

# COVER SHEET

SEC Registration Number

A S 0 9 4 - 0 0 0 0 8 8

**COMPANY NAME**

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B	S	I	D	I	A	R	I	E	S																				

**PRINCIPAL OFFICE** ( No. / Street / Barangay / City / Town / Province )

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
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Form Type

1 7 - Q

Department requiring the report

Secondary License Type, If Applicable

**COMPANY INFORMATION**

Company's Email Address

Company's Telephone Number

8831-1000

Mobile Number

No. of Stockholders

2,307

Annual Meeting  
Month/DayFiscal Year  
Month/Day

September 30

**CONTACT PERSON INFORMATION**The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Mr. John Nai Peng C. Ong

Email Address

Telephone Number/s

8831-1000

Mobile Number

**CONTACT PERSON'S ADDRESS**

7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10,  
CBP 1-A, 1300 Pasay City, Metro Manila, Philippines

**NOTE 1 :** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**2 :** All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

SEC No. AS094-000088  
File No.

**SM PRIME HOLDINGS, INC.**  
(Company's Full Name)

**7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex,  
Brgy. 76 Zone 10, CBP 1-A, 1300 Pasay City, Metro Manila, Philippines**  
(Company's Address)

**8831-1000**  
(Telephone Numbers)

**December 31**  
(Fiscal Year ending)  
(Month and Day)

**Form 17-Q for the 3rd Quarter of 2025**  
(Form Type)

**N/A**  
Amendment Designation

**September 30, 2025**  
Period Ended Date

**N/A**  
(Secondary License Type and File Number)

**SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES  
REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER**

1. For the quarterly period ended **SEPTEMBER 30, 2025**
2. SEC Identification Number **AS094-000088**
3. BIR Tax Identification No. **003-058-789**
4. Exact name of registrant as specified in its charter **SM PRIME HOLDINGS, INC.**
5. **PHILIPPINES**                      6. (SEC Use Only)
- Province, Country or other jurisdiction of incorporation or organization                      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. **NA**  
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding</u>
<b>Common shares ₱1 Par Value</b>	<b>28,869,067,394</b>
<b>Debt Securities - Retail Bonds</b>	<b>₱141,458,500,000</b>

11. Are any or all of these securities listed on a Stock Exchange.  
Yes [**X**]      No [ ]  
  
If yes, state the name of such stock exchange and the classes of securities listed therein:  
**Philippine Stock Exchange    Common Shares**
12. Check whether the registrant:
  - (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports);  
  
Yes [**X**]      No [ ]
  - (b) has been subject to such filing requirements for the past 90 days.  
Yes [**X**]      No [ ]

## SM Prime Holdings, Inc. and Subsidiaries

Unaudited Interim Condensed Consolidated Financial Statements  
Balance Sheets as at September 30, 2025 (Unaudited) and  
December 31, 2024 (Audited)  
Statements of Income for the Nine-Month Periods Ended  
September 30, 2025 and 2024 (Unaudited)

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES****INTERIM CONSOLIDATED BALANCE SHEET****September 30, 2025****(With Comparative Audited Figures as at December 31, 2024)***(Amounts in Thousands)*

	<b>September 30, 2025 (Unaudited)</b>	<b>December 31, 2024 (Audited)</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 5, 17, 20 and 21)	<b>₱33,200,141</b>	₱31,246,171
Receivables and contract assets (Notes 6, 17, 20 and 21)	<b>107,252,663</b>	92,506,904
Real estate inventories (Note 7)	<b>73,063,342</b>	76,927,527
Equity instruments at fair value through other comprehensive income (FVOCI) (Notes 8, 20 and 21)	<b>791,589</b>	794,433
Derivative assets (Notes 20 and 21)	<b>3,207,926</b>	780,087
Prepaid expenses and other current assets (Note 9)	<b>31,163,460</b>	28,426,708
Total Current Assets	<b>248,679,121</b>	230,681,830
<b>Noncurrent Assets</b>		
Equity instruments at FVOCI - net of current portion (Notes 8, 17, 20 and 21)	<b>18,373,555</b>	20,392,800
Investment properties (Notes 10 and 21)	<b>649,310,121</b>	601,339,921
Investments in associates and joint ventures (Note 11)	<b>35,262,885</b>	33,108,359
Deferred tax assets - net	<b>1,969,544</b>	1,634,307
Derivative assets - net of current portion (Notes 20 and 21)	<b>166,442</b>	3,990,740
Other noncurrent assets (Notes 12, 17 and 21)	<b>124,585,475</b>	128,282,773
Total Noncurrent Assets	<b>829,668,022</b>	788,748,900
	<b>₱1,078,347,143</b>	₱1,019,430,730
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Loans payable (Notes 13, 17, 20 and 21)	<b>₱12,236,300</b>	₱17,312,356
Accounts payable and other current liabilities (Notes 14, 17, 20 and 21)	<b>107,526,910</b>	103,788,961
Current portion of long-term debt (Notes 15, 17, 20 and 21)	<b>112,079,096</b>	89,287,442
Derivative liabilities (Notes 20 and 21)	<b>54,993</b>	—
Income tax payable	<b>1,522,823</b>	1,606,324
Total Current Liabilities	<b>233,420,122</b>	211,995,083
<b>Noncurrent Liabilities</b>		
Long-term debt - net of current portion (Notes 15, 17, 20 and 21)	<b>295,507,145</b>	283,320,341
Tenants' and customers' deposits - net of current portion (Notes 14, 20 and 21)	<b>30,555,214</b>	30,528,879
Deferred tax liabilities - net	<b>15,281,192</b>	13,923,287
Derivative liabilities - net of current portion (Notes 20 and 21)	<b>91,507</b>	50,447
Other noncurrent liabilities (Notes 14 and 21)	<b>46,212,697</b>	43,372,203
Total Noncurrent Liabilities	<b>387,647,755</b>	371,195,157
Total Liabilities	<b>621,067,877</b>	583,190,240

*(Forward)*

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
<b>Equity Attributable to Equity Holders of the Parent</b>		
Capital stock (Notes 16 and 23)	<b>₱33,166,300</b>	₱33,166,300
Additional paid-in capital - net	<b>38,068,655</b>	38,164,173
Cumulative translation adjustment	<b>4,278,999</b>	3,135,756
Net fair value changes of equity instruments at FVOCI (Note 8)	<b>15,628,149</b>	17,807,766
Net fair value changes on cash flow hedges	<b>(575,321)</b>	604,031
Remeasurement loss on defined benefit obligation	<b>(792,229)</b>	(792,229)
Retained earnings (Note 16):		
Appropriated	<b>100,000,000</b>	100,000,000
Unappropriated	<b>267,383,861</b>	243,991,970
Treasury stock (Notes 16 and 23)	<b>(3,210,717)</b>	(2,984,695)
Total Equity Attributable to Equity Holders of the Parent	<b>453,947,697</b>	433,093,072
<b>Non-controlling Interests</b>	<b>3,331,569</b>	3,147,418
Total Equity	<b>457,279,266</b>	436,240,490
	<b>₱1,078,347,143</b>	₱1,019,430,730

*See accompanying Notes to Interim Condensed Consolidated Financial Statements.*

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**INTERIM CONSOLIDATED STATEMENTS OF INCOME**

*(Amounts in Thousands, Except Per Share Data)*

	<b>Three-Month Periods Ended September 30</b>		<b>Nine-Month Periods Ended September 30</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>(Unaudited)</b>		<b>(Unaudited)</b>	
<b>REVENUES</b>				
Rent (Notes 10 and 17)	<b>₱20,455,174</b>	₱19,405,905	<b>₱60,989,222</b>	₱57,237,426
Real estate sales	<b>11,183,887</b>	12,212,676	<b>31,200,014</b>	31,798,173
Others (Notes 17 and 18)	<b>3,719,586</b>	3,456,832	<b>11,212,946</b>	10,728,059
	<b>35,358,647</b>	35,075,413	<b>103,402,182</b>	99,763,658
<b>COSTS AND EXPENSES</b> (Notes 17 and 19)	<b>17,880,371</b>	18,474,249	<b>51,498,011</b>	52,095,542
<b>INCOME FROM OPERATIONS</b>	<b>17,478,276</b>	16,601,164	<b>51,904,171</b>	47,668,116
<b>OTHER INCOME (CHARGES)</b>				
Interest expense (Notes 6, 13, 15 and 17)	<b>(2,689,499)</b>	(3,525,196)	<b>(8,883,931)</b>	(9,357,282)
Interest and dividend income (Notes 5, 6, 8, 12 and 17)	<b>582,715</b>	547,137	<b>2,020,227</b>	1,660,044
Others - net (Notes 10, 11, 14 and 15)	<b>337,169</b>	980,843	<b>911,313</b>	1,785,744
	<b>(1,769,615)</b>	(1,997,216)	<b>(5,952,391)</b>	(5,911,494)
<b>INCOME BEFORE INCOME TAX</b>	<b>15,708,661</b>	14,603,948	<b>45,951,780</b>	41,756,622
<b>PROVISION FOR INCOME TAX</b> (Note 22)	<b>2,698,720</b>	2,565,171	<b>8,062,405</b>	7,205,331
<b>NET INCOME</b>	<b>₱13,009,941</b>	₱12,038,777	<b>₱37,889,375</b>	₱34,551,291
<b>Attributable to:</b>				
Equity holders of the Parent (Note 23)	<b>₱12,785,371</b>	₱11,812,299	<b>₱37,240,786</b>	₱33,878,257
Non-controlling interests	<b>224,570</b>	226,478	<b>648,589</b>	673,034
	<b>₱13,009,941</b>	₱12,038,777	<b>₱37,889,375</b>	₱34,551,291
<b>Basic/Diluted earnings per share</b> (Note 23)	<b>₱0.443</b>	₱0.409	<b>₱1.291</b>	₱1.174
<b>Dividend per share</b> (Note 16)	<b>₱—</b>	₱—	<b>₱0.480</b>	₱0.346

*See accompanying Notes to Interim Condensed Consolidated Financial Statements.*

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES****INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME***(Amounts in Thousands)*

	<b>Three-Month Periods Ended September 30</b>		<b>Nine-Month Periods Ended September 30</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>(Unaudited)</b>		<b>(Unaudited)</b>	
<b>NET INCOME</b>	<b>₱13,009,941</b>	<b>₱12,038,777</b>	<b>₱37,889,375</b>	<b>₱34,551,291</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>				
Item that will not be reclassified to profit or loss in subsequent periods:				
Unrealized gain (loss) due to changes in fair value of financial assets at FVOCI (Note 8)	<b>(2,891,756)</b>	<b>3,934,582</b>	<b>(2,179,617)</b>	<b>2,962,071</b>
Items that may be reclassified to profit or loss in subsequent periods:				
Net fair value changes on cash flow hedges	<b>(92,548)</b>	<b>(834,967)</b>	<b>(1,179,352)</b>	<b>(1,211,068)</b>
Cumulative translation adjustment	<b>1,401,175</b>	<b>(185,696)</b>	<b>1,143,243</b>	<b>907,657</b>
	<b>(1,583,129)</b>	<b>2,913,919</b>	<b>(2,215,726)</b>	<b>2,658,660</b>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱11,426,812</b>	<b>₱14,952,696</b>	<b>₱35,673,649</b>	<b>₱37,209,951</b>
<b>Attributable to:</b>				
Equity holders of the Parent	<b>₱11,202,242</b>	<b>₱14,726,218</b>	<b>₱35,025,060</b>	<b>₱36,536,917</b>
Non-controlling interests	<b>224,570</b>	<b>226,478</b>	<b>648,589</b>	<b>673,034</b>
	<b>₱11,426,812</b>	<b>₱14,952,696</b>	<b>₱35,673,649</b>	<b>₱37,209,951</b>

