

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 **30 October 2020 (Friday) at 2:00 p.m.** Due to the Covid-19 pandemic, there will be no physical conduct of the meeting. The meeting will be held virtually via remote communication at (<https://agm.conveneagm.org/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 Management Report and Audited Financial Statements
5. Ratification of All Acts of the Board of Directors and Management
6. Election of Directors
7. Appointment of the Independent External Auditor
8. Other Matters
9. Adjournment

For purposes of the meeting, stockholders of record as of September 09, 2020 are entitled to receive notice and to vote at the said meeting. Stockholders intending to participate by remote communication should pre-register at (<https://agm.conveneagm.org/primemedia>) on or before (October 20, 2020). Please refer to the **Requirements and Procedure for Participation and Voting at the 2020 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 April 20, 2020, 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 Company's website www.primemediaholdingsinc.com.

For any question about the conduct of the virtual meeting, you may refer to the Frequently Asked Questions in the Company's website www.primemediaholdingsinc.com or email mdc.prim@gmail.com.

Makati City, _____.



MAILA G. DE CASTRO
Corporate Secretary

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