PRIME MEDIA Holdings, Inc.

# MINUTES OF THE ANNUAL MEETING OF THE STOCKHOLDERS OF PRIME MEDIA HOLDINGS, INC.

*Conducted virtually via Zoom*
*Held on July 15, 2026 at 2:00 P.M.*

**Stockholders Present:**

| *No. of Shares[1]* | *% of Outstanding Common Shares* | *% of Outstanding Common and Preferred Shares* |
|---|---|---|
| **740,853,989** | **78.78%** | **78.24%** |

**Directors Present:**

| | |
|---|---|
| Atty. Dennis P. Manalo | *Chairman of the Board and President* |
| Atty. Bernadeth A. Lim | *Vice-President*<br>*Director*<br>*Member, Audit, Governance, Oversight and Related Party Transaction Committee* |
| Mr. Rolando S. Santos | *Director*<br>*Treasurer*<br>*Member, Executive Committee* |
| Atty. Hermogene H. Real | *Director*<br>*Member, Executive Committee*<br>*Member, Nomination and Corporate Governance Committee* |
| Ms. Michelle F. Ayangco | *Director* |
| Engr. Francisco L. Layug, III | *Outgoing Independent Director*<br><br>*Chairman, Nomination and Corporate Governance Committee,*<br>*Member, Audit, Governance, Oversight and Related Party Transaction Committee* |

**Director/s Absent:**

| | |
|---|---|
| Atty. Johnny Y. Aruego, Jr. | *Outgoing Independent Director*<br><br>*Chairman, Audit, Governance, Oversight and Related Party Transaction Committee*<br>*Member, Nomination and Corporate Governance Committee* |

**Officer/s Present:**

| | |
|---|---|
| Atty. Diane Madelyn C. Ching | *Corporate Secretary* |

[1] Total number of Proxies and Attendance

| | |
|---|---|
| Mr. Emerson P. Paulino | *Risk Management Officer, Compliance Officer and Data Privacy Officer* |

**Other/s Present:**

| | |
|---|---|
| Ms. Pamela Ann Escuadro | *Reyes, Tacandong and Co.* |
| Ms. Gigi Dela Cruz | *Reyes, Tacandong and Co.* |
| Ms. Bel Fernando | *Reyes, Tacandong and Co.* |
| Ms. Lea Mae Flores | *Stock Transfer Service, Inc.* |
| Ms. Paulo Herrera | *Stock Transfer Service, Inc.* |

## I. CALL TO ORDER

The Chairman of the Board, Atty. Dennis P. Manalo ("Chairman Manalo"), called the meeting to order and virtually presided over the same from Makati City. He requested the Corporate Secretary to identify the key persons present in the meeting.

The Corporate Secretary, Atty. Diane Madelyn C. Ching ("Corporate Secretary"), acknowledged the presence of the following members of the Board of Directors at the meeting:

| | |
|---|---|
| Atty. Dennis P. Manalo | Chairman of the Board/President |
| Atty. Bernadeth A. Lim | Director/ Vice President |
| Atty. Hermogene H. Real | Director |
| Ms. Michelle F. Ayangco | Director |
| Mr. Rolando S. Santos | Director/ Treasurer |
| Engr. Francisco L. Layug, III | Outgoing Independent Director |

She also acknowledged the presence of the representatives from the Company's external auditor, Reyes, Tacandong, and Company (RTC).

## II. PROOF OF NOTICE AND CERTIFICATION OF QUORUM

The Corporate Secretary certified that the notice of the annual meeting, including the agenda, was published in print and online format in the business sections of the *Daily Tribune* and *Malaya Business Insight*, both newspapers of general circulations, through the following links, for 2 consecutive days on **June 22 and 23, 2026**:

***Malaya Business Insight:***
*July 22, 2026: https://malaya.com.ph/notices/notice-of-annual-stockholders-meeting-prime-media-holdings-inc-2/*

*July 23, 2026: https://malaya.com.ph/notices/notice-of-annual-stockholders-meeting-prime-media-holdings-inc/*

***Daily Tribune**:*
*July 22, 2026: https://tribune.net.ph/2026/06/21/prime-media-holdings-inc-notice-of-annual-stockholders-meeting-3*
*July 23, 2026: https://tribune.net.ph/2026/06/22/prime-media-holdings-inc-notice-of-annual-stockholders-meeting-4*

A copy of the notice, together with the Definitive Information Statement, Minutes of the previous Annual Stockholders' Meeting, and other documents related to this meeting were also made accessible through the Company's website, PSE Edge, and the meeting portal.

