

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. August 15, 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	28,871,122,694
DEBT SECURITIES – RETAIL BOND	141,458,500,000
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11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.



Former Supreme Court Justice Perlas-Bernabe Joins SM Prime Board of Directors

Pasay City, Philippines [August 15, 2025] – SM Prime Holdings, Inc. (SM Prime) welcomes former Senior Associate Justice Hon. Estela M. Perlas-Bernabe as its newest Independent Director, further reinforcing the Company’s commitment to strong corporate governance, prudent risk oversight and long-term stakeholder value creation.

In its special meeting on August 15, the Board of Directors of SM Prime approved the election of Justice Perlas-Bernabe as Independent Director. She succeeds former Independent Director Atty. Darlene Marie B. Berberabe, who stepped down from the Board following her appointment as the Solicitor General of the Philippines.

With an unparalleled judicial career spanning over 2 decades, Justice Perlas-Bernabe served in all levels of the Philippine court system, maintaining a zero-case backlog upon every promotion until her retirement from the Supreme Court. The Supreme Court has since institutionalized the Senior Associate Justice Estela Perlas-Bernabe Exemplary Career Jurist Award, a first in Philippine history, to honor justices who match her record of efficiency and integrity.

Her breadth of experience—with the highest levels of the judiciary and private legal practice—is expected to contribute meaningfully to SM Prime’s Board deliberations, particularly in areas of governance, compliance and stakeholder risk management.

A Magna Cum Laude graduate of St. Paul College of Manila in Banking and Finance, Justice Perlas-Bernabe earned her law degree from the Ateneo de Manila University School of Law as Class Salutatorian, and successfully passing the Bar in 1977. Her career includes distinguished service in the judiciary, corporate legal practice, and academia as a former professor at Ateneo Law School.

Her election to the Board underscores SM Prime’s adherence to governance best practices, its inclusion in the FTSE4Good Index Series, and its ongoing drive to maintain a diverse, high-caliber Board aligned with the company’s sustainability and growth agenda.

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For further information, please contact:

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Chief Finance Officer

SM Prime Holdings, Inc.

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Forward-looking Statement

This document may contain forward-looking statements and forward-looking information that are subject to significant risks and uncertainties including, without limitation, statements relating to known and unknown risks; uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from expected future results; performance or achievements expressed or implied by forward-looking statements; our overall future business, financial condition, and results of operations, including, but not limited to financial position or cash flow; our goals for or estimates of future operational performance or results; and changes in the regulatory environment including, but not limited to, policies, decisions, and determinations of governmental or regulatory authorities. Although: (1) SM Prime Holdings, Inc. has extensive experience; and (2) the forward-looking statements may be reasonable, nothing herein should be relied upon as a commitment from SM Prime Holdings, Inc. as we cannot guarantee future events, performance or events due to various risks and uncertainties.

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: August 15, 2025

A handwritten signature in black ink that reads "John Nai Peng Ong". The signature is written in a cursive, slightly slanted style.

JOHN NAI PENG ONG

Chief Finance Officer & Corporate Information Officer