for the years 2025, 2024 and 2023. There are no restrictions that limit the payment of dividends on common shares. The Corporation has no unrestricted retained earnings considering its limited operations and the existence of financial deficit. Thus, the Corporation cannot declare dividends.

X. Commitments and Contingencies

MOA from Previous Banking Operations

The Company has outstanding commitments and contingent liabilities in relation to its MOA with BDO and PDIC. As discussed in Note 1, under the MOA dated September 12, 2002 between the Company, BDO and PDIC, the Company agreed to transfer its assets and liabilities from its previous development bank operations to BDO and PDIC.

The Company has accounted for separately the assets from its previous development bank operations pursuant to the MOA. It still has in its possession titles of real estate properties from its development bank operations with an original assigned value of ₱601.6 million per PDIC letter dated September 2016. Moreover, the Company has cash in its custody of ₱15.2 million as at December 31, 2025 and 2024 arising from the proceeds of the sale and compromise settlement of certain properties (see Note 15 of the Audited Financial Statements).

Bangko Sentral ng Pilipinas (BSP) Claim

On October 10, 2025, the BSP issued a formal demand letter to the Company to pay ₱669.4 million (BSP claim) arising from a Memorandum of Agreement (MOA) dated January 14, 1997 entered into by BSP and PDCP Development Bank (PDCP or the Company's former name) with conformity of First Producers Holding Corporation (First Producers). The matter is subject to the review of the BSP Monetary Board at the request of the Company and is currently under evaluation as at June 16, 2026.

The matter is subject to the review of the BSP Monetary Board at the request of the Company and is currently under evaluation as at June 16, 2026.

After being directed by the BOD on its meeting on December 15, 2025, the Management and legal counsels conducted a review of the circumstances, including the sequence of events leading to the claim, evaluate veracity of the claim and available defenses. Based on available information and documents, the Management and legal counsels have assessed that the BSP's demand should not be treated as a presently enforceable liability.

Management Report for the period ended June 30, 2026

The unaudited Financial Statements of the Corporation as at June 30, 2026 (with comparative audited Statements of Financial Position as at December 31, 2025), and for the six months ended June 30, 2026 is in compliance with generally accepted accounting principles and there were no changes made in accounting policies and methods of computation in the preparation of the interim financial statements.

Summary of statements of financial position as at June 30, 2026 and December 31, 2025:

	Unaudited June 30, 2026 (₱'000)	Audited December 31, 2025 (₱'000)	Increase (decrease) Amount (₱'000)	Percentage
Current assets	**₱908,012**	₱910,195	(₱1,825)	(0.20%)
Noncurrent assets	**39,947**	40,012	(32)	(0.08%)
Total Assets	**₱947,959**	₱950,207	(₱1,857)	(0.20%)
Current liabilities	**₱218,054**	₱216,326	₱454	(0.21%)
Noncurrent liabilities	**248,250**	248,250	–	–
Equity	**481,655**	485,631	(1,403)	(0.29%)
Total Liabilities and Equity	**₱947,959**	₱950,207	(₱1,857)	(0.20%)

Summary of unaudited statements of comprehensive income for the three months and six months ended June 30, 2026 and 2025:

	For the three months ended June 30	
	2026 (₱'000)	2025 (₱'000)
Revenues	**₱0.4**	₱3
Expenses	**(2,573)**	(1,100)
Loss before tax	**(2,572)**	(1,097)
Provision for income tax	–	–
Total comprehensive loss	**(₱2,572)**	(₱1,097)

	For the six months ended June 30	
	2026	2025
	(₱'000)	(₱'000)
Revenues	**₱0.8**	₱7
Expenses	**(3,976)**	(2,331)
Loss before tax	**(3,975)**	(2,324)
Provision for income tax	−	−
Total comprehensive loss	**(₱3,975)**	(₱2,324)

Summary of unaudited statements of cash flows for the three months and six months ended June 30, 2026 and 2025:

