

CERTIFICATION OF INDEPENDENT DIRECTORS

I, EDGARDO E. TUMANGAN, Filipino, of legal age and resident of Unit 220 Dakota Residence 555 Gen. Malvar corner Adriatico Sts., Malate, Manila, after having been duly sworn to in accordance with law, do hereby and declare that:

1. I am an Independent Director of **PRIME MEDIA HOLDINGS, INC.**
2. I am affiliated with the following organizations:
 - a) Partner at Tumangan & Partners Law Office
 - b) Legal Counsel in San Miguel Corporation
 - c) Director of Macet, Inc., Lensor Corporation and CEI Laboratories, Inc.
 - d) President of the Capitol Bar Association,
 - e) Founding Chairman of the Philippine Insurance Law Association
 - f) Chairman of Rotary Leadership Institute
 - g) President of UP Alumni Association — Nueva Ecija Chapter
3. I possess all the qualification 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 and its implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities and Regulation Code.
5. 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 **OCT 25 2016** at _____


EDGARDO E. TUMANGAN

OCT 25 2016 **MAKATIGITY**

SUBSCRIBED AND SWORN to before me this _____ at _____, affiant personally appeared before me and exhibited his TN 121-83-issued at _____ and valid until 751.

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Series of 2016.

~~ATTY. GERVACIO S. ORTIZ, JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2016
TR. NO. 4728512 / 01-05-2015 / MAKAT
IBP NO. 556155 LIFETIME MEMBER
APPT. NO. M-199/2016 / ROLL NO. 4009
MCLE COMPLIANCE NO. V-0006934
UNIT 102, PENINSULA COURT BLDG
8735 MAKATI AVE., MAKATI CITY~~