

# COVER SHEET

for  
SEC FORM 20-IS

SEC Registration Number

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Company Name

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Principal Office (No./Street/Barangay/City/Town/Province)

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Form Type

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Department requiring the report

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Secondary License Type, If Applicable

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## COMPANY INFORMATION

Company's Email Address

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Company's Telephone Number/s

8831-1000

Mobile Number

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No. of Stockholders

2,313

Annual Meeting  
Month/Day

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Fiscal Year  
Month/Day

December 31

## CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

John Nai Peng C. Ong

Email Address

john.ong@smprime.com

Telephone Number/s

8831-1000

Mobile Number

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Contact Person's Address

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

**Note:** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

# SM PRIME

**Notice of Annual Stockholders' Meeting**  
**April 29, 2025 | 2:30 p.m.**  
**Forbes Ballroom 1 and 2, Conrad Manila,**  
**Seaside Blvd. corner Coral Way, Mall of Asia Complex, Pasay City**

Dear Stockholders:

The Annual Stockholders' Meeting of **SM PRIME HOLDINGS, INC.** (the Company) will be held on **April 29, 2025 (Tuesday)** at **2:30 p.m.** at **Forbes Ballroom 1 and 2, Conrad Manila, Seaside Blvd. corner Coral Way, Mall of Asia Complex, Pasay City**, and will be livestreamed for stockholders participating remotely. The meeting will also be recorded visually and audibly.

## **AGENDA**

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Meeting of Stockholders held on April 23, 2024
4. Approval of Annual Report for 2024
5. Open Forum
6. General Ratification of Acts of the Board of Directors, Board Committees and Management
7. Election of Directors for 2025-2026
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

**Annex A** provides a brief explanation of each agenda item for approval.

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on **March 19, 2025** as the record date for the determination of stockholders entitled to notice of, to participate, and to vote *in absentia*, at such meeting and any adjournment thereof.

If you intend to attend the meeting remotely, kindly notify the Corporate Secretary by registering at [asmregister.smprime.com](https://asmregister.smprime.com) and submit the required information on or before **April 25, 2025**. All information received will be subject to verification by the Company. For further inquiries, please reach out to the Office of the Corporate Secretary via email at [corporatesecretary@smprime.com](mailto:corporatesecretary@smprime.com).

You may also accomplish a proxy form (which need not be notarized) and send the original to the Office of the Corporate Secretary at 1105 Tower 2 High Street South Corporate Plaza, 26th Street Bonifacio Global City, Taguig City on or before **April 25, 2025 (Friday)** for validation pursuant to the Company's By-Laws. Sample formats of the proxy forms for individual and corporate stockholders are attached for reference.

Stockholders participating remotely can cast their votes *in absentia* through the Company's secure online voting facility and access the live streaming of the meeting. Detailed log-in instructions will be sent to the email provided by each shareholder to the Company. The registration and voting procedures are set forth in the "**Guidelines for Remote Participation and Voting in Absentia**", appended to the Definitive Information Statement posted on the Company's website and PSE EDGE.

The electronic copy of the Information Statement, Management Report, SEC Form 17-A, and other pertinent documents will be made available on the Company's website at <https://www.smprime.com/annual-stockholders-meeting/> and posted on PSE EDGE.

Thank you.

Pasay City, March 13, 2025.



**ELMER B. SERRANO**  
Corporate Secretary

## **Rationale for Agenda Items:**

### **Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting Held on April 23, 2024**

The draft minutes of the annual stockholders' meeting held on April 23, 2024 were posted on the Company's website within twenty-four (24) hours from adjournment of the meeting. These minutes are subject to stockholders' approval during this year's meeting.

### **Agenda Item No. 4: Approval of Annual Report for the Year 2024**

The Company's 2024 performance has been duly summarized in the Annual Report, which also contains the Audited Financial Statements (AFS) of the Company for the year ended 31 December 2024. The AFS, as audited by the external auditor Sycip Gorres Velayo & Co. (SGV & Co.) which expressed an unqualified opinion therefor, have been reviewed and approved by the Audit Committee and the Board of Directors of the Company. Any stockholder who would like to receive a hard or soft copy of the 2024 Annual Report may do so through the Company's Investor Relations Office. The 2024 Annual Report is also posted on the Company's website.

### **Agenda Item No. 6: General ratification of the acts of the Board of Directors, Board Committees and the Management from the Date of the Last Annual Stockholders' Meeting up to the Date of this Meeting**

The Company's performance in 2024, as detailed in the Annual Report, is attributed to the strategic directions and key policies set by the Board of Directors which were effectively executed and complied with by Management in conformance with good corporate governance and ethical best practices. The ratification of the acts undertaken by the Board of Directors, Board Committees, and Management is sought for this meeting.

### **Agenda Item No. 7: Election of Directors for 2025-2026**

The profiles of pre-qualified nominees will be posted on the Company's website as soon as the Final List of Candidates or Nominees is available at the end of the nomination process. Directors for 2025-2026 will be elected during this stockholders' meeting.

### **Agenda Item No. 8: Appointment of External Auditor**

With the endorsement of the Audit Committee, the Board approved the reappointment of SGV & Co. as the Company's external auditor for 2025. SGV & Co. is one of the top auditing firms in the country and is duly accredited with the Securities and Exchange Commission.

**SAMPLE PROXY FORM  
(FOR INDIVIDUAL  
STOCKHOLDERS)**

The undersigned stockholder of **SM PRIME HOLDINGS, INC.** (the **Company**) hereby appoints \_\_\_\_\_ or in his/her absence, the Chairman of the meeting, as attorney and proxy, with power of substitution, to present and vote all shares registered in his/her name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on April 29, 2025 and any adjournments thereof for the purpose of acting on the following matters:

- |  |  |
|--|--|
| <p>1. Approval of minutes of previous meeting held on April 23, 2024<br/>____ Yes ____ No ____ Abstain</p> <p>2. Approval of 2024 Annual Report<br/>____ Yes ____ No ____ Abstain</p> <p>3. Ratification of the acts of the Board of Directors and the management from the date of the last annual stockholders' meeting up to the date of this meeting<br/>____ Yes ____ No ____ Abstain</p> <p>4. Election of Directors</p> <p style="margin-left: 20px;">a. Henry T. Sy, Jr. _____ shares</p> <p style="margin-left: 20px;">b. Hans T. Sy _____ shares</p> <p style="margin-left: 20px;">c. Herbert T. Sy _____ shares</p> <p style="margin-left: 20px;">d. Jeffrey C. Lim _____ shares</p> <p style="margin-left: 20px;">e. Jorge T. Mendiola _____ shares</p> <p style="margin-left: 20px;">f. Amando M. Tetangco, Jr. _____ shares<br/>(Independent)</p> | <p style="margin-left: 20px;">g. J. Carlitos G. Cruz _____ shares<br/>(Independent)</p> <p style="margin-left: 20px;">h. Darlene Marie B. Berberabe _____ shares<br/>(Independent)</p> <p>5. Appointment of Sycip Gorres Velayo &amp; Co. as External Auditor<br/>____ Yes ____ No ____ Abstain</p> <p>6. At their discretion, the proxies name above are authorized to vote upon such other matters as may properly come before the meeting.<br/>____ Yes ____ No ____ Abstain</p> <p style="text-align: right; margin-right: 50px;">_____<br/>Printed Name of Stockholder</p> <p style="text-align: right; margin-right: 50px;">_____<br/>Signature of Stockholder /<br/>Authorized Signatory</p> <p style="text-align: right; margin-right: 50px;">_____<br/>Date</p> |
|--|--|

THIS PROXY SHOULD BE SUBMITTED ON OR BEFORE **25 APRIL 2025**, AS PROVIDED IN THE BY-LAWS TO THE OFFICE OF THE CORPORATE SECRETARY AT 1105 TOWER 2 HIGH STREET SOUTH CORPORATE PLAZA, 26TH STREET BONIFACIO GLOBAL CITY, TAGUIG CITY.

THIS PROXY IS NOT REQUIRED TO BE NOTARIZED, AND WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED.

ALL INFORMATION COLLECTED IN THIS FORM MAY BE PROCESSED AND DISCLOSED IN ACCORDANCE WITH APPLICABLE PHILIPPINE RULES AND REGULATIONS IN LINE WITH THE SM PRIME 2025 ANNUAL STOCKHOLDERS' MEETING DATA PRIVACY STATEMENT.

**SAMPLE SECRETARY'S CERTIFICATE  
(FOR CORPORATE STOCKHOLDERS)**

I, \_\_\_\_\_, Filipino, of legal age and with office address at \_\_\_\_\_, do hereby certify that:

1. I am the duly appointed Corporate Secretary of \_\_\_\_\_  
(the **Corporation**), a corporation duly organized and existing under and by virtue of the laws of the Republic  
of the Philippines, with office address at \_\_\_\_\_;

2. As of record date, \_\_\_\_\_ the Corporation holds  
\_\_\_\_\_ (\_\_\_\_\_) shares in  
SM PRIME HOLDINGS, INC. (**SMPH**).

3. Based on records of the Corporation, during the lawfully convened meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, the following resolution was passed and approved:

**"RESOLVED,** That the Board of Directors of \_\_\_\_\_ (the **Corporation**) hereby authorizes and appoints \_\_\_\_\_ as the Corporation's Proxy (the **Proxy**) to attend the annual stockholders' meeting of SM Prime Holdings, Inc. (**SMPH**) scheduled on 29 April 2025, with full authority to vote the shares of stock of the Corporation held in SMPH and to act upon all matters and resolutions that may come before or presented during the meeting, or any continuances or adjournments thereof, in the name, place and stead of the Corporation;

**RESOLVED, FINALLY,** that the power and authority hereby granted shall remain valid and effective for a period of five (5) years or until such time as the same is withdrawn by the Corporation through notice in writing delivered to the Corporate Secretary of SMPH before the date of any such meeting or until the last day of the fifth year from the date hereof, whichever comes first, and that SMPH may rely on the continuing validity of this resolution until receipt of such written certification of its revocation."

4. The foregoing resolution has not been modified, amended or revoked, and is in accordance with the records of the Corporation presently in my custody.

