

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. **February 06, 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	28,803,546,794
DEBT SECURITIES – RETAIL BOND	137,896,480,000
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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
February 06, 2026	20,000	21.2000
February 06, 2026	145,300	21.2500
February 06, 2026	534,700	21.3000
February 06, 2026	250,000	21.3500
February 06, 2026	50,000	21.4000
	1,000,000	

Effects on Number of Shares

	Before	After
Outstanding Shares	28,803,546,794	28,802,546,794
Treasury Shares	4,362,753,281	4,363,753,281
Cumulative Number of Shares Purchased to Date ¹	76,684,900	
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion	
Total Amount of Shares Repurchased	PHP1,643,731,889	

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: February 06, 2026



JOHN NAI PENG ONG
Chief Finance Officer & Corporate Information Officer