

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	/	F	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	2		1	6
<i>Month</i>	<i>Day</i>		<i>Month</i>	<i>Day</i>
<i>(Calendar Period)</i>				

1	7	-	C
<i>(Form Type)</i>			

<i>Month</i>	<i>Day</i>		<i>Month</i>	<i>Day</i>
<i>(Annual Meeting)</i>				

<i>(Secondary License Type, If Applicable)</i>

<i>Dept. Requiring this Doc.</i>

<i>Amended Articles Number/Section</i>
<i>Total Amount of Borrowings</i>

<i>Total No. of Stockholders</i>

<i>Domestic</i>	<i>Foreign</i>

To be accomplished by SEC Personnel concerned

<i>File Number</i>

LCU

<i>Document ID</i>

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. **February 16, 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	28,799,003,994
DEBT SECURITIES – RETAIL BOND	137,896,480,000

11. Indicate the item numbers reported herein: **ITEMS #4 and # 9**

During the regular meeting of the Board of Directors of SM Prime Holdings, Inc. (the **Company**) held today, the Board approved the following matters:

1. The Audited Financial Statements of the Company for the year ended December 31, 2025;
2. Appointment of Mr. Cris Noel E. Torres, Executive Vice President, as key officer of the Company

Mr. Cris Noel E. Torres, 49, is the Executive Vice President of SM Prime Holdings, Inc. Prior to joining SM Prime, Mr. Torres was Managing Director and Chief Financial Officer of EEI Corporation from 2020 to 2024, an engineering and power solutions company focusing on projects in the Philippines and the Middle East. In this role, he served as President or Board Member of nine (9) subsidiary companies, as well as the lead in Finance, Treasury, Business Development and Legal departments. Mr. Torres also held various positions from 2011 to 2020 at First Pacific Group, a diversified conglomerate with investments primarily in Philippines and Indonesia where he gained a decade of experience spanning infrastructure, utilities, power generation and portfolio management. Earlier in his career, he provided M&A, financing and strategic advisory services to corporations in the technology and communications sector for a US-based middle-market investment bank and advisory firm. He has also held positions in private equity and in the consumer goods industry.

Mr. Torres has a Master’s degree in Business Administration, with a Major in Finance, from The Wharton School of the University of Pennsylvania. He obtained his Bachelor of Science degree in Mechanical Engineering from the University of the Philippines, Diliman, and he is also a licensed Mechanical Engineer.

3. Setting of the 2026 Annual Stockholders’ Meeting (**ASM**) of the Company as follows, with stockholders still authorized to attend remotely and to vote *in absentia*:

Date: **April 28, 2026**

Time: **2:30 pm**

Venue: **Saffron Grand Ballroom, Lanson Place Mall of Asia Manila, Block 12, Palm Coast Avenue cor. Seaside Boulevard, MOA Complex, Pasay City**

Record Date: **March 18, 2026**, the record date for stockholders entitled to notice of, to attend and vote at the annual stockholders’ meeting.

The meeting will be livestreamed for stockholders participating via remote communication. Stockholders may also vote *in absentia* through a secure online voting facility. Registration and voting procedures will be posted separately.

4. Amendment to the Sixth Article of the Articles of Incorporation to increase the number of Directors from eight (8) to nine (9), as follows:

Article No.	Current	Amendment
SIXTH ARTICLE	That the number of directors of said corporation shall be eight (8) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:	That the number of directors of said corporation shall be <u>nine (9)</u> and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

The proposed amendment to the Sixth Article of the Articles of Incorporation of the Company will be presented to the shareholders for approval during the 2026 ASM; and

5. Re-appointment of SGV as the external auditor for 2026, which will also be presented during the 2026 ASM.

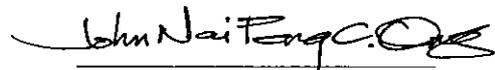
We trust you find the foregoing in order.

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 16, 2026



JOHN NAI PENG C. ONG
Chief Finance Officer