IN WITNESS WHEREOF, I have hereunto affixed my signature this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ at \_\_\_\_\_.


Printed Name and Signature of  
the Corporate Secretary

SUBSCRIBED AND SWORN TO before me this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_, Affiant exhibited to me his/her Competent Evidence of Identity by way of \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_.

NOTARY PUBLIC

Doc. No.  
Page No.  
Book No.  
Series of 2025.

## Profiles of the Nominees for Election to the Board of Directors for 2025 - 2026

Name:	HENRY T. SY, JR.	
Age:	71 YRS.	
Designations:	Non-Executive Director/Chairman of the Board	


### EDUCATION/ EXPERIENCE:

Henry T. Sy, Jr. has been a director of SM Prime since 1994. He was appointed as Chairman of the Board in 2014. He is responsible for the real estate acquisitions and development activities of the SM Group, which include the identification, evaluation and negotiation for potential sites, as well as the input of design ideas. He is currently the Vice Chairman of SM Investments Corporation, Chairman and Chief Executive Officer of SM Development Corporation, Vice Chairman of The National Grid Corporation of the Philippines and Chairman of the Board of Synergy Grid & Development Phils., Inc. He holds a Bachelor's Degree in Management from De La Salle University.

### POSITIONS IN OTHER REPORTING COMPANIES:

Synergy Grid & Development Phils., Inc.	Chairman of the Board
SM Investments Corporation	Vice Chairman

2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 1994
NO. OF YEARS ON THE BOARD:	31 Years
SHAREHOLDINGS:	1.0098%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	AMANDO M. TETANGCO, JR.	
Age:	72 YRS.	
Designations:	Vice-Chairman of the Board/ Lead Independent Director	

#### EDUCATION/ EXPERIENCE:

Amando M. Tetangco, Jr. was elected as Vice Chairman and Independent Director of the Board of Directors of SM Prime in April 2021. He is concurrently the Chairman of SM Investments Corporation, an Independent Director of Converge ICT Solutions, Inc. and Shell Pilipinas Corporation. He also currently holds directorships in Manila Hotel and Toyota Motor Philippines. He is also a trustee of St. Luke's Medical Center, Tan Yan Kee Foundation and Foundation for Liberty and Prosperity. He is also a member of the international advisory board of the Graduate Institute for Policy Studies in Tokyo, Japan and the Asia School of Business in Kuala Lumpur, Malaysia.

Mr. Tetangco was the third Governor of the Bangko Sentral ng Pilipinas (BSP) and Chairman of the Monetary Board, and served for two consecutive 6-year terms from July 2005 to July 2017. He was a career central banker for over four decades, having joined the Central Bank of the Philippines on 25 March 1974. During his term as Governor, he held other government positions, such as the Chairman of the Anti-Money Laundering Council, the Financial Stability Coordination Council, and the Philippine International Convention Center. He was also Vice-Chair of the Agriculture Credit Policy Council; and a member of the Capital Markets Development Council and the Export Development Council. Prior to his first appointment as Governor in 2005, he was Deputy Governor in charge of the Banking Services Sector, Economic Research and Treasury of the BSP. He also was the Alternate Executive Director of the International Monetary Fund in Washington, D.C. from 1992 to 1994. Before joining the Central Bank, he worked at the Management Services Division of SGV and Co. in 1973-74.

Overseas, he was the country's representative to the ASEAN Central Bank Forum; the Executives' Meeting of East Asia and Pacific Central Banks; the South East Asia Central Banks; the South East Asia, New Zealand and Australia; and the Center for Latin American Monetary Studies. He was the Governor for the Philippines at the International Monetary Fund and the Alternate Governor at the World Bank and the Asian Development Bank. At the Bank for International Settlements, he was Chair of the Meeting of Small Open Economies. He also chaired various international committees -- the BIS Asian Consultative Council; the Financial Stability Board Regional Consultative Group for Asia; and the Alliance for Financial Inclusion Steering Committee.


He was conferred the Order of Lakandula with the Rank of Bayani by the President of the Philippines in 2009 and the Order of the Rising Sun, Gold and Silver Star by the Emperor of Japan in 2019. He also received multiple recognition by a number of international organizations as one of the best central bank governors and chosen as MAP Management Man of the Year in 2015. He was conferred the Honorary Degree of Doctorate in Management by the Asian Institute Management in 2023.

Mr. Tetangco graduated from Ateneo de Manila University with an AB Economics degree (cum laude), and obtained his Masters in Public Policy and Administration (Development Economics) from the University of Wisconsin at Madison, Wisconsin, USA, as a BSP scholar. He attended various training programs at different institutions, including the Harvard Business School and the New York Institute of Finance.

POSITIONS IN OTHER REPORTING COMPANIES:	
SM Investments Corporation	Chairman/ Independent Director
Converge ICT Solutions, Inc.	Independent Director
Shell Pilipinas Corporation	Independent Director
Belle Corporation (until May 2024 only)	Independent Director

2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
	100%; 4 of 4 Audit Committee Meetings
	100%; 4 of 4 Board Risk Oversight Committee Meetings
	100%; 4 of 4 Corporate Governance Committee Meetings
	100%; 1 of 1 Related Party Transactions Committee Meeting
DATE OF FIRST APPOINTMENT:	April 2021
NO. OF YEARS ON THE BOARD:	4 Years
SHAREHOLDINGS:	0.0000%
OTHER INFORMATION:	No conflict of interest transactions in the past year.



Name:	HANS T. SY	
Age:	69 YRS.	
Designation:	Non-Executive Director	


**EDUCATION/ EXPERIENCE:**

Mr. Hans T. Sy is the Chairman of the Executive Committee of SM Prime and has been a Director of the Company since 1994. He previously held the position of President of SM Prime until September 2016. He also held key positions in several companies engaged in banking, real estate development, mall operations, as well as leisure and entertainment. He is currently Adviser to the Board of SM Investments Corporation, Chairman of China Banking Corporation, and Chairman of National University. Mr. Sy holds a B.S. Mechanical Engineering degree from De La Salle University.

**POSITIONS IN OTHER REPORTING COMPANIES:**

China Banking Corporation	Chairman
SM Investments Corporation	Adviser to the Board

2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 1994
NO. OF YEARS ON THE BOARD:	31 Years
SHAREHOLDINGS:	2.3631%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	HERBERT T. SY	
Age:	68 YRS.	
Designation:	Non-Executive Director	


**EDUCATION/ EXPERIENCE:**

Mr. Herbert T. Sy has been a director of the SM Prime since 1994. He is also an Adviser to the Board of SM Investments Corporation and is currently the Chairman of Supervalu Inc., Super Shopping Market Inc. and Sanford Marketing Corporation and Director of Alfamart Trading Philippines Inc. and China Banking Corporation. He also sits in the Board of several companies within the SM Group and has worked with SM companies engaged in food retail for more than 35 years. He is likewise actively involved in the SM Group's Supermarket Operations, which include acquisition, evaluation and negotiation for potential sites. He holds a Bachelor's degree in Management from De La Salle University.

**POSITIONS IN OTHER REPORTING COMPANIES:**

China Banking Corporation	Director
SM Investments Corporation	Adviser to the Board

2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 1994
NO. OF YEARS ON THE BOARD:	31 Years
SHAREHOLDINGS:	2.3095%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	ATTY. DARLENE MARIE B. BERBERABE	
Age:	56 YRS.	
Designation:	Independent Director	


**EDUCATION/ EXPERIENCE:**

Atty. Darlene Marie B. Berberabe was elected as an Independent Director of the Board of Directors of SM Prime in April 2021. She is a lawyer, management consultant, and academic. She is the Dean of the UP College of Law and holds directorates in Joy-Nostalgy Solaris Inc., Palm Concepcion Power Corporation, PA Alvarez, Katapult Digital and UnionDigital Bank. She is also a faculty member of the Philippine Judicial Academy. She is also elected to the Board of Trustees of The Outstanding Women in Nation Service, Philippine Heart Association and UP Law Alumni Foundation. She was an associate lawyer in Quisumbing Torres Law Firm with specialization on labor law. Post law firm, she joined Procter & Gamble Philippines where she was a Senior Counsel and member of the Leadership Team. In 2010, she was appointed by the President of the Republic of the Philippines as the CEO of Pag-IBIG Fund. She was a recipient of a number of awards including Outstanding CEO in Asia by the ADFIAP, Outstanding CEO in the public sector by Asia CEO, one of the The Outstanding Women in Nation Service in 2013, and one of the 100 Most Influential Filipino Women in 2014. She graduated with a degree in Philosophy from UP, summa cum laude and class valedictorian of the College of Social Sciences and Philosophy in 1989. She was the first female Philosophy instructor in the same school where she taught for 10 years, and has a Masters in Philosophy. She was a working student and graduated salutatorian of her class in UP Law in 1999.

**POSITIONS IN OTHER REPORTING COMPANIES:**

None

2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
	100%; 4 of 4 Audit Committee Meetings
	100%; 4 of 4 Corporate Governance Committee Meetings
	100%; 1 of 1 Related Party Transactions Committee Meeting
DATE OF FIRST APPOINTMENT:	April 2021
NO. OF YEARS ON THE BOARD:	4 Years
SHAREHOLDINGS:	0.0000%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	JORGE T. MENDIOLA	
Age:	65 YRS.	
Designation:	Non-Executive Director	


**EDUCATION/ EXPERIENCE:**

Mr. Jorge T. Mendiola has been a director of SM Prime since 2012. He is also currently a Director of SM Retail, Inc. He started his career with The SM Store as a Special Assistant to the Senior Branch Manager in 1989 and rose to become its President in 2011, a position he held for four (4) years. He is also currently one of the Directors of the Philippine Retailers Association. He received his Master's degree in Business Management from the Asian Institute of Management. He holds an A.B. Economics degree from Ateneo de Manila University.