As set out in the Requirements and Procedure for Participation and Voting in this meeting which was attached to the Company's Definitive Information Statement, stockholders who successfully registered within the prescribed period will be included in the determination of quorum. For those who voted by proxy or participated remotely in this meeting, a stockholder will be deemed present for purposes of determining quorum.

The Corporate Secretary further certified that based on records, stockholders owning at least **740,853,989** number of shares representing at least **78.78%** of the total outstanding capital stock were present at the meeting, and that a quorum existed for the transaction of business.

| Mode of Attendance | No. of Shares | % of Outstanding Common Shares | % of Outstanding Common & Preferred Shares |
|---|---|---|---|
| **Total Proxies and Attendance** | **740,853,989** | **78.78%** | **78.24%** |

Chairman Manalo stated that while the Corporation was holding the meeting virtually, the Corporation had taken steps to ensure that the stockholders would have an opportunity to participate in the meeting to the same extent as they would have had the meeting been done in person.

The Corporate Secretary then proceeded to explain the participation and voting procedures adopted for the meeting and emphasized the following points:

**(i)** Under the Corporation's By- Laws, every stockholder shall be entitled to one vote for each share of stock standing in his/her name in the books of the Company. For the election of directors, each stockholder may cumulate his/her votes.

**(ii)** Stockholders who successfully registered for this meeting were given the opportunity to cast their votes by submitting their proxy form. There are 12 items for approval excluding the adjournment, as indicated in the agenda set out in the notice.

**(iii)** For the approval of the proposed amendments to the Articles of Incorporation, an affirmative vote of the shareholders representing at least two thirds (2/3) of the outstanding capital stock is required for such approval pursuant to Section 15 of the Revised Corporation Code of the Philippines.

**(iv)** For the approval of the proposed amendments to the Company By-laws, an affirmative vote of the shareholders of at least a majority of the outstanding capital stock is required as prescribed under Section 47 of the Revised Corporation Code of the Philippines.

**(v)** For all other matters proposed to be acted upon, the affirmative vote of the shareholders representing at least a majority of the outstanding common capital stock will be needed for approval.

**(vi)** For the Election of Directors, the stockholders had the option to vote their shares for each of the nominees, not vote for any nominee, or vote for one or some nominees only, in such number of shares as the stockholders prefer; *provided* that the total number of votes cast did not exceed the number of shares owned by them multiplied by the number of directors to be elected. Since we are only electing 5 regular directors, the 5 nominees receiving the highest number of votes will be declared the duly elected members of the Board of Directors.

For purposes of the meeting, the stockholders were informed that on June 26, 2026, the Securities and Exchange Commission ("SEC" or "Commission") approved the Company's request for exemptive relief to allow the Company to proceed with today's Annual Stockholders' Meeting (ASM) without the election of the independent directors, provided, that a Special Stockholders' Meeting be conducted within 30 calendar days from the ASM to elect such independent directors.

In view thereof, the Company shall issue a Notice to convene a Special Stockholders' Meeting called for that purpose at least seven (7) days prior to the proposed date of Special Stockholders' Meeting in accordance with Sections 49 and 50 of the Revised Corporation Code, SEC Memorandum Circular No. 7, Series of 2021 and other relevant laws, rules and regulations of the Commission and the Company's Bylaws.

**(vii)** Votes received through electronic voting or by proxy form were validated by Stock Transfer and Services Inc., the Company's stock and transfer agent. The results of the voting, with full details of the affirmative and negative votes, as well as abstentions, are set out in **Annex "A"** of these Minutes.

**(viii)** Finally, the Corporate Secretary explained that Stockholders, once successfully registered, were also given an opportunity to raise questions or express comments limited to the agenda items by submitting the same through email or this meeting portal. For good order, any questions and/or comments received will be answered through email.

## III. APPROVAL OF MINUTES OF THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING

The Chairman presented the first item on the agenda which is the approval of the minutes of the previous annual meeting of the shareholders held on **31 July 2025.** He informed the stockholders that the electronic copy of such minutes was made available through the Corporation's website and PSE Edge.

The Corporate Secretary presented the following resolution approving the Minutes of the Annual Stockholders' Meeting held on **31 July 2025:**

**Resolution No. SM-1-2026-001**

> **"RESOLVED**, that the minutes of the Annual Stockholders' Meeting of the Corporation held on **31 July 2025** be, as it is hereby, approved."

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.78%** of the outstanding common capital stock, voted in favor of approving the minutes, zero (0) shares voted against, and zero (0) shares abstained on the matter. The affirmative votes were sufficient to approve the resolution. Thus, the resolution was approved.

## IV. APPROVAL OF THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2025

Chairman Manalo delivered his message to the shareholders.