*See accompanying Notes to Interim Condensed Consolidated Financial Statements.*



**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**

**INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

**FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2025 AND 2024**

*(Amounts in Thousands)*

	Equity Attributable to Equity Holders of the Parent											
	Capital Stock (Notes 16 and 23)	Additional Paid-in Capital - Net	Cumulative Translation Adjustment	Net fair value changes of equity instruments at FVOCI (Note 8)	Net Fair Value Changes on Cash Flow Hedges	Remeasurement Loss on Defined Benefit Obligation	Retained Earnings (Note 16)		Treasury Stock (Notes 16 and 23)	Total	Non-controlling Interests	Total Equity
							Appropriated	Unappropriated				
At December 31, 2024 (Audited)	₱33,166,300	₱38,164,173	₱3,135,756	₱17,807,766	₱604,031	(₱792,229)	₱100,000,000	₱243,991,970	(₱2,984,695)	₱433,093,072	₱3,147,418	₱436,240,490
Net income for the period	—	—	—	—	—	—	—	37,240,786	—	37,240,786	648,589	37,889,375
Other comprehensive income (loss)	—	—	1,143,243	(2,179,617)	(1,179,352)	—	—	—	—	(2,215,726)	—	(2,215,726)
Total comprehensive income (loss) for the period	—	—	1,143,243	(2,179,617)	(1,179,352)	—	—	37,240,786	—	35,025,060	648,589	35,673,649
Cash dividends (Note 16)	—	—	—	—	—	—	—	(13,859,849)	—	(13,859,849)	—	(13,859,849)
Cash dividends received by a subsidiary (Note 16)	—	—	—	—	—	—	—	10,954	—	10,954	—	10,954
Cash dividends received by a non-controlling interest	—	—	—	—	—	—	—	—	—	—	(464,580)	(464,580)
Sale of non-controlling interest	—	458	—	—	—	—	—	—	—	458	142	600
Equity reserve from common control acquisition of asset	—	(95,976)	—	—	—	—	—	—	—	(95,976)	—	(95,976)
Acquisition of treasury shares (Note 16)	—	—	—	—	—	—	—	—	(226,022)	(226,022)	—	(226,022)
At September 30, 2025 (Unaudited)	₱33,166,300	₱38,068,655	₱4,278,999	₱15,628,149	(₱575,321)	(₱792,229)	₱100,000,000	₱267,383,861	(₱3,210,717)	₱453,947,697	₱3,331,569	₱457,279,266
At December 31, 2023 (Audited)	₱33,166,300	₱38,159,900	₱2,556,139	₱16,938,503	₱1,079,094	(₱1,062,437)	₱42,200,000	₱266,143,815	(₱2,984,695)	₱396,196,619	₱2,690,417	₱398,887,036
Net income for the period	—	—	—	—	—	—	—	33,878,257	—	33,878,257	673,034	34,551,291
Other comprehensive income (loss)	—	—	907,657	2,962,071	(1,211,068)	—	—	—	—	2,658,660	—	2,658,660
Total comprehensive income (loss) for the period	—	—	907,657	2,962,071	(1,211,068)	—	—	33,878,257	—	36,536,917	673,034	37,209,951
Cash dividends (Note 16)	—	—	—	—	—	—	—	(9,992,214)	—	(9,992,214)	—	(9,992,214)
Cash dividends received by a subsidiary (Note 16)	—	—	—	—	—	—	—	7,896	—	7,896	—	7,896
Cash dividends received by a non-controlling interest	—	—	—	—	—	—	—	—	—	—	(389,430)	(389,430)
Net fair value changes of equity instruments at FVOCI reclassified to retained earnings	—	—	—	(711)	—	—	—	711	—	—	—	—
Sale of non-controlling interest	—	4,273	—	—	—	—	—	—	—	4,273	1,415	5,688
At September 30, 2024 (Unaudited)	₱33,166,300	₱38,164,173	₱3,463,796	₱19,899,863	(₱131,974)	(₱1,062,437)	₱42,200,000	₱290,038,465	(₱2,984,695)	₱422,753,491	₱2,975,436	₱425,728,927

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(Amounts in Thousands)*

	<b>Nine-Month Periods Ended September 30</b>	
	<b>2025</b>	<b>2024</b>
	<i>(Unaudited)</i>	
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	<b>₱45,951,780</b>	<b>₱41,756,622</b>
Adjustments for:		
Depreciation and amortization (Notes 10, 12 and 19)	<b>11,501,586</b>	11,123,369
Interest expense (Notes 6, 13, 15 and 17)	<b>8,883,931</b>	9,357,282
Interest and dividend income (Notes 5, 6, 8, 12 and 17)	<b>(2,020,227)</b>	(1,660,044)
Equity in net earnings of associates and joint ventures (Note 11)	<b>(2,172,586)</b>	(1,830,966)
Loss (gain) on:		
Disposals and retirement of investment properties and property equipment (Notes 10 and 12)	<b>(81,385)</b>	–
Unrealized foreign exchange and fair value changes on derivatives - net	<b>23,480</b>	225,540
Operating income before working capital changes	<b>62,086,579</b>	58,971,803
Decrease (increase) in:		
Receivables and contract assets	<b>(9,942,148)</b>	(11,698,760)
Real estate inventories	<b>4,189,616</b>	(123,689)
Prepaid expenses and other current assets	<b>(2,698,166)</b>	307,782
Increase (decrease) in:		
Accounts payable and other liabilities	<b>6,607,071</b>	8,517,475
Tenants' and customers' deposits	<b>(42,614)</b>	1,809,913
Cash generated from operations	<b>60,200,338</b>	57,784,524
Income tax paid	<b>(7,131,871)</b>	(6,004,011)
Net cash provided by operating activities	<b>53,068,467</b>	51,780,513
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Interest received	<b>1,393,799</b>	1,129,580
Dividends received	<b>518,501</b>	450,411
Net additions to investment properties (Note 10)	<b>(57,434,539)</b>	(46,197,974)
Acquisition of a subsidiary	<b>(50,000)</b>	–
Increase in other noncurrent assets	<b>(1,663,623)</b>	(508,258)
Net cash used in investing activities	<b>(57,235,862)</b>	(45,126,241)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Availments of interest-bearing debt (Notes 13 and 15)	<b>152,708,770</b>	130,452,024
Payments of:		
Interest-bearing debt (Notes 13 and 15)	<b>(123,841,703)</b>	(112,650,503)
Dividends to stockholders (Note 16) and to a non-controlling interest	<b>(14,313,475)</b>	(10,373,748)
Interest excluding capitalized interest	<b>(7,676,728)</b>	(8,159,827)
Lease liabilities	<b>(670,561)</b>	(668,311)
Proceeds from matured derivatives	<b>130,950</b>	2,305,176
Acquisition of treasury shares (Note 16)	<b>(226,022)</b>	–
Net cash provided by financing activities	<b>6,111,231</b>	904,811
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<b>10,134</b>	(11,234)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>1,953,970</b>	7,547,849
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>31,246,171</b>	31,816,802
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>₱33,200,141</b>	<b>₱39,364,651</b>

*See accompanying Notes to Interim Condensed Consolidated Financial Statements.*

# **SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**

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## **NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

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### **1. Corporate Information**

SM Prime Holdings, Inc. (SMPH or the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission on January 6, 1994. SMPH and its subsidiaries (collectively known as “the Company”) are incorporated to acquire by purchase, exchange, assignment, gift or otherwise, and to own, use, improve, subdivide, operate, enjoy, sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in and hold for investment or otherwise, including but not limited to real estate and the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom; the right to vote on any proprietary or other interest on any shares of stock, and upon any bonds, debentures, or other securities; and the right to develop, conduct, operate and maintain modernized commercial shopping centers and all the businesses appurtenant thereto, such as but not limited to the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, movie or cinema theatres within the compound or premises of the shopping centers, to construct, erect, manage and administer buildings such as condominium, apartments, hotels, restaurants, stores or other structures for mixed use purposes.

SMPH’s shares of stock are publicly traded in the Philippine Stock Exchange (PSE).

The Company’s ultimate parent company is SM Investments Corporation (SMIC). SMIC is a Philippine corporation whose common shares is listed with the PSE in 2005.

The registered office and principal place of business of the Parent Company is at 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP-1A, 1300 Pasay City, Metro Manila, Philippines.

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### **2. Basis of Preparation**

The accompanying interim condensed consolidated financial statements have been prepared on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) and derivative financial instruments which have been measured at fair value.

The interim condensed consolidated financial statements are presented in Philippine peso, which is the Parent Company’s functional and presentation currency under Philippine Financial Reporting Standards (PFRS) Accounting Standards. All values are rounded to the nearest thousand peso, except when otherwise indicated.

The interim condensed consolidated financial statements have been prepared under the going concern assumption.

#### Statement of Compliance

The accompanying interim condensed consolidated financial statements have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual consolidated financial statements, and should be read in conjunction with the Company’s annual audited consolidated financial statements as at December 31, 2024.

#### Basis of Consolidation

The interim condensed consolidated financial statements include the accounts of the Parent Company and all of its subsidiaries. As at September 30, 2025, there were no significant changes in the composition of the Company and in the Parent Company's ownership interests in its subsidiaries.

#### Material Accounting Judgments, Estimates and Assumptions

The preparation of the interim condensed consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Uncertainty about these estimates and assumptions could result in outcomes that require an adjustment to the carrying amount of the affected asset or liability in the future period.

Except as otherwise disclosed, there were no significant changes in the significant accounting judgments, estimates and assumptions used by the Company for the nine-month period ended September 30, 2025.

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### **3. Summary of Material Accounting Policy Information**

#### Changes in Accounting Policies and Disclosures

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Company's annual consolidated financial statements for the year ended December 31, 2024, except for the adoption of Amendments to PAS 21, *Lack of exchangeability*, which became effective in 2025. The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The adoption of these amendments did not have any material impact on the interim condensed consolidated financial statements.

The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

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### **4. Segment Information**

For management purposes, the Company is organized into business units based on their products and services, and has four reportable segments as follows: malls, residential, hotels and convention centers, and commercial and integrated commercial developments.

Malls segment develops, conducts, operates and maintains the business of modern commercial shopping centers and all businesses related thereto such as the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, or cinema theaters within the compound of the shopping centers.

Residential and commercial and integrated commercial developments segments are involved in the development and transformation of major residential, commercial, entertainment and tourism districts through sustained capital investments in buildings and infrastructure.

Hotels and convention centers segment engages in and carry on the business of hotel and convention centers and operates and maintains any and all services and facilities incident thereto.

Management, through the Executive Committee, monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Segment performance is evaluated based on operating profit or loss and is measured consistently with the operating profit or loss in the interim condensed consolidated financial statements.

