

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. January 26, 2026
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	28,816,859,294
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 1,000,000 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
January 26, 2026	18,800	22.40
January 26, 2026	55,100	22.45
January 26, 2026	125,000	22.50
January 26, 2026	751,100	22.55
January 26, 2026	50,000	22.60
	1,000,000	

Effects on Number of Shares		
	Before	After
Outstanding Shares	28,816,859,294	28,815,859,294
Treasury Shares	4,349,440,781	4,350,440,781
Cumulative Number of Shares Purchased to Date ¹	63,372,400	
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion	
Total Amount of Shares Repurchased	PHP1,355,833,149	

Other Relevant Information
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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: January 26, 2026



JOHN NAI PENG ONG

Chief Finance Officer & Corporate Information Officer