	For the three months ended March 30	
	2026	2025
	(₱'000)	(₱'000)
Net cash used in operating activities	**(₱7,418)**	(₱1,604)
Net cash used in investing activities	−	(5)
Net cash provided by financing activities	**7,000**	−
Decrease in cash	**(418)**	(1,608)
Cash at beginning of period	**1,045**	12,692
Cash at end of period	**₱626**	₱11,084

	For the six months ended March 30	
	2026	2025
	(₱'000)	(₱'000)
Net cash used in operating activities	**(₱9,337)**	(₱3,518)
Net cash used in investing activities	−	(10,537)
Net cash provided by financing activities	**7,000**	−
Decrease in cash	**(2,337)**	(14,055)
Cash at beginning of period	**2,963**	25,138
Cash at end of period	**₱626**	₱11,084

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

After being dormant for a long time, the Corporation is now pursuing ventures relating to the media. Thus, on May 23, 2023, the Board of Directors approved the Subscriptions of (i) Valiant Consolidated Resources Inc. to One Hundred Twenty Five Million (125,000,000) unissued common shares and (ii) Cymac Holdings Corporation to Twenty Five Million (25,000,000) unissued common shares at Php 2.70 per share based on 30-day Volume Weighted Average Price (VWAP) of Php 2.6197 + 2.97% premium for a total consideration of Four Hundred Five Million (Php405,000,000.00) in cash. Part of the proceeds from the private placements were used to establish Media Serbisyo Production Corp., a joint venture company established with ABS-CBN as well as to extend financial support by way of loan to Philippine Collective Media Corporation (PCMC) amounting to Three Hundred Seventy-Three Million Pesos (Php373,000,000.00) to allow PCMC to use the same to pay some liabilities, acquire equipment, cover operational expenses, and expansion of its business.

FINANCIAL CONDITION AND RESULTS OF OPERATION

RESULTS OF OPERATIONS

Three months ended June 30, 2026 compared with three months ended June 30, 2025

The results of operations for the three months ended June 30, 2026 and 2025 were net loss of ₱2.57 million and ₱1.10 million, respectively. Significant changes in the income statement accounts for the three months ended June 30, 2026 compared with the same period last year are as follows:

Income

The Corporation's interest income decreased by ₱2,122 or 84.91% compared with the same period last year, due to lower bank balances.

Expenses

Total expenses increased by ₱1.47 million or 133.89% compared with the same period last year. The significant increase in expenses is attributable to the following:

- **Taxes and licenses** increased by ₱0.13 million or 1,813.02% compared with the same period last year, due to the payment of real property tax due on the Corporation's condominium unit.

- **Rentals** increased by ₱0.01 million or 77.32% compared with the same period last year, due to the storage fee for safekeeping of the Corporation's documents.

- **Professional fees** increased by ₱0.05 million or 6.56% compared with the same period last year, mainly due to the payment of professional fees for the Corporation's activities during the period.

Six months ended June 30, 2026 compared with six months ended June 30, 2025

The results of operations for the six months ended June 30, 2026 and 2025 were net loss of ₱3.98 million and ₱2.32 million, respectively. Significant changes in the income statement accounts for the six months ended June 30, 2026 compared with the same period last year are as follows:

Income

The Corporation's interest income decreased by ₱0.01 million or 88.26% compared with the same period last year, due to lower bank balances.

Expenses

Total expenses increased by ₱1.65 million or 70.57% compared with the same period last year. The significant increase in expenses is attributable to the following:

- **Taxes and licenses** increased by ₱0.09 million or 137.62% compared with the same period last year, due to the payment of real property tax due on the Company's condominium unit.

- **Rentals** increased by ₱0.03 million or 195.54% compared with the same period last year, due to the storage fee for safekeeping of the Corporation's documents.

- **Professional fees** increased by ₱0.26 million or 19.54% compared with the same period last year, mainly due to the payment of professional fees for the Corporation's activities during the period.

STATEMENT OF FINANCIAL POSITION

The Corporation's total **Assets** decreased by ₱2.25 million or 0.24%. The movements in total assets are attributable to the following:

- **Cash** decreased by ₱2.34 million or 78.86%, mainly due to the payment of 2025 income tax and VAT payables.

- **Receivables** increased by ₱0.01 million or 0.01%, due to unliquidated cash advances during the period.