The amount of segment assets and liabilities and segment profit or loss are based on measurement principles that are similar to those used in measuring the assets and liabilities and profit or loss in the interim condensed consolidated financial statements, which is in accordance with PFRS Accounting Standards.

### Inter-segment Transactions

Inter-segment transactions are eliminated in the interim condensed consolidated financial statements.

### Business Segment Data

September 30, 2025 (Unaudited)						
	Malls	Residential	Hotels and Convention Centers	Commercial and Integrated Commercial Developments	Eliminations	Consolidated Balances
<i>(In Thousands)</i>						
Revenues:						
External customers	₱60,918,828	₱32,582,294	₱6,007,894	₱3,893,166	₱—	₱103,402,182
Inter-segment	95,015	—	—	101,061	(196,076)	—
	<b>₱61,013,843</b>	<b>₱32,582,294</b>	<b>₱6,007,894</b>	<b>₱3,994,227</b>	<b>(₱196,076)</b>	<b>₱103,402,182</b>
Segment results:						
Income before income tax	₱31,514,426	₱10,412,425	₱1,010,606	₱3,014,323	₱—	₱45,951,780
Provision for income tax	(5,420,017)	(1,972,170)	(209,319)	(460,899)	—	(8,062,405)
Net income	<b>₱26,094,409</b>	<b>₱8,440,255</b>	<b>₱801,287</b>	<b>₱2,553,424</b>	<b>₱—</b>	<b>₱37,889,375</b>
Net income attributable to:						
Equity holders of the Parent	₱25,454,460	₱8,431,615	₱801,287	₱2,553,424	₱—	₱37,240,786
Non-controlling interests	639,949	8,640	—	—	—	648,589
Other information:						
Capital expenditures*	₱22,889,422	₱11,212,030	₱1,197,291	₱24,040,929	₱—	₱59,339,672
Depreciation and amortization	10,009,395	221,321	619,135	651,735	—	11,501,586

\*Excludes capitalized interest

September 30, 2024 (Unaudited)						
	Malls	Residential	Hotels and Convention Centers	Commercial and Integrated Commercial Developments	Eliminations	Consolidated Balances
<i>(In Thousands)</i>						
Revenues:						
External customers	₱57,179,580	₱33,143,645	₱5,515,284	₱3,925,149	₱—	₱99,763,658
Inter-segment	85,164	2,917	—	92,836	(180,917)	—
	<b>₱57,264,744</b>	<b>₱33,146,562</b>	<b>₱5,515,284</b>	<b>₱4,017,985</b>	<b>(₱180,917)</b>	<b>₱99,763,658</b>
Segment results:						
Income before income tax	₱27,506,485	₱10,499,454	₱886,259	₱2,864,424	₱—	₱41,756,622
Provision for income tax	(4,691,075)	(1,872,309)	(206,040)	(435,907)	—	(7,205,331)
Net income	<b>₱22,815,410</b>	<b>₱8,627,145</b>	<b>₱680,219</b>	<b>₱2,428,517</b>	<b>₱—</b>	<b>₱34,551,291</b>
Net income attributable to:						
Equity holders of the Parent	₱22,151,452	₱8,618,069	₱680,219	₱2,428,517	₱—	₱33,878,257
Non-controlling interests	663,958	9,076	—	—	—	673,034
Other information:						
Capital expenditures*	₱24,451,427	₱15,921,338	₱1,548,817	₱11,557,498	₱—	₱53,479,080
Depreciation and amortization	9,583,569	199,353	597,954	742,493	—	11,123,369

\*Excludes capitalized interest

	Malls	Residential	Hotels and Convention Centers	Commercial and Integrated Commercial Developments	Eliminations	Consolidated Balances
<i>(In Thousands)</i>						
<b>September 30, 2025 (Unaudited)</b>						
<b>Segment assets</b>	<b>₱528,617,124</b>	<b>₱380,858,711</b>	<b>₱24,650,116</b>	<b>₱145,724,820</b>	<b>(₱1,503,628)</b>	<b>₱1,078,347,143</b>
<b>Segment liabilities</b>	<b>₱332,517,445</b>	<b>₱211,067,322</b>	<b>₱2,406,993</b>	<b>₱76,579,745</b>	<b>(₱1,503,628)</b>	<b>₱621,067,877</b>
<b>December 31, 2024 (Audited)</b>						
<b>Segment assets</b>	<b>₱486,804,040</b>	<b>₱372,848,649</b>	<b>₱24,482,894</b>	<b>₱137,249,879</b>	<b>(₱1,954,732)</b>	<b>₱1,019,430,730</b>
<b>Segment liabilities</b>	<b>₱322,128,497</b>	<b>₱207,977,024</b>	<b>₱1,982,532</b>	<b>₱53,056,919</b>	<b>(₱1,954,732)</b>	<b>₱583,190,240</b>

For the nine-month periods ended September 30, 2025 and 2024, there were no revenue transactions with a single external customer which accounted for 10% or more of the consolidated revenue from external customers. The Company disaggregates its revenue information in the same manner as it reports its segment information.

#### Seasonality

There were no other trends, events or uncertainties that have had or that are reasonably expected to have a material impact on net sales or revenues or income from continuing operations.

## 5. Cash and Cash Equivalents

This account consists of:

	<b>September 30, 2025 (Unaudited)</b>	<b>December 31, 2024 (Audited)</b>
<i>(In Thousands)</i>		
Cash on hand and in banks (see Note 17)	<b>₱2,516,807</b>	<b>₱4,396,389</b>
Temporary investments (see Note 17)	<b>30,683,334</b>	<b>26,849,782</b>
	<b>₱33,200,141</b>	<b>₱31,246,171</b>

Interest income earned from cash in banks and temporary investments amounted to ₱1,110 million and ₱1,024 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

## 6. Receivables and Contract Assets

This account consists of:

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
	(In Thousands)	
Trade:		
Sale of real estate (billed and unbilled)*	<b>₱165,247,544</b>	₱152,492,378
Rent (see Note 17)	<b>12,668,035</b>	14,450,453
Accrued interest (see Note 17)	<b>401,402</b>	370,865
Nontrade and others (see Note 17)	<b>3,972,803</b>	5,031,479
	<b>182,289,784</b>	172,345,175
Less allowance for expected credit loss (ECLs)	<b>735,512</b>	774,250
	<b>181,554,272</b>	171,570,925
Less noncurrent portion of receivables from sale of real estate (see Note 12)	<b>74,301,609</b>	79,064,021
	<b>₱107,252,663</b>	₱92,506,904

\*Includes unbilled revenue from sale of real estate amounting to ₱148,879 million and ₱133,475 million as at September 30, 2025 and December 31, 2024, respectively.

Interest income earned from receivables amounted to ₱229 million and ₱164 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

The Company assigned billed and unbilled receivables from sale of real estate on a without recourse basis to local banks amounting to ₱7,696 million and ₱1,178 million for the nine-month periods September 30, 2025 and 2024, respectively (see Note 17).

The total cost of related financing recorded under interest expense amounted to ₱161 million and ₱160 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

The movements in the allowance for ECLs related to receivables are as follows:

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
	(In Thousands)	
At beginning of the period	<b>₱774,250</b>	₱777,378
Reversals - net of provision	<b>(38,738)</b>	(3,128)
At end of the period	<b>₱735,512</b>	₱774,250

Receivables are assessed by the Company's management as not impaired, good and collectible.

## 7. Real Estate Inventories

The movements in this account are as follows:

	Land and Development	Condominium, Residential Units and Subdivision Lots for Sale	Total
		(In Thousands)	
Balance as at December 31, 2023 (Audited)	₱52,758,337	₱25,128,444	₱77,886,781
Development cost incurred	17,918,601	103,947	18,022,548
Cost of real estate sold	(11,962,498)	(7,178,027)	(19,140,525)
Transfers	(3,074,344)	3,074,344	—
Reclassifications from investment properties (see Note 10)	142,699	—	142,699
Translation adjustment and others	—	16,024	16,024
Balance as at December 31, 2024 (Audited)	55,782,795	21,144,732	76,927,527
Development cost incurred	9,008,660	—	9,008,660
Cost of real estate sold (see Note 19)	(7,538,682)	(6,023,700)	(13,562,382)
Transfers	(1,328,902)	1,328,902	—
Reclassifications from investment properties (see Note 10)	297,415	—	297,415
Translation adjustment and others	213,455	178,667	392,122
Balance as at September 30, 2025 (Unaudited)	<b>₱56,434,741</b>	<b>₱16,628,601</b>	<b>₱73,063,342</b>

Land and development pertains to the Company's on-going residential units and condominium projects.

Condominium and residential units for sale which pertain to the completed projects are stated at cost as at September 30, 2025 and December 31, 2024.

Contract fulfillment assets, included under land and development, mainly pertain to unamortized portion of land cost totaling ₱2,694 million and ₱2,031 million as at September 30, 2025 and December 31, 2024, respectively.

## 8. Equity Instruments at FVOCI

This account consists of investments in:

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
	(In Thousands)	
Shares of stock:		
Listed (see Note 17)	<b>₱19,156,066</b>	₱21,181,916
Unlisted	<b>9,078</b>	5,317
	<b>19,165,144</b>	21,187,233
Less noncurrent portion	<b>18,373,555</b>	20,392,800
	<b>₱791,589</b>	<b>₱794,433</b>

Dividend income from investments at FVOCI amounted to ₱596 million and ₱387 million for the nine-month periods ended September 30, 2025 and 2024, respectively (see Note 17).

Unrealized gain (loss) of (₱2,180) million and ₱2,962 million on changes in fair value for the nine-month periods ended September 30, 2025 and 2024, respectively were included under other comprehensive income.