**POSITIONS IN OTHER REPORTING COMPANIES:**

None

2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
	100%; 4 of 4 Audit Committee Meetings
	100%; 4 of 4 Board Risk Oversight Committee Meetings
	100%; 1 of 1 Related Party Transactions Committee Meeting
DATE OF FIRST APPOINTMENT:	December 2012
NO. OF YEARS ON THE BOARD:	12 Years
SHAREHOLDINGS:	0.0030%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	J. CARLITOS G. CRUZ	
Age:	64 YRS.	
Designation:	Independent Director	


#### EDUCATION/ EXPERIENCE:

Mr. J. Carlitos G. Cruz was elected as an Independent Director of the Board of Directors of SM Prime in April 2021. He is concurrently an independent director of Transnational Diversified Group, Inc., Federal Land, Inc., Asialink Finance Corporation and related companies namely Global Dominion Financing Incorporated, South Asialink Finance Corporation, Global Cebuana Finance Inc., Cebuana Cycle Financing, Inc., AFC SME Finance Inc., Global SME Loans, Inc., Wisefund Finance Corp., Cycle Financing Corp., Surecycle Financing Corp., Cepat Kredit Financing, Inc., Forbes Lending Solutions Corporation and Annapolis Finance, Inc. and MarcoPay and its subsidiaries such as MCP Finance, Inc. and MCP Insurance Management and Agency, Inc., and an independent trustee of the MPIC Beneficial Trust Fund. He is also an independent director of Vivant Corporation which is a listed company. He is also a member of the Makati Business Club, Inc. and Management Association of the Philippines. Mr. Cruz joined SGV and Co. (EY Philippines) in 1981 and was admitted to the partnership in 1995. He was later on appointed Chairman and Managing Partner in 2017 until 2019. Concurrent with his role as SGV Chairman and Managing Partner, he was also Chairman and President of the SGV Foundation. He also became President of Association of Certified Public Accountants in Public Practice (ACPAPP) in 2017, and in 2018, assumed the presidency of the ACPAPP Foundation. Mr. Cruz has also been active in supporting the Government's efforts to promote business and trade by participating in Presidential business delegations to various countries, including Thailand during the terms of President Joseph Estrada, President Cory Aquino and President Rodrigo Duterte; Europe and Japan during the term of President Benigno Aquino III; and Russia during the term of President Rodrigo Duterte. Mr. Cruz graduated from the University of Santo Tomas with a Bachelor of Science in Commerce degree and is a Certified Public Accountant (CPA). He completed the Advanced Management Program of the Harvard Business School in 2007. He has been conferred with numerous awards, including the "Parangal San Mateo" from the Philippine Institute of Certified Public Accountants. The award is the highest honor given to a CPA in honor of his significant contributions to the accountancy profession. He was also conferred by the Philippine Regulatory Board of Accountancy as a recipient of the Accounting Centenary Award of Excellence given to the 100 most notable CPAs in Philippine Accounting history.

#### POSITIONS IN OTHER REPORTING COMPANIES:

Vivant Corporation	Independent Director
SP New Energy Corporation (until December 2023 only)	Independent Director

2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
	100%; 4 of 4 Audit Committee Meetings
	100%; 4 of 4 Board Risk Oversight Committee Meetings
	100%; 4 of 4 Corporate Governance Committee Meetings
DATE OF FIRST APPOINTMENT:	April 2021
NO. OF YEARS ON THE BOARD:	4 Years
SHAREHOLDINGS:	0.0000%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	JEFFREY C. LIM	
Age:	63 YRS.	
Designation:	Executive Director	

**EDUCATION/ EXPERIENCE:**

Mr. Jeffrey C. Lim was appointed President of SM Prime in October 2016 and has been reappointed since then. He is a member of the Company's Executive Committee. He was elected to the Board of Directors of SM Prime in April 2016. He concurrently holds various board and executive positions in other Company's subsidiaries. He is a Certified Public Accountant and holds a Bachelor's degree in Accounting from the University of the East. Prior to joining the Company in 1994, he worked for a multi-national company and for SGV & Co.

**POSITIONS IN OTHER REPORTING COMPANIES:**

Concrete Aggregates Corporation	Director
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2024 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 2016
NO. OF YEARS ON THE BOARD:	9 Years
SHAREHOLDINGS:	0.0012%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20  
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

☐ Preliminary Information Statement

☒ Definitive Information Statement

2. Name of Registrant as specified in its charter **SM PRIME HOLDINGS, INC.**

3. **PHILIPPINES**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **AS094-000088**

5. BIR Tax Identification Code **003-058-789**

6. **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

7. Registrant's telephone number, including area code **(632) 8831-1000**

8. **April 29, 2025, 2:30 P.M. Forbes Ballroom 1 and 2, Conrad Manila, Seaside Blvd.**  
**corner Coral Way, Mall of Asia Complex, Pasay City**  
Date, time and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders:  
**March 21, 2025**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

A. Shares of stock as of February 28, 2025

**Common shares** **28,877,996,894**

B. Debt Securities outstanding as February 28, 2025

**Retail Bonds** **₱152,831,040,000**

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**Philippine Stock Exchange** **Common shares**

<b>PART I.</b>
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## INFORMATION REQUIRED IN INFORMATION STATEMENT

## A. BUSINESS AND GENERAL INFORMATION

**ITEM 1. Date, Time and Place of Meeting of Security Holders**

(a)	Date	:	April 29, 2025
	Time	:	2:30 p.m.
	Place	:	<b>Forbes Ballroom 1 and 2, Conrad Manila, Seaside Blvd. corner Coral Way, Mall of Asia Complex, Pasay City (with livestreaming option for stockholders who successfully registered their intention to participate remotely)</b>
	Mailing Address of Registrant	:	<b>SM Prime Holdings, Inc.</b> 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

(b) Approximate date on which the Information Statement will be sent or given to the stockholders is on **March 21, 2025**.

**Statement that proxies are not solicited**

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

## Voting Securities

The record date for purposes of determining the stockholders of **SM Prime Holdings, Inc. (SMPH or the Company or SM Prime)** entitled to notice of, and to vote, during the Annual Stockholders' Meeting is March 19, 2025 (**Record Date**). The total number of shares outstanding and entitled to vote in the meeting is **28,877,996,894** shares (net of **4,288,303,181** treasury shares).

Each common share of SMPH is entitled to one (1) vote (each, a **Voting Share**) for each agenda item presented for stockholder approval, except in the election of directors. Stockholders are entitled to cumulative voting in the election of directors as provided under Section 23 of the Revised Corporation Code, where one (1) share is entitled to as many votes as there are directors to be elected. Each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him, for as many persons as there are to be elected as directors, or he may cumulate or give to one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. Thus, since there are eight (8) directors to be elected, each Voting Share is entitled to eight (8) votes.



The Company, through its Board of Directors, adopted resolutions to allow stockholders to participate in the Annual Stockholders' Meeting via remote communication and to exercise their right to vote *in absentia*. The meeting will be broadcasted via livestreaming option, accessible to successfully registered stockholders.

Stockholders as of Record Date who intend to attend in the meeting remotely must inform the Corporate Secretary of their intention to participate in the meeting and to vote *in absentia* by registering at <https://asmregister.smprime.com> on or before **April 25, 2025 (Friday)**. All information received will be subject to verification and validation by the Corporate Secretary. Stockholders who registered shall be considered present for purposes of quorum for the meeting. Voting through the Company's secure online voting facility shall be accessible only to registered and verified stockholders in order to protect the integrity and secrecy of votes cast.

The detailed guidelines for participation and voting for this meeting are set forth in the “***Guidelines for Remote Participation and Voting in Absentia***” appended as **Annex** to this Information Statement.

The Company will record the proceedings and maintain a copy with the office of the Corporate Secretary.

## **ITEM 2. Dissenters' Right of Appraisal**

SMPH respects and upholds the inherent rights of shareholders under the law. The Company recognizes that all shareholders should be treated fairly and equally whether they be controlling, majority or minority, local or foreign.

Pursuant to Section 80 of the Revised Corporation Code of the Philippines, a stockholder has the right to dissent and demand payment of the fair value of his shares under the following instances:

- (a) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Corporation Code;
- (c) In case of merger or consolidation; and
- (d) In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

The procedure for the exercise by a dissenting stockholder of his appraisal right is as follows:

- (a) A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.
- (b) The dissenting stockholder shall make a written demand on the corporation within thirty (30) days from the date on which the vote was taken for payment for the fair value of his shares.

The failure of the stockholder to make the demand within the thirty-day period shall be deemed a waiver on his appraisal right.

- (c) If the proposed corporate action is implemented or effected, the Company shall pay to such stockholder, upon surrender of corresponding certificate(s) of stock within ten (10) days after demanding payment for his shares (pursuant to Section 85 of the Code), the fair value of the

shareholder's shares in the Company as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of a merger, if such be the corporate action involved. Failure by the dissenting shareholder to surrender his shares within said 10-day period shall, at the option of SMPH, terminate his appraisal rights.

- (d) If within sixty (60) days from the date the corporate action was approved by the stockholders, the dissenting stockholder and SMPH cannot agree on the fair value of the shares, it shall be appraised and determined by three (3) disinterested persons, one of whom shall be named by the stockholder, another by SMPH, and the third by the two (2) thus chosen.
- (e) The findings of a majority of the appraisers shall be final, and their award shall be paid by SMPH within thirty (30) days after such award is made. No payment shall be made to any dissenting stockholder unless SMPH has unrestricted retained earnings in its books to cover such payment.
- (f) Upon payment of the agreed or awarded price, the stockholder shall transfer his shares to the Company.

There are no matters to be discussed in this year's Annual Stockholders' Meeting which would give rise to the exercise of the dissenter's right of appraisal.

### **ITEM 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) No director or Executive Officer of SMPH since the beginning of the last fiscal year, or any nominee for election as director, nor any of their associates, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the meeting, other than election to office.
- (b) No director of SMPH has informed SMPH in writing that he or she intends to oppose any matter to be acted upon at this year's Annual Stockholders' Meeting.

## **B. CONTROL AND COMPENSATION INFORMATION**

### **ITEM 4. Voting Securities and Principal Holders Thereof**

#### (1) Number of Common Shares Outstanding

The Company has **28,877,996,894** (net of **4,288,303,181** treasury shares) common shares outstanding as of February 28, 2025. Out of the aforesaid outstanding common shares as of February 28, 2025, **6,816,281,252** common shares are held by non-Filipinos.

#### (2) Record Date

All stockholders of record as of March 19, 2025 are entitled to notice of, and to vote, at the Annual Stockholders' Meeting.