- **Other current assets** increased by ₱0.14 million or 14.70%, mainly due to the additional input VAT recognized during the period.

- **Property and equipment** decreased by ₱0.06 million or 24.62%, due to depreciation recognized during the period.

The Corporation's total **Liabilities** increased by ₱1.73 million or 0.37%, due to advances from related parties for additional funding.

The Corporation's total **Equity** decreased by ₱3.98 million or 0.82%, mainly due to the net loss recognized during the period.

STATEMENT OF CASH FLOWS

Three months ended June 30, 2026 compared with three months ended June 30, 2025

Net cash used in operating activities increased by ₱5,814 or 362.60% compared with the same period last year, mainly due to the payment of 2025 income tax and VAT payables.

Net cash used in investing activities decreased by ₱4,669 or 100.00%, due to the settlements of advances to related parties.

Net cash provided by financing activities increased by ₱7.00 million, due to advances from related parties for additional funding.

Six months ended June 30, 2026 compared with six months ended June 30, 2025

Net cash used in operating activities increased by ₱5.82 million or 165.42% compared with the same period last year, mainly due to the payment of 2025 income tax and VAT payables.

Net cash used in investing activities decreased by ₱10.53 million or 100.00%, due to the settlements of advances to related parties.

Net cash provided by financing activities increased by ₱7.00 million, due to advances from related parties for additional funding.

HORIZONTAL AND VERTICAL ANALYSIS

	30 June 2026	31 December 2025	Horizontal Analysis		Vertical Analysis	
	(Unaudited)	(Audited)	Amount	Percentage	2026	2025
ASSETS						

Current Assets						
Cash	**₱626,377**	₱2,963,162	(₱2,336,785)	(78.86%)	0.07%	0.31%
Receivables	**906,264,603**	906,254,603	10,000	0.01%	95.60%	95.38%
Other current assets	**1,121,106**	977,387	143,719	14.70%	0.12%	0.10%
Total Current Assets	**908,012,086**	910,195,152	(2,183,066)	(0.24%)	95.79%	95.79%
Noncurrent Assets						
Loans receivable	**39,750,000**	39,750,000	–	–	4.19%	4.18%
Property and equipment	**197,124**	261,516	(64,392)	(24.62%)	0.02%	0.03%
Total Noncurrent Assets	**39,947,124**	40,011,516	(64,392)	(0.16%)	4.21%	4.21%
	₱947,959,210	₱950,206,668	(₱2,247,458)	(0.24%)	100.00%	100.00%

LIABILITIES AND EQUITY

Current Liabilities						
Accrued expenses and other current liabilities	**₱193,218,942**	₱195,778,880	(₱2,559,938)	(1.31%)	20.38%	20.60%
Due to related parties	**24,834,939**	17,834,939	7,000,000	28.19%	2.62%	1.88%
Income tax payable	**–**	2,712,294	(2,712,294)	–	0.0%	0.29%
Total Current Liabilities	**218,053,881**	216,326,113	1,727,768	0.80%	23.00%	22.77%
Noncurrent Liabilities						
Deposit for future stock subscription	**235,249,999**	235,249,999	–	–	24.82%	24.76%
Loans payable	**13,000,000**	13,000,000	–	–	1.37%	1.37%
	248,249,999	248,249,999	–	–	26.19%	26.13%
Total Liabilities	**466,303,880**	464,576,112	(1,727,768)	0.37%	49.19%	48.90%
Equity						
Capital stock	**940,665,852**	940,873,266	(207,414)	(0.02%)	99.23%	99.02%
Additional paid-in capital	**187,554,046**	187,761,460	(207,414)	(0.11%)	19.79%	19.76%
Deficit	**(646,564,568)**	(642,589,342)	3,975,226	0.62%	(68.21%)	(67.63%)
Treasury stock	**–**	(414,828)	414,828	(100.00%)	–	(0.04%)
Total Equity	**481,655,330**	485,630,556	(3,975,226)	(0.82%)	50.81%	51.10%
	₱947,959,210	₱950,206,668	(₱2,247,458)	(0.24%)	100.00%	100.00%

Corporate Governance

On 26 June 2020, the Corporation adopted its 2020 Revised Manual on Corporate Governance, which details the standards by which it conducts sound corporate governance consistent with relevant laws and regulations and supersedes the Corporation's earlier 2016 Revised Manual on Corporate Governance.

