



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 26, 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
<b>COMMON STOCK, P1 PAR VALUE</b>	<b>28,788,886,894</b>
<b>DEBT SECURITIES – RETAIL BOND</b>	<b>137,896,480,000</b>

11. Indicate the item numbers reported herein: **ITEM # 9**

During the special meeting of the Board of Directors of SM Prime Holdings, Inc. (**SM Prime**) held today, the Board approved and endorsed to the stockholders for approval, the reclassification of 100 Million unissued common shares with par value of Php1.00 to 100 Million preferred shares with par value of Php1.00, and the corresponding amendment of the Seventh Article of the Articles of Incorporation, including the delegation to the Board of the authority to fix and determine the terms of the preferred share issuances, including the tranches, offer price, and timing of the offer and issuance.

The proposed amended Seventh Article of the Articles of Incorporation (**Annex A**) of SM Prime to give effect to the reclassification reads as follows:

**SEVENTH: That the authorized capital stock of said corporation is FORTY BILLION PESOS (Php40,000,000,000,00), Philippine Currency, and said capital stock is divided into THIRTY-NINE BILLION NINE HUNDRED MILLION (39,900,000,000) common shares with a par value of the One Peso (Php1.00) per share and ONE HUNDRED MILLION (100,000,000) preferred shares with a par value of One Peso (Php1.00) per share.**

**The preferred shares shall have the following features:**

- 1. The preferred shares are non-voting shares, except that each holder of a preferred share shall be entitled to one (1) vote in the instances enumerated in Section 6 of the Revised Corporation Code, where holders of non-voting shares are entitled to vote;**
- 2. The holders of the preferred shares shall be entitled to dividends before any dividends are declared on the common stock of the Corporation as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to determine the rate, nature and/or amount of the aforesaid dividends;**
- 3. The preferred shares shall be perpetual and shall not be redeemable at the option of their holders. However, the Corporation may redeem the preferred shares;**
- 4. The preferred shares shall not be convertible to common shares;**
- 5. To the extent not set forth in this Article, the specific terms of each issue of the preferred shares, including but not limited to the number of shares included in said series, the rate, nature and/or amount of dividends, shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issue of such preferred shares, which resolution(s) shall be filed with the Securities and Exchange Commission and thereupon be deemed a part of these Articles of Incorporation;**

**Provided, finally, that all preferred shares shall comply with the regulations of the Securities and Exchange Commission prevailing at the time of issuance, as these may be amended from time to time.**

No stockholder of the corporation, because of his/its ownership of stock, has a preemptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation. Any part of such stock or of other securities may, at anytime, be issued, optioned for sale, and sold or disposed by the corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to

*existing Stockholders. This restriction shall be printed on the Stock Certificates of the Corporation.*

The proposed amendment to the Seventh Article of the Articles of Incorporation of SM Prime will be presented to the shareholders for approval during the 2026 Annual Shareholders' Meeting to be held this 28 April 2026.

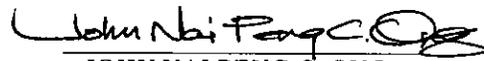
We trust you find the foregoing in order.

**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 26, 2026

  
**JOHN NAI PENG C. ONG**  
Chief Finance Officer

## Annex A - Proposed amendments to the Seventh Article of the Articles of Incorporation

Article No.	From	To
Seventh Article	<p><b>SEVENTH:</b> That the authorized capital stock of said corporation is <b>FORTY BILLION PESOS (Php40,000,000,000,00)</b>, Philippine Currency, and said the capital stock is divided into <b>FORTY BILLIN (40,000,000,000)</b> common shares with a par value of the One Peso (Php1.00) per share.</p> <p>No stockholder of the corporation, because of his/its ownership of stock, has a preemptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation. Any part of such stock of or other securities may, at anytime, be issued, optioned for sale, and sold or disposed by the corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing Stockholders. This restriction shall be printed on the Stock Certificates of the Corporation.</p>	<p><i>SEVENTH: That the authorized capital stock of said corporation is <b>FORTY BILLION PESOS (Php40,000,000,000,00)</b>, Philippine Currency, and <u>said capital stock is divided into <b>THIRTY-NINE BILLION NINE HUNDRED MILLION (39,900,000,000)</b> common shares with a par value of the One Peso (Php1.00) per share <b>and ONE HUNDRED MILLION (100,000,000) preferred shares with a par value of One Peso (Php1.00) per share.</b></u></i></p> <p><i><u>The preferred shares shall have the following features:</u></i></p> <ol style="list-style-type: none"> <li><i><u>1. The preferred shares are non-voting shares, except that each holder of a preferred share shall be entitled to one (1) vote in the instances enumerated in Section 6 of the Revised Corporation Code, where holders of non-voting shares are entitled to vote;</u></i></li> <li><i><u>2. The holders of the preferred shares shall be entitled to dividends before any dividends are declared on the common stock of the Corporation as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to determine the rate, nature and/or amount of the aforesaid dividends;</u></i></li> <li><i><u>3. The preferred shares shall be perpetual and shall not be redeemable at the option of their holders. However, the Corporation may redeem the preferred shares;</u></i></li> <li><i><u>4. The preferred shares shall not be convertible to common shares;</u></i></li> <li><i><u>5. To the extent not set forth in</u></i></li> </ol>

*this Article, the specific terms of each issue of the preferred shares, including but not limited to the number of shares included in said series, the rate, nature and/or amount of dividends, shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issue of such preferred shares, which resolution(s) shall be filed with the Securities and Exchange Commission and thereupon be deemed a part of these Articles of Incorporation;*

*Provided, finally, that all preferred shares shall comply with the regulations of the Securities and Exchange Commission prevailing at the time of issuance, as these may be amended from time to time.*

*No stockholder of the corporation, because of his/its ownership of stock, has a preemptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation. Any part of such stock of or other securities may, at anytime, be issued, optioned for sale, and sold or disposed by the corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing Stockholders. This restriction shall be printed on the Stock Certificates of the Corporation.*