

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	,		M	e	t	r	o		M	a	n	i	l	a	,
P	h	i	l	i	p	p	i	n	e	s																			

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

0	2	2	0
---	---	---	---

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 No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--	--	--

File Number

LCU

--	--	--	--	--	--	--	--	--	--

Document ID

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 20, 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	28,795,646,894
DEBT SECURITIES – RETAIL BOND	137,896,480,000
.....	
.....	
.....	

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 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	
February 20, 2026	23,800	20.7000	
February 20, 2026	100,000	20.8000	
February 20, 2026	308,800	20.8500	
February 20, 2026	250,000	20.9000	
February 20, 2026	1,967,400	20.9500	
February 20, 2026	300,000	21.0000	
February 20, 2026	50,000	21.0500	
	3,000,000		

Effects on Number of Shares

	Before	After
Outstanding Shares	28,795,646,894	28,792,646,894
Treasury Shares	4,370,653,181	4,373,653,181
Cumulative Number of Shares Purchased to Date ¹	86,584,800	
Total Amount Appropriated for the	PHP5 to 10 Billion	

Buy-Back Program	
Total Amount of Shares Repurchased	PHP1,853,288,654
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: February 20, 2026

A handwritten signature in black ink, appearing to read "John Nai Peng Ong", written over a horizontal line.

JOHN NAI PENG ONG
Chief Finance Officer & Corporate Information Officer