

SAMPLE PROXY FORM

The undersigned stockholder of **PRIME MEDIA HOLDINGS INC.** (the “Company”) 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 annual meeting of the stockholders of the Company scheduled on 30 October 2020, 2:00 PM, at the 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City via a virtual meeting, 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 which have been expressly indicated with “X” below:

PROPOSAL	ACTION			
	FOR	AGAINST	ABSTAIN	
1. Approval of Minutes of the previous meeting				
2. Approval of Management Report and Audited Financial Statements				
3. Ratification of Management’s Acts				
4. Election of Directors:	FOR ALL	AGAINST ALL	ABSTAIN FOR	FULL DISCRETION OF PROXY
The nominees are: Manolito A. Manalo Bernadeth A. Lim Juan Victor S. Valdez Rolando S. Santos Antonio L. Tiu Nominees for independent directors: Johnny Y. Aruego, Jr. Francisco L. Layug III <i>Instruction: To withhold authority to vote for any nominee, please mark “Abstain” box and list the name(s) under.</i>				
5. Election of Reyes Tacandong & Co. as external auditor				
6. Other Matters				

Signed this ____ day of _____ 2020 at _____

PRINTED NAME OF THE STOCKHOLDER

SIGNATURE OF THE
STOCKHOLDER/AUTHORIZED
REPRESENTATIVE

This proxy must be acknowledged before a notary public and must be submitted to the Corporate Secretary on or before 20 October 2020, 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 _____ 2020 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. (PRIM) at any annual stockholders' meeting of PRIM, particularly, the annual stockholders' meeting to be held on _____, 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 annual stockholders' meeting of PRIM.”

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 2020.