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**9. Prepaid Expenses and Other Current Assets**

This account consists of:

	<b>September 30, 2025 (Unaudited)</b>	<b>December 31, 2024 (Audited)</b>
	<i>(In Thousands)</i>	
Input and creditable withholding taxes	<b>₱17,277,173</b>	<b>₱14,039,318</b>
Advances and deposits	<b>9,394,272</b>	<b>8,797,734</b>
Prepaid taxes and other prepayments	<b>3,755,168</b>	<b>4,565,703</b>
Supplies, inventories and others	<b>736,847</b>	<b>1,023,953</b>
	<b>₱31,163,460</b>	<b>₱28,426,708</b>

## 10. Investment Properties

The movements in this account are as follows:

	Land, Building and Leasehold Improvements	Building Equipment, Furniture and Others	Right-of-use Asset	Construction in Progress	Total
	<i>(In Thousands)</i>				
<b>Cost</b>					
Balance as at December 31, 2023 (Audited)	₱501,242,440	₱61,093,358	₱33,416,089	₱82,002,808	₱677,754,695
Additions	9,244,408	3,621,649	98,291	54,569,894	67,534,242
Reclassifications (see Notes 7 and 12)	16,286,673	2,788,243	—	(16,231,352)	2,843,564
Translation adjustment	917,995	77,636	295,751	124,704	1,416,086
Disposals	(690,721)	(222,151)	—	—	(912,872)
Balance as at December 31, 2024 (Audited)	527,000,795	67,358,735	33,810,131	120,466,054	748,635,715
Additions	6,048,201	2,105,636	18,408	49,242,693	57,414,938
Reclassifications (see Notes 7 and 12)	9,698,113	1,205,964	—	(10,716,824)	187,253
Translation adjustment	1,896,714	171,380	580,941	253,452	2,902,487
Disposals/Retirement	(348,618)	(45,249)	(547,223)	—	(941,090)
Balance as at September 30, 2025 (Unaudited)	₱544,295,205	₱70,796,466	₱33,862,257	₱159,245,375	₱808,199,303
<b>Accumulated Depreciation and Amortization</b>					
Balance as at December 31, 2023 (Audited)	₱90,506,475	₱38,908,252	₱3,265,222	₱—	₱132,679,949
Depreciation and amortization	9,753,913	4,245,234	830,532	—	14,829,679
Translation adjustment	212,105	45,221	11,907	—	269,233
Disposals	(282,864)	(200,203)	—	—	(483,067)
Balance as at December 31, 2024 (Audited)	100,189,629	42,998,504	4,107,661	—	147,295,794
Depreciation and amortization (see Note 19)	7,418,206	3,314,174	599,717	—	11,332,097
Translation adjustment	526,026	93,155	40,356	—	659,537
Disposals/Retirement	(252,997)	(42,130)	(103,119)	—	(398,246)
Balance as at September 30, 2025 (Unaudited)	₱107,880,864	₱46,363,703	₱4,644,615	₱—	₱158,889,182
<b>Net Book Value</b>					
As at December 31, 2024 (Audited)	₱426,811,166	₱24,360,231	₱29,702,470	₱120,466,054	₱601,339,921
<b>As at September 30, 2025 (Unaudited)</b>	<b>₱436,414,341</b>	<b>₱24,432,763</b>	<b>₱29,217,642</b>	<b>₱159,245,375</b>	<b>₱649,310,121</b>

The Company disposed and retired certain investment properties in 2025 and 2024. The gain or loss on disposals and retirement is recognized in the interim consolidated statements of income under “Others - net” account.

Portions of investment properties located in China with total carrying value of ₱1,524 million and ₱1,539 million as at September 30, 2025 and December 31, 2024, respectively are mortgaged as collaterals to secure domestic borrowings (see Note 15).

Consolidated rent income from investment properties amounted to ₱60,989 million and ₱57,237 million for the nine-month periods ended September 30, 2025 and 2024, respectively. Consolidated costs and expenses from investment properties amounted to ₱30,341 million and ₱31,642 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

Construction in progress includes integrated commercial development cost, construction of new malls and redevelopment of existing malls amounting to ₱159,245 million and ₱120,466 million as at September 30, 2025 and December 31, 2024, respectively.

The outstanding contracts with various contractors related to the construction of on-going projects are valued at ₱40,735 million and ₱63,362 million as at September 30, 2025 and December 31, 2024, respectively inclusive of overhead, cost of labor and materials and all other costs necessary for the proper execution of the works.

Additions include interest capitalized to the construction of investment properties amounting to ₱8,330 million and ₱7,446 million for the nine-month period ended September 30, 2025 and for the year ended December 31, 2024, respectively. Capitalization rates used range from 1.97% to 6.12% and from 2.46% to 5.75% for the nine-month period ended September 30, 2025 and for the year ended December 31, 2024, respectively.

The most recent fair value of investment properties is determined by an independent appraiser who holds a recognized and relevant professional qualification. The fair values of investment properties were based on market values using income approach and market value approach. The fair value represents the amount at which the assets can be exchanged between a knowledgeable, willing seller and a knowledgeable, willing buyer in an arm’s length transaction at the date of valuation, in accordance with International Valuation Standards as set out by the International Valuation Standards Committee.

Other than those investment properties held as collateral, the Company has no restriction on the realizability of its investment properties.

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## 11. Investments in Associates and Joint Ventures

The ownership interests in associates and joint ventures are accounted for under the equity method.

As at September 30, 2025, there were no changes in the Company’s ownership interests in its investments in associates and joint ventures.

The movements in this account are as follows:

	Associates	Joint Ventures (In Thousands)	Total
Balance as at December 31, 2023 (Audited)	₱21,983,446	₱10,447,749	₱32,431,195
Equity in net earnings	1,118,823	924,187	2,043,010
Dividends	(1,284,813)	(151,468)	(1,436,281)
Translation and others	22,104	48,331	70,435
Balance as at December 31, 2024 (Audited)	21,839,560	11,268,799	33,108,359
Equity in net earnings	1,336,502	836,084	2,172,586
Dividends	—	(47,940)	(47,940)
Translation and others	9,167	20,713	29,880
<b>Balance as at September 30, 2025 (Unaudited)</b>	<b>₱23,185,229</b>	<b>₱12,077,656</b>	<b>₱35,262,885</b>

The carrying value of investment in Ortigas Land Corporation (OLC) amounted to ₱22,881 million and ₱21,544 million as at September 30, 2025 and December 31, 2024, respectively which consists of its proportionate share in the net assets of OLC and fair value adjustments. The share in profit and total comprehensive income amounted to ₱1,337 million and ₱1,149 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

The carrying value of investment in Feihua Real Estate (Chongqing) Company Ltd. amounted to ₱304 million and ₱295 million as at September 30, 2025 and December 31, 2024, respectively.

The carrying values of investments in Waltermart amounted to ₱9,196 million and ₱8,710 million as at September 30, 2025 and December 31, 2024, respectively. The aggregate share in profit and total comprehensive income, net of dividends received, amounted to ₱486 million and ₱509 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

The carrying value of investment in ST 6747 Resources Corporation amounted to ₱2,882 million and ₱2,559 million as at September 30, 2025 and December 31, 2024, respectively. The aggregate share in profit and total comprehensive income amounted to ₱323 million and ₱138 million for the nine-month periods ended September 30, 2025 and 2024 respectively.

The Company has no outstanding contingent liabilities or capital commitments related to its investments in associates and joint ventures as at September 30, 2025 and December 31, 2024.

## 12. Other Noncurrent Assets

This account consists of:

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
(In Thousands)		
Receivables from sale of real estate - net of current portion* (see Note 6)	₱74,301,609	₱79,064,021
Bonds and deposits	43,757,871	42,946,111
Escrow and time deposits (see Note 17)	4,052,864	3,803,029
Property and equipment - net of accumulated depreciation of ₱2,930 million and ₱2,762 million, respectively (see Note 19)	1,593,955	1,493,295
Deferred input tax	549,811	606,950
Others	329,365	369,367
	<b>₱124,585,475</b>	<b>₱128,282,773</b>

\*Pertains to noncurrent portion of unbilled revenue from sale of real estate.

Bonds and deposits related to land acquisitions amounting to ₱485 million and ₱2,986 million were reclassified to investment properties as at September 30, 2025 and December 31, 2024, respectively (see Note 10).

Interest income earned from escrow and time deposits amounted to ₱85 million for the nine-month periods ended September 30, 2025 and 2024.

### 13. Loans Payable

This account consists of:

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
	<i>(In Thousands)</i>	
Philippine peso-denominated loans (see Note 17)	₱11,200,000	₱16,030,000
China yuan renminbi-denominated loans	1,036,300	1,282,356
	<b>₱12,236,300</b>	<b>₱17,312,356</b>

These loans have maturities of less than one year, with weighted average interest rates of 4.97% and 5.35% as at September 30, 2025 and December 31, 2024, respectively.

Interest expense incurred from loans payable amounted to ₱678 million and ₱467 million for the nine-month periods ended September 30, 2025 and 2024, respectively (see Note 17).

### 14. Accounts Payable and Other Current Liabilities

This account consists of:

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
	<i>(In Thousands)</i>	
Trade payable (see Note 17)	₱56,254,512	₱58,371,104
Tenants' and customers' deposits*	45,334,271	43,023,059
Accrued operating expenses	19,759,771	17,868,320
Deferred output VAT	18,851,449	17,410,460
Retention payable	14,518,173	11,084,821
Lease liabilities	12,394,161	13,150,290
Accrued interest (see Note 17)	3,882,055	2,674,852
Liability for purchased land	2,973,356	3,005,332
Payable to government agencies	687,486	1,049,077
Nontrade	515,004	432,467
Others	2,356,392	2,319,562
	<b>177,526,630</b>	<b>170,389,344</b>
Less noncurrent portion	<b>69,999,720</b>	<b>66,600,383</b>
	<b>₱107,526,910</b>	<b>₱103,788,961</b>

\*Includes unearned revenue from sale of real estate amounting to ₱8,013 million and ₱9,023 million as at September 30, 2025 and December 31, 2024, respectively.

Lease liabilities included in “Other noncurrent liabilities” amounted to ₱12,256 million and ₱12,991 million as at September 30, 2025 and December 31, 2024, respectively. Interest on lease liabilities included under “Others - net” in the interim consolidated statements of income amounted to ₱197 million and ₱255 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

The undiscounted payments of lease liabilities are scheduled as follows:

	<b>September 30, 2025 (Unaudited)</b>	<b>December 31, 2024 (Audited)</b>
	<i>(In Thousands)</i>	
Within 1 year	<b>₱855,329</b>	<b>₱889,112</b>
More than 1 year to 5 years	<b>3,348,200</b>	<b>3,547,030</b>
More than 5 years	<b>25,176,029</b>	<b>26,976,527</b>
	<b>₱29,379,558</b>	<b>₱31,412,669</b>

Accrued operating expenses consist of:

	<b>September 30, 2025 (Unaudited)</b>	<b>December 31, 2024 (Audited)</b>
	<i>(In Thousands)</i>	
Payable to contractors	<b>₱9,969,616</b>	<b>₱11,406,989</b>
Utilities	<b>4,138,853</b>	<b>2,375,023</b>
Marketing, advertising and others	<b>5,651,302</b>	<b>4,086,308</b>
	<b>₱19,759,771</b>	<b>₱17,868,320</b>

## 15. Long-term Debt

This account consists of:

	Availment Date	Maturity Date	Weighted Average Interest Rate	Outstanding Balance	
				September 30, 2025 (Unaudited) <i>(In Thousands)</i>	December 31, 2024 (Audited)
Philippine peso-denominated loans	November 25, 2015 - September 30, 2025	January 30, 2025 - February 25, 2035	Floating BVAL + margin; Fixed - 5.76%	<b>₱312,845,000</b>	₱287,331,190
U.S. dollar-denominated loans*	January 29, 2021 - September 16, 2025	March 21, 2025 - September 16, 2030	SOFR + spread; quarterly; Fixed - 4.75%	<b>85,346,944</b>	76,161,303
China yuan renminbi-denominated loans**	May 6, 2021 - August 22, 2025	April 20, 2026 - June 24, 2037	Loan prime rate; annually; Fixed - 3.65%	<b>11,250,519</b>	10,830,711
				<b>409,442,463</b>	374,323,204
Less debt issue cost				<b>1,856,222</b>	1,715,421
				<b>407,586,241</b>	372,607,783
Less current portion				<b>112,079,096</b>	89,287,442
				<b>₱295,507,145</b>	₱283,320,341

*BVAL – Bloomberg Valuation Service*

*SOFR – Secured Overnight Financing Rate*

*\*Hedged against foreign exchange and interest rate risks using derivative instruments.*

*\*\*Secured by portions of investment properties located in China (see Note 10).*

### Debt Issue Cost

The movements in unamortized debt issue cost of the Company as follows:

	<b>September 30, 2025 (Unaudited)</b>	December 31, 2024 (Audited)
	<i>(In Thousands)</i>	
Balance at beginning of the year	<b>₱1,715,421</b>	₱1,885,738
Additions	<b>733,228</b>	655,334
Amortization	<b>(592,427)</b>	(825,651)
Balance at end of the year	<b>₱1,856,222</b>	₱1,715,421

Amortization of debt issue cost is recognized in the interim consolidated statements of income under “Others - net” account.