### (3) Manner of Voting and Election of Directors (Cumulative Voting)

Each common share of SMPH is entitled to one (1) vote (each, a **Voting Share**) for each agenda item presented for stockholder approval, except in the election of directors where one (1) share is entitled to as many votes as there are directors to be elected. Each stockholder may cast the vote to which the number of shares he owns entitles him, for as many persons as there are to be elected as directors, or he may cumulate or give to one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected, as prescribed in Title III, Section 23 of the Revised Corporation Code of the Philippines. Thus, since there are eight (8) directors to be elected, each Voting Share is entitled to eight (8) votes.

Stockholders may nominate directors, subject to pre-qualification by the Corporate Governance Committee, within the period of nomination set forth in the Company's By-laws and relevant regulations. Stockholders as of Record Date may then vote for nominees in accordance with the above rule.

While this year's meeting will be held in person, the Board of Directors has adopted a resolution still allowing stockholders to participate remotely and to vote *in absentia* if unable to attend physically. SMPH provides and maintains its own online voting facility where registered stockholders can cast their votes real-time. Stockholders who wish to vote *in absentia* are required to register at <https://asmregister.smprime.com> and will be given access to the secure online voting portal. The detailed guidelines for remote participation and voting in absentia for this meeting are set forth in the **"Guidelines for Remote Participation and Voting in Absentia"** annexed to this Information Statement.

Registration and voting procedures are further detailed in Item 19.

### (4) Security Ownership of Certain Record and Beneficial Owners as of February 28, 2025

The following are the stockholders owning more than 5% of total outstanding common shares of stock of the Company as of February 28, 2025:

Title of Securities	Name and Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	Amount and Nature of Direct Record/Beneficial Ownership ("r" or "b")	Percent of Class (%)
Common	<b>SM Investments Corporation (SMIC) (Parent Company)</b> <sup>1</sup> One Ecom Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City	<b>SMIC</b> <sup>2</sup>	Filipino	14,353,464,952 (b)	<b><u>49.7038</u></b>
-do-	<b>PCD Nominee Corporation</b> <sup>3</sup> ( <b>PCNC</b> ) <sup>3</sup> 37F Tower 1, The Enterprise Center, Ayala Ave., Makati City	<b>PCD Participants</b> <sup>4</sup>	Filipino – <b><u>10.83%</u></b> Non-Filipino – <b><u>23.60%</u></b>	<b><u>9,945,185,917</u></b> (r)	<b><u>34.4386</u></b>

<sup>1</sup> The following are the individuals holding the direct beneficial ownership of SMIC: Henry T. Sy, Jr.-**6.25%**, Hans T. Sy-**8.54%**, Herbert T. Sy-**8.07%**, Harley T. Sy-**7.57%**, Teresita T. Sy-**6.99%** and Elizabeth T. Sy-**6.27%**.

<sup>2</sup> Amando M. Tetangco, Jr. is the Chairman of SMIC and Teresita T. Sy and Henry Sy, Jr. are the Vice Chairpersons of SMIC and as the appointed proxies of SMIC, they have the power to vote the common shares of SMIC in SMPH.

<sup>3</sup> PCNC holds legal title to shares lodged in the Philippine Depository & Trust Corp. (PDTC). Beneficial owners retain the power to decide on how their lodged shares are to be voted. There are no beneficial owners under PCNC which own more than 5% shares of stock of the Company.

<sup>4</sup> PCNC is not related to the Company. PCNC is a nominee company which holds legal title to shares lodged in PDTC.

(5) Security Ownership of Management as of February 28, 2025

Title of Securities	Name of Beneficial Owner of Common Stock	Citizenship Filipino (F)	Amount and Nature of Beneficial Ownership (D) Direct (I) Indirect	Class of Securities Voting (V)	Percent of Class
Common	Henry T. Sy, Jr.	F	291,611,915 (D&I)	V	1.0098
-do-	Hans T. Sy	F	682,414,201 (D&I)	V	<u><b>2.3631</b></u>
-do-	Teresita T. Sy	F	667,272,021 (D)	V	<u><b>2.3107</b></u>
-do-	Elizabeth T. Sy	F	667,166,537 (D)	V	<u><b>2.3103</b></u>
-do-	Herbert T. Sy	F	666,953,011 (D)	V	<u><b>2.3095</b></u>
-do-	Jorge T. Mendiola	F	863,320 (D)	V	0.0030
-do-	Jeffrey C. Lim	F	350,000 (D)	V	0.0012
-do-	Amando M. Tetangco, Jr.	F	1,000 (D)	V	0.0000
-do-	J Carlitos G. Cruz	F	100 (D)	V	0.0000
-do-	Darlene Marie B. Berberabe	F	100 (D)	V	0.0000
-do-	Joana B. Tiangco	F	3,600 (D)	V	0.0000
	<b>All directors and executive officers as a group</b>		2,976,635,805		<u><b>10.3076</b></u>

There are no persons holding more than 5% of a class under a voting trust or any similar agreements as of February 28, 2025.

There are no existing or planned stock warrant offerings by the Company. There are no arrangements which may result in a change in control of the Company.

**ITEM 5. Directors and Executive Officers of the Registrant**

**DIRECTORS AND EXECUTIVE OFFICERS**

Office	Name	Citizenship	Age
Chairman	Henry T. Sy, Jr.	Filipino	71
Vice Chairman and Lead Independent Director	Amando M Tetangco, Jr.	Filipino	72
Independent Director	J. Carlitos G. Cruz	Filipino	64
Independent Director	Darlene Marie B. Berberabe	Filipino	56
Director and President	Jeffrey C. Lim	Filipino	63
Director	Hans T. Sy	Filipino	69
Director	Herbert T. Sy	Filipino	68
Director	Jorge T. Mendiola	Filipino	65
Chief Finance Officer/Corporate Information Officer/Chief Compliance Officer	John Nai Peng C. Ong	Filipino	54
Vice President - Internal Audit	Marvin Perrin L. Pe	Filipino	46
Chief Risk Officer	Joana B. Tiangco	Filipino	40
Corporate Secretary/Alternate Compliance Officer	Elmer B. Serrano	Filipino	57
Assistant Corporate Secretary and Alternate Corporate Information Officer	Arthur A. Sy	Filipino	55

### **Board of Directors**

**Henry T. Sy, Jr.** has been a director of SM Prime since 1994. He was appointed as Chairman of the Board in 2014. He is responsible for the real estate acquisitions and development activities of SM Group, which include the identification, evaluation and negotiation for potential sites, as well as the input of design ideas. He is currently the Vice Chairman of SM Investments Corporation, Chairman and Chief Executive Officer of SM Development Corporation (**SMDC**), Vice Chairman of The National Grid Corporation of the Philippines and Chairman of the Board of Synergy Grid & Development Phils., Inc. He holds a Bachelor's Degree in Management from De La Salle University.

**Amando M. Tetangco, Jr.\*** was elected as Vice Chairman and Independent Director of the Board of Directors of SM Prime in April 2021. He is concurrently the Chairman of SM Investments Corporation, an Independent Director of Converge ICT Solutions, Inc. and Shell Pilipinas Corporation. He also currently holds directorships in Manila Hotel and Toyota Motor Philippines. He is also a trustee of St. Luke's Medical Center, Tan Yan Kee Foundation and Foundation for Liberty and Prosperity. He is also a member of the international advisory board of the Graduate Institute for Policy Studies in Tokyo, Japan and the Asia School of Business in Kuala Lumpur, Malaysia.

Mr. Tetangco was the third Governor of the Bangko Sentral ng Pilipinas (**BSP**) and Chairman of the Monetary Board, and served for two consecutive 6-year terms from July 2005 to July 2017. He was a career central banker for over four decades, having joined the Central Bank of the Philippines on 25 March 1974. During his term as Governor, he held other government positions, such as the Chairman of the Anti-Money Laundering Council, the Financial Stability Coordination Council, and the Philippine International Convention Center. He was also Vice-Chair of the Agriculture Credit Policy Council; and a member of the Capital Markets Development Council and the Export Development Council. Prior to his first appointment as Governor in 2005, he was Deputy Governor in charge of the Banking Services Sector, Economic Research and Treasury of the BSP. He also was the Alternate Executive Director of the International Monetary Fund in Washington, D.C. from 1992 to 1994. Before joining the Central Bank, he worked at the Management Services Division of SGV & Co. in 1973-74.

Overseas, he was the country's representative to the ASEAN Central Bank Forum; the Executives' Meeting of East Asia and Pacific Central Banks; the South East Asia Central Banks; the South East Asia, New Zealand and Australia; and the Center for Latin American Monetary Studies. He was the Governor for the Philippines at the International Monetary Fund and the Alternate Governor at the World Bank and the Asian Development Bank. At the Bank for International Settlements, he was Chair of the Meeting of Small Open Economies. He also chaired various international committees -- the BIS Asian Consultative Council; the Financial Stability Board Regional Consultative Group for Asia; and the Alliance for Financial Inclusion Steering Committee.

He was conferred the Order of Lakandula with the Rank of Bayani by the President of the Philippines in 2009 and the Order of the Rising Sun, Gold and Silver Star by the Emperor of Japan in 2019. He also received multiple recognition by a number of international organizations as one of the best central bank governors and chosen as MAP Management Man of the Year in 2015. He was conferred the Honorary Degree of Doctorate in Management by the Asian Institute Management in 2023.

Mr. Tetangco graduated from Ateneo de Manila University with an AB Economics degree (cum laude), and obtained his Masters in Public Policy and Administration (Development Economics) from the University of Wisconsin at Madison, Wisconsin, USA, as a BSP scholar. He attended various training programs at different institutions, including the Harvard Business School and the New York Institute of Finance.

