

**CERTIFICATION OF INDEPENDENT DIRECTORS**

I, **JOHNNY Y. ARUEGO, JR.**, Filipino, of legal age and resident of No. 167 Libra Street, Cinco Hermanos Subdivision, Marikina 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.**
  2. I am affiliated with the following organizations:
    - a) Partner at Aruego Bite and Associates
    - b) Corporate Secretary and/or Legal Consultant of Lorenzana Food Corporation, A.V. Ocampo-ATR Kimeng Insurance Broker, Inc., East Offices Realty and Management Co., Inc, and National Steel Corporation
    - c) Assistant Rehabilitation Receiver of PET Plans, Inc.
    - d) Assistant Liquidator of Advent Capital and Finance Corporation, Bacnotan Steel Industries, Inc., East Asia (AEA) Capital Corporation and Reynolds Philippines Corporation
  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 above-mentioned information within five (5) days from its occurrence.
- Done, this **OCT 25 2016** at \_\_\_\_\_

  
\_\_\_\_\_  
**JOHNNY Y. ARUEGO, JR.**

**MAKATI CITY**

SUBSCRIBED AND SWORN to before me this **OCT 25 2016** at \_\_\_\_\_, affiant personally appeared before me and exhibited his TIN No. 106-2283 issued at \_\_\_\_\_ and valid until \_\_\_\_\_.

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~~ATTY. GERVACIO B. ORTIZ, JR.  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2016  
PTR NO. 4748512 / 01-05-2015 / MAKAT  
IBR NO. 556155 LIFETIME MEMBER  
APPT. NO. M-199/2016 / ROLL NO. 40091  
MCLE COMPLIANCE NO. V-0006934  
UNIT 102, PENINSULA COURT BLDG  
3755 MAKATI AVE., MAKATI CITY~~