

SAMPLE PROXY FORM

The undersigned stockholder of **PRIME MEDIA HOLDINGS INC.** (the “Corporation” or the “Company” or “PRIM”) 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 **30 August 2024, 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, 2023.				
3. Approval of the Amendment to reiterate the Non-Voting and Convertible features of the Series A Preferred Shares with mandatory conversion right of the Company.				
4. Approval of the Reduction of par value of Series A Non-Voting Convertible Preferred Shares from PhP 1.00 to PhP 0.04 without change in the number of shares resulting in the Decrease of the Authorized Capital Stock from Five Billion (PhP 5,000,000,000.00) to Four Billion Forty Million Pesos (PhP 4,040,000,000) thereby amending the Seventh Article of the Articles of Incorporation.				
5. Approval of the Reclassification of One Billion (1,000,000,000) Series A Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share and unissued One Billion (1,000,000,000) Series B Preferred Shares with a par value of PhP 1.00 per share, into One Billion				

Forty Million (1,040,000,000) Common Shares with a par value of PhP 1.00 per share, thereby amending the Seventh Article of the Articles of Incorporation.				
6. Approval of the Creation of Series “C” Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 per share, thereby amending the Seventh Article of the Articles of Incorporation.				
7. Approval of the Reclassification of Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Foreign-Owned Common Shares with a par value of Php 1.00 per share, into Three Hundred Forty Thousand Six Hundred Sixty Four (340,664), Series C Non-Voting Redeemable Preferred Shares, thereby amending the Seventh Article of the Articles of Incorporation.				
8. Approval of the Increase in the authorized capital stock from Four Billion Forty Million Pesos (Php 4,040,000,000.00) to Six Billion Pesos (Php 6,000,000,000.00) thereby amending the Seventh Article of the Articles of Incorporation.				
9. Approval of the mandatory redemption and retirement of all Series C Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 at a redemption price equivalent to at least its par value of PhP 1.00 per share or at the price determined by the Board and payable in cash resulting in the Decrease in the Authorized Capital Stock resulting from the mandatory redemption and retirement of the Series C Non-Voting Redeemable Preferred Shares.				

10. Approval of the Amendment of the Articles of Incorporation to delete all other provisions/ paragraphs in the Seventh Article relating to the Preferred Shares in view of the aforementioned amendments.				
11. Approval of the Exercise of the Company's mandatory conversion right to convert all of the outstanding Series A Non-Voting Convertible Preferred shares into Common Shares at the conversion rate of 25 Series A Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share, to One (1) Common Share with a par value of PhP 1.00 per share, resulting to the conversion of 14,366,260 Series A Non-Voting Convertible Preferred Shares into 574,650 common shares; No fractional shares shall be issued and the value of fractional shares will be paid in cash.				
12. Approval of the Creation of Additional Paid-In Capital (APIC) in the amount of PhP 13,791,610.00 equivalent to the excess capital arising from the conversion of the outstanding Series A Non-Voting Convertible Preferred Shares into Common Shares as described in item (6) above.				
13. Approval for the Approval for the Additional Listing of 574,650 common shares issued to shareholders after conversion of their Series A Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per shares into Common Shares with a par value of PhP 1.00 as described in item (6) above, if necessary.				

14. Amendment of the Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as “Golden Peregrine Shareholders”) and Reconfirmation of the issuance of 980,000,000 Common Shares for and in consideration of 100% of the issued and outstanding capital stock of Golden Peregrine Holdings Inc. pursuant to the updated valuation report.				
15. Approval for the Additional Listing of 980,000,000 common shares issued to Golden Peregrine Shareholders as described in item (9) above.				
16. Approval of Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule.				
17. Ratification of All Acts of the Board of Directors and Management				
18. 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>				
19. Appointment of Reyes Tacandong & Co. as external auditor				
20. 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 31 December 2023.

FOR Approval of the Amendment to reiterate the Non-Voting and Convertible features of the Series A Preferred Shares with mandatory conversion right of the Company.

FOR Approval of the Reduction of par value of Series A Non-Voting Convertible Preferred Shares from PhP 1.00 to PhP 0.04 without change in the number of shares resulting in the Decrease of the Authorized Capital Stock from Five Billion (PhP 5,000,000,000.00) to Four Billion Forty Million Pesos (PhP 4,040,000,000) thereby amending the Seventh Article of the Articles of Incorporation.

FOR Approval of the Reclassification of One Billion (1,000,000,000) Series A Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share and unissued One Billion (1,000,000,000) Series B Preferred Shares with a par value of PhP 1.00 per share, into One Billion Forty Million (1,040,000,000) Common Shares with a par value of PhP 1.00 per share, thereby amending the Seventh Article of the Articles of Incorporation.

FOR Approval of the Creation of Series "C" Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 per share, thereby amending the Seventh Article of the Articles of Incorporation.

FOR Approval of the Reclassification of Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Foreign-Owned Common Shares with a par value of PhP 1.00 per share, into Three Hundred Forty Thousand Six Hundred Sixty Four (340,664), Series C Non-Voting Redeemable Preferred Shares, thereby amending the Seventh Article of the Articles of Incorporation.

