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 **23 September 2022 (Friday) at 2:00 p.m.** To ensure and safeguard everyone's health and safety during the COVID-19 pandemic, there will be no physical venue for the meeting. The meeting will be held virtually via remote communication at https://conveneagm.com/ph/prime, 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, 2021

5. 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

6. Approval to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1

7. Amendment of the AOI to create a new class of Preferred Shares which shall be referred to as Series C Preferred Shares and to authorize the conversion of the remaining foreign-owned shares to Series C Preferred Shares subsequent to the conversion of all Series A Preferred Shares, with said foreign-owned shares approximately numbering Three Hundred Forty Thousand Six Hundred Sixty Four(340,664) based from records as of 30 July 2022,

8. Amendment of the AOI to reclassify all Series B Preferred Shares into Common Shares

9. Approval to redeem all Series C Preferred Shares with redemption price set at its par value per shares and payable in cash

10. Amendment of the AOI to reclassify Series A and Series C shares into Common Shares

11. Approval of the amended Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") for issuance of One Billion Six Hundred Seventy Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) Common Shares to be issued out of the proposed increase in authorized capital stock for Three Hundred Forty Nine Thousand Nine Hundred Ninety Three (349,993) shares of stock of Golden Peregrine.

12. Amendment of the Articles of Incorporation to increase the authorized capital stock up to Seven Billion Pesos (Php 7,000,000,000.00);

13. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule

14. Ratification of Management Acts.

15. Election of Board of Directors.

16. Appointment of External Auditor.

17. Other Matters.

18. Adjournment.

For purposes of the meeting, stockholders of record as of **02 September 2022** 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/prime on or before **13 September 2022**. Please refer to the **Procedure for Participation and Voting at the 2022 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 16 March 2021, a copy of the Notice of the meeting, Definitive Information Statement, Management Report, 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/prime or email mdc.prim@gmail.com

Makati City, 01 September 2022.

REUBEN CARLO O. GENERAL
Corporate Secretary

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