PRIME MEDIA Holdings, Inc.

MINUTES OF THE SPECIAL MEETING OF THE STOCKHOLDERS OF PRIME MEDIA HOLDINGS, INC.

Conducted virtually via Zoom
Held on August 14, 2026 at 2:00 P.M.

Stockholders Present:

No. of Shares[1]	*% of Outstanding Common Shares*	*% of Outstanding Common and Preferred Shares*
740,855,988	**78.78%**	**78.24%**

Directors Present:

Atty. Dennis Rhoul P. Manalo	*Chairman of the Board and President*
Atty. Bernadeth A. Lim	*Vice-President* *Director* *Member, Audit, Governance, Oversight and Related Party Transaction Committee* *Chairman of the Nomination and Corporate Governance Committee*
Mr. Rolando S. Santos	*Director* *Treasurer/VP Finance* *Member, Executive Committee* *Chairman of the Audit, Risk Oversight and Related Party Transaction Committee*
Atty. Hermogene H. Real	*Director* *Member, Executive Committee* *Member, Nomination and Corporate Governance Committee*
Ms. Michelle F. Ayangco	*Director* *Member of the Audit, Risk Oversight and Related Party Transaction Committee* *Member of the Nominations and Corporate Governance Committee*
Atty. Jose M. Roy III	*Incoming Independent Director*
Atty. Gideon D.V. Mortel	*Incoming Independent Director*

Officer/s Present:

Atty. Diane Madelyn C. Ching	*Corporate Secretary*
Mr. Emerson P. Paulino	*Risk Management Officer, Compliance Officer and Data Privacy Officer*

[1] Total number of Proxies and Attendance

Other/s Present:

Ms. Lea Mae Flores	*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

She likewise acknowledged the presence of Atty. Jose M. Roy III and Atty. Gideon D.V. Mortel, the nominees for Independent Directors and representatives from the Company's stock and transfer agent, Stock Transfer Service, Inc. (STSI).

II. PROOF OF NOTICE AND CERTIFICATION OF QUORUM

The Corporate Secretary certified that the notice of the Special Stockholders' 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 **July 30 and 31, 2026**:

Malaya Business Insight:

July 30, 2026: *https://malaya.com.ph/notices/notice-of-special-stockholders-meeting-prime-media-holdings-inc-2/*

July 31, 2026: *https://malaya.com.ph/notices/notice-of-special-stockholders-meeting-prime-media-holdings-inc/*

Daily Tribune:

July 30, 2026: *https://tribune.net.ph/2026/07/29/prime-media-holdings-inc-notice-of-special-stockholders-meeting*

July 31, 2026: *https://tribune.net.ph/2026/07/30/prime-media-holdings-inc-notice-of-special-stockholders-meeting-2*

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 **740,855,988** number of shares representing at least **78.78 %** of the total outstanding capital stock with voting rights 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 with Voting Rights	% of Outstanding Common & Preferred Shares with and without Voting Rights
Total Proxies and Attendance	**740,855,988**	**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 2 items for approval excluding the adjournment, as indicated in the agenda set out in the notice.

(iii) 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.

(iv) For the Election of Independent 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. The two (2) nominees who received a majority vote from the stockholders will be declared the duly elected Independent Directors for the year 2026-2027.

(v) 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.

(vi) 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 15 July 2026. 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 15 July 2026:

Resolution No. SM-2-2026-001

"**RESOLVED**, that the minutes of the Annual Stockholders' Meeting of the Corporation held on 15 July 2026 be, as it is hereby, approved."

The Corporate Secretary reported that stockholders owning at least **740,855,988** shares representing at least **78.78%** of the outstanding capital stock with voting rights, 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. ELECTION OF INDEPENDENT DIRECTORS FOR THE TERM 2026-2027

The Chairman proceeded to the next item on the agenda which is the election of Independent 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").

According to 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.

She thereafter reported that during the Annual Stockholders' Meeting held on July 15, 2026, only five (5) regular directors were elected to the Board with two (2) remaining vacant seats for independent directors. Pursuant to the directive of the SEC, this Special Stockholder's Meeting is called for the purpose of electing two (2) Independent directors.

The nominees for Independent Directors are as follows:

1. ATTY. GIDEON D.V. MORTEL
2. ATTY. JOSE M. ROY III

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 **740,855,988** shares representing at least **78.78%** of the outstanding capital stock with voting rights, voted to elect all two (2) candidates to the Board of Directors. The two (2) candidates were therefore declared as duly elected independent 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:

INDEPENDENT DIRECTORS	**ACTION** *(VOTES PER NOMINEE SHOWN BELOW)*			
	NO. OF SHARES IN FAVOR	**PERCENTAGE**	**AGAINST**	**ABSTAINED**
1. ATTY. GIDEON D.V. MORTEL	**740,855,988**	78.78%	0	0
2. ATTY. JOSE M. ROY III	**740,855,988**	78.78%	0	0

V. 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	**740,855,988**	78.78%	0	0
Item 4. Election of Independent Directors for the term 2026-2027				
1. ATTY. GIDEON D.V. MORTEL	**740,855,988**	78.78%	0	0
2. ATTY. JOSE M. ROY III	**740,855,988**	78.78%	0	0
Item 5. Other Matters	No action necessary.			
Item 6. Adjournment	No action necessary.			

** For **Item Nos. 3 and 4,** the percentage is based on the total outstanding common/voting capital stock of the Company.*