### Repayment Schedule

The repayments of long-term debt are scheduled as follows:

	Gross Loan	Debt Issue Cost	Net
		<i>(In Thousands)</i>	
Within 1 year	₱112,651,545	(₱572,449)	₱112,079,096
More than 1 year to 5 years	221,581,175	(1,189,702)	220,391,473
More than 5 years	75,209,743	(94,071)	75,115,672
	<b>₱409,442,463</b>	<b>(₱1,856,222)</b>	<b>₱407,586,241</b>

The loan agreements of the Company provide certain restrictions and requirements principally with respect to maintenance of required financial ratios and material change in ownership or control. As at September 30, 2025 and December 31, 2024, the Company is in compliance with the terms of its loan covenants.

Interest expense incurred from long-term debt amounted to ₱8,045 million and ₱8,730 million for the nine-month periods ended September 30, 2025 and 2024, respectively.

## **16. Equity**

### Capital Stock

As at September 30, 2025 and December 31, 2024, the Company has an authorized capital stock of 40,000 million with a par value of ₱1 a share, of which 33,166 million shares were issued (see Note 23).

As at September 30, 2025 and December 31, 2024, the Company has 28,846 million and 28,856 million outstanding shares, respectively.

### Retained Earnings

On April 29, 2025, the Company’s Board of Directors (BOD) approved the declaration of cash dividend of ₱0.480 per share or ₱13,860 million to stockholders of record as of May 14, 2025, ₱11 million of which was received by SM Development Corporation (SMDC). This was paid on May 28, 2025.



On April 23, 2024, the BOD approved the declaration of cash dividend of ₱0.346 per share or ₱9,992 million to stockholders of record as of May 8, 2024, ₱8 million of which was received by SMDC. This was paid on May 22, 2024.

On December 9, 2024, the BOD approved the appropriation of retained earnings amounting to ₱100,000 million. On the same date, the BOD approved the reversal of appropriated retained earnings amounting to ₱42,200 million.

As at September 30, 2025 and December 31, 2024, the retained earnings appropriated amounted to ₱100,000 million for planned construction projects and land banking activities. The appropriation is expected to be utilized within 2025. Approval of expansions and new projects is delegated by the BOD to the Executive Committee of the Company.

The unappropriated retained earnings account is restricted for the payment of dividends to the extent of the accumulated equity in net earnings of subsidiaries, associates and joint ventures and the balance of treasury stock until such time that the Parent Company receives the dividends from its subsidiaries, associates and joint ventures. The retained earnings available for dividend declaration amounted to ₱90,516 million and ₱77,131 million as at September 30, 2025 and December 31, 2024, respectively.

#### Treasury Stock

On December 9, 2024, the BOD approved a share buyback program ranging from ₱5 billion to ₱10 billion. For the nine-month period ending September 30, 2025, the Company has purchased a total of 10 million shares at an average price of ₱22.24 for a total consideration of ₱226 million under its share buyback program.

As at September 30, 2025 and December 31, 2024, the Company has 4,320 million and 4,310 million shares of treasury stock, respectively. This includes reacquired capital stock and shares held by a subsidiary, stated at acquisition cost of ₱3,211 million and ₱2,985 million as at September 30, 2025 and December 31, 2024, respectively.

## 17. Related Party Transactions

The significant transactions entered into by the Company with its related parties and the amounts included in the accompanying interim condensed consolidated financial statements with respect to these transactions follow:

	Amount of Transactions		Outstanding Amount [Asset (Liability)]		Terms	Conditions
	September 30, 2025 (Unaudited)	September 30, 2024 (Unaudited)	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)		
(In Thousands)						
Ultimate Parent						
Rent income	₱61,122	₱50,518	₱–	₱–		
Rent receivable	–	–	16,092	9,752	Non-interest bearing	Unsecured; not impaired
Other revenues	20,726	26,832	–	–		
Other receivable	–	–	421	3,832	Non-interest bearing	Unsecured; not impaired
Rent expense	47,940	41,827	–	–		
Trade payable	–	–	(90,869)	(72,330)	Non-interest bearing	Unsecured
Equity instruments at FVOCI	–	–	107,387	131,348		
Dividend income	1,899	1,315	–	–		

	Amount of Transactions		Outstanding Amount [Asset (Liability)]		Terms	Conditions
	September 30, 2025	September 30, 2024	September 30, 2025	December 31, 2024		
	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)		
(In Thousands)						
<b>Bank and Retail Group</b>						
Cash and cash equivalents	₱170,493,671	₱117,770,515	₱30,961,925	₱28,105,695	Interest bearing based on prevailing rates	Unsecured; not impaired
Rent income	13,945,857	13,304,538	—	—		
Rent receivable	—	—	2,947,910	3,612,659	Non-interest bearing	Unsecured; not impaired
Other revenues	57,132	51,995	—	—		
Other receivable	—	—	22,316	41,002	Non-interest bearing	Unsecured; not impaired
Interest income	1,114,750	916,400	—	—		
Accrued interest receivable	—	—	179,917	204,768	Non-interest bearing	Unsecured; not impaired
Dividend income	505,409	297,081	—	—		
Equity instruments at FVOCI	—	—	14,489,259	15,556,215		
Escrow and time deposits	155,709	322,963	1,507,659	1,351,950	Interest bearing based on prevailing rates	Unsecured; not impaired
Receivable financed	7,695,948	1,177,783	—	—	Without recourse	Unsecured
Loans payable and long-term debt	36,637,773	11,000,000	(27,571,011)	(28,065,587)	Interest bearing based on prevailing rates	Unsecured
Interests including capitalized interest	1,360,889	1,178,367	—	—		
Accrued interest payable	—	—	(422,845)	(211,032)	Non-interest bearing	Unsecured
Other expense	208,663	162,712	—	—		
Trade payable	—	—	(61,954)	(124,317)	Non-interest bearing	Unsecured
<b>Other Related Parties</b>						
Rent income	350,133	318,735	—	—		
Rent receivable	—	—	81,874	82,581	Non-interest bearing	Unsecured; not impaired
Other revenues	15,660	15,660	—	—		
Other receivable	—	—	13,234	13,613	Non-interest bearing	Unsecured; not impaired
Rent expense	249	456	—	—		
Trade payable	—	—	(8,571)	(23,742)	Non-interest bearing	Unsecured

### Compensation of Key Management Personnel

The aggregate compensation and benefits related to key management personnel for the nine-month periods ended September 30, 2025 and 2024 consist of short-term employee benefits amounting to ₱1,288 million and ₱1,131 million, respectively, and post-employment benefits (pension benefits) amounting to ₱168 million and ₱229 million, respectively.

## 18. Other Revenues

Details of other revenues are as follows:

	September 30, 2025 (Unaudited)	September 30, 2024 (Unaudited)
<i>(In Thousands)</i>		
Cinema and event ticket sales	₱3,046,014	₱3,009,309
Merchandise sales	2,756,288	2,616,564
Food and beverages	2,009,652	1,857,899
Amusement income	933,852	958,009
Bowling and ice skating fees	342,629	355,129
Others (see Note 17)	2,124,511	1,931,149
	<b>₱11,212,946</b>	<b>₱10,728,059</b>

Others include advertising income, service fees, parking terminal, sponsorships, commissions and membership revenue.

## 19. Costs and Expenses

This account consists of:

	September 30, 2025 (Unaudited)	September 30, 2024 (Unaudited)
	<i>(In Thousands)</i>	
Cost of real estate sold (see Note 7)	<b>₱13,562,382</b>	₱13,653,180
Administrative	<b>12,391,251</b>	13,229,293
Depreciation and amortization (see Notes 10 and 12)	<b>11,501,586</b>	11,123,369
Marketing and selling expenses	<b>4,701,375</b>	4,588,588
Business taxes and licenses	<b>4,676,496</b>	4,541,949
Film rentals	<b>1,546,444</b>	1,611,757
Rent (see Note 17)	<b>1,111,906</b>	1,028,610
Insurance	<b>354,249</b>	457,884
Others	<b>1,652,322</b>	1,860,912
	<b>₱51,498,011</b>	₱52,095,542

Administrative expenses include utilities, security, janitorial and other outsourced services. Rent expense pertains to variable payments for various lease agreements. Others include bank charges, donations, dues and subscriptions, service fees and transportation and travel.

## 20. Financial Risk Management Objectives and Policies

The Company's principal financial instruments, other than derivatives, comprise of cash and cash equivalents, accrued interest and other receivables, equity instruments at FVOCI and debt instruments. The main purpose of these financial instruments is to finance the Company's operations. The Company has other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Company also enters into derivative transactions to manage the interest rate and foreign currency risks arising from operations and its sources of finance (see Note 21).

The main risks arising from the Company's financial instruments are interest rate risk, foreign currency risk, liquidity risk, credit risk and equity price risk. The Company's BOD and management review and agree on the policies for managing each of these risks.

### Interest Rate Risk

The Company's policy is to manage its interest cost using a mix of fixed and floating rate debts. To manage this mix in a cost-efficient manner, it enters into interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and floating rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to economically hedge underlying debt obligations. As at September 30, 2025 and December 31, 2024, after considering the effect of interest rate swaps, approximately 57% and 70% of its long-term borrowings, are at a fixed rate of interest.

### Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company's policy is to manage its foreign currency risk mainly from its debt issuances which are denominated in U.S. dollars by entering into derivative instruments aimed at reducing and/or managing the adverse impact of changes in foreign exchange rates on financial performance and cash flow.

The Company's foreign currency-denominated monetary net assets amounted to US\$10 million (P603 million) as at September 30, 2025 and US\$15 million (P849 million) as at December 31, 2024.

In translating the foreign currency-denominated monetary assets to peso amounts, the exchange rates used were P58.20 to US\$1.00 and P57.85 to US\$1.00, the Philippine peso to US dollar exchange rates as at September 30, 2025 and December 31, 2024, respectively.

### Liquidity Risk

Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments or that a market for derivatives may not exist in some circumstance.

The Company seeks to manage its liquidity profile to be able to finance capital expenditures and service maturing debts. To cover its financing requirements, the Company intends to use internally generated funds and proceeds from debt and equity issues.

As part of its liquidity risk management program, the Company regularly evaluates its projected and actual cash flow information and continuously assesses conditions in the financial markets for opportunities to pursue fund-raising initiatives. These initiatives may include bank loans, debt capital and equity market issues. The Company also has readily available credit facility with banks and affiliates to meet its current and long-term financial liabilities.

### Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instruments or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

### Equity Price Risk

Equity price risk arises from the changes in the levels of equity indices and the value of individual stocks traded in the stock exchange.