**<u>CHAIRMAN'S MESSAGE FOR THE 2026 PMHI ANNUAL REPORT</u>**

To our shareholders, partners, colleagues, and valued viewers, thank you for joining us today.

Three years ago, we entered the media industry with a clear vision and a deep sense of responsibility. We believed that in a time when information is everywhere, what people value most is journalism they can trust.

Today, I am proud to say that our media joint venture, Media Serbisyo Production Corp. has become one of the country's most trusted platforms for news and public affairs. With the continued support of the Company, MSPC has significantly strengthened its performance, reducing its net loss by PhP 29 million, or 53%, compared with 2024. At the same time, it has earned the trust of audiences across the country through balanced, responsible, and impactful journalism.

This achievement would not have been possible without our outstanding team of veteran journalists, producers, and media professionals. Their dedication to truth, integrity, and responsible reporting has built the strong reputation our network enjoys today.

In just three years, DZMM Teleradyo has ranked No. 1 for Cable News Channel in Mega Manila based on Fifty5Blue formerly Kantar Media Philippines' TV Audience Measurement and No. 3 for DZMM AM radio for Radio Audience Measurement in the second quarter of 2026. While we are proud of this milestone, we see it as more than just a measure of viewership, it is a reflection of the public's trust and a reminder of the responsibility that comes with it.

Through your continued trust and support, we have strengthened our programming, expanded our reach, and reaffirmed our commitment to responsible, quality broadcasting for every Filipino household we serve. None of this would have been possible without the dedication of our teams, the confidence of our shareholders, and the loyalty of our audience.

As we look ahead, we remain committed to investing in quality journalism, embracing innovation, and expanding our coverage so we can continue informing, engaging, and empowering more communities across the country.

To our shareholders, partners and, most especially, our loyal viewers—thank you for believing in our vision and being part of this remarkable journey.

Together, we will continue to raise the standard of responsible journalism and create an even greater impact in the years ahead.

> On behalf of the Board and management, *maraming salamat* po. Here's to another year of media excellence, media partnership, and meaningful media service.

Thereafter, he requested for the approval of the Annual Report and the Audited Financial Statements for the year ended December 31, 2025 which were made available through the Corporation's website and PSE Edge.

The Corporate Secretary then presented the resolution for approval, as follows::

**Resolution No. SM-1-2026-002**

> "**RESOLVED**, that the Corporation's Annual Report and the Audited Financial Statements for year ended December 31, 2025, be, as it is hereby, approved."

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.78%** of the outstanding common capital stock, voted in favor of approving the annual report and audited financial statements for the year ended December 31, 2025, zero (0) shares voted against, and zero (0) shares abstained on the matter. Since the affirmative votes were sufficient to approve the resolution, it is deemed approved.

**V. FOR APPROVAL: CONVERSION OF THE REMAINING SIX MILLION FIVE HUNDRED FORTY-NINE THOUSAND NINE HUNDRED SIXTY (6,549,960) SERIES "A" NON-VOTING CONVERTIBLE PREFERRED SHARES INTO COMMON SHARES AT THE CONVERSION RATE OF 25 SERIES "A" NON-VOTING AND 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 EQUIVALENT TO ISSUANCE OF APPROXIMATELY TWO HUNDRED SIXTY ONE THOUSAND NINE HUNDRED NINETY EIGHT (261,998) COMMON SHARES WITH A PAR VALUE OF PHP 1.00 PER SHARE. FRACTIONAL SHARES ARISING FROM SUCH CONVERSION SHALL BE PAID IN CASH AND/OR ELIMINATED BY WAY OF RETIREMENT AND DECREASE IN AUTHORIZED CAPITAL STOCK, AS AUTHORIZED BY THE BOARD.**

The Chairman requested the Corporate Secretary to read the next item in the agenda. The Corporate Secretary read the next agenda which is the conversion and reclassification of the remaining 6,549,960 Series "A" non-voting and convertible preferred shares into approximately 261,998 common shares based on a conversion rate of Twenty Five (25) Series "A" non-voting and convertible preferred shares with a par value of Four Centavos (PhP 0.04) per share to One (1) Common Share with a par value of One Peso (PhP1.00) per share.

It was further noted that any resulting fractional shares shall be settled in cash and/or eliminated through retirement, with a corresponding decrease in the authorized capital stock as approved by the Board.