Ultimate responsibility for the Corporation's adherence to its manual rests with its Board of Directors, and through three committees that are to be charged with oversight functions on specific areas of the Corporation's activities. The Audit Committee is charged with internal audit oversight over all of the Corporation's transactions. The Nomination Committee is charged with ensuring that those admitted as members of the Corporation's Board of Directors are qualified, as well as ensuring fair representation of independent directors in the Corporation's Board of Directors. Finally, the Compensation and Remuneration Committee is tasked to ensure that fair compensation practices are adhered throughout the organization.

In view, however, of its current condition, the Corporation is not actively conducting business. Despite the said absence of actual business operations, the Corporation is currently undergoing internal reorganization and is in the process of evaluating its compliance with its reporting obligations as a public company. As such, it is not in a position to fully comply with the provisions of the manual on corporate governance. There are no regular meetings conducted by the Committees. There is also no Compensation Committee, in view of the fact that the Corporation's directors and officers currently do not receive compensation for serving as such. Notwithstanding the foregoing, the Corporation continues to endeavor towards internally reorganizing and evaluating its compliances to the rules applicable to it as a public company. Despite the status of the business operations of the Corporation, it has submitted to the Securities and Exchange Commission current reports (SEC Form 17-C) and quarterly (SEC Form 17-Q) and annual (SEC Form 17-A) reports to update the investing public of its financial and operational condition.

In the Revised Manual on Corporate Governance, the Corporation adopts a policy on the training of directors, including an orientation program for directors and relevant annual continuing training for all directors, including an understanding of the contributions that the director is expected to make, an explanation of the Board and its committees, and an explanation of the Corporation's business, including corporate governance and other matters that will promote effective board performance and continuing qualification of the directors in carrying out their duties and responsibilities.

There are no other definitive plans yet to improve the corporate governance of the Company aside from the recently implemented company policy for Board Assessment Policy which was approved by the Board of Directors on 12 April 2022. The Board Assessment Policy adopts a primarily self-evaluation approach to measure the performance of the Board and the Committee Members, thus, the Company does not have an appraisal and performance reports of the board of directors.

To avoid conflict of interest, Directors inhibit voting in transactions that are considered self-dealing or related party transaction.

The following transactions are considered related party or self-dealing:

1. The sale of Valley Golf Share to the son of Mr. Rolando S. Santos, the incumbent Treasurer of the Corporation, at prevailing market price.

2. Ms. Michelle Ayangco and Atty. Hermogene Real, are the incumbent members of the Board of Directors of PMHI. Likewise, they are the One Hundred percent (100%) owner of the Golden Peregrine Holdings, Inc. ("GPHI") which now owns One Hundred percent (100%) of the outstanding capital stock of PCMC. Pursuant to proposed amendments to the MOA, they will subscribe to up to Nine Hundred Eighty Million (980,000,000) shares of PMHI pursuant to the updated valuation report as of December 31, 2023. As consideration for their subscription, Ms. Michelle Ayangco and Atty. Real shall assign and transfer their One Hundred percent (100%) ownership in GPHI to PMHI.

Market Information

The Corporation's shares of stock are being traded at the Philippine Stock Exchange under Banks and Financial Institutions and classified as Financials.

	Price	
	Low	**High**
Q1 (2023)	1.79	2.21
Q2 (2023)	1.80	3.03
Q3 (2023)	1.90	2.93

Q4 (2023)	2.62	3.08
Q1 (2024)	2.30	3.78
Q2 (2024)	2.60	4.58
Q3 (2024)	2.30	2.89
Q4 (2024)	1.62	2.85
Q1 (2025)	1.57	2.46
Q2 (2025)	1.90	1.90
Q3 (2025)	1.32	1.93
Q4 (2025)	1.07	1.49
Q1 (2026)	0.87	1.30
Q2 (2026)	0.95	0.70

The high and low prices of the Corporation's share as of the latest practicable trading date **28 July 2026** are Php 0.86 and Php 0.79, respectively. As of **30 June 2026**, the shares of the Corporation are held by One Thousand Six Hundred Eighty One (1,681) shareholders of common shares and One Hundred Thirty One (131) shareholders of preferred shares.

