

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

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1	1
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Month *Day*
(Calendar Period)

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(Form Type)

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Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

11/11/2019

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document ID

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

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

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK, P1 PAR VALUE	28,826,741,994
DEBT SECURITIES – RETAIL BOND	140,396,480,000
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

Subject of the Disclosure

Buyback of SMPH shares

Background/Description of the Disclosure

Please be informed that the Company purchased 2,000,000 common shares. This is pursuant to the Company's share buyback program approved by the Board last December 9, 2024.

Type of Securities

- ☒ Common
- ☐ Preferred-
- ☐ Others-

Details of Share Buy-Back Transaction(s)

Date of Transaction	Number of Shares Purchased	Price Per Share	
December 11, 2025	556,600	22.1000	
December 11, 2025	150,000	22.1500	
December 11, 2025	200,000	22.2000	
December 11, 2025	500,000	22.2500	
December 11, 2025	250,000	22.3000	
December 11, 2025	343,400	22.3500	
	2,000,000		

Effects on Number of Shares

	Before	After
Outstanding Shares	28,826,741,994	28,824,741,994
Treasury Shares	4,339,558,081	4,341,558,081
Cumulative Number of Shares Purchased to Date ¹	54,489,700	
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion	

Total Amount of Shares Repurchased	PHP1,155,699,359
Other Relevant Information	
-	

¹ 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: December 11, 2025

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

JOHN NAI PENG ONG
Chief Finance Officer & Corporate Information Officer