She also presented the following resolutions approving the proposed action:

**Resolution No. SM-1-2026-003**

> "**RESOLVED,** as it is hereby resolved, that the Corporation be authorized and empowered, as it is hereby authorized and empowered, to convert and reclassify the remaining Six Million Five Hundred Forty-Nine Thousand Nine Hundred Sixty (6,549,960) Series "A" Non-Voting Convertible Preferred Shares into common shares at the conversion rate of 25 Series "A" Non-Voting and 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 equivalent to issuance of approximately Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) common shares with a par value of PhP 1.00 per share.
>
> Fractional shares arising from such conversion shall be paid in cash and/or eliminated by way of retirement and decrease in authorized capital stock, as authorized by the board."

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.24%** of the total outstanding common and preferred capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. The affirmative votes were sufficient to approve the resolution. Thus, the resolution was approved.

## VI. FOR APPROVAL: ADDITIONAL LISTING OF APPROXIMATELY 261,998 COMMON SHARES ISSUED TO SHAREHOLDERS AFTER CONVERSION OF SERIES "A" NON-VOTING CONVERTIBLE PREFERRED SHARES WITH A PAR VALUE OF PHP 0.04 PER SHARE INTO COMMON SHARES WITH A PAR VALUE OF PHP 1.00 AS DESCRIBED IN ITEM 8.1 ABOVE, IF NECESSARY.

The Chairman requested the Corporate Secretary to read the next item in the agenda. The Corporate Secretary read the next item on the agenda which is the additional listing with the Philippine Stock Exchange (PSE) of approximately Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) Common Shares issued to shareholders after conversion of Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share into Common Shares with a par value of One Peso (PhP 1.00) per share, if necessary.

The Corporate Secretary presented the resolutions approving the additional listing of approximately 261,998 common shares to the PSE as follows:

**Resolution No. SM-1-2026-004**

> "**RESOLVED**, as it is hereby resolved, that the Corporation be authorized to list with the Philippine Stock Exchange an approximate Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) common shares issued to shareholders after conversion of Series "A" Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00."
>
> "**RESOLVED, FURTHER**, that the Corporation's President, Treasurer and/or the Corporate Secretary be authorized and empowered, as they are hereby authorized and empowered, to represent the Corporation before any relevant agencies with full power and authority to sign, execute, and deliver any and all documents, forms, instruments, or certifications necessary for the listing of shares."

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.78%** of the outstanding common capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. The affirmative votes were sufficient to approve the resolution. Thus, the resolution was approved.

## VII. APPROVAL: AMENDMENT OF ARTICLES OF INCORPORATION FOR DECREASE IN THE AUTHORIZED CAPITAL STOCK FROM FOUR BILLION THIRTY-NINE MILLION SIX HUNDRED FIFTY-NINE THOUSAND THREE HUNDRED THIRTY-SIX PESOS ((PhP 4,039,659,336.00) TO THREE BILLION NINE HUNDRED NINETY-NINE MILLION SIX HUNDRED FIFTY-NINE THOUSAND THREE HUNDRED THIRTY-SIX PESOS (PhP 3,999,659,336.00) RESULTING FROM THE RETIREMENT OF SERIES A PREFERRED CLASS.

The Chairman requested the Corporate Secretary to read the next item in the agenda. The Corporate Secretary read the next item on the agenda which is the proposal to amend the Articles of Incorporation reflecting a decrease in the authorized stock from Four Billion Thirty-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 4,039,659,336.00) to Three Billion Nine Hundred Ninety-Nine Million Six Hundred

Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) to retire all Series "A" Preferred Shares.

The Corporate Secretary then presented the following resolution approving the proposed amendment of the Seventh Article of the Articles of Incorporation reflecting the decrease in capital stock:

**Resolution No. SM-1-2026-005**

> "**RESOLVED**, as it is hereby resolved, that the authorized capital stock of the Corporation be decreased to Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) resulting from the retirement of Series A preferred class and that the SEVENTH ARTICLE of the Corporation's Articles of Incorporation be amended as follows:
>
> "**SEVENTH**- that the capital stock of said Corporation is Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six (3,999,659,336) common shares with a par value of One Peso (PHP 1.00) per share."

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.24%** of the total outstanding common and preferred capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. Considering the vote of the stockholders holding 2/3 of the total outstanding common and preferred capital stock, the resolution was approved.

## VIII. FOR APPROVAL: AMENDMENT OF THE ARTICLES OF INCORPORATION TO DELETE ALL OTHER PROVISIONS/ PARAGRAPHS IN THE SEVENTH ARTICLE RELATING TO PREFERRED SHARES.

The Chairman requested the Corporate Secretary to read the next item in the agenda. The Corporate Secretary read the next item on the agenda which is the proposal to amend the Seventh Article of the Articles of Incorporation to delete all existing provisions and paragraphs relating to preferred shares, thereby streamlining the capital structure to reflect only one (1) class of common shares. The amendment is intended to simplify the

Corporation's share classification and align the Articles of Incorporation with the current shareholding and capital structure.