The list of the Top 20 Stockholders of Record of the Corporation as of **30 June 2026** are as follows :

A. Common Shares

	Name of Stockholders	**No. of Shares**	**Percentage of Ownership**
1	PCD Nominee Corporation (Filipino)	903,486,866	96.07%
2	RYM Business Management Corporation	8,927,940	0.95%
3	First Producers Holdings, Corp. FAO Ray Burton Dev't Corporation	6,175,789	0.66%
4	First Producers Holdings, Corp. FAO Producers Properties, Inc.	4,903,852	0.52%
5	Ray Burton Development Corporation	3,213,293	0.34%
6	Producers Properties, Inc.	3,013,701	0.32%
7	Mercantile Investment Company, Inc.	1,585,989	0.17%
8	Albert Del Rosario ITF Anthony Salim	1,289,279	0.14%
9	Lucio W. Yan &/or Clara Yan	600,000	0.06%
10	Joel B. Vargas	534,876	0.06%
11	Merlene So &/or So Peng Kee	239,000	0.03%
12	Maria T. Uy	211,200	0.02%
13	Jose Yu Go, Jr.	210,000	0.02%
14	Solar Securities, Inc.	200,000	0.02%
15	Ponciano V. Cruz Jr.	150,000	0.02%
16	Jovy Lim Go	150,000	0.02%
17	Que Lu Kiong	150,000	0.02%
18	Rufino H. Abad	142,011	0.02%
19	Luciano H. Tan	139,600	0.01%
20	Lamberto C. Dizon &/OR Erlinda V. Dizon	127,860	0.01%

B. Preferred Series "A" Shares

	Name of Stockholders	No. of Shares	Percentage of Ownership
1	Florentino L. Martinez	907,340	13.85%
2	Metrolab Employees Retirement Plan	545,040	8.32%
3	Helena Llereza	529,810	8.09%
4	E.Chua Chiaco SEC., Inc.	449,640	6.86%
5	Virginia U. Ng	344,470	5.26%
6	PNB Securities Inc.	300,280	4.58%
7	Diversified SEC., Inc.	218,080	3.33%
8	Eastern Securities Development Corporation	196,340	3.00%
9	Virginia U. Ng	183,130	2.80%
10	Marino Olondriz y Cia	143,880	2.20%
11	Andrew L. Litton	134,070	2.05%
12	Mandarin Securities Corporation	127,320	1.94%
13	David Fernando	122,090	1.86%
14	Aida Go	122,090	1.86%
15	Armstrong Securities Inc.	121,210	1.85%
16	Matthew B. Degay	97,670	1.49%
17	Lucky Securities Inc.	89,120	1.36%
18	Luys Securities Co. Inc	86,680	1.32%
19	Eustacio G. Edualino	84,240	1.29%
20	Zenaida V. Rotea	77,230	1.18%

UPON THE WRITTEN REQUEST OF THE STOCKHOLDER(S), THE CORPORATION UNDERTAKES TO FURNISH SAID STOCKHOLDER(S) WITH A COPY OF SEC FORM 17-A, FREE OF CHARGE, EXCEPT FOR THE EXHIBIT ATTACHED THERETO, WHICH SHALL BE CHARGED AT A COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHALL BE ADDRESSED TO **Atty. Diane Madelyn C. Ching**, **16th Floor BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City.**

ANNEX "A"

Procedure for Registration, Participation and Voting
in the 2026 Special Stockholders' Meeting
of Prime Media Holdings, Inc.

Prime Media Holdings, Inc. (the "Company") will be conducting its Special Stockholders' Meeting ("SSM") virtually via remote communications or *in absentia* on **14 August 2026 at 2:00 PM.**

Only Stockholders of record as of **06 August 2026** are entitled to participate and vote in the 2026 SSM.

