

COVER SHEET

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

SEC Registration Number

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

(Company's Full Name)

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

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

|                   |     |   |   |
|-------------------|-----|---|---|
| 1                 | 1   | 1 | 2 |
| Month             | Day |   |   |
| (Calendar Period) |     |   |   |

|             |   |   |   |  |
|-------------|---|---|---|--|
| 1           | 7 | - | C |  |
| (Form Type) |   |   |   |  |

|                  |     |  |  |
|------------------|-----|--|--|
|                  |     |  |  |
| Month            | Day |  |  |
| (Annual Meeting) |     |  |  |

|                                         |
|-----------------------------------------|
|                                         |
| (Secondary License Type, If Applicable) |

|                           |
|---------------------------|
|                           |
| Dept. Requiring this Doc. |

|                                 |
|---------------------------------|
|                                 |
| Amended Articles Number/Section |

|                           |
|---------------------------|
|                           |
| Total No. of Stockholders |

|                            |         |
|----------------------------|---------|
|                            |         |
| Total Amount of Borrowings |         |
| Domestic                   | Foreign |

To be accomplished by SEC Personnel concerned

|             |  |  |  |  |  |  |  |  |  |
|-------------|--|--|--|--|--|--|--|--|--|
|             |  |  |  |  |  |  |  |  |  |
| File Number |  |  |  |  |  |  |  |  |  |
|             |  |  |  |  |  |  |  |  |  |
| Document ID |  |  |  |  |  |  |  |  |  |

|         |
|---------|
|         |
| LCU     |
|         |
| Cashier |

|        |  |  |  |  |  |  |  |  |  |
|--------|--|--|--|--|--|--|--|--|--|
|        |  |  |  |  |  |  |  |  |  |
| STAMPS |  |  |  |  |  |  |  |  |  |

Remarks: Please use BLACK ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. November 12, 2025  
Date of Report
2. SEC Identification Number AS094-000088
3. BIR Tax Identification No. 003-058-789
4. SM PRIME HOLDINGS, INC.  
Exact name of registrant as specified in its charter
5. PHILIPPINES 6. (SEC Use Only)   
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City, Metro Manila, Philippines 1300  
Address of principal office Postal Code
8. (632) 8831-1000  
Registrant's telephone number, including area code
9. N/A  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

| Title of Each Class           | Number of Shares of Common Stock<br>Outstanding and Amount of Debt Outstanding |
|-------------------------------|--------------------------------------------------------------------------------|
| COMMON STOCK, P1 PAR VALUE    | 28,833,206,194                                                                 |
| DEBT SECURITIES – RETAIL BOND | 141,458,500,000                                                                |
| .....                         | .....                                                                          |
| .....                         | .....                                                                          |
| .....                         | .....                                                                          |

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

**Subject of the Disclosure**

Buyback of SMPH shares

**Background/Description of the Disclosure**

Please be informed that the Company purchased 428,200 common shares. This is pursuant to the Company's share buyback program approved by the Board last December 9, 2024.

**Type of Securities**

- ☒ Common
- ☐ Preferred-
- ☐ Others-

**Details of Share Buy-Back Transaction(s)**

| Date of Transaction | Number of Shares Purchased | Price Per Share |  |
|---------------------|----------------------------|-----------------|--|
| November 12, 2025   | 20,000                     | 19.2400         |  |
| November 12, 2025   | 20,000                     | 19.2800         |  |
| November 12, 2025   | 80,000                     | 19.3000         |  |
| November 12, 2025   | 20,000                     | 19.3200         |  |
| November 12, 2025   | 20,000                     | 19.3600         |  |
| November 12, 2025   | 40,000                     | 19.4000         |  |
| November 12, 2025   | 20,000                     | 19.4200         |  |
| November 12, 2025   | 25,000                     | 19.4400         |  |
| November 12, 2025   | 53,200                     | 19.4800         |  |
| November 12, 2025   | 130,000                    | 19.5000         |  |
|                     | 428,200                    |                 |  |

**Effects on Number of Shares**

|                    | Before         | After          |
|--------------------|----------------|----------------|
| Outstanding Shares | 28,833,206,194 | 28,832,777,994 |
| Treasury Shares    | 4,333,093,881  | 4,333,522,081  |

|                                                                   |                    |
|-------------------------------------------------------------------|--------------------|
| <b>Cumulative Number of Shares Purchased to Date <sup>1</sup></b> | 46,453,700         |
| <b>Total Amount Appropriated for the Buy-Back Program</b>         | PHP5 to 10 Billion |
| <b>Total Amount of Shares Repurchased</b>                         | PHP993,033,285     |
| <b>Other Relevant Information</b>                                 |                    |
| -                                                                 |                    |

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

## SIGNATURES

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

**SM PRIME HOLDINGS, INC.**

Registrant

Date: November 12, 2025

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

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