PRIME MEDIA Holdings, Inc.

PRIME MEDIA HOLDINGS, INC.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To All Stockholders:

Please be advised that the annual meeting of stockholders of **PRIME MEDIA HOLDINGS, INC.** (the "**Corporation**") will be held virtually on **05 December 2023 (Tuesday) at 2:00 p.m**. There will be no physical venue for the meeting. The meeting will be held virtually via remote communication at https://conveneagm.com/ph/prime2023, with the Chairman of the meeting presiding from Makati City.

The agenda of the meeting is as follows:

1. Call to Order.

2. Proof of Notice and Certification of Quorum.

3. Approval of Minutes of Previous Stockholders' Meeting.

4. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2022

5. Approval of the Additional Listing of 150,000,000 shares arising from Private Placements.

6. For Re-approval

    (a) Approval of the Amendment of the Articles of Incorporation (AOI) to reduce the par value of all Series A Preferred Shares from Php1.00 to PhP0.04 per share;

    (b) Approval to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1;

    (c) Amendment of the AOI to create a new class of Series C Redeemable Preferred Shares and to authorize the conversion of the remaining foreign-owned common shares to Series C Redeemable Preferred Shares subsequent to the conversion of all Series A Preferred Shares (There are approximately Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) foreign-owned common shares post conversion based on records as of 30 July 2022;

    (d) Amendment of the AOI to reclassify all Series B Preferred Shares to Common Shares;

    (e) Approval to redeem all Series C Preferred Shares at a redemption price equivalent to its par value of Php 1.00per share and payable in cash;

    (f) Amendment of the AOI to delete all provisions relating to the Preferred Shares (Series A, Series B and Series C) after the conversion of all Series A Shares, reclassification of Series B Shares and the redemption of Series C Preferred Shares;

(g) Approval to amend the Corporation's Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") relating to the issuance in favor of the Golden Peregrine Shareholders of up to One Billion Six Hundred Forty Five Million (1,645,000,000) Common Share, subject to final determination of the Board, third party appraisal, fairness opinions, and other closing conditions to be issued out of the Corporation's increase in authorized capital stock in consideration for the assignment of shares of stock of Golden Peregrine Holdings, Inc., representing one hundred percent (100%) of its outstanding capital stock;

(h) Amendment of the Articles of Incorporation to increase the authorized capital stock of up to Seven Billion Pesos (Php 7,000,000,000.00) as may be determined by the Board of Directors;

(i) Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule

7. Ratification of All Acts of the Board of Directors and Management

8. Election of Board of Directors.

9. Appointment of External Auditor.

10. Other Matters.

11. Adjournment.

For purposes of the meeting, stockholders of record as of **07 November 2023** are entitled to receive notice and to vote at the said meeting. Stockholders intending to participate by remote communication should pre-register at https://conveneagm.com/ph/prime2023 on or before **25 November 2023**. Please refer to the **Procedure for Participation and Voting at the 2023 Annual Stockholders' Meeting** (attached to the Definitive Information Statement) for detailed information on participation by remote communication and voting *in absentia* (electronic voting) or by proxy.

Pursuant to SEC's Notice dated March 13, 2023, a copy of the Notice of the meeting, Definitive Information Statement, minutes of the previous meeting of the stockholders, and other documents related to the meeting may be accessed through the Corporation's website https://www.primemediaholdingsinc.com/ and PSE Edge.

For any question about the conduct of the virtual meeting, you may refer to the Frequently Asked Questions at https://conveneagm.com/ph/prime2023 or email mdc.prim@gmail.com

Makati City, 13 November 2023.

DIANE MADELYN C. CHING
Corporate Secretary

*All proxies which have been previously submitted shall remain valid unless revoked.