

COVER SHEET

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SEC Registration Number

[illegible]

(Company's Full Name)

[illegible]

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

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Month *Day*
(Calendar Period)

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(Form Type)

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Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document ID

Cashier

STAMPS

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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. September 11, 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	28,513,830,494
DEBT SECURITIES – RETAIL BOND	127,896,480,000
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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 has purchased 2,000,000 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	
September 11, 2026	17,800	17.6200	
September 11, 2026	50,000	17.6400	
September 11, 2026	50,000	17.6600	
September 11, 2026	157,600	17.6800	
September 11, 2026	150,000	17.7000	
September 11, 2026	1,249,600	17.7200	
September 11, 2026	175,000	17.7400	
September 11, 2026	50,000	17.7600	
September 11, 2026	100,000	17.7800	
	2,000,000		

Effects on Number of Shares

	Before	After
Outstanding Shares	28,513,830,494	28,511,830,494
Treasury Shares	4,652,469,581	4,654,469,581
Cumulative Number of Shares Purchased	367,401,200	

to Date ¹	
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion
Total Amount of Shares Repurchased	PHP7,097,058,562
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: September 11, 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