The Corporate Secretary then presented the resolution approving the proposed amendment of the Seventh Article of the Articles of Incorporation deleting all existing provisions and paragraphs relating to preferred shares:

**Resolution No. SM-1-2026-006**

"**RESOLVED**, as it is hereby resolved, that the Corporation be authorized and empowered, as it is hereby authorized and empowered to amend the Seventh Article of the Articles of Incorporation to delete all other provisions/ paragraphs relating to preferred shares to have one (1) class of shares."

"**RESOLVED, FURTHER**, that pursuant to the foregoing resolution, the Seventh Article of the Articles of Incorporation shall be amended as follows:

"**SEVENTH**- that the capital stock of said Corporation is Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six (3,999,659,336) common shares with a par value of One Peso (PHP 1.00) per share.

The shareholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of the capital stock of the Corporation. (*As amended on May 17, 1994; May 21, 1996; November 17,1999*)

Ownership of the Corporation's shares shall be limited to Philippine citizens, or to corporations, cooperatives, or associations wholly-owned and managed by such citizens, in order to enable the Corporation to invest in shares of stock of corporations or entities which are required to be wholly owned by Philippine citizens or corporations, cooperatives or associations, wholly-owned and managed by such citizens as provided in Section 11, Article XVI of the Philippine Constitution. No issuance, transfer, or sale of stock or interest in the Corporation shall be allowed or permitted to be recorded in the proper books of the Corporation, except to Philippine

> citizens, or to corporations, cooperatives or associations, wholly-owned and managed by such citizens. (*As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021 and by the Board of Directors on October 13, 2021*)
>
> The provisions of the preceding paragraph of the SEVENTH ARTICLE shall be printed on all stock certificates to be issued by the Corporation. (*As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021 and by the Board of Directors on October 13, 2021*).

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.24%** of the total outstanding common and preferred capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. The affirmative votes were sufficient to approve the resolution. Considering the vote of the stockholders holding 2/3 of the total outstanding common and preferred capital stock, the resolution was approved.

**IX. FOR APPROVAL: AMENDMENT OF THE CORPORATION'S BY-LAWS**

The Chairman requested the Corporate Secretary to read the next item in the agenda. The Corporate Secretary read the next item on the agenda which is the amendment of the Corporation's by-laws specifically Sections 1 and 2 of Article I and Sections 6 and 7 of Article II to conform with the provisions of the Revised Corporation Code of the Philippines and the applicable rules and regulations of the Securities and Exchange Commission (SEC). The Corporate Secretary mentioned that the vote of the shareholders owning the majority of the outstanding capital stock is necessary to approve the amendments.

The Corporate Secretary presented the following resolutions approving the proposed amendment of the Corporation's by-laws:

**A. <u>Section 1 of Article I</u>**

i. Setting a new date for the Annual Stockholders Meeting from third Tuesday of May to third Tuesday of September of each year.
ii. Change in the notice period of shareholder meetings from fifteen (15) days to twenty (21) days prior to the date of the meeting.

**Resolution No. SM-1-2026-007**

> "**RESOLVED**, as it is hereby resolved, that the Corporation be authorized and empowered, as it is hereby authorized and

empowered to amend Section 1 of Article I of the Corporation's By-Laws."

"**RESOLVED, FURTHER**, that pursuant to the foregoing resolution, the Corporation's By-laws shall be amended as follows:

> **Art. I, Section 1**. The annual meetings of stockholders for the election of Directors and the transaction of such other business as may be proper, shall be held at any place in Metro Manila (*As amended on May 20, 1997*), on the third Tuesday of September of each year starting at 4:00 o'clock in the afternoon of that day, except when it falls on a holiday, in which case it shall be held on the following business day commencing on the same hour. It may also be held by remote communication or in absentia. Notice of the time and place of such meeting shall be given either by mail to each stockholder of record at his last known place of residence or business, duly posted at least twenty-one (21) calendar days before the date, thereof, or by publication once a week for three consecutive Tuesdays, the last of which shall be at least six (6) days before the date of meeting, in a newspaper of general circulation devoted to general news and published at the place of the principal office of the Corporation.

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.24%** of the total outstanding common and preferred capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. Considering the vote of the stockholders holding majority of the total outstanding common and preferred capital stock, the resolution was approved.

**B. Section 2 of Article I**

i. To allow the shareholders who hold at least ten percent (10%) or more of the outstanding capital stock of a publicly listed company to call for a special stockholders' meeting.

**Resolution No. SM-1-2026-008**

"**RESOLVED**, as it is hereby resolved, that the Corporation be authorized and empowered, as it is hereby authorized and empowered to amend Section 2 of Article I of the Corporation's By-Laws."