**J. Carlitos G. Cruz\*** was elected as an Independent Director of the Board of Directors of SM Prime in April 2021. He is concurrently an independent director of Transnational Diversified Group, Inc., Federal Land, Inc., Asialink Finance Corporation and related companies namely Global Dominion Financing Incorporated, South Asialink Finance Corporation, Global Cebuana Finance Inc., Cebuana

Cycle Financing, Inc., AFC SME Finance Inc., Global SME Loans, Inc., Wisefund Finance Corp., Cycle Financing Corp., Surecycle Financing Corp., Cepat Kredit Financing, Inc., Forbes Lending Solutions Corporation and Annapolis Finance, Inc. and MarcoPay and its subsidiaries such as MCP Finance, Inc. and MCP Insurance Management and Agency, Inc., and an independent trustee of the MPIC Beneficial Trust Fund. He is also an independent director of Vivant Corporation which is a listed company. He is also a member of the Makati Business Club, Inc. and Management Association of the Philippines. Mr. Cruz joined SGV & Co. in 1981 and was admitted to the partnership in 1995. He was later on appointed Chairman and Managing Partner in 2017 until 2019. Concurrent with his role as SGV Chairman and Managing Partner, he was also Chairman and President of the SGV Foundation. He also became President of Association of Certified Public Accountants in Public Practice (ACPAPP) in 2017, and in 2018, assumed the presidency of the ACPAPP Foundation. Mr. Cruz has also been active in supporting the Government's efforts to promote business and trade by participating in Presidential business delegations to various countries, including Thailand during the terms of President Joseph Estrada, President Cory Aquino and President Rodrigo Duterte; Europe and Japan during the term of President Benigno Aquino III; and Russia during the term of President Rodrigo Duterte. Mr. Cruz graduated from the University of Santo Tomas with a Bachelor of Science in Commerce degree and is a Certified Public Accountant (CPA). He completed the Advanced Management Program of the Harvard Business School in 2007. He has been conferred with numerous awards, including the "Parangal San Mateo" from the Philippine Institute of Certified Public Accountants. The award is the highest honor given to a CPA in honor of his significant contributions to the accountancy profession. He was also conferred by the Philippine Regulatory Board of Accountancy as a recipient of the Accounting Centenary Award of Excellence given to the 100 most notable CPAs in Philippine Accounting history.

**Darlene Marie B. Berberabe\*** was elected as an Independent Director of the Board of Directors of SM Prime in April 2021. She is a lawyer, management consultant, and academic. She is the Dean of the UP College of Law and holds directorates in Joy-Nostalg Solaris Inc., Palm Concepcion Power Corporation, PA Alvarez, Katapult Digital and UnionDigital Bank. She is also a faculty member of the Philippine Judicial Academy. She is also elected to the Board of Trustees of The Outstanding Women in Nation Service, Philippine Heart Association and University of the Philippines (UP) Law Alumni Foundation. She was an associate lawyer in Quisumbing Torres Law Firm with specialization on labor law. Post law firm, she joined Procter & Gamble Philippines where she was a Senior Counsel and member of the Leadership Team. In 2010, she was appointed by the President of the Republic of the Philippines as the CEO of Pag-IBIG Fund. She was a recipient of a number of awards including Outstanding CEO in Asia by the ADFIAP, Outstanding CEO in the public sector by Asia CEO, one of the The Outstanding Women in Nation Service in 2013, and one of the 100 Most Influential Filipino Women in 2014. She graduated with a degree in Philosophy from UP, summa cum laude and class valedictorian of the College of Social Sciences and Philosophy in 1989. She was the first female Philosophy instructor in the same school where she taught for 10 years, and has a Masters in Philosophy. She was a working student and graduated salutatorian of her class in UP Law in 1999.

*\* Independent director – The Independent Directors of the Company are Messrs. Amando M. Tetangco, Jr. and J. Carlitos G. Cruz, and Ms. Darlene Marie B. Berberabe. The Company has complied and will comply with the Guidelines set forth by Securities Regulation Code (SRC) Rule 38, as amended, regarding the Nomination and Election of Independent Directors. The Company's By-Laws incorporate the procedures for the nomination and election of independent director/s in accordance with the requirements of the said Rule.*

**Jeffrey C. Lim** was appointed President of SM Prime in October 2016 and has been reappointed since then. He is a member of the Company's Executive Committee. He was elected to the Board of Directors of SM Prime in April 2016. He concurrently holds various board and executive positions in other SMPH's subsidiaries. He is a Certified Public Accountant and holds a Bachelor's degree in Accounting from the University of the East. Prior to joining the Company in 1994, he worked for a multi-national company and for SGV & Co.

**Hans T. Sy** is the Chairman of the Executive Committee of SM Prime and has been a Director of the Company since 1994. He previously held the position of President of SM Prime until September 2016. He also held key positions in several companies engaged in banking, real estate development, mall operations, as well as leisure and entertainment. He is currently Adviser to the Board of SMIC, Chairman of China Banking Corporation (China Bank), and Chairman of National University. Mr. Sy holds a B.S. Mechanical Engineering degree from De La Salle University.

**Herbert T. Sy** has been a director of the SM Prime since 1994. He is also an Adviser to the Board of SMIC and is currently the Chairman of Supervalu Inc., Super Shopping Market Inc. and Sanford Marketing Corporation and Director of Alfamart Trading Philippines Inc. and China Bank. He also sits in the Board of several companies within the SM Group and has worked with SM companies engaged in food retail for more than 35 years. He is likewise actively involved in the SM Group's Supermarket Operations, which include acquisition, evaluation and negotiation for potential sites. He holds a Bachelor's degree in Management from De La Salle University.

**Jorge T. Mendiola** has been a director of SM Prime since 2012. He is also currently a Director of SM Retail, Inc. He started his career with The SM Store as a Special Assistant to the Senior Branch Manager in 1989 and rose to become its President in 2011, a position he held for four (4) years. He is also currently one of the Directors of the Philippine Retailers Association. He received his Master's degree in Business Management from the Asian Institute of Management. He holds an A.B. Economics degree from Ateneo de Manila University.

#### **Executive Officers**

**John Nai Peng C. Ong** is the Chief Finance Officer, Chief Compliance Officer, Corporate Information Officer and a member of the Company's Executive Committee. He holds various board and executive positions in other SMPH's subsidiaries. He is a Certified Public Accountant and holds a Bachelor of Science degree in Accounting from Ateneo de Zamboanga University. He received his Master in Management from the Asian Institute of Management. Prior to joining the Company in 2014, he was an Assurance Partner in SGV & Co.

**Marvin Perrin L. Pe** is the Vice President for Internal Audit and Chief Audit Executive. He holds a Bachelor of Science degree in Accountancy from Centro Escolar University. He has completed his Masters in Management Degree, with distinction, from the Asian Institute of Management. Mr. Pe is a Certified Public Accountant, Certified Internal Auditor and has a Certification in Control Self-Assessment. Before joining SM Prime, Mr. Pe was an Assurance Partner of SGV & Co.

**Joana B. Tiangco** is the Chief Risk Officer of SM Prime and has been with the Company since 2016. She was formerly a compliance and risk officer of the Bank of the Philippine Islands, where she gained over 10 years' experience in banking, compliance and risk management.

Ms. Tiangco holds a Bachelor of Science in Management of Financial Institutions from the De La Salle University-Manila, with various training in areas of management, business continuity, operations and control, AML, corporate governance, insurance, leadership management, ethics and compliance, and sustainability, among others.

**Atty. Elmer B. Serrano** is the Corporate Secretary of SM Prime Holdings, Inc. since November 2014. Atty. Serrano is a practicing lawyer specializing in corporate law and is the Managing Partner of the law firm SERRANO LAW. Mr. Serrano has been awarded "Asia Best Lawyer" by the International Financial Law Review (IFLR) and "Leading Lawyer-Highly Regarded" by IFLR 1000. After consistently being ranked as a "Leading Individual", Mr. Serrano was also inducted to the Legal 500's "Hall of Fame" as among the lawyers who received constant praise from clients for continued excellence.

Atty. Serrano is also the Corporate Secretary of public companies, such as, SM Investments Corporation, Atlas Consolidated Mining and Development Corporation, Premium Leisure Corp., 2GO Group, Inc., and DFNN Inc. He is also the Corporate Information Officer of BDO Unibank, Inc. (BDO Unibank) and serves as the corporate secretary of the bank's subsidiaries and affiliates. Mr. Serrano also sits as a director of several public companies. He is the Chairman of Dominion Holdings, Inc. (formerly BDO Leasing and Finance, Inc.), an Independent Director of EEI Corporation, Philippine Telegraph and Telephone Corporation and Benguet Corporation. He is also a director of 2GO Group, Inc.

Atty. Serrano is also counsel to financial industry institutions such as the Bankers Association of the Philippines, the Philippine Payments Management, Inc. and the PDS Group of Companies. Mr. Serrano is a Certified Associate Treasury Professional and was among the top graduates of the Trust Institute of the Philippines in 2001. Mr. Serrano holds a Juris Doctor degree from the Ateneo de Manila University and a BS Legal Management degree from the same university.

**Atty. Arthur A. Sy** is the Assistant Corporate Secretary of SMPH. He is the Senior Vice President for Legal Department of SMIC, where he also serves as the Assistant Corporate Secretary. He is likewise the currently appointed Assistant Corporate Secretary of Belle Corporation, Premium Leisure Corp. and 2GO Group, Inc. and the Corporate Secretary of various major companies within the SM Group and the National University. A member of the New York Bar, Atty. Sy holds a Juris Doctor degree from the Ateneo de Manila University, School of Law.

The Directors of the Company are elected at the Annual Stockholders' Meeting. Directors will hold office for a term of one (1) year or until the next succeeding annual meeting and until their respective successors have been elected and qualified. The Directors possess all the qualifications and none of the disqualifications provided for in the SRC and its Implementing Rules and Regulations.

Procedure for Nomination of Directors:

- Any stockholder of record, including a minority stockholder, as of Record Date may nominate and be nominated for election to the Board of Directors of SMPH.
- The Corporate Governance Committee passes upon, and deliberates on, the qualifications of all persons nominated to be elected to the Board of Directors of SMPH, and pre-screens nominees from the pool of candidates submitted by the nominating stockholders in accordance with the Company's By-laws and Manual of Corporate Governance. The Corporate Governance Committee shall prepare a Final List of Candidates containing information of the listed nominees, from the candidates who have passed the Guidelines, Screening Policies and Parameters for the nomination of directors. Only nominees qualified by the Corporate Governance Committee and whose names appear on the Final List of Candidates shall be eligible for election as director of the Company. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.
- In case of resignation, disqualification or cessation of directorship before the next annual stockholders' meeting, the vacancy shall be filled by the vote of at least a majority of the remaining directors, provided, the Board of Directors still constituting a quorum and only after notice has been made with the Commission within five (5) days from such resignation, disqualification or cessation of directorship, upon the pre-qualification of the Corporate Governance Committee. Otherwise, the vacancy shall be filled by stockholders in a regular or special meeting called for that purpose. The director so elected to fill a vacancy shall serve only for the unexpired term of his or her predecessor in office.

