# COVER SHEET

AS094-000088

SEC Registration Number

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

(Company's Full Name)

7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, 1300 Pasay City, Metro Manila, Philippines

(Business Address: No. Street City/Town/Province)

| Mr. John Nai Peng C. Ong | 8831-1000 |
|---|---|
| (Contact Person) | (Company Telephone Number) |

| 09 | 22 | 17-C | | |
|---|---|---|---|---|
| *Month* | *Day* | (Form Type) | *Month* | *Day* |
| (Calendar Period) | | | (Annual Meeting) | |

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

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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. **September 22, 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** | **28,468,830,494** |
| **DEBT SECURITIES – RETAIL BOND** | **127,896,480,000** |

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 has purchased 10,000,000 common shares. This is pursuant to the Company's share buyback program approved by the Board last December 9, 2024. |

## Type of Securities

- (selected) Common
- Preferred-
- Others-

**Details of Share Buy-Back Transaction(s)**

| Date of Transaction | Number of Shares Purchased | Price Per Share |
|---|---|---|
| September 22, 2026 | 100,000 | 15.9800 |
| September 22, 2026 | 400,000 | 16.0000 |
| September 22, 2026 | 456,000 | 16.0200 |
| September 22, 2026 | 525,000 | 16.0400 |
| September 22, 2026 | 800,000 | 16.0600 |
| September 22, 2026 | 125,000 | 16.0800 |
| September 22, 2026 | 6,944,000 | 16.1000 |
| September 22, 2026 | 25,000 | 16.1200 |
| September 22, 2026 | 150,000 | 16.1400 |
| September 22, 2026 | 25,000 | 16.1600 |
| September 22, 2026 | 100,000 | 16.1800 |
| September 22, 2026 | 350,000 | 16.2000 |
| | 10,000,000 | |

**Effects on Number of Shares**

| | Before | After |
|---|---|---|

| | | |
|---|---|---|
| **Outstanding Shares** | 28,468,830,494 | 28,458,830,494 |
| **Treasury Shares** | 4,697,469,581 | 4,707,469,581 |

| | |
|---|---|
| **Cumulative Number of Shares Purchased to Date [1]** | 420,401,200 |
| **Total Amount Appropriated for the Buy-Back Program** | PHP5 to 10 Billion |
| **Total Amount of Shares Repurchased** | PHP7,997,467,354 |

| **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 22, 2026

John Nai Peng C. Ong
____________________________________
**JOHN NAI PENG ONG**
**Chief Finance Officer & Corporate Information Officer**