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## Prime Media Holdings, Inc. PRIM

### PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

<b>Form/Report Type</b>	Certification of Independent Director
<b>Report Period/Report Date</b>	Dec 22, 2017

<b>Description of the Disclosure</b>
Certification of Atty. Johnny Y. Aruego, Jr.

**Filed on behalf by:**

<b>Name</b>	Joanna Manzano
<b>Designation</b>	Junior Compliance Officer

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **Johnny Y. Aruego, Jr.**, Filipino, of legal age and a 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 a nominee for Independent Director of PRIME MEDIA HOLDINGS, INC. for its board meeting on 11 December 2017.
2. I am affiliated with the following companies or organizations (including Government Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Aruego Bite and Associates	Partner	Since 2001
Lorenzana Food Corporation	Corporate Secretary and/or Legal Consultant	Since 2012
A.V. Ocampo-ATR Kimeng Insurance Broker, Inc.	Corporate Secretary and/or Legal Counsel	Since 2011
East Offices Realty and Management Co., Inc.	Legal Counsel	Since 2012
National Steel Corporation	Legal Consultant	Since 2006
PET Plans, Inc.	Assistant Rehabilitation Receiver	Since 2006
Advent Capital and Finance Corporation	Assistant Liquidator	Since 2001
Bacnotan Steel Industries, Inc.	Assistant Liquidator	Since 2003
East Asia (AEA) Capital Corporation	Assistant Liquidator	Since 2009
Reynolds Philippines Corporation	Assistant Liquidator	Since 2005

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.

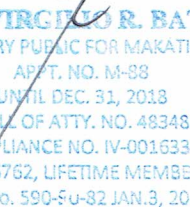
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
  
7. I shall inform the Corporate Secretary of PRIME MEDIA HOLDINGS, INC. of any changes in the abovementioned information within five (5) days from its occurrence.

Done this NOV 29 2017 day of MAKATI CITY, at \_\_\_\_\_.

  
JOHNNY Y. ARUEGO JR.  
Affiant

SUBSCRIBED AND SWORN to before me this NOV 29 2017 day of \_\_\_\_\_ at MAKATI CITY affiant personally appeared before me and exhibited to me his Driver's License No. NO1-87-048565 expiring on 03 February 2019.

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Book No. 206 ;  
Series of 2017.

  
**ATTY. VIRGILIO R. BATALLA**  
NOTARY PUBLIC FOR MAKATI CITY  
APPT. NO. M-88  
UNTIL DEC. 31, 2018  
ROL OF ATTY. NO. 48348  
MCLE COMPLIANCE NO. IV-0016333-4/10/13  
I.B.P O.R No. 706762, LIFETIME MEMBER JAN. 29, 2007  
PVR No. 590-50-82 JAN. 3, 2017  
EXECUTIVE BLDG. CENTER  
MAKATI AVE. COR., JUPITER ST. MAKATI CITY