"**RESOLVED, FURTHER**, that pursuant to the foregoing resolution, the Corporation's By-laws shall be amended as follows:

> **Art. I, Section 2**. Special meetings of the stockholders may be called by the Chairman or the President, or by the Secretary, upon written demand by a majority of the Board of Directors or by any number of shareholders of a corporation ("Qualifying Shareholders") who hold at least ten percent (10%) or more of the outstanding capital stock ("Qualifying Shares"), upon notice as provided in Section 1 hereof, specifying the purpose or purposes thereof, except in cases of extreme urgency, in which event one publication in the newspaper abovementioned and notice to stockholders of record who are not residents of the Philippines as provided in Article IX, Section 2 at least seven (7) days before the meeting shall suffice.

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.24%** of the total outstanding common and preferred capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. Considering the vote of the stockholders holding majority of the total outstanding common and preferred capital stock, the resolution was approved.

**C. Section 6 of Article II**

i. Change in the notice period of board meetings from twenty-four (24) hours to at least two (2) days prior to the scheduled meeting.

**Resolution No. SM-1-2026-009**

"**RESOLVED**, as it is hereby resolved, that the Corporation be authorized and empowered, as it is hereby authorized and empowered to amend Section 6 of Article II of the Corporation's By-Laws."

"**RESOLVED, FURTHER**, that pursuant to the foregoing resolution, the Corporation's By-laws shall be amended as follows:

> **Art. II, Section 6.** Special meetings of the Board of Directors may be held at any convenient place at the call of the Chairman, or upon the written request of a majority of the Directors. It may also be held by remote communication or in absentia. Notice of such meeting stating the purpose or purposes thereof shall be sent either personally or by telegram to each Director at least two (2) days prior to the scheduled meeting.

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.24%** of the total outstanding common and preferred capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. Considering the vote of the stockholders holding majority of the total outstanding common and preferred capital stock, the resolution was approved.

**D.** **Section 7 of Article II**

- **i.** To exclude from the authority of the remaining directors to elect a replacement director where the vacancy in the board was created by removal or expiration of term.

**Resolution No. SM-1-2026-010**

"**RESOLVED**, as it is hereby resolved, that the Corporation be authorized and empowered, as it is hereby authorized and empowered to amend Section 7 of Article II of the Corporation's By-Laws."

"**RESOLVED, FURTHER**, that pursuant to the foregoing resolution, the Corporation's By-laws shall be amended as follows:

> **Art. II, Section 7**. Should the position of any Director become vacant other than by removal or by expiration of term may be filled by vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, said vacancies must be filled by the stockholders in a regular or special meeting called for that purpose.

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.24%** of the total outstanding common and preferred capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. Considering the vote of the stockholders holding majority of the total outstanding common and preferred capital stock, the resolution was approved.

## X. RATIFICATION OF ALL ACTS OF THE BOARD OF DIRECTORS, OFFICERS AND MANAGEMENT.

The Chairman requested the Corporate Secretary to read the next item in the agenda. The Corporate Secretary read the next item on the agenda which pertained to the ratification and approval of all acts, decisions, and resolutions of the Board of Directors, Officers and the Management undertaken from the date of the last stockholders' meeting up to the present.

The Corporate Secretary then presented the resolution ratifying all acts of the Board of Directors, Officers and the Management as follows:

**Resolution No. SM-1-2026-011**

> "**RESOLVED,** that all acts, proceedings, transactions, contracts, agreements, resolutions and deeds, authorized and entered into by the Board of Directors, Management and/or Officers of Prime Media Holdings, Inc. from the date of the last annual stockholders' meeting up to the present, be as it hereby, ratified, confirmed and approved."

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.78%** of the outstanding common capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. The affirmative votes were sufficient to approve the resolution. Thus, the resolution was approved.

## XI. ELECTION OF DIRECTORS FOR THE TERM 2026-2027

The Chairman proceeded to the next item on the agenda which is the election of the members of the Board of Directors for the term 2026-2027.

The Corporate Secretary informed the shareholders that under the Sixth Article of the Amended Articles of Incorporation, there are seven (7) seats in the Board of Directors and at least two (2) of which must be an independent directors based on Section 22 of the Revised Corporation Code and Section 38 of the Securities Regulation Code ("SRC").

Under the SEC rules, all nominations for directorship shall be submitted to and evaluated by the Nominations and Corporate Governance Committee. Nominations for Directors shall appear in the Final List of Candidates set forth in the Definitive Information Statement submitted to the Securities and Exchange Commission, and no other nominations shall be entertained from the floor.