FOR Approval to Increase the authorized capital stock from Four Billion Forty Million Pesos (PhP 4,040,000,000.00) to Six Billion Pesos (PhP 6,000,000,000.00) thereby amending the Seventh Article of the Articles of Incorporation.

FOR Approval of the mandatory redemption and retirement of all Series C Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 at a redemption price equivalent to at least its par value of PhP 1.00 per share or at the price determined by the Board and payable in cash resulting in the Decrease in the Authorized Capital Stock resulting from the mandatory redemption and retirement of the Series C Non-Voting Redeemable Preferred Shares.

FOR Approval of the Amendment of the Articles of Incorporation to delete all other provisions/ paragraphs in the Seventh Article relating to the Preferred Shares in view of the aforementioned amendments.

FOR Approval of Exercise of the Company's mandatory conversion right to convert all of the outstanding Series A Non-Voting Convertible Preferred shares into Common Shares at the conversion rate of 25 Series A Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share, to One (1) Common Share with a par value of PhP 1.00 per share, resulting to the conversion of 14,366,260 Series A Non-Voting Convertible Preferred Shares into 574,650 common shares; No fractional shares shall be issued and the value of fractional shares will be paid in cash.

FOR Approval of the Creation of Additional Paid-In Capital (APIC) in the amount of PhP 13,791,610.00 equivalent to the excess capital arising from the conversion of the outstanding Series A Non-Voting Convertible Preferred Shares into Common Shares as described in item above.

FOR Approval of the Additional Listing of 574,650 common shares issued to shareholders after conversion of their Series A Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per shares into Common Shares with a par value of PhP 1.00 as described in item (6) above, if necessary.

FOR Approval of the Amendment of the Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") and Reconfirmation of the issuance of 980,000,000 Common Shares for and in consideration of 100% of the issued and outstanding capital stock of Golden Peregrine Holdings Inc. pursuant to the updated valuation report.

FOR Approval of the Additional Listing of 980,000,000 common shares issued to Golden Peregrine Shareholders as described in item above.

FOR Approval of 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 **20 August 2024**. 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 **23 August 2024** 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 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 Nine Hundred Eighty Million (980,000,000) common shares of the Corporation (based on updated third party appraisal), subject to final determination of the Board, third party appraisal, fairness opinion, 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 9.08% of the Corporation.

On July 30, 2021, the Company entered into a MOA with the majority stockholders of a mass media entity, Philippine Collective Media Corporation ("PCMC Shareholders"), wherein the PCMC Shareholders shall jointly subscribe to 1,679,966,400 common shares of the Company to be paid in the form of PCMC shares in order to obtain the business, assets and ownership of PCMC. Upon the execution of the transaction, the PCMC Shareholders will jointly gain control and majority ownership of approximately 70% of the Company's outstanding capital stock. With PCMC's national franchise, the Company may use this as a leverage to provide other content providers an avenue to broadcast their contents, regionally and nationwide, for profit.

On 15 August 2022, the Board of Directors of the Corporation approved the amendment of the PCMC MOA to take into consideration the subsequent incorporation of Golden Peregrine Holdings, Inc. which now owns 100% of the outstanding capital stock of PCMC, and which is also owned 100% by the former PCMC Shareholders, Atty. Hermogene H. Real and Michelle F. Ayangco.

On 18 January 2023, the Board of Directors of the Corporation authorized the amendment of the Memorandum of Agreement) (“MOA”) relating to the following: (a) Change the Exchange Ratio to 4,700 PRIM shares for 1 Golden Peregrine share pursuant to the updated appraisal report as of December 2022.(b) Subscription by Atty. Hermogene H. Real and Ms. Michelle Ayangco to 1,645,000,000 PRIM Common Shares to be issued out of the proposed increase in authorized capital stock in consideration of the assignment of 100% of the Outstanding Capital Stock of Golden Peregrine pursuant to the updated appraisal report.

Considering the pending application of the Company with the Securities and Exchange Commission and the lapse of time and progress of the transaction, on 31 May 2024, the Board approve the amendment of the MOA in relation to the subscription of Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as “Golden Peregrine Shareholders”) from 1,645,000,000 to 980,000,000 common shares for and in consideration of their assignment of 100% of the issued and outstanding shares in Golden Peregrine Holdings Inc. pursuant to the updated valuation report as of December 31, 2023.

The proposed amendments are necessary to be presented for re-approval of the shareholders as the current agenda includes clarification, modification and supplemental proposed actions to ensure implementation in order to meet the objectives of the Company.

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 Corporation, Mairete Asset Holdings Inc. and Armstrong Capital Holdings Corp.

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 _____ 2024 at _____

PRINTED NAME OF THE STOCKHOLDER

SIGNATURE OF THE
STOCKHOLDER/AUTHORIZED
REPRESENTATIVE

This proxy need not be notarized but must be submitted to the Corporate Secretary on or before **20 August 2024**, 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.