I. Registration and Participation/Attendance Procedure:

1. Stockholders who intend to participate in the virtual SSM may register at **service@primemediaholdingsinc.com** by sending the following requirements for registration:

    a. *For individual stockholders:*
        i. Scanned copy of any valid government-issued ID;
        ii. Scanned copy of stock certificate in the name of the individual stockholder; and
        iii. Active contact number, either landline or mobile.
    b. *For stockholders with joint accounts:*
        i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the 2026 SSM;
        ii. Documents required under items 1.a (i) and (iii) for the authorized stockholder;
        iii. Scanned copy of stock certificate in the name of the joint stockholders.
    c. *For stockholders under PCD Participant / Brokers Account or "Scripless Shares":*
        i. Coordinate with the broker and request for the full account name and reference number or account number;
        ii. Documents required under items 1.a (i) and (iii).
    d. *For corporate stockholders:*
        i. Secretary's Certificate attesting to the authority of the representative to participate and / or vote in the 2026 SSM;
        ii. Documents required under items 1.a (i) and (iii) for the authorized representative;
        iii. Scanned copy of stock certificate in the name of the corporate stockholder.

2. Upon successful registration and validation of the documents submitted through email at **service@primemediaholdingsinc.com**, the stockholder will receive an email confirmation and a unique link which can be used to log in and view the 2026 SSM.
3. Only those stockholders who have registered following the procedure above, and stockholders who have voted by providing their executed Proxy Form shall be included for purposes of determining the existence of a quorum.
4. For purposes of voting during the 2026 SSM, please see section on Voting Procedure below.
5. For the Question-and-Answer portion during the 2026 SSM, stockholders may send their questions related to the agenda at **service@primemediaholdingsinc.com**. Due to limitations on technology and time, not all questions may be responded to during the 2026 SSM but the Company will endeavor to respond to all the questions through email.
6. The proceedings during the 2026 SSM will be recorded as required by the Securities and Exchange Commission.
7. Stockholders intending to participate by remote communication in the 2026 SSM are required to pre-register no later than **08 August 2026**.

8. In compliance with the SEC Notice dated **16 March 2021**, the Information Statement, the Management Report, SEC Form 17A and other pertinent documents may be accessed through the Company's website at **www.primemediaholdingsinc.com** and through PSE Edge.

II. Voting Procedure:

Stockholders may vote during the 2026 SSM by Proxy.

Voting by Proxy:

a. Download and fill up the Proxy Form at **https://primemedia.com.ph/ssm-prime2026/.** The Chairman, or in his absence, the President or the Corporate Secretary is authorized to cast the votes pursuant to the instructions in the Proxy Form.
b. Send a scanned copy of the executed proxy Form by email at **service@primemediaholdingsinc.com**
c. The scanned copy of the executed Proxy Form should be emailed to the above not later than **08 August 2026**.
d. The hard copy of the signed Proxy Form 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

For any questions or clarification, you may contact us through:

- Email at dcc.chinglaw@gmail.com; or
- Telephone number at 8831-4479; or
- Our stock transfer agent, Stock Transfer Service, Inc. (STSI), through
  - ✓ Richard Regala at rdregala@stocktransfer.com.ph or
  - ✓ Lea Mae Flores at lmmflores@stocktransfer.com.ph, or
  - ✓ STSI's telephone number at 8403-2410 or 8403-2412

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ATTY. GIDEON D.V. MORTEL**, Filipino, of legal age and a resident of 18 C.A. Raymond St., BF Resort Village, Talon Dos, Las Pinas City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **PRIME MEDIA HOLDINGS INC. ("the Corporation")** for the year 2026-2027.

2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
GM LAW FIRM	Managing Counsel	2024 - present
GOVERNANCE COMMISSION FOR GOCCs (GCG)	Commissioner	September 2022 to August 2023
Development Academy of the Philippines	Senior Executive Fellow	2015 to 2017
Senate of the Philippines	Director III	2010 to 2014
Integrated Bar of the Philippines	Member	1999 to present
Philippine Council on Foreign Relations	Member	2023 to present
Various Law Faculty Associations	Faculty Member of Various Law Schools	2012 to present

[redacted]

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code (SRC) and its Implementing Rules and Regulations and other issuances of the Securities and Exchange Commission ("SEC").