All new directors shall undergo an orientation program soon after election. This is intended to familiarize the new directors on their statutory/fiduciary roles and responsibilities in the Board and its Committees, SMPH's strategic plans, enterprise risks, group structures, business activities, compliance



programs, and other Company policies such as, but not limited to, Code of Business Conduct and Ethics, Insider Trading Policy, and Corporate Governance Manual.

All directors are also encouraged to participate in continuing education programs at SMPH's expense to promote relevance and effectiveness and to keep them abreast of the latest developments in corporate directorship and good governance.

Aside from the Directors and Executive Officers enumerated above, there are no other employees expected to hold significant executive/officer position in the Company.

All SMPH directors are expected to exercise due discretion in accepting and holding directorships outside of the Company. The directors notify the Board prior to accepting directorship in another company. The following are directorships held by SMPH Directors and Executive Officers in other reporting companies, in the last five (5) years:

***Henry T. Sy, Jr.***

***Name of Corporation***

Synergy Grid & Development Phils., Inc.  
SM Investments Corporation

***Position***

Chairman of the Board  
Vice Chairman

***Amando M. Tetangco, Jr.***

***Name of Corporation***

SM Investments Corporation  
Belle Corporation (until May 2024 only)  
Converge ICT Solutions, Inc.  
Shell Pilipinas Corporation

***Position***

Chairman/Independent Director  
Independent Director  
Independent Director  
Independent Director

***J. Carlitos G. Cruz***

***Name of Corporation***

Vivant Corporation  
SP New Energy Corporation (until December 2023 only)

***Position***

Independent Director  
Independent Director

***Hans T. Sy***

***Name of Corporation***

China Banking Corporation  
SM Investments Corporation

***Position***

Chairman  
Adviser to the Board

***Herbert T. Sy***

***Name of Corporation***

China Banking Corporation  
SM Investments Corporation

***Position***

Director  
Adviser to the Board

***Jeffrey C. Lim***

***Name of Corporation***

Concrete Aggregates Corporation

***Position***

Director

***Elmer B. Serrano***

<b><i>Name of Corporation</i></b>	<b><i>Position</i></b>
Dominion Holdings, Inc. <i>(formerly BDO Leasing and Finance, Inc.)</i>	Chairman
EEI Corporation	Director
Benguet Corporation	Independent Director
Philippine Telegraph and Telephone Corporation	Independent Director

**Board Committees**

The members of the Audit Committee are:

AMANDO M. TETANGCO, JR.	-	Chairman (Independent Director)
DARLENE MARIE B. BERBERABE	-	Member (Independent Director)
J. CARLITOS G. CRUZ	-	Member (Independent Director)
JORGE T. MENDIOLA	-	Member
JOSE T. SIO	-	Adviser

The members of the Corporate Governance Committee are:

DARLENE MARIE B. BERBERABE	-	Chairperson (Independent Director)
J. CARLITOS G. CRUZ	-	Member (Independent Director)
AMANDO M. TETANGCO, JR.	-	Member (Independent Director)

The members of the Risk Oversight Committee are:

J. CARLITOS G. CRUZ	-	Chairman (Independent Director)
AMANDO M. TETANGCO, JR.	-	Member (Independent Director)
JORGE T. MENDIOLA	-	Member
JOSE T. SIO	-	Adviser

The members of the Related Party Transactions Committee are:

DARLENE MARIE B. BERBERABE	-	Chairperson (Independent Director)
AMANDO M. TETANGCO, JR.	-	Member (Independent Director)
JORGE T. MENDIOLA	-	Member

The members of the Executive Committee are:

HANS T. SY	-	Chairman
HENRY T. SY, JR.	-	Member
HERBERT T. SY	-	Member
ELIZABETH T. SY	-	Member
JEFFREY C. LIM	-	Member
JOHN NAI PENG C. ONG	-	Member

Mr. Amando M. Tetangco, Jr. is the Company's Lead Independent Director.

### **Directors and Officers for 2025-2026**

The Corporate Governance Committee, confirmed by the Board, pre-qualified the following nominees for election as directors for 2025-2026 at the forthcoming Annual Stockholders' Meeting:

HENRY T. SY, JR.	-	Chairman (Non-Executive Director)
AMANDO M. TETANGCO, JR.	-	Vice-Chairman (Lead Independent Director)
J. CARLITOS G. CRUZ	-	Independent Director
DARLENE MARIE B. BERBERABE	-	Independent Director
HANS T. SY	-	Non-Executive Director
HERBERT T. SY	-	Non-Executive Director
JORGE T. MENDIOLA	-	Non-Executive Director
JEFFREY C. LIM	-	Executive Director

Mr. Martin Jerald P. Juco, among others, nominated to the Board for inclusion in the Final List of Candidates for Directors the abovementioned stockholders. Mr. Juco is not related to the abovementioned nominees either by consanguinity or affinity.

The Company has complied with the Guidelines set forth by SRC Rule 38, as amended, regarding the Nomination and Election of Independent Directors. The same provision has been incorporated in the Amended By-laws of the Company.

The nominee Independent Directors have also each executed sworn *Certifications on Qualifications and Disqualification of Independent Directors*, copies of which are here attached as Annex.

No Director has resigned or declined to stand for re-election to the Board since the date of the last meeting because of disagreement with the Company on any matter relating to the Company's operations, policies or practices.

The list of nominees as officers for 2025-2026 will be presented at this year's organizational meeting of the Board of Directors:

Henry T. Sy, Jr.	Chairman
Amando M. Tetangco, Jr.	Vice Chairman and Lead Independent Director
Jeffrey C. Lim	President
John Nai Peng C. Ong	Chief Finance Officer/ Corporate Information Officer/ Chief Compliance Officer
Elmer B. Serrano	Corporate Secretary/Alternate Compliance Officer
Arthur A. Sy	Assistant Corporate Secretary/Alternate Corporate Information Officer
Marvin Perrin L. Pe	Chief Audit Executive
Joana B. Tiangco	Chief Risk Officer

### **Family Relationships**

Ms. Teresita T. Sy, Ms. Elizabeth T. Sy, Mr. Henry T. Sy, Jr., Mr. Hans T. Sy, Mr. Herbert T. Sy and Mr. Harley T. Sy are sons and daughters of the late Mr. Henry Sy, Sr. All other directors and officers are not related to each other either by consanguinity or affinity.

### **Involvement in Legal Proceedings**

Except as disclosed, the Company is not aware of any of the following events having occurred during the past five (5) years up to the date of this report that are material to an evaluation of the ability or integrity of any director or any member of senior management of the Company:

- (a) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (b) any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (c) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
- (d) being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Securities and Exchange Commission (SEC) or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended or vacated.

### **ITEM 6. Compensation of Directors and Executive Officers**

The following are the top highly compensated executive officers of the Company:

<b><u>Name and Position</u></b>
Jeffrey C. Lim President
Steven T. Tan President, Malls
Glenn D. Ang President, SM Smart City Infrastructure and Development Corporation
Grace Evangeline M. Sta. Ana Executive Vice President, Residential (Primary)
John Nai Peng C. Ong Chief Finance Officer

**Summary Compensation Table (In Million Pesos)**

	Year	Salary	Bonus
President & 4 Most Highly Compensated Executive Officers	2025 (estimate)	197	32
	2024 (actual)	185	30
	2023 (actual)	174	29
All other officers* as a group unnamed	2025 (estimate)	528	89
	2024 (actual)	489	82
	2023 (actual)	443	74

\*Managers & up

**(A.) Compensation of Directors**

In 2024, incumbent directors of SMPH received the following amount of fees as compensation for their performance of duties and functions as members of the Board of Directors of the Company:

<b>Board of Directors</b>	<b>Total Compensation per Director</b>
Amando M. Tetangco, Jr. (Independent Director)	₱ 6,200,000
J. Carlitos G. Cruz (Independent Director)	₱ 5,100,000
Darlene Marie B. Berberabe (Independent Director)	₱ 4,900,000
Henry T. Sy, Jr.	₱ 120,000
Hans T. Sy	₱ 60,000
Herbert T. Sy	₱ 60,000
Jorge T. Mendiola	₱ 100,000
Jeffrey C. Lim	₱ 60,000

These fees include per diem received by the directors for their attendance in meetings of the Board.

The total amount of fees for 2024 allocated among directors does not exceed 10% of the total income of the Company before tax for 2024 in accordance with the Company's By-laws and relevant laws and regulations.

There are no outstanding warrants or options held by directors and officers of the Company. There are also no actions to be taken with regard to election, any compensatory plan, contract, or arrangement, any bonus or profit-sharing, change in pension/ retirement plan, granting of or extension of any options, warrants or rights to purchase any securities.

There are no other employees who are not Executive Officers who are expected by Company to make significant contribution to its business.

**(B.) Certain Relationships and Related Transactions**

The Company, in the regular course of trade or business, enters into transactions with affiliates/ related companies principally consisting of leasing agreements, management fees and cash placements. Generally, leasing and management agreements are renewed on an annual basis and are made at normal market prices. Outstanding balances at year-end are unsecured, noninterest-bearing and generally settled within 30 to 90 days. In addition, the Company also has outstanding borrowings/ placements from/ to related banks. There have been no guarantees/collaterals provided or received for any related party receivables or payables. For the year ended December 31, 2024, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

In compliance with regulations of the SEC, specifically, SEC Memorandum Circular No. 10, series of 2019 (Rules on Material Related Party Transactions for Publicly-Listed Companies), SMPH has adopted a *Revised Related Party Transactions Policy* which incorporated rules on material related party transactions of the Company. A copy of the Policy is available in the Company's website. The Policy mainly provides that the Company's Board of Directors shall ensure that transactions with related parties are handled in a sound and prudent manner, with integrity, and in compliance with applicable laws and regulation to protect the interests of the Company's shareholders and other stakeholders. All material individual related party transactions are referred to the Chief Risk Officer for review and endorsement to Related Party Committee prior to approval by at least two-thirds (2/3) vote of the Board of Directors with at least a majority of the independent directors approving the transaction.

