

COVER SHEET

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SEC Registration Number

S	M		P	R	I	M	E		H	O	L	D	I	N	G	S	,		I	N	C	.		A	N	D		S	U
B	S	I	D	I	A	R	I	E	S																				

(Company's Full Name)

7	/	F		M	O	A		S	q	u	a	r	e	,		S	e	a	s	h	e	l	l		L	a	n	e	
c	o	r	.		C	o	r	a	l		W	a	y	,		M	a	l	l		o	f		A	s	i	a		C
o	m	p	l	e	x	,		B	r	g	y	.		7	6		Z	o	n	e		1	0	,		C	B	P	
1	-	A	,		P	a	s	a	y		C	i	t	y	,		M	e	t	r	o		M	a	n	i	l	a	,
P	h	i	l	i	p	p	i	n	e	s																			

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

1	1	1	1
Month	Day	(Calendar Period)	

1	7	-	C	
(Form Type)				

Month	Day	(Annual Meeting)	

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number									
Document ID									

_____
LCU
_____
Cashier

STAMPS									
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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE (SRC)  
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. November 11, 2025  
Date of Report
2. SEC Identification Number AS094-000088
3. BIR Tax Identification No. 003-058-789
4. SM PRIME HOLDINGS, INC.  
Exact name of registrant as specified in its charter
5. PHILIPPINES 6. (SEC Use Only)   
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City, Metro Manila, Philippines 1300  
Address of principal office Postal Code
8. (632) 8831-1000  
Registrant's telephone number, including area code
9. N/A  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK, P1 PAR VALUE	28,843,206,194
DEBT SECURITIES – RETAIL BOND	141,458,500,000
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.....	.....

11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

Subject of the Disclosure

Buyback of SMPH shares

Background/Description of the Disclosure

Please be informed that the Company purchased 10,000,000 common shares. This is pursuant to the Company's share buyback program approved by the Board last December 9, 2024.

Type of Securities

- ☒ Common
- ☐ Preferred-
- ☐ Others-

Details of Share Buy-Back Transaction(s)

Date of Transaction	Number of Shares Purchased	Price Per Share	
November 11, 2025	150,000	19.4400	
November 11, 2025	150,000	19.4600	
November 11, 2025	154,600	19.4800	
November 11, 2025	145,700	19.5000	
November 11, 2025	150,000	19.5200	
November 11, 2025	2,204,700	19.5400	
November 11, 2025	150,000	19.5600	
November 11, 2025	100,000	19.5800	
November 11, 2025	113,100	19.6000	
November 11, 2025	286,900	19.6200	
November 11, 2025	100,000	19.6400	
November 11, 2025	200,000	19.6600	
November 11, 2025	220,000	19.6800	
November 11, 2025	400,000	19.7000	
November 11, 2025	100,000	19.7200	

November 11, 2025	200,000	19.7400	
November 11, 2025	150,000	19.7600	
November 11, 2025	350,000	19.7800	
November 11, 2025	670,000	19.8000	
November 11, 2025	350,000	19.8200	
November 11, 2025	350,000	19.8400	
November 11, 2025	150,000	19.8600	
November 11, 2025	500,000	19.8800	
November 11, 2025	400,000	19.9000	
November 11, 2025	425,000	19.9200	
November 11, 2025	100,000	19.9400	
November 11, 2025	320,000	19.9600	
November 11, 2025	450,000	19.9800	
November 11, 2025	674,300	20.0000	
November 11, 2025	45,700	20.0500	
November 11, 2025	70,000	20.1500	
November 11, 2025	50,000	20.2000	
November 11, 2025	60,000	20.2500	
November 11, 2025	20,000	20.3000	
November 11, 2025	20,000	20.3500	
November 11, 2025	20,000	20.4000	
	10,000,000		

Effects on Number of Shares			
		Before	After
Outstanding Shares		28,843,206,194	28,833,206,194
Treasury Shares		4,323,093,881	4,333,093,881
Cumulative Number of Shares Purchased to Date <sup>1</sup>	46,025,500		
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion		
Total Amount of Shares Repurchased	PHP984,723,549		
Other Relevant Information			
-			

<sup>1</sup> From the date when the share buy-back program commenced.

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SM PRIME HOLDINGS, INC.**

Registrant

Date: November 11, 2025

A handwritten signature in black ink, appearing to read "John Nai Peng Ong", written over a horizontal line.

**JOHN NAI PENG ONG**  
Chief Finance Officer & Corporate Information Officer