As disclosed in the Definitive Information Statement and in compliance with the SEC Memorandum Circular No. 7 Series of 2026, the current independent directors of the Corporation, namely, **Atty. Johnny Y. Aruego, Jr. and Engr. Francisco Layug III,** both reached their term limit, hence, they are no longer eligible for nomination as independent directors for the term 2026-2027. In this regard, the Company sought exemptive relief from the SEC to allow the Company to proceed with today's Annual Stockholders' Meeting (ASM) without the election of the independent directors. The SEC granted the same provided that the Company conducts a Special Stockholders' Meeting within 30 calendar days from the ASM to elect the independent directors.

In this regard, the Company will only be electing five (5) Regular Directors.

The nominees for Regular Directors are as follows:

<u>For Regular Directors</u>:
1. DENNIS RHOUL P. MANALO
2. BERNADETH A. LIM
3. HERMOGENE H. REAL
4. MICHELLE F. AYANGCO
5. ROLANDO S. SANTOS

Full details of the background and qualifications of the nominees have been disclosed in the Company's Definitive Information Statement.

Based on the tabulation and validation by the Corporation's stock and transfer agent, stockholders owning at least **740,853,989** shares representing at least **78.78%** of the outstanding common capital stock, voted to elect all five (5) candidates to the Board of Directors. The above five (5) candidates were therefore declared as duly elected members of the Board of Directors of the Corporation for the term 2026-2027 to act as such until their successors are duly elected and qualified.

As tabulated, final votes received are as follows:

| **FOR REGULAR DIRECTORS** | **ACTION** *(VOTES PER NOMINEE SHOWN BELOW)* | | | |
|---|---|---|---|---|
| | **NO. OF SHARES IN FAVOR** | **PERCENTAGE** | **AGAINST** | **ABSTAINED** |
| **1. ATTY. DENNIS P. MANALO** | 740,853,989 | 78.78% | 0 | 0 |
| **2. ATTY. BERNADETH A. LIM** | 740,853,989 | 78.78% | 0 | 0 |
| **3. ATTY. HERMOGENE H. REAL** | 740,853,989 | 78.78% | 0 | 0 |
| **4. MS. MICHELLE F. AYANGCO** | 740,853,989 | 78.78% | 0 | 0 |
| **5. MR. ROLANDO S. SANTOS** | 740,853,989 | 78.78% | 0 | 0 |
| **FOR INDEPENDENT DIRECTORS** | | | | |
| **1. VACANT** | - | - | - | - |
| **2. VACANT** | - | - | - | - |

## XII. APPOINTMENT OF EXTERNAL AUDITOR

Chairman Manalo presented the next item in the agenda which is the appointment of an external auditor for the year 2026-2027.

Atty. Bernadeth A. Lim, member of the Audit, Risk Oversight and Related Party Transaction Committee, informed the stockholders that the Audit Committee has reviewed the qualifications and performance of the Corporation's current external auditor, Reyes Tacandong & Company, and endorsed its reappointment for the current year.

Thereafter, the Corporate Secretary presented the proposed resolutions as follows:

**Resolution No. SM-1-2026-012**

> "**RESOLVED**, that the accounting firm of Reyes Tacandong & Company be re-appointed as external auditors of the Corporation for the year 2026-2027."

The Corporate Secretary reported that stockholders owning at least **740,853,989** shares representing at least **78.78%** of the outstanding common capital stock, voted in favor of the Resolution, zero (0) shares voted against, and zero (0) shares abstained on the matter. Since affirmative votes were sufficient to approve the resolution, the matter was approved.

## XIII. OTHER MATTERS

The Chairman inquired whether there were any questions or comments made on the agenda, by email or through the meeting portal. The Corporate Secretary replied that no questions or comments were received by email through the meeting portal prior to and during the meeting.

## IX. ADJOURNMENT

There being no other matters to discuss, the meeting was, on motion duly made and seconded, adjourned.

*(signature page follows)*

***Prepared by:***

[redacted]

**ATTY. DIANE MADELYN C. CHING**
*Corporate Secretary*

***Attested by:***

[redacted]

**ATTY. DENNIS RHOUL P. MANALO**
*Chairman/President*

PRIME MEDIA Holdings, Inc.