As a policy, management monitors its equity price risk pertaining to its investments in quoted equity securities which are classified as equity instruments at FVOCI in the interim consolidated balance sheets based on market expectations. Material equity investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by management.

### Capital Management

Capital includes equity attributable to the owners of the Parent.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.

The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

## 21. Financial Instruments

The following table sets forth the carrying values and estimated fair values of financial assets and liabilities and nonfinancial assets, by category and by class, other than those whose carrying values are reasonable approximations of fair values:

September 30, 2025 (Unaudited)					
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
(In Thousands)					
<b>Financial Assets</b>					
Financial assets at fair value through profit or loss (FVTPL):					
Derivative assets	₱3,374,368	₱3,374,368	₱–	₱3,374,368	₱–
Financial assets at amortized cost:					
Escrow and time deposits (included under “Other noncurrent assets”)	4,052,864	4,064,672	–	4,064,672	–
Financial assets at FVOCI:					
Equity instruments	19,165,144	19,165,144	19,156,066	–	9,078
<b>Nonfinancial Assets*</b>	649,310,121	2,482,174,290	–	–	2,482,174,290
	<b>₱675,902,497</b>	<b>₱2,508,778,474</b>	<b>₱19,156,066</b>	<b>₱7,439,040</b>	<b>₱2,482,183,368</b>
<b>Financial Liabilities</b>					
Financial liabilities at FVTPL:					
Derivative liabilities	₱146,500	₱146,500	₱–	₱146,500	₱–
Loans and borrowings:					
Long-term debt - net of current portion	295,507,145	290,890,255	–	–	290,890,255
Tenants’ deposits - net of current portion**	28,307,081	28,398,147	–	–	28,398,147
Other noncurrent liabilities***	15,472,135	15,563,525	–	–	15,563,525
	<b>₱339,432,861</b>	<b>₱334,998,427</b>	<b>₱–</b>	<b>₱146,500</b>	<b>₱334,851,927</b>

\*Consists of investment properties

\*\*Excluding residential customers’ deposits amounting to ₱2,248 million

\*\*\*Excluding lease liabilities and nonfinancial liabilities amounting to ₱30,741 million

December 31, 2024 (Audited)					
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
(In Thousands)					
<b>Financial Assets</b>					
Financial assets at FVTPL:					
Derivative assets	₱4,770,827	₱4,770,827	₱–	₱4,770,827	₱–
Financial assets at amortized cost:					
Escrow and time deposits (included under “Other noncurrent assets”)	3,803,029	3,886,915	–	3,886,915	–
Financial assets at FVOCI:					
Equity instruments	21,187,233	21,187,233	21,181,916	–	5,317
<b>Nonfinancial Assets*</b>	601,339,921	2,419,846,377	–	–	2,419,846,377
	<b>₱631,101,010</b>	<b>₱2,449,691,352</b>	<b>₱21,181,916</b>	<b>₱8,657,742</b>	<b>₱2,419,851,694</b>

	December 31, 2024 (Audited)				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	(In Thousands)				
<b>Financial Liabilities</b>					
Financial liabilities at FVTPL:					
Derivative liabilities	P50,447	P50,447	P—	P50,447	P—
Loans and borrowings:					
Long-term debt - net of current portion	283,320,341	274,954,185	—	—	274,954,185
Tenants' deposits - net of current portion**	26,823,915	26,464,167	—	—	26,464,167
Other noncurrent liabilities***	13,138,778	13,064,037	—	—	13,064,037
	<b>P323,333,481</b>	<b>P314,532,836</b>	<b>P—</b>	<b>P50,447</b>	<b>P314,482,389</b>

\*Consists of investment properties

\*\*Excluding residential customers' deposits amounting to P3,705 million

\*\*\*Excluding lease liabilities and nonfinancial liabilities amounting to P30,233 million

### Fair Value Hierarchy

The Company uses the fair value hierarchy for determining and disclosing the fair value of financial instruments.

During the nine-month period ended September 30, 2025 and the year ended December 31, 2024, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

*Derivative Instruments.* The fair values are based on quotes obtained from counterparties.

*Escrow and Time Deposits.* The fair values are based on the discounted value of future cash flows using the prevailing market rates.

*Financial assets at FVOCI.* The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business.

*Nonfinancial Assets.* The significant assumptions used in the most recent valuation determined on December 31, 2024 are discount rates of 9.00% to 10.00% and average growth rate of 5.00%. Fair values based on market approach were assessed using sales comparison of similar assets. Management believes that the carrying values of additions to investment properties subsequent to the most recent valuation date would approximate their fair values.

*Long-term Debt.* Fair value is based on the following:

Debt Type	Fair Value Assumptions
Fixed Rate Loans	Estimated fair value is based on the discounted value of future cash flows using the applicable rates for similar types of loans. Discount rates used is based on the prevailing market rate as at September 30, 2025 and December 31, 2024.

Debt Type	Fair Value Assumptions
Variable Rate Loans	For variable rate loans that re-price every three months, the carrying value approximates the fair value because of recent and regular repricing based on current market rates. For variable rate loans that re-price every six months, the fair value is determined by discounting the principal amount plus the next interest payment amount using the prevailing market rate as at September 30, 2025 and December 31, 2024 up to the next repricing date. Discount rates used is based on the prevailing market rate.

*Tenants' Deposits and Other Noncurrent Liabilities.* The estimated fair value is based on the discounted value of future cash flows using the applicable rates. The discount rates used range from 1.37% to 6.91% and 1.08% to 7.03% as at September 30, 2025 and December 31, 2024, respectively.

The Company assessed that the carrying values of cash and cash equivalents, receivables, loans payable, current portion of long-term debt and accounts payable and other current liabilities approximate their fair values due to the short-term nature and maturities of these financial instruments.

There were no financial instruments subject to an enforceable master netting arrangement that were not offset in the interim consolidated balance sheets.

#### Derivative Instruments Accounted for as Cash Flow Hedges

As at September 30, 2025 and December 31, 2024, the Company has outstanding arrangements to hedge both foreign currency and interest rate exposures on its foreign currency denominated debts.

As the terms of the swaps have been negotiated to match the terms of the hedged loans, the hedges were assessed to be effective.

The net movements in fair value of all derivative instruments are as follows:

	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
	(In Thousands)	
Balance at beginning of period	₱4,720,380	₱5,251,608
Net changes in fair value during the period*	(712,425)	1,803,201
Fair value of settled derivatives	(780,087)	(2,334,429)
Balance at end of period	₱3,227,868	₱4,720,380

\*Includes fair value changes in other comprehensive income

## 22. Provision for Income Tax

The details of the Company's provision for income tax are as follows:

	<b>September 30, 2025 (Unaudited)</b>	September 30, 2024 (Unaudited)
	<i>(In Thousands)</i>	
Provision for current tax	<b>₱7,041,195</b>	₱6,435,709
Provision for deferred tax	<b>1,021,210</b>	769,622
	<b>₱8,062,405</b>	₱7,205,331

## 23. Earnings per share (EPS) Computation

Basic/diluted EPS is computed as follows:

	<b>September 30, 2025 (Unaudited)</b>	September 30, 2024 (Unaudited)
	<i>(In Thousands, Except Per Share Data)</i>	
Net income attributable to equity holders of the Parent (a)	<b>₱37,240,786</b>	₱33,878,257
Common shares issued (see Note 16)	<b>33,166,300</b>	33,166,300
Less weighted average number of treasury stock	<b>4,314,919</b>	4,309,889
Weighted average number of common shares outstanding (b)	<b>28,851,381</b>	28,856,411
EPS (a/b)	<b>₱1.291</b>	₱1.174



**SM Prime Holdings, Inc. and Subsidiaries**  
**Aging of Accounts Receivable and Contract Assets**  
**As at September 30, 2025**  
*(Amounts in Thousands)*

Trade:	
Sale of real estate (billed and unbilled)	<b>₱165,247,544</b>
Rent	<b>12,668,035</b>
Accrued interest	<b>401,402</b>
Nontrade and others	<b>3,972,803</b>
	<b>182,289,784</b>
Less allowance for ECLs	<b>735,512</b>
	<b>181,554,272</b>
Less noncurrent portion of receivables from sale of real estate	<b>74,301,609</b>
	<b>₱107,252,663</b>

The aging analysis of total receivables are as follows:

Neither past due nor impaired	<b>₱162,716,635</b>
Past due but not impaired:	
Less than 30 days	<b>4,182,975</b>
31–90 days	<b>4,479,655</b>
91–120 days	<b>2,667,356</b>
Over 120 days	<b>7,507,651</b>
Impaired	<b>735,512</b>
	<b>₱182,289,784</b>

Receivables, except for those that are impaired, are assessed by the Company's management as not impaired, good and collectible.

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**FINANCIAL RATIOS AND KEY PERFORMANCE INDICATORS**  
**AS OF SEPTEMBER 30, 2025 and DECEMBER 31, 2024**

Ratio	Formula	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
<i>(amounts in thousands, except ratios)</i>			
<b>Current Ratio</b>	<b>Total Current Assets divided by Total Current Liabilities</b>		
	Total current assets	₱248,679,121	₱230,681,830
	Current liabilities	233,420,122	211,995,083
	Less: Loans payable*	(12,236,300)	(17,312,356)
	Current portion of long-term debt*	(112,079,096)	(89,287,442)
	Divide by: Current liabilities excluding loans payable and current portion of long-term debt	109,104,726	105,395,285
	Current ratio	<b>2.28</b>	<b>2.19</b>
	<i>*due for refinancing</i>		
<b>Acid Test Ratio</b>	<b>Quick Assets divided by Total Current Liabilities</b>		
	Cash and cash equivalents	₱33,200,141	₱31,246,171
	Receivables and contract assets	107,252,663	92,506,904
	Equity instruments at fair value through other comprehensive income - current	791,589	794,433
	Quick assets	141,244,393	124,547,508
	Divide by: Current liabilities excluding loans payable and current portion of long-term debt	109,104,726	105,395,285
	Acid test ratio	<b>1.29</b>	<b>1.18</b>
<b>Solvency Ratio</b>	<b>Total Assets divided by Total Liabilities</b>		
	Total assets	₱1,078,347,143	₱1,019,430,730
	Divided by: Total liabilities	621,067,877	583,190,240
	Asset to liabilities ratio	<b>1.74</b>	<b>1.75</b>
<b>Debt-to-Equity Ratio</b>	<b>Total Interest-Bearing Debt divided by Total Equity Attributable to the Equity Holders of the Parent and Total Interest-Bearing Debt</b>		
	Loans payable	₱12,236,300	₱17,312,356
	Current portion of long-term debt	112,079,096	89,287,442
	Long-term debt - net of current portion	295,507,145	283,320,341
	Total interest-bearing debt (a)	419,822,541	389,920,139
	Add: Total equity attributable to equity holders of the parent (b)	453,947,697	433,093,072
	Total interest-bearing debt and equity attributable to equity holders of the parent (c)	873,770,238	823,013,211
	Debt to equity ratio (a/c):(b/c)	<b>48:52</b>	<b>47:53</b>