4. I am not in any way related to any director, officer, or substantial shareholder of the Corporation and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal, civil or administrative investigation or proceeding.

6. I am neither employed nor affiliated with any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of June 2026 at Las Piñas City.

[redacted]

ATTY. GIDEON D.V. MORTEL
Affiant

SUBSCRIBED AND SWORN to before me this JUL 28 2026 day of July 2026 at Las Piñas City, affiant personally appeared before me and exhibited his competent proof of identity (ID) as allowed by the notarial law and its rules and regulations.

[redacted]

ATTY. PR[redacted]C. ACHAS
Notary Public for and in the City of Las Piñas
Until 31 [illegible]
Notary Public
Notarial Commission No. [illegible]-25-030
Unit 11-A, 2nd Floor, LCS Bldg, Block 25 Lot 61,
Marcos Alvarez Ave., [illegible] Talon Singko, Las Piñas City
IBP No. 5862[illegible] / [illegible]-2026 / Pasig City
PTR No. 1294544[illegible] / 0[illegible]-2026 / Las Piñas City
Attorney's Roll No. 83274
MCLE Compliance No. VIII-0008405 / 4-30-2024

Doc. No. 506;
Page No. 103;
Book No. XXVIII;
Series of 2026.

Reference No. PRIM_LEG2026_CERT_001

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ATTY. JOSE M. ROY III**, Filipino, of legal age and a resident of **33 SOLARBEL-AIR – MAKATI CITY**, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for Independent Director of **PRIME MEDIA HOLDINGS INC. ("the Corporation")** for the year 2026-2027.

2. I am currently affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
ROY LAW OFFICES	MANAGING PARTNER	10 YEARS

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the Corporation, as provided for in Section 38 of the Securities Regulation Code (SRC) and its Implementing Rules and Regulations and other issuances of the Securities and Exchange Commission ("SEC").

4. I am not in any way related to any director, officer, or substantial shareholder of the Corporation and its subsidiaries and affiliates.

5. To the best of my knowledge, I am not the subject of any pending criminal, civil or administrative investigation or proceeding.

6. I am neither employed nor affiliated with any government agency.

7. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

8. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five (5) days from its occurrence.

[signature page follows]

JUL 2 7 2026

IN WITNESS WHEREOF, I have hereunto set my hand this __________ day of _________ 2026 at MAKATI CITY

[redacted]

JOSE M. ROY III
Affiant

SUBSCRIBED AND SWORN to before me this ________ day of JUL 2 7 2026 ____________ at MAKATI CITY affiant personally appeared before me and exhibited to me his Tax Identification Number [redacted]

Doc. No. 190;
Page No. 39;
Book No. II;
Series of 2026.

[redacted]
Notary Public for Makati City
Appt. No. M-223 Until 31 Dec. 2026
Roll of Attorneys No. 59087
IBP Membership No. 480027; 12/01/2024
PTR No. MKT-10769717AG; 01/12/2026
MCLE Compliance No. VIII-0042253;
3F ALPAP I Building, #140 Leviste Street
Salcedo Village, Makati City

Reference No. PRIM_LEG2026_SC_021

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal office address at 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.

2. I hereby certify that none of the Corporation's Regular Directors, Independent Directors and Officers are appointed or employed in any government agency.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 29 2026 2026 at Makati City.

[redacted]

ATTY. DIANE MADELYN C. CHING
Corporate Secretary

SUBSCRIBED AND SWORN to before me this JUL 29 2026 2026 in Makati City, affiant exhibited to me her IBP Roll of Attorneys No. [redacted]

NOTARY PUBLIC

Doc. No.: 200
Page No.: 41
Book No.: 4
Series of 2026.

[redacted]

[illegible] Public for Makati City
[illegible] Until 31 Dec. 2026
Roll of Attorneys No. [illegible]
IBP Membership No. [illegible]
PTR No. [illegible]
MCLE Compliance No. [illegible]
3F ALPAP I Building, [illegible] Street
Salcedo Village, Makati City