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SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No. 0000022401

Company Name PRIME MEDIA HOLDINGS INC.

Industry Classification FINANCING COMPANY OPERATIONS

Company Type Stock Corporation

Document Information

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S.E.C. Registration Number

P R I M E M E D I A H O L D I N G S , I N C .
(f o r m e r l y F i r s t e - B a n k C o r p .)

(Company's Full Name)

1 6 t h F l o o r C i t i b a n k T o w e r ,
8 7 4 1 P a s e o d e R o x a s ,
M a k a t i C i t y

(Business Address: No. Street/City/Province)

ROLANDO S. SANTOS

Contact Person

831-4479

Company Telephone Number

1 2 3 1

Month Day
Fiscal Year

Certification of Independent Director
(Mr. Francisco Layug III)

FORM TYPE

0 5

Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this
Doc.

Amended Articles
Number/Section

Total Amount of Borrowings

Total No. of
Stockholders

nil

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Francisco L. Layug, III**, Filipino, of legal age and a resident of 12 F. Bernabe St., Merville Park Subdivision, Paranaque City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of **PRIME MEDIA HOLDINGS, INC.** ("PRIM")
2. I am affiliated with the following companies or organizations (including Government Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Rotary Club of Pasay	President-Elect	2017-2018
University of the Philippines Electronics and Electrical Engineering Alumni Association, Inc. (UPEEEAAI)	President	2010-2011
Alay-Lakad Foundation	Vice President	2009-2010

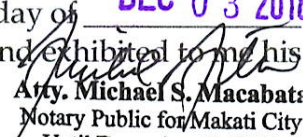
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Prime Media Holdings, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. Other than as disclosed in Item 2 above, I am not in any way related to any director/officer/substantial shareholder of Prime Media Holdings, Inc. and its subsidiaries and affiliates.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of Prime Media Holdings, Inc. of any changes in the abovementioned information within five (5) days from its occurrence.

Done this _____ day of DEC 03 2018, at Makati City.



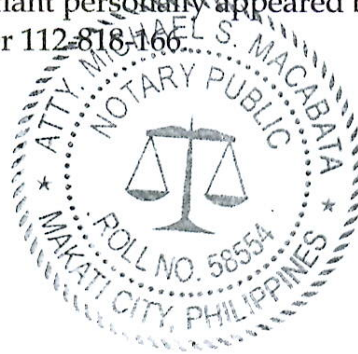
Francisco L. Layug, III
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of DEC 03 2018
at Makati City affiant personally appeared before me and exhibited to me his
Tax Identification Number 112-818-166.



Atty. Michael S. Macabata
Notary Public for Makati City
Until December 31, 2019
Roll of Atty. No. 58554

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