

NOTICE OF CONVERSION

To: SECURITIES TRANSFER SERVICES, INC.
Conversion Agent
4/F Benpres Bldg., Exchange Road
Cor. Meralco Ave., Pasig City

The undersigned registered holder of the Convertible Preferred Shares (the "Preferred Shares") of PRIME MEDIA HOLDINGS, INC. hereby serves notice that he is exercising his right to convert said preferred shares into common shares of PRIME MEDIA HOLDINGS, INC. at the stipulated conversion price of P25.00 for one (1) common shares or 2.5 preferred shares for one (1) common Share.

| | |
|------------------------------------|------------------|
| Printed Name of Shareholder | Signature |
| Nationality | Date |
| Address | |

| | |
|---|---------------------------------|
| Number of Preferred Shares | Equivalent Common Shares |
| Number of Preferred Shares to be Converted to Common Shares | |
| ACCEPTED FOR PRIME MEDIA HOLDINGS, INC. Equivalent Common Shares: _____ By: _____ | |

Other Terms and Conditions

1. The stock certificate covering the Preferred Shares requested to be converted should be surrendered to the Conversion Agent.
2. The Conversion of the Preferred Shares into common shares of PRIME MEDIA HOLDINGS, INC. shall be subject to the provisions of the Articles of Incorporation of PRIME MEDIA HOLDINGS, INC. as approved by the SECURITIES AND EXCHANGE COMMISSION.
3. All taxes and expenses relating to the issuance of the common shares to be issued pursuant hereto shall be for the account of PRIME MEDIA HOLDINGS, INC. In case of partial conversion, the shareholders shall bear the expenses relating to the issuance of the certificate for the remaining number of shares left unconverted which include among others, the fees of the Conversion Agent.
4. No fractional shares shall be issued on conversion nor will such fraction be converted into cash.
5. This Notice of Conversion, once delivered and received by PRIME MEDIA HOLDINGS, INC. the Conversion Agent, is irrevocable.
6. Shareholders who fail to submit their Notice of Conversion within the conversion period (i.e. from _____ up to the _____) shall be deemed to have waived their conversion right.
7. The stock certificate/s covering the common shares to be issued pursuant hereto shall be available for pick-up by the registered shareholder or their duly designated representative at the office of the Conversion Agent.

| |
|--|
| <i>Accomplish in Triplicate:</i> <i>1st Copy to Conversion Agent 2nd Copy PRIME MEDIA HOLDINGS, INC. 3rd Copy to Shareholder</i> |
|--|