Ratio	Formula	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
<i>(amounts in thousands, except ratios)</i>			
<b>Net Debt-to-Equity Ratio</b>	<b>Total Interest-Bearing Debt less Cash and Cash Equivalents divided by Total Equity Attributable to the Equity Holders of the Parent</b>		
	Total interest-bearing debt	₱419,822,541	₱389,920,139
	Less: Cash and cash equivalents	(33,200,141)	(31,246,171)
	Total net interest-bearing debt (a)	386,622,400	358,673,968
	Add: Total equity attributable to equity holders of the parent (b)	453,947,697	433,093,072
	Total net interest-bearing debt and equity attributable to equity holders of the parent (c)	840,570,097	791,767,040
	Net debt-to-equity ratio (a/c):(b/c)	<b>46:54</b>	<b>45:55</b>
<b>Return on Equity</b>	<b>Net Income divided by Average Total Equity Attributable to the Equity Holders of the Parent</b>		
	Net income attributable to equity holders of the parent*	₱48,994,291	₱45,631,764
	Divide by: Average total equity attributable to equity holders of the parent	443,520,383	414,644,844
	Return on equity *rolling	<b>11%</b>	<b>11%</b>
<b>Net Income Margin</b>	<b>Net Income divided by Total Revenue</b>		
	Net income attributable to equity holders of the parent	₱37,240,786	₱45,631,764
	Divide by: Total revenue	103,402,182	140,390,872
	Net income margin	<b>36%</b>	<b>33%</b>
<b>Asset to Equity Ratio</b>	<b>Total Assets divided by Total Equity Attributable to the Equity Holders of the Parent</b>		
	Total assets	₱1,078,347,143	₱1,019,430,730
	Divide by: Total equity attributable to equity holders of the parent	453,947,697	433,093,072
	Asset to equity ratio	<b>2.38</b>	<b>2.35</b>
<b>Interest Coverage Ratio</b>	<b>Earnings Before Interest, Taxes and Depreciation and Amortization (EBITDA) divided by Total Interest Expense</b>		
	Income from operations	₱51,904,171	₱68,037,118
	Less: Net income attributable to non-controlling interest	(648,589)	(907,672)
	Add: Depreciation and amortization	11,501,586	15,037,788
	EBITDA	62,757,168	82,167,234
	Divide by: Interest expense	8,883,931	13,934,024
	Interest coverage ratio	<b>7.06</b>	<b>5.90</b>

Ratio	Formula	September 30, 2025 (Unaudited)	December 31, 2024 (Audited)
<i>(amounts in thousands, except ratios)</i>			

**Total interest-bearing liabilities divided by EBITDA**

Total interest-bearing liabilities	₱419,822,541	₱389,920,139
Divide by: EBITDA*	86,805,950	82,167,234
Debt to EBITDA	<b>4.84</b>	<b>4.75</b>
<i>*rolling</i>		

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**Retail Bond – Series Y, Z and AA Bonds**  
**As of September 30, 2025**

**(1) Gross and Net Proceeds as Disclosed in the Final Offer Supplement**

	<u>Amounts in millions</u>
Gross Proceeds	₱25,000
Estimated Expenses	(284)
Net Proceeds	<u>₱24,716</u>

**(2) Actual Gross and Net Proceeds**

	<u>Amounts in millions</u>
Gross Proceeds	₱25,000
Actual Expenses	(296)
Net Proceeds	<u>₱24,704</u>

**(3) Each Expenditure Item where the Proceeds were Used**

The net proceeds were used to finance capital expenditures of the following:

<u>Projects</u>	<u>Amounts in millions</u>
<b>Debt Refinancing</b>	
Retail bond Series I due on March 1, 2025	₱10,000
Retail bond Series K due on March 25, 2025	11,373
<b>New Malls (including Arena)</b>	
SM City Sta. Rosa Yulo	1,393
SM Seaside Cebu Arena	637
SM City La Union	55
<b>Landbank</b>	
Luzon	1,246
<b>TOTAL</b>	<u><b>₱24,704</b></u>

As of September 30, 2025, ₱24,704 million of the proceeds from retail bond was used to refinance long-term debt, to fund the construction of new malls (including arena) and acquisition of landbank.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### SM Prime 9M net income up by 10% to ₱37.2 Billion

Financial and Operational Highlights  
(In Million Pesos, except for financial ratios and percentages)

	Nine Months Ended September 30				
	2025	% to Revenues	2024	% to Revenues	% Change
Profit and Loss Data					
Revenues	103,402	100%	99,764	100%	4%
Costs and Expenses	51,498	50%	52,096	52%	-1%
Operating Income	51,904	50%	47,668	48%	9%
Net Income	37,241	36%	33,878	34%	10%
EBITDA	62,757	61%	58,118	58%	8%

	Third Quarter Ended September 30				
	2025	% to Revenues	2024	% to Revenues	% Change
Profit and Loss Data					
Revenues	35,359	100%	35,075	100%	1%
Costs and Expenses	17,880	51%	18,474	53%	-3%
Operating Income	17,478	49%	16,601	47%	5%
Net Income	12,785	36%	11,812	34%	8%
EBITDA	21,145	60%	20,179	58%	5%

	Sep 30 2025	% to Total Assets	Dec 31 2024	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	1,078,347	100%	1,019,431	100%	6%
Investment Properties	649,310	60%	601,340	59%	8%
Total Debt	419,823	39%	389,920	38%	8%
Net Debt	386,622	36%	358,674	35%	8%
Total Equity	453,948	42%	433,093	42%	5%

	<b>Consolidated</b>	
	<b>Sep 30</b>	<b>Dec 31</b>
Financial Ratios	<b>2025</b>	<b>2024</b>
Current Ratio*	2.28	2.19
Acid Test Ratio*	1.29	1.18
Solvency Ratio	1.74	1.75
Debt to Equity	48:52	47:53
Net Debt to Equity	46:54	45:55
Return on Equity	11%	11%
Net Income Margin	36%	33%
Asset to Equity	2.38	2.35
Interest Coverage Ratio	7.06	5.90
Debt to EBITDA	4.84	4.75

*\*excluding loans payable and current portion of long-term debt for refinancing*

## ***Revenues***

SM Prime recorded consolidated revenues of ₱103.40 billion in the first nine months of 2025, an increase of 4% compared to ₱99.76 billion in the same period of 2024, primarily due to the following:

### ***Rent***

SM Prime recorded consolidated revenues from rent of ₱60.99 billion in the first nine months of 2025, a 7% increase from ₱57.24 billion in the same period of 2024. 86% is contributed by the malls while 14% is from offices and hotels and convention centers.

### ***Real Estate Sales***

SM Prime's real estate sales is at ₱31.20 billion in the first nine months of 2025 coming from sales take-up and construction accomplishment of ongoing projects, including Calm Residences in Laguna, Joy Residences in Bulacan, and Gold Towers Residential-Offices and Ice Tower in Parañaque.

### ***Other Revenues***

SM Prime's other revenues is at ₱11.21 billion in the first nine months of 2025, an increase of 5% from ₱10.73 billion in the same period of 2024. Other revenues include ice skating, bowling, amusement and recreation operations, sale of food and beverages in hotels, sponsorships and advertising revenues, and cinema and event ticket sales. Cinema movies shown during the first nine months of 2025 includes Final Destination: Bloodlines, The Conjuring: Last Rites, Demon Slayer-Kimetsu no Yaiba-Infinity Castle, Superman and Lilo & Stitch.

## ***Costs and Expenses***

SM Prime recorded consolidated costs and expenses is at ₱51.50 billion in the first nine months of 2025. Operating expenses includes depreciation and amortization, taxes and licenses, marketing and selling expenses, utilities and manpower costs. Gross profit margin on real estate is 57% in 2025.

## ***Other Income (Charges)***

### ***Interest Expense***

SM Prime's consolidated interest expense is at ₱8.88 billion in the first nine months of 2025 compared to ₱9.36 billion in the same period in 2024. This is related to the interest-bearing debt used for various capital expenditure requirements and to refinance existing debt, net of capitalized interest on proceeds used for construction and development of investment properties.

### ***Interest, Dividend and Others - net***

Interest, dividend and others - net is at ₱2.93 billion in the first nine months of 2025. This consists of interest income from cash and cash equivalents, dividend income from equity instruments, equity in net earnings from associates and joint ventures and foreign exchange gains and losses.

## ***Provision for income tax***

SM Prime's consolidated provision for income tax is at ₱8.06 billion in the first nine months of 2025 compared to ₱7.21 billion in the same period of 2024.



### ***Net income attributable to Parent***

SM Prime's net income attributable to Parent increased by 10% to ₱37.24 billion in the first nine months of 2025 compared to ₱33.88 billion in the same period of 2024.

### ***Balance Sheet Accounts***

SM Prime's total assets amounted to ₱1,078.35 billion and ₱1,019.43 billion as of September 30, 2025 and December 31, 2024, respectively.

Cash and cash equivalents increased to ₱33.20 billion from ₱31.25 billion as of September 30, 2025 and December 31, 2024, respectively, mainly due to collections and proceeds from availment of new loans, net of payments for capital expenditures and maturing debts.

Receivables and contract assets increased to ₱107.25 billion from ₱92.51 billion as of September 30, 2025 and December 31, 2024, respectively, mainly due to sales take-up from completed projects and accomplishments from ongoing residential projects nearing completion.

Real estate inventories decreased to ₱73.06 billion from ₱76.93 billion as of September 30, 2025 and December 31, 2024, respectively, due to cost of sold units from completed projects, net of construction accomplishments for the period.

Equity instruments at fair value through other comprehensive income decreased to ₱19.17 billion from ₱21.19 billion as of September 30, 2025 and December 31, 2024, due to changes in fair values under this portfolio.

Derivatives - net decreased to ₱3.23 billion from ₱4.72 billion as of September 30, 2025 and December 31, 2024, respectively, mainly due to net fair value changes on interest rate and foreign exchange swap transactions and maturities during the period.

Prepaid expenses and other current assets increased to ₱31.16 billion from ₱28.43 billion as of September 30, 2025 and December 31, 2024, respectively, due to increase in input taxes and advances to contractors related to ongoing integrated commercial developments and construction of residential projects.

Investments in associates and joint ventures increased to ₱35.26 billion from ₱33.11 billion as of September 30, 2025 and December 31, 2024, respectively, due to equity in net earnings of associates and joint ventures.

Investment properties increased to ₱649.31 billion from ₱601.34 billion as of September 30, 2025 and December 31, 2024, respectively, primarily due to ongoing integrated commercial developments, construction of new mall projects and redevelopment of existing malls, net of depreciation expense for the period.

Deferred tax asset - net increased to ₱1.97 billion from ₱1.63 billion as of September 30, 2025 and December 31, 2024, respectively. Deferred tax liabilities - net increased to ₱15.28 billion from ₱13.92 billion as of September 30, 2025 and December 31, 2024, respectively, mainly due to unrealized gross profit on sale of real estate for income tax purposes.

Long-term debt and loans payable increased to ₱419.82 billion from ₱389.92 billion as of September 30, 2025 and December 31, 2024, respectively, mainly due to new loan availments, net of payments of matured loans during the period.

Income tax payable decreased to ₱1.52 billion from ₱1.61 billion as of September 30, 2025 and December 31, 2024, respectively, mainly due to payments, net of provisions for the year.