# ANNEX "A"
# (VOTING RESULTS)

| AGENDA ITEMS | ACTION | | | |
|---|---|---|---|---|
| **Item 1.** Call to Order | No action necessary. | | | |
| **Item 2.** Proof of Notice of Meeting and Certification of Quorum | No action necessary. | | | |
| | **FOR** | **%** | **AGAINST** | **ABSTAIN** |
| **Item 3.** Approval of Minutes of Previous Stockholders' Meeting | 740,853,989 | 78.78% | 0 | 0 |
| **Item 4.** Approval of Annual Report and Audited Financial Statements for the Year ending December 31, 2025 | 740,853,989 | 78.78% | 0 | 0 |
| **Item 5. Matters relating to the conversion of Series "A" Preferred Shares and Listing of Common Shares arising from the conversion** | | | | |
| **Item 5.1.** Conversion of the remaining 6,549,960 Series "A" Non-Voting and Convertible Preferred Shares into common shares at the conversion rate of 25 Series "A" Non-Voting and 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 equivalent to issuance of approximately Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) common shares with a par value of PhP 1.00 per share. Fractional shares arising from such conversion shall be paid in cash and/or eliminated by way of retirement and decrease in authorized capital stock, as authorized by the board. | 740,853,989 | 78.24% | 0 | 0 |
| **Item 5.2.** Additional Listing of Approximately Two Hundred Sixty-One Thousand Nine Hundred Ninety-Eight (261,998) Common Shares Issued to shareholders after conversion of remaining Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (Php 0.04) per share into Common Shares with a par value of Php 1.00 Per Share, if necessary. | 740,853,989 | 78.78% | 0 | 0 |
| **Item 6. Approval of the Amendments to the Articles of Incorporation** | | | | |

| | | | | |
|---|---|---|---|---|
| **Item 6.1** Decrease in the Authorized Capital Stock from Four Billion Thirty-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 4,039,659,336.00) to Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 3,999,659,336.00) resulting from the retirement of Series A preferred class as described in Item 5 above. | 740,853,989 | 78.24% | 0 | 0 |
| **Item 6.2** Amendment to delete all other provisions and/or paragraphs in the Seventh Article of the Amended Articles of Incorporation relating to Preferred Shares to have one (1) class of Common Shares. | 740,853,989 | 78.24% | 0 | 0 |
| **Item 7. Approval of the Amendments to the Corporation's By-laws** | | | | |
| **Item 7.1. Section 1 of Article I (Meeting of Stockholders)**<br>i. Setting a new date for the Annual Stockholders Meeting from third Tuesday of May to third Tuesday of September of each year.<br>ii. Change in the notice period of shareholder meetings from fifteen (15) days to twenty (21) days prior to the date of the meeting. | 740,853,989 | 78.24% | 0 | 0 |
| **Item 7.2 Section 2 of Article I (Meeting of Stockholders)**<br>Expressly allow shareholders who hold at least ten percent (10%) or more of the outstanding capital stock of a publicly listed company to call for a special stockholders' meeting. | 740,853,989 | 78.24% | 0 | 0 |
| **Item 7.3. Section 6 of Article II (Board of Directors)**<br>Change in the notice period of board meetings from twenty-four (24) hours to at least two (2) days prior to the scheduled meeting. | 740,853,989 | 78.24% | 0 | 0 |
| **Item 7.4 Section 7 of Article II (Board of Directors)**<br>Expressly exclude from the authority of the remaining directors to elect a replacement director where the vacancy in the board was created by removal or expiration of term. | 740,853,989 | 78.24% | 0 | 0 |
| **Item 8.** Ratification of All Acts of the Board of Directors, Officers and Management. | 740,853,989 | 78.78% | 0 | 0 |
| **Item 9.** Election of Directors for the term 2026-2027 | | | | |

| For Regular Director: | | | | |
|---|---|---|---|---|
| 1. DENNIS P. MANALO | 740,853,989 | 78.78% | 0 | 0 |
| 2. MICHELLE F. AYANGCO | 740,853,989 | 78.78% | 0 | 0 |
| 3. BERNADETH A. LIM | 740,853,989 | 78.78% | 0 | 0 |
| 4. HERMOGENE H. REAL | 740,853,989 | 78.78% | 0 | 0 |
| 5. ROLANDO S. SANTOS | 740,853,989 | 78.78% | 0 | 0 |
| For Independent Director: | | | | |
| 6. VACANT | - | - | - | - |
| 7. VACANT | - | - | - | - |
| **Item 10.** Approval of appointment of Reyes & Tacandong as the Corporation's External Auditor | 740,853,989 | 78.78% | 0 | 0 |
| **Item 11.** Adjournment | No action necessary. | | | |

* For **Item Nos. 5.1, 6.1, 6.2, 7.1, 7.2, 7.3 and 7.4,** the percentage is based on the total outstanding common & preferred capital Stock of the Company.

* For **Item Nos. 1, 2, 3, 4, 5.2, 8, 9, and 10,** the percentage is based on the total outstanding common/voting capital stock of the Company.