

SAMPLE PROXY FORM

The undersigned stockholder of **PRIME MEDIA HOLDINGS INC.** (the “Corporation”) 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 Corporation scheduled on **05 December 2023**, 2:00 PM, via a virtual meeting hosted at the 16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City, 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 Previous Stockholders’ Meeting				
2. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2022.				
3. Approval of the Additional Listing of 150,000,000 shares arising from Private Placements.				
4. 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;				
5. Approval to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1;				
6. Amendment of the AOI to create a new class of Series C Redeemable Preferred Shares with a par value of PhP 1.00 per share 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; 7. Amendment of the AOI to reclassify all Series B Preferred Shares to Common Shares; 8. Approval to redeem all Series C Preferred Shares at a redemption price approved by the Board and payable in cash; 9. 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; 10. 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; 11. Amendment of the Articles of Incorporation to increase the authorized capital stock				
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of up to Seven Billion Pesos (Php 7,000,000,000.00) as may be determined by the Board of Directors;				
12. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule				
13. Ratification of All Acts of the Board of Directors and Management				
14. Election of Board of Directors:	FOR ALL	AGAINST ALL	ABSTAIN FOR	FULL DISCRETION OF PROXY
The nominees are: Manolito A. Manalo Bernadeth A. Lim Rolando S. Santos Hermogene H. Real Michelle F. Ayangco 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>				
15. Appointment of Reyes Tacandong & Co. as external auditor				
16. Other Matters				

Identification

This proxy is solicited by the Board of Directors and Management of Prime Media Holdings Inc. The solicited proxy shall be exercised by the Chairman or the stockholder's authorized representative.

Instruction

- a. For all agenda items other than "Call to Order", "Proof of Notice and Certification of Quorum", the proxy form shall be accomplished by marking in the appropriate box either "FOR", "AGAINST" or "ABSTAIN" according to the stockholder's/proxy's preference.

If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted in favor of the:

FOR Approval of Minutes of Previous Stockholders' Meeting.

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

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

FOR 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;

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

FOR Amendment of the AOI to create a new class of Series C Redeemable Preferred Shares with a par value of PhP 1.00 per share 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.);

FOR Amendment of the AOI to reclassify all Series B Preferred Shares to Common Shares;

FOR Approval to redeem all Series C Preferred Shares at a redemption price approved by the Board and payable in cash;

FOR 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;

FOR 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;

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

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

For Ratification of All Acts of the Board of Directors and Management

FOR Election of the following directors:

Regular Directors:

Manolito A. Manalo
Bernadeth A. Lim
Rolando S. Santos
Hermogene H. Real
Michelle F. Ayangco

Independent directors:
Johnny Y. Aruego, Jr.
Francisco L. Layug III

FOR the approval of the appointment of Reyes Tacandong & Co. as the Company's external auditor; and to authorize the Proxy to vote according to discretion of the Company's Chairman of the Meeting on any matter that may be discussed under "Other Matters".

- b. A Proxy Form that is returned without a signature shall not be valid.
- c. The matters to be taken up in the meeting are enumerated opposite the boxes on the accompanying Proxy Form. The names of the nominee directors are likewise enumerated opposite an appropriate space.
- d. If a stockholder will not be able to attend the meeting but would like to be represented thereat, he may submit his Proxy Form, duly signed and accomplished, to the Office of the Corporate Secretary at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City, on or before **25 November 2023**. Beneficial owners whose shares are lodged with Philippine Depository & Trust Corporation (PDTC) or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required I.D., present a notarized certification from the owner of record (*i.e.* the broker, bank or other fiduciary) that he is the beneficial owner, indicating thereon the number of shares. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting.

Validation of proxies will take place on 29 November 2023 at the office of the principal office of the Company.

Revocability of Proxy

A shareholder may revoke his proxy on or before the date of the Annual Meeting. The proxy may be revoked by the shareholder's written notice to the Corporate Secretary advising the latter of the revocation of the proxy, or by a shareholder's personal attendance during the meeting and appropriate advice to the Corporate Secretary of such revocation.

Persons Making the Solicitation

This solicitation is made by the Corporation. No director has informed the Company in writing or otherwise of his intention to oppose any action intended to be taken up at the meeting.

Solicitation of proxies will be done mainly by mail. Certain personnel of the Corporation will also solicit proxies in person or by telephone.

The estimated amount to be spent by the Corporation to solicit proxies is PhP20,000.00. The cost of solicitation will be borne by the Company.

Interest of Certain Persons in Matters to be Acted Upon

Ms. Michelle Ayangco and Atty. Hermogene Real, who are nominees for re-election as directors of the Corporation, are the 100% owner of Golden Peregrine Holdings, Inc. ("GPHI") which now owns 100% of the outstanding capital stock of PCMC. Pursuant to proposed amendments to the MOA, they will subscribe to up to One Billion Six Hundred Forty Five Million (1,645,000,000) shares of the Corporation subject to , subject to final determination of the Board, third party appraisal, fairness opinions, and other closing conditions. As consideration for their subscription, Ms. Michelle Ayangco and Atty. Real shall assign and transfer their 100% ownership in GPHI to the Corporation. Atty.

Hermogene Real is the President and majority shareholder of Mairete Asset Holdings Inc., who owns 11% of the Corporation.

Rolando S. Santos is a director and officer of Mairete Asset Holdings Inc. and the Corporation.

Atty. Diane Madelyn Ching is the Corporate Secretary of Mairete Asset Holdings Inc. and the Corporation.

Other than the above statements, no director or officer of the Corporation or any other nominee for election as director of the Corporation or any associate of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office as director of the Corporation. None of the officers or directors or any of their associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the stockholders' meeting.

There is no transaction during the last two years or proposed transactions, to which the Corporation was or is to be a party, in which any of the following person had or is to have a direct or indirect material interest:

- a) Any director or executive officer of the registrant
- b) Any nominee for election as a director
- c) Any security holder
- d) Any member of the immediate family
- e) Any arrangement or understanding with the participant, or any associate of the participant
 - i. With respect to any future employment by the registrant or its affiliates; or
 - ii. With respect to any future transaction to which the registrant or any of its affiliates will or may be a party.

Signed this ____ day of _____ 2023 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 **25 November 2023**, at 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.