



15 August 2025

PHILIPPINE STOCK EXCHANGE, INC.

6/F PSE Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention : **ATTY. JOHANNE DANIEL M. NEGRE**
Officer-in-Charge, Disclosure Department

PHILIPPINE DEALING & EXCHANGE CORP.

29F BDO Equitable Tower
8751 Paseo de Roxas, Makati City

Attention : **ATTY. SUZY CLAIRE R. SELLEZA**
Head, Issuer Compliance and Disclosure Department

SECURITIES AND EXCHANGE COMMISSION

12/F, SEC Headquarters
7907 Makati Avenue, Salcedo Village
Brgy. Bel-Air, Makati City 1209

Attention : **ATTY. OLIVER O. LEONARDO**
Director, Markets and Securities Regulation Department

Ladies and Gentlemen:

Please be advised that the Board of Directors of SM Prime Holdings, Inc. (**SM Prime**), in its special meeting held today, 15 August 2025, elected Senior Associate Justice Estela M. Perlas - Bernabe (Ret.) as Independent Director, following her pre-qualification and endorsement by the Corporate Governance and Sustainability Committee. Her profile is enclosed in the attached 17-C for your perusal. Justice Perlas - Bernabe shall serve the unexpired term of Atty. Darlene Marie B. Berberabe, who resigned as Independent Director.

Thank you.

Very truly yours,

A handwritten signature in black ink that reads "John Nai Peng C. Ong".

JOHN NAI PENG C. ONG
Chief Finance Officer

SM PRIME

MOA Square, Seashell Lane cor. Coral Way,
Mall of Asia Complex, Pasay City 1300, Philippines

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	t	h		F	l	o	o	r		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		1	3	0	0																		

Mr. John Nai Peng C. Ong
(Contact Person)

8831-1000
(Company Telephone Number)

0 8

1 5

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

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

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. 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 Industry Classification Code:
incorporation
7. 7th Floor MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76, Zone 10, CBP 1-A, Pasay City, 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
.....
.....

11. Indicate the item numbers reported herein:

Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

The Company's Board of Directors, in its special meeting held today 15 August 2025, elected Senior Associate Justice Estela M. Perlas - Bernabe (Ret.) as Independent Director, following her pre-qualification and endorsement by the Corporate Governance and Sustainability Committee. Attached is her profile for your perusal. Justice Perlas - Bernabe shall serve the unexpired term of Atty. Darlene Marie B. Berberabe, who resigned as independent director.

Estela M. Perlas – Bernabe, 72, was Senior Associate Justice of the Supreme Court of the Philippines. She is a member of the Panel of Arbitrators of the Singapore International Arbitration Centre since February 2025. She is also an independent director of BDO Unibank, Inc., BDO Private Bank, Aboitiz Power Corporation, San Miguel Food & Beverage, Inc., Converge Information and Communications Technology Solutions, Inc., and Petrogen Insurance Corporation. She is also a director of PHILJA (Philippine Judicial Academy) Development Center, Inc. and a trustee of the Foundation for Liberty and Prosperity.

Justice Perlas - Bernabe served the Philippine Judiciary in various capacities. She was appointed as associate justice of the Supreme Court in 2011 and was Division Chairperson of the Second Division from 2019 until her retirement in 2022. She was also the Bar Examinations Chairperson in 2019. Prior her appointment to the Supreme Court, she was associate justice of the Court of Appeals from 2004 to 2011; Regional Trial Court Judge of Makati City from 2000 to 2004; and Metropolitan Trial Court Judge of the same city from 1996 to 2000. After passing the bar in 1977, she served as technical assistant in the Supreme Court under the Office of Court Administrator Lorenzo Relova.

In addition to her solid background in the Philippine Judiciary, she was also a law professor at the Ateneo Law School from 2009 to 2011 and engaged in private legal practice under Bernabe Perlas Morte & Associates as Senior Partner from 1993 to 1996. She also worked in various private offices from 1978 to 1993 namely, China Banking Corporation, Paramount Finance Corporation, and National Home Mortgage Finance Corporation.

Justice Perlas – Bernabe completed her Bachelor of Science in Commerce Banking and Finance at St. Paul College of Manila and graduated Magna Cum Laude in 1972. She earned her law degree in Ateneo College of Law, graduating as Class Salutatorian in 1976 and passed the bar in 1977 with a rating of 85.15%.

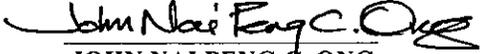
In recognition of her exemplary service and track record, the Supreme Court created an award in her name called “The Senior Associate Justice Estela Perlas- Bernabe Exemplary Career Jurist Award” bestowed to a distinct set of Justices of the Supreme Court who have served the Judiciary in all court levels, particularly from a trial court to a lower collegiate court and finally up to the Supreme Court, and have achieved a zero backlog or zero docket upon every promotion to the next-level court until their retirement from the Supreme Court. She also received various awards and distinctions namely, “Judicial Medal of Distinction” in 2022 (Supreme Court of the Philippines), “Distinguished Alumni Award for the Judiciary” in 2018 (Ateneo de Manila Alumni Association, Inc.), “Gawad Dangal ng Lipi” in 2012 (Provincial Government of Bulacan), Gawad Parangal 2008 as Outstanding Alumna for Dedicated Service to Country and People (St. Paul University Manila), Court of Appeals Award for Exemplary Performance in 2007 (CA Award of Recognition for Outstanding Performance in Case Disposition), and Natatanging Babaeng Hukom in 2003 (Municipality of Plaridel, Bulacan) among others.

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


JOHN NAI PENG C. ONG
Chief Finance Officer