Please refer to Note 19 of the attached 2024 audited consolidated financial statements of the Company for the description of related party transactions of SMPH. These are non-material transactions and arrangements in the ordinary course of business and include lease agreements for office and commercial spaces with related companies such as SM Retail, BDO Unibank and China Bank, among others, the provision of manpower and other services to affiliates, as well as treasury transactions (e.g. maintenance of depository accounts, cash placements and loan availments in the ordinary course of business with BDO Unibank and China Bank) which are all on an arms' length basis in accordance with the Company's *Revised Related Party Transactions Policy* and priced based on prevailing market rates.

There are no other transactions undertaken or to be undertaken by the Company in which any director or executive officer, nominee for election as director, or any member of their immediate family was or will be involved or had or will have a direct or indirect material interest. There are likewise no material related party transactions undertaken or to be undertaken by the Company.

There are no third parties (not related parties) with whom the Company or its related parties have a relationship that enable the parties to negotiate terms of material transactions that may not be available from other, more clearly independent, parties on an arm's length basis.

## **ITEM 7. Independent Public Accountants**

SGV & Co., the external auditor of the Company for the current year, is subject to re-appointment as the Company's external auditor for 2025 with the endorsement of the Audit Committee and approval of the Board of Directors. SGV & Co.'s appointment for 2025 will be presented for confirmation of stockholders at the scheduled Annual Stockholders' Meeting. Representatives of SGV & Co. are expected to be present at the stockholders' meeting, where they are given the opportunity to make a statement should they desire to do so, and to respond to questions from stockholders.

The Audit Committee pursuant to its Charter recommends to the Board of Directors the appointment of the external auditor and the fixing of the audit fees. Also, part of the Committee's duties and responsibilities is to ensure the quality and integrity of the Company's accounting, financial reporting, auditing practices, risk management and internal control systems and adherence to over-all corporate governance best practice. The Committee also oversees the Company's process for monitoring compliance with laws, regulations, the Code of Ethics, and performs other duties as the Board may require. Prior to commencement of audit, the Committee is mandated to discuss with the external auditor the nature, scope and approach, of the audit including coordination of audit effort with internal audit. The Company's Manual on Corporate Governance also provides that the Committee shall pre-approve all audit plans, scope and frequency one month before the conduct of external audit.

The Committee also evaluates the performance of the external auditor and recommends to the Board the appointment, re-appointment or removal of the external auditor. The Committee further reviews the independence of the external auditor and meets with the latter separately to discuss any matters that either party believes should be discussed privately.

Pursuant to SRC Rule 68, Paragraph 3(b) (iv) and (ix) (Rotation of External Auditors) which states that the signing partner shall be rotated after every seven (7) years of engagement with a two-year cooling off period for the re-engagement of the same signing partner, the Company engaged Mr. Juan Miguel P. Machuca of SGV & Co. in 2023 after the term of Ms. Belinda T. Beng Hui of SGV & Co in 2022.

The fees to SGV & Co. and Ernst & Young (EY) for assurance services amounted to ₱17 million for the years ended December 31, 2024 and 2023. The other fees for non-assurance services amounted to ₱4 million and ₱5 million for the years ended December 31, 2024 and 2023, respectively.

#### **ITEM 8. Employee Compensation Plans**

There are no existing or planned stock options granted to the Company's employees. No action is to be taken at the Annual Stockholders' Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

#### **ITEM 9. Authorization or Issuance of Securities Other Than for Exchange**

No action will be presented for stockholders' approval at this year's stockholders' meeting which involves authorization or issuance of any securities.

#### **ITEM 10. Modification or Exchange of Securities**

No action will be presented for stockholders' approval at this year's annual meeting which involves the modification of any class of the Company's securities, or the issuance of one class of the Company's securities in exchange for outstanding securities of another class.

#### **ITEM 11. Financial and Other Information**

The Management Report and the Company's audited consolidated financial statements for the years ended December 31, 2024, 2023 and 2022 are herein attached as reference.

#### **ITEM 12. Mergers, Consolidations Acquisitions and Similar Matters**

No action will be presented for stockholders' approval at the annual meeting in respect of (i) any merger or consolidation of SMPH into or with any other person, or of any other person into or with SMPH, (ii) any acquisition by SMPH or any of its shareholders of securities of another person, (iii) any acquisition by SMPH of any other going business or of the assets thereof, (iv) the sale or transfer or all or any substantial part of the assets of SMPH, or (v) liquidation or dissolution of SMPH.

#### **ITEM 13. Acquisition or Disposition of Property**

In the normal course of business, the Company and its subsidiaries are engaged in land banking activities for future business sites.

No action will be presented for shareholders' approval at this year's annual meeting in respect of any acquisition or disposition of property of SMPH.

#### **ITEM 14. Restatement of Account**

No action will be presented for shareholders' approval at this year's annual meeting, which involves the restatement of any of SMPH's assets, capital or surplus account.

## **D. OTHER MATTERS**

### **ITEM 15. Action with Respect to Reports**

The following matters with respect to minutes of stockholders of the Company and resolutions adopted by its Board of Directors, will be presented for approval during the stockholders' meeting:

- (a) Minutes of the annual meeting of stockholders held on April 23, 2024.
- (b) General ratification of the acts of the Board of Directors and the Management during their term commencing from the date of the last annual stockholders' meeting up to the date of this year's meeting.

These acts are covered by Resolutions of the Board of Directors duly adopted in the normal course of trade or business, like:

- (a) Approval of projects and land acquisitions;
- (b) Treasury matters related to opening of accounts and transactions with banks; and
- (c) Appointments of signatories and amendments thereof.

Appended to this Information Statement are the abovementioned minutes of the Annual Stockholders' Meeting of the Company held on April 23, 2024 which fully reflect the proceedings during the meeting in accordance with Section 49 of the Revised Corporation Code, including:

- 1) a description of the voting and vote tabulation procedures used in the previous meeting, including the engagement and presence of external auditor SGV & Co., which was especially engaged as third-party validator for the meeting;
- 2) a description of the opportunity given to stockholders to ask questions and a record of the questions asked and answers given; and
- 3) the list of directors and officers and a description of stockholders who participated in the meeting, duly certified to by the Corporate Secretary, verified by the Company's Stock Transfer Agent, BDO Stock Transfer, and validated by SGV & Co. The office of the Corporate Secretary has in its custody the full list and names of stockholders who participated in the hybrid 2024 Annual Stockholders' Meeting.

These minutes were posted in the Company's website within twenty-four (24) hours from adjournment of the meeting. In compliance with rules of the SEC, the Company's Definitive Information Statement (DIS) for the 2024 Annual Stockholders' Meeting were uploaded via PSE EDGE on March 8, 2024 and posted on the Company's website and published in the Business Sections of Manila Bulletin and the Philippine Daily Inquirer on March 18 & 19, 2024, in print and online formats prior to the 2024 Annual Stockholders' Meeting. This DIS contains detailed discussions on the material information on the current stockholders, and their voting rights. The same information are found in this Information on Item 1 (Voting Securities), Item 4 (Voting Securities and Principal Holders Thereof), Item 19 (Voting Procedures) and Item 20 (Market for Registrant's Common Equity and Related Stockholders Matters).

The list of stockholders entitled to vote at the upcoming Meeting is also available for inspection at the Company's principal office on business days within reasonable hours.

There are no material information on the current stockholders and their voting rights requiring disclosure.



For 2024, below is the summary of attendance of incumbent directors, indicating the attendance of each of the meetings of the board and its committees and in last regular stockholders' meeting:

Name of Director	% of Attendance in Board Meetings	% of Attendance in Committee Meetings
Henry T. Sy, Jr.	100%	100%
Amando M. Tetangco, Jr.	100%	100%
Darlene Marie B. Berberabe	100%	100%
J. Carlitos G. Cruz	100%	100%
Hans T. Sy	100%	100%
Herbert T. Sy	100%	100%
Jorge T. Mendiola	100%	100%
Jeffrey C. Lim	100%	100%

All directors were also present during the 2024 Annual Stockholders' Meeting of the Company.

The Board and its Committees annually conducts self-evaluation to assess their performance as a body. The Board gives its annual assessment of its performance of the Chairman, individual directors and Committees. Every three (3) years, the assessment is conducted by an external facilitator in accordance with the Company's Manual of Corporate Governance.

For the period ended December 31, 2024, there were no self-dealings or related party transactions by any director which require disclosure.

There are no other matters that would require approval of the stockholders.

#### **ITEM 16. Matters not Required to be Submitted**

There are no actions which are to be taken with respect to any matter which is not required to be submitted to a vote of stockholders of the Company.

#### **ITEM 17. Amendment of Charter, By-Laws or Other Documents**

Stockholders have the right to vote in favor or against any proposed amendment to the Articles of Incorporation and By-laws of the Company.

In a duly constituted meeting held on April 23, 1997, stockholders owning at least 2/3 of the outstanding capital stock of the Company has delegated the authority to amend and modify the By-laws of SMPH to its Board of Directors.

No action will be presented for stockholders' approval at this year's annual meeting with respect to the amendment of the Company's Articles of Incorporation or By-laws.

#### **ITEM 18. Other Proposed Actions**

The following items will be presented to the stockholders during this year's annual meeting:

- (a) Approval of the Minutes of Annual Stockholders' Meeting held on April 23, 2024;
- (b) Ratification of the Acts of Board of Directors, Board Committees and Management during their term;
- (c) Approval of the Annual Report for 2024;
- (d) Election of directors for 2025-2026; and
- (e) Appointment of external auditor for 2025.

Other than the matters indicated in the Notice and Agenda included in this Information Statement, there are no other actions proposed to be taken at this year's Annual Stockholders' Meeting.

## **ITEM 19. Voting Procedures**

### **Vote required for approval**

Matters subject to stockholder approval, except in cases where the law provides otherwise, shall be decided by the plurality vote of stockholders present in person or by proxy and entitled to vote, a quorum being present in such meeting. Each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him.