Other noncurrent liabilities increased to ₱46.21 billion from ₱43.37 billion as of September 30, 2025 and December 31, 2024, respectively, due to increase in retention payable related to ongoing integrated commercial developments and deferred output VAT related to sale of residential projects.

Cumulative translation adjustment increased to ₱4.28 billion from ₱3.14 billion as of September 30, 2025 and December 31, 2024, respectively, as a result of foreign exchange movement between periods.

Treasury shares increased to ₱3.21 billion from ₱2.98 billion as of September 30, 2025 and December 31, 2024, respectively, mainly due to buy back of shares for the period.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

SM Prime currently has sixty-eight residential projects, forty-seven of which are in Metro Manila and twenty-one are outside Metro Manila. In 2025, the Company launched more than 2,000 units of SMDC Symphony Homes in Mabalacat City, Pampanga.

As of September 30, 2025, SM Prime has eighty-eight shopping malls in the Philippines with 9.6 million square meters of gross floor area (GFA) and eight shopping malls in China with 1.7 million square meters of GFA. In May 2025, the Company opened SM City Laoag in Laoag City, Ilocos Norte.

In October 2025, the Company also opened SM City La Union, its 89<sup>th</sup> mall in the Philippines, located in San Fernando City, La Union. This new mall will provide an additional GFA of 0.1 million square meters.

SM Prime has twenty-two office buildings with a combined GFA of almost 1.6 million square meters.

SM Prime's hotels and convention centers business unit currently has a portfolio of ten hotels with over 2,600 rooms, six convention centers and two trade halls.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### SM Prime's Consolidated Net Income up by 12% in 9M2024 to ₱33.88 billion

Financial and Operational Highlights  
(In Million Pesos, except for financial ratios and percentages)

	Nine Months Ended September 30				
	2024	% to Revenues	2023	% to Revenues	% Change
Profit and Loss Data					
Revenues	99,764	100%	92,603	100%	8%
Costs and Expenses	52,096	52%	48,081	52%	8%
Operating Income	47,668	48%	44,522	48%	7%
Net Income	33,878	34%	30,126	33%	12%
EBITDA	58,118	58%	53,927	58%	8%

	Third Quarter Ended September 30				
	2024	% to Revenues	2023	% to Revenues	% Change
Profit and Loss Data					
Revenues	35,075	100%	32,749	100%	7%
Costs and Expenses	18,474	53%	17,179	52%	8%
Operating Income	16,601	47%	15,570	48%	7%
Net Income	11,812	34%	10,682	33%	11%
EBITDA	20,179	58%	18,710	57%	8%

	Sep 30 2024	% to Total Assets	Dec 31 2023	% to Total Assets	% Change
Balance Sheet Data					
Total Assets	998,804	100%	943,328	100%	6%
Investment Properties	581,238	58%	545,075	58%	7%
Total Debt	385,662*	39%	366,658	39%	5%
Net Debt	346,297	35%	334,841	35%	3%
Total Equity	422,753	42%	396,197	42%	7%

\*The increase in total debt includes ₱1.3 billion foreign exchange translation.

	<b>Consolidated</b>	
	<b>Sep 30</b>	<b>Dec 31</b>
Financial Ratios	<b>2024</b>	<b>2023</b>
Current Ratio*	2.12	2.17
Acid Test Ratio*	1.13	1.09
Solvency Ratio	1.74	1.73
Debt to Equity	48 : 52	48 : 52
Net Debt to Equity	45 : 55	46 : 54
Asset to Equity	2.36	2.38
Return on Equity	0.11	0.11
Net Income Margin	0.34	0.31
Interest Coverage Ratio	6.21	5.31
Debt to EBITDA	4.93	4.95
<i>*excluding loans payable and current portion of long-term debt due for refinancing</i>		

## ***Revenues***

SM Prime recorded consolidated revenues of ₱99.76 billion in the first nine months of 2024, an increase of 8% compared to ₱92.60 billion in the same period of 2023, primarily due to the following:

### ***Rent***

SM Prime recorded consolidated revenues from rent of ₱57.24 billion in the first nine months of 2024, a 9% increase from ₱52.65 billion in the same period of 2023. 85% is contributed by the malls while 15% is from offices and hotels and convention centers.

### ***Real Estate Sales***

SM Prime's real estate sales increased by 7% to ₱31.80 billion in the first nine months of 2024 from ₱29.80 billion in the same period of 2023 due to sales take-up and construction accomplishment of ongoing projects including Now Residences in Pampanga, Bloom Residences and Gold Towers Residential-Offices in Parañaque, Vail Residences in Cagayan de Oro, and Glade Residences in Iloilo.

### ***Other Revenues***

SM Prime's other revenues increased by 6% to ₱10.73 billion in the first nine months of 2024 from ₱10.16 billion in the same period in 2023. Other revenues include ice skating, bowling, amusement and recreation operations, sale of food and beverages in hotels, sponsorships and advertising revenues, and cinema and event ticket sales. Cinema movies shown during the first nine months of the year includes Inside Out 2, Rewind, Deadpool & Wolverine, Un/Happy For You, and How To Make Millions Before Grandma Dies.

## ***Costs and Expenses***

SM Prime recorded consolidated costs and expenses of ₱52.10 billion in the first nine months of 2024, an increase of 8% from ₱48.08 billion in the same period in 2023, mainly from operating expenses which include depreciation and amortization, taxes and licenses, marketing and selling expenses, utilities and manpower costs. Gross profit margin on real estate is 57% in 2024.

## ***Other Income (Charges)***

### ***Interest Expense***

SM Prime's consolidated interest expense increased by 5% to ₱9.36 billion in the first nine months of 2024 compared to ₱8.89 billion in the same period in 2023, mainly due to new bank loans availed for working capital and capital expenditure requirements.

### ***Interest, Dividend and Others - net***

Interest, dividend and others - net increased to ₱3.45 billion in 2024 compared to ₱2.26 billion in the same period in 2023. This consists of interest income from cash and cash equivalents, dividend income from equity instruments, equity in net earnings from associates and joint ventures and foreign exchange gains and losses.

### ***Provision for income tax***

SM Prime's consolidated provision for income tax is at ₱7.21 billion in 2024 compared to ₱7.13 billion in the same period in 2023.

### ***Net income attributable to Parent***

SM Prime's net income attributable to Parent increased by 12% to ₱33.88 billion in the first nine months of 2024 compared to ₱30.13 billion in the same period in 2023.

### ***Balance Sheet Accounts***

SM Prime's total assets amounted to ₱998.80 billion and ₱943.33 billion as of September 30, 2024 and December 31, 2023, respectively.

Cash and cash equivalents increased to ₱39.36 billion from ₱31.82 billion as of September 30, 2024 and December 31, 2023, respectively, mainly due to collections and proceeds from availing of new loans, net of payments for capital expenditures and maturing debts.

Equity instruments at fair value through other comprehensive income (FVOCI) increased to ₱23.28 billion from ₱20.32 billion as of September 30, 2024 and December 31, 2023, respectively. There is equivalent increase in the net fair value of equity instruments at FVOCI to ₱19.90 billion from ₱16.94 billion as of September 30, 2024 and December 31, 2023, respectively.

Derivative assets - net decreased to ₱1.71 billion from ₱5.25 billion as of September 30, 2024 and December 31, 2023, respectively, mainly due to net fair value changes on interest rate and foreign exchange swap transactions and maturities during the period.

Prepaid expenses and other current assets decreased by 5% to ₱26.44 billion from ₱27.80 billion as of September 30, 2024 and December 31, 2023, respectively, due to amortization in prepaid taxes and other prepayments.

Investments in associates and joint ventures increased by 6% to ₱34.26 billion from ₱32.43 billion as of September 30, 2024 and December 31, 2023, respectively, due to equity in net earnings of associates and joint ventures.

Investment properties increased by 7% to ₱581.24 billion from ₱545.07 billion as of September 30, 2024 and December 31, 2023, respectively, primarily due to ongoing coastal development, new mall projects and redevelopment of existing malls, and construction of commercial projects, net of depreciation expense for the period.

Deferred tax asset - net increased to ₱1.64 billion from ₱1.49 billion as of September 30, 2024 and December 31, 2023, respectively. Deferred tax liabilities - net increased to ₱13.33 billion from ₱12.46 billion as of September 30, 2024 and December 31, 2023, respectively, mainly due to unrealized gross profit on sale of real estate for income tax purposes.

Other noncurrent assets include noncurrent portion of receivables from sale of real estate and deposit to suppliers and contractors. The account increased by 6% to ₱131.84 billion from ₱124.03 billion as of September 30, 2024 and December 31, 2023, respectively.

Interest-bearing debt increased by 5% to ₱385.66 billion from ₱366.66 billion as of September 30, 2024 and December 31, 2023, respectively, due to net availments for the period for coastal development and foreign exchange translation.

Accounts payable and other current liabilities increased by 5% to ₱104.37 billion from ₱99.08 billion as of September 30, 2024 and December 31, 2023, respectively, due to payables to contractors and suppliers related to ongoing projects.

Income tax payable increased to ₱1.73 billion from ₱1.30 billion as of September 30, 2024 and December 31, 2023, respectively, mainly due to provisions, net of payments for the year.

Tenants' and customers' deposits increased by 7% to ₱27.16 billion from ₱25.30 billion as of September 30, 2024 and December 31, 2023, respectively, and is mainly attributable to the new malls and office building tenants.

Cumulative translation adjustment increased to ₱3.46 billion from ₱2.56 billion as of September 30, 2024 and December 31, 2023, respectively, as a result of foreign exchange movement between periods.

Non-controlling interests increased to ₱2.98 billion from ₱2.69 billion as of September 30, 2024 and December 31, 2023, respectively, due to increase in net income attributable to non-controlling interests, net of dividends declared for the period.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

As at September 30, 2024 and December 31, 2023, the amount of retained earnings appropriated for the continuous corporate and mall expansions amounted to ₱42.20 billion. This represents a continuing appropriation for land banking activities and planned construction projects. The appropriation is being fully utilized to cover part of the annual capital expenditure requirement of the Company.

For the year 2024, the Company maintains ₱100 billion for its capital expenditure program. This will be funded mostly by internally generated funds and partly by external borrowings.

SM Prime currently has sixty-seven residential projects, forty-seven of which are in Metro Manila and twenty are outside Metro Manila.

As of September 30, 2024, SM Prime's malls business unit has eighty-six shopping malls in the Philippines with 9.3 million square meters of gross floor area (GFA) and eight shopping malls in China with 1.7 million square meters of GFA. In May 2024, the Company opened SM City Caloocan in Bagumbong, Caloocan City.

In October 2024, the Company also opened SM City J Mall in Mandaue City, Cebu. This new mall, plus the expansion of the Company's existing malls, will provide an addition of almost 0.2 million square meters of GFA.

SM Prime's Commercial Properties Group has twenty-two office buildings with a combined GFA of almost 1.6 million square meters.

SM Prime's hotels and convention centers business unit currently has a portfolio of six convention centers, two trade halls and ten hotels with over 2,600 rooms.

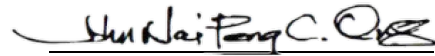
## SIGNATURE

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



**JOHN NAI PENG C. ONG**  
Chief Finance Officer