COVER SHEET

AS094-000088

SEC Registration Number

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

(Company's Full Name)

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

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

0	1		2	8

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 Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

S T A M P S

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. **January 28, 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**
   Province, country or other jurisdiction of incorporation

6. (SEC Use Only)
   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	**28,813,859,294**
DEBT SECURITIES – RETAIL BOND	**140,396,480,000**

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 712,100 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 28, 2026	250,000	22.2500
January 28, 2026	362,100	22.3000
January 28, 2026	25,000	22.3500
January 28, 2026	25,000	22.4000
January 28, 2026	50,000	22.4500
	712,100	

Effects on Number of Shares

	Before	After
Outstanding Shares	28,813,859,294	28,813,147,194
Treasury Shares	4,352,440,781	4,353,152,881

Cumulative Number of Shares Purchased to Date [1]	66,084,500
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion
Total Amount of Shares Repurchased	PHP1,416,736,209

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: January 28, 2026

JOHN NAI PENG ONG
Chief Finance Officer & Corporate Information Officer