

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 29, 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	28,813,147,194
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 3,000,000 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 29, 2026	600,000	21.2000	
January 29, 2026	150,000	21.3000	
January 29, 2026	100,000	21.3500	
January 29, 2026	150,000	21.4000	
January 29, 2026	150,000	21.4500	
January 29, 2026	300,000	21.5000	
January 29, 2026	425,000	21.5500	
January 29, 2026	75,000	21.6000	
January 29, 2026	200,000	21.6500	
January 29, 2026	100,000	21.7000	
January 29, 2026	100,000	21.7500	
January 29, 2026	100,000	21.8500	
January 29, 2026	100,000	21.9000	
January 29, 2026	200,000	21.9500	
January 29, 2026	50,000	22.0000	

January 29, 2026	100,000	22.0500	
January 29, 2026	50,000	22.1000	
January 29, 2026	50,000	22.2000	
	3,000,000		
Effects on Number of Shares			
	Before		After
Outstanding Shares	28,813,147,194	28,810,147,194	
Treasury Shares	4,353,152,881	4,356,152,881	
Cumulative Number of Shares Purchased to Date ¹	69,084,500		
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion		
Total Amount of Shares Repurchased	PHP1,481,402,459		
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 29, 2026



JOHN NAI PENG ONG

Chief Finance Officer & Corporate Information Officer