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 **13 October 2021 (Wednesday) 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/primemedia, 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, 2020.

5. Ratification of Management Acts.

6. Amendment of the Articles of Incorporation to:
   - (i) Reclassify the Preferred Class A and B Shares with par value of One Peso (Php 1.00) per share, to Common Shares with par value of One Peso (Php 1.00) per share, and delete all provisions relating to the Preferred Class A and B Shares;
   - (ii) Increase the authorized capital stock to Seven Billion Pesos (Php 7,000,000,000.00) divided into Seven Billion (7,000,000,000) Common Shares with a par value of One Peso (Php 1.00) per share;
   - (iii) Delete all provisions relating to banking operations; and
   - (iv) Include a provision prohibiting foreign ownership of shares.

7. Amendment of the By-laws to:
   - (i) delete all provisions relating to banking operations, and
   - (ii) to authorize the holding of virtual meetings by the stockholders, Board of Directors and Board Committees.

8. Approval of the subscription by the major shareholders of Philippine CollectiveMedia Corp. ("PCMC Shareholders") to 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, in consideration of the assignment and transfer of PCMC shares representing 99.9% of the outstanding capital stock of PCMC.

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

10. Authority to accept private placements for up to 300,000,000 common shares to be issued at a price equivalent to the par value of PhP 1.00 per share.

11. Election of Board of Directors.

12. Appointment of External Auditor.

13. Other Matters.

14. Adjournment.

For purposes of the meeting, stockholders of record as of **12 August 2021** 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/primemedia on or before **03 October 2021**. Please refer to the **Procedure for Participation and Voting at the 2021 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/primemedia** or email mdc.prim@gmail.com

Makati City, 21 September 2021.

MAILA LOURDES G. DE CASTRO
Corporate Secretary

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