



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

MARKETS AND SECURITIES REGULATION DEPARTMENT

CERTIFICATE OF PERMIT TO OFFER SECURITIES FOR SALE

THE ISSUANCE OF THIS PERMIT IS PERMISSIVE ONLY AND DOES NOT CONSTITUTE A RECOMMENDATION OR ENDORSEMENT OF THE SECURITIES PERMITTED TO BE ISSUED

THIS IS TO CERTIFY that the securities of

SM PRIME HOLDINGS, INC.

consisting of **Five Billion Pesos (P5,000,000,000.00) with an Over-subscription Option of up to Five Billion Pesos (P5,000,000,000.00) worth of Fixed-Rate Bonds**, representing the **third tranche** of the **One Hundred Billion Pesos (P100,000,000,000.00) worth of Debt Securities**, under shelf registration and covered under **MSRD Order No. 6, Series of 2020**, have been registered pursuant to the requirements of Sections 8 and 12 of the Securities Regulation Code and may now be offered for sale or sold to the public subject to full compliance with the provisions of the said Code and its Amended Implementing Rules and Regulations, Revised Code of Corporate Governance and other applicable laws and orders as may be issued by the Commission.

Issued at Pasay City, Philippines this 29th day of October Two Thousand and Twenty-one.



VICENTE GRACIANO P. FELIZMENIO, JR.
Director