

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

0	4
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Month

2	8
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Day

(Calendar Period)

1	7	-	C
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(Form Type)

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Month

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Day

(Annual Meeting)

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(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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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. April 28, 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 Industry Classification Code:
incorporation

7. 7th Floor MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76, Zone 10, CBP 1-A, Pasay City, 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	28,730,067,594
DEBT SECURITIES - RETAIL BOND	137,896,480,000
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11. Indicate the item numbers reported herein: ITEMS NOS. 4 and 9(b)

- I. At the **Annual Stockholders' Meeting (ASM)** of the Corporation held on April 28, 2026:
- A. The stockholders approved the minutes of the ASM held last April 29, 2025;
 - B. The stockholders approved the 2025 Annual Report including the 2025 Audited Financial Statements;
 - C. The stockholders ratified all acts of the Board of Directors and the Management from the date of the last ASM (April 29, 2025) up to today's annual stockholders' meeting (April 28, 2026);
 - D. The following stockholders were elected as directors of the Corporation to serve for the period 2026-2027 and until their successors shall have been duly elected and qualified, to wit:

HENRY T. SY, JR. – Chairperson
 AMANDO M. TETANGCO, JR. – Vice-Chairperson and Lead Independent Director
 J. CARLITOS G. CRUZ – Independent Director
 ESTELA M. PERLAS - BERNABE – Independent Director
 HANS T. SY – Member
 HERBERT T. SY – Member
 JORGE T. MENDIOLA – Member
 JEFFREY C. LIM – Member
 - E. The stockholders re-appointed Sycip, Gorres, Velayo & Co. as external auditor of the Corporation for the year 2026.
 - F. The stockholders approved the Amendment to the Sixth Article of the Articles of Incorporation to Increase the Number of Directors from Eight (8) to Nine (9).
 - G. The stockholders approved the Amendment to the Seventh Article of the Articles of Incorporation (**Annex A**) to Reclassify 100 Million Unissued Authorized Common Shares to Preferred Shares of the Company.
- II. At the **organizational meeting of the Board of Directors** of the Corporation held on April 28, 2026:
- A. The following persons were elected officers of the Corporation for the year 2026-2027 to serve as such and until their successors shall have been duly elected/appointed and qualified:

HENRY T. SY, JR.	- Chairperson
AMANDO M. TETANGCO, JR.	- Vice Chairperson
JEFFREY C. LIM	- President
CRIS NOEL E. TORRES	- Executive Vice President
JOHN NAI PENG C. ONG	- Chief Finance Officer
MARVIN PERRIN L. PE	- Chief Audit Executive
JOANA B. TIANGCO	- Chief Risk Officer
ELMER B. SERRANO	- Corporate Secretary
ARTHUR A. SY	- Assistant Corporate Secretary
 - B. The following persons were appointed as advisors to the Board of Directors:

TERESITA T. SY
 ELIZABETH T. SY
 EDWARD K. LEE (Independent Adviser)
 - C. Mr. Amando M. Tetangco, Jr. was designated as Lead Independent Director.
 - D. The following persons were elected members of the Corporate Governance and Sustainability Committee of the Corporation for the year 2026-2027 to serve as such and until their successors shall have been duly elected and qualified:

ESTELA M. PERLAS - BERNABE - Chairperson (Independent Director)
AMANDO M. TETANGCO, JR - Member (Independent Director)
J. CARLITOS G. CRUZ - Member (Independent Director)

- E. The following persons were elected members of the Audit Committee of the Corporation for the year 2026-2027 to serve as such and until their successors shall have been duly elected and qualified:

AMANDO M. TETANGCO, JR - Chairperson (Independent Director)
J. CARLITOS G. CRUZ - Member (Independent Director)
ESTELA M. PERLAS - BERNABE - Member (Independent Director)
JOSE T. SIO - Adviser

- F. The following persons were elected members of the Risk Oversight Committee of the Corporation for the year 2026-2027 to serve as such and until their successors shall have been duly elected and qualified:

J. CARLITOS G. CRUZ - Chairperson (Independent Director)
AMANDO M. TETANGCO, JR - Member (Independent Director)
ESTELA M. PERLAS - BERNABE - Member (Independent Director)
JOSE T. SIO - Adviser

- G. The following persons were elected members of the Related Party Transactions Committee of the Corporation for the year 2026-2027 to serve as such and until their successors shall have been duly elected and qualified:

ESTELA M. PERLAS - BERNABE - Chairperson (Independent Director)
AMANDO M. TETANGCO, JR - Member (Independent Director)
J. CARLITOS G. CRUZ - Member (Independent Director)

- H. The following persons were elected members of the Executive Committee of the Corporation for the year 2026-2027 to serve as such and until their successors shall have been duly elected and qualified:

HANS T. SY - Chairperson
HENRY T. SY, JR. - Member
ELIZABETH T. SY - Member
HERBERT T. SY - Member
JEFFREY C. LIM - Member
CRIS NOEL E. TORRES – Member
JOHN NAI PENG C. ONG – Member

- I. The following officers were likewise appointed:

JOHN NAI PENG C. ONG – Chief Compliance Officer and Corporate Information Officer
ARTHUR A. SY – Alternate Corporate Information Officer
ELMER B. SERRANO – Alternate Compliance Officer

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: April 28, 2026


JOHN NAI PENG C. ONG
Chief Finance Officer

Annex A - Approved amendments to the Seventh Article of the Articles of Incorporation

Article No.	From	To
Seventh Article	<p>SEVENTH: That the authorized capital stock of said corporation is FORTY BILLION PESOS (Php40,000,000,000,00), Philippine Currency, and said the capital stock is divided into FORTY BILLIN (40,000,000,000) 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 FORTY BILLION PESOS (Php40,000,000,000,00), Philippine Currency, and <u>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.</u></i></p> <p><u><i>The preferred shares shall have the following features:</i></u></p> <ol style="list-style-type: none"> <u><i>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;</i></u> <u><i>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;</i></u> <u><i>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;</i></u> <u><i>4. The preferred shares shall not be convertible to common shares;</i></u> <u><i>5. To the extent not set forth in</i></u>

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.