Matters which will be presented to stockholders for approval at this year's Annual Stockholders' Meeting require only a majority of the stockholders for approval. For election of directors, the stockholders are entitled to cumulate their votes as discussed in Part B, Item 4(3) of this Information Statement.

### **Methods by which votes will be cast and counted**

The Company's By-laws does not prescribe a specific manner of voting by stockholders. However, election of directors will be conducted by ballot if so requested by voting stockholders. For election of directors, the stockholders are entitled to cumulate their votes as discussed in Part B, Item 4(c) of this Information Statement.

Stockholders may vote by personally attending the meeting or through their appointed proxies.

#### *Proxies*

Pursuant to the Company's By-laws, stockholders are requested to submit their duly accomplished proxy forms to the Corporate Secretary no later than on **April 25, 2025 (Friday)**, at the Office of the Corporate Secretary at 1105 Tower 2 High Street South Corporate Plaza, 26th Street, Bonifacio Global City, Taguig City. A sample format of the proxy form for individual and corporate stockholders are attached herewith and are also available at the Company website at <https://www.smprime.com/annual-stockholders-meeting/>. Stockholders who have query regarding the submission of original proxy form may send an email bearing the subject "ASM 2025 Proxy" to the Company's Investor Relations Division at [info@smprime.com](mailto:info@smprime.com).

#### *Voting In Absentia*

Stockholders may also vote *in absentia* and pre-cast their votes through the Company's secure online voting facility for this meeting. The detailed guidelines for remote participation and voting in absentia for this meeting are set forth in the "***Guidelines for Remote Participation and Voting in Absentia***" annexed to this Information Statement.

Stockholders as of Record Date who have successfully registered their intention to participate remotely and to vote *in absentia*, duly verified and validated by the Company, shall be provided with unique log-in credentials to securely access the Company's voting portal. Stockholders or their proxies can then cast their votes real-time on specific matters for approval via the online voting portal, including the election of directors.

### *Tabulation of Votes*

The Corporate Secretary is tasked and authorized to validate, count and tabulate votes by stockholders. SGV & Co. has been engaged and appointed to independently count and validate tabulation of stockholder votes for this meeting. Pre-casted votes will be automatically tabulated and counted at the close of registration and *in absentia* voting period until meeting adjournment.

The Corporate Secretary will lead the validation of proxies, in coordination with SMPH's stock and transfer agent, and attended by SGV & Co. as independent validator and tabulator of votes. Any questions and issues relating to the validity and sufficiency of proxies, both as to form and substance, shall be resolved by the Corporate Secretary. The Corporate Secretary's decision shall be final and binding on the stockholders, and those not settled at such forum shall be deemed waived and may no longer be raised during the meeting.

### **ITEM 20. Market for Registrant's Common Equity and Related Stockholder Matters**

CASH DIVIDEND PER SHARE - ₱0.346 in 2024, ₱0.237 in 2023 and ₱0.097 in 2022.

As of the date of this report, cash dividends for 2025 have not yet been declared. This will be discussed in a Board meeting prior to the annual stockholders' meeting.

	<b>2024</b>		<b>2023</b>	
Stock Prices	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
First Quarter	₱35.40	₱31.20	₱38.90	₱32.80
Second Quarter	33.50	25.70	35.10	32.10
Third Quarter	33.45	27.65	34.25	27.70
Fourth Quarter	33.35	24.25	34.55	29.55

The Company's shares of stock are traded in the Philippine Stock Exchange.

As of February 28, 2025, the closing price of the Company's shares of stock is **₱22.30/share**. For the month ending February 28, 2025, stock prices of SMPH were at a high of **₱26.05/share** and a low of **₱21.85/share**.

The number of shareholders of record as of February 28, 2025 was **2,312**. Capital stock issued and outstanding as of February 28, 2025 was **28,877,996,894**.

In 2024, the Board of Directors approved the declaration of cash dividend of ₱0.346 per share or amounting to ₱10.0 billion to stockholders of record as of May 8, 2024, ₱8 million of which was received by SMDC. This was paid on May 22, 2024. In 2023, the Board of Directors approved the declaration of cash dividend of ₱0.237 per share or ₱6.8 billion to stockholders of record as of May 10, 2023, ₱5 million of which was received by SMDC. This was paid on May 24, 2023.

The policy of the Company is to provide a sustainable dividend stream to its shareholders. The Board of Directors determines the dividend payout taking into consideration the Company's operating results, cash flows, capital investment needs and debt servicing requirements. Dividends shall be paid within thirty (30) days from the date of declaration.

As of December 31, 2024, and 2023, there are no restrictions that would limit the ability of the Company to pay dividends to the common stockholders, except with respect to Note 18 of the audited consolidated financial statements.

The top 20 stockholders of the Company as of February 28, 2025 are as follows:

	Name	No. of Shares Held	% to Total
1.	SM Investments Corporation	14,353,464,952	<b>49.7038</b>
2.	PCD Nominee Corp. (Non-Filipino)	<b>6,816,281,252</b>	<b>23.6037</b>
3.	PCD Nominee Corp. (Filipino)	<b>3,128,904,665</b>	<b>10.8349</b>
4.	Harley T. Sy	695,936,131	<b>2.4099</b>
5.	Hans T. Sy	682,414,201	<b>2.3631</b>
6.	Teresita T. Sy	667,272,021	<b>2.3107</b>
7.	Elizabeth T. Sy	667,166,537	<b>2.3103</b>
8.	Herbert T. Sy	666,953,011	<b>2.3095</b>
9.	Syntrix Holdings, Inc.	317,827,673	<b>1.1006</b>
10.	Sysmart Corporation	317,775,948	1.1004
11.	Henry T. Sy Jr.	291,611,915	1.0098
12.	TANSY Holdings Inc.	52,734,818	0.1826
13.	Sybase Equity Investments Corp.	52,365,504	0.1813
14.	Cutad, Inc.	19,694,544	0.0682
15.	HSBB, Inc.	19,694,400	0.0682
16.	William T. Gabaldon	<b>1,000,000</b>	<b>0.0035</b>
17.	Henry III Tamesis Sy	912,575	0.0032
18.	Lucky Securities, Inc.	910,000	0.0032
19.	Jose T. Tan &/or Pacita L. Tan	892,126	0.0031
20.	Jasmin T. Sy	855,607	0.0030

**The Company registered with the SEC the ₱25.00 billion fixed rate bonds issued on February 28, 2025. The issue consists of the 3-year or Series Y Bonds amounting to ₱7.13 billion with a fixed interest equivalent to 6.0282% per annum due on 2028, the 6-year or Series Z Bonds amounting to ₱8.81 billion with a fixed interest equivalent to 6.2113% per annum due on 2031 and the 10-year or Series AA Bonds amounting to ₱9.06 billion with a fixed interest equivalent to 6.4784% per annum due on 2035.**

The Company registered with the SEC the ₱25.00 billion fixed rate bonds issued on June 24, 2024. The issue consists of the 3-year or Series V Bonds amounting to ₱6.25 billion with a fixed interest equivalent to 6.5754% per annum due on 2027, the 5-year or Series W Bonds amounting to ₱6.25 billion with a fixed interest equivalent to 6.7537% per annum due on 2029 and the 7-year or Series X Bonds amounting to ₱12.50 billion with a fixed interest equivalent to 6.9650% per annum due on 2031.

The Company registered with the SEC the ₱35.00 billion fixed rate bonds issued on May 23, 2023 with actual proceeds amounting to ₱33.30 billion. The issue consists of the 2.5-year or Series S Bonds amounting to ₱16.03 billion with a fixed interest equivalent to 6.2069% per annum due on 2025, the 4-year or Series T Bonds amounting to ₱6.24 billion with a fixed interest equivalent to 6.2151% per annum due on 2027 and the 6-year or Series U Bonds amounting to ₱11.03 billion with a fixed interest equivalent to 6.3275% per annum due on 2029.

There are no other recent sales of unregistered or exempt securities, including recent issuance of securities constituting an exemption transaction. The Company currently has no other registered debt securities. There are likewise no existing or planned stock options for the Company. There are no registered securities subject to redemption or call. There are no existing or planned stock warrant offerings.

## **ITEM 21. Corporate Governance**

A significant contributor to the Company's continued success is the commitment of its directors, officers and employees to foster a culture of fairness, integrity, accountability and transparency at all

levels within the organization. Through the Company's Manual on Corporate Governance (**Manual**), various initiatives were launched in line with the best practices as contained in its Manual.

The Manual institutionalizes principles of good corporate governance. It recognizes that adherence with the principles of good corporate governance should emanate from the Board of Directors. To this end, a director must act in a manner characterized by transparency, accountability and fairness. The Manual describes the general responsibilities and specific duties and functions of the Board, as well as those of the Board Committees, Corporate Secretary, and external and internal auditors. The Company is fully compliant with the Manual and thus, does not have any deviation from the said Manual.

To operationalize the Manual and to continuously strengthen the Company's corporate governance culture, various efforts were done, which include, among others, (1) creation of policies, (2) conduct of classroom trainings and (3) cascade of e-Learning courses and email blasts relating to corporate governance matters.

The Company also adopted policies and guidelines to govern conflicts of interest, acceptance of gifts, insider trading and related party transactions, to name a few. In accordance with the Conflict of Interest Policy, all directors, officers and employees are required to disclose any financial or personal interest or benefit in any transaction involving the Company to ensure that potential conflicts of interest are immediately brought to the attention of Management. The Company also issued a policy to prohibit its directors, officers and employees from soliciting or accepting gifts in any form from any business partner, except for corporate giveaways, tokens or promotional items of nominal value. The Company also adopted the Insider Trading Policy to prohibit its directors, officers and employees from buying or selling shares of stock of SMPH while in possession of material and confidential information and during trading blackout periods communicated via email blasts. Furthermore, through the Related Party Transactions Policy, the Company is committed to transparency by practicing full disclosure of the details, nature, extent, and all other material information on transactions with related parties in the Company's financial statements and quarterly and annual reports to the SEC and PSE. These rules supplement the existing corporate governance policies in the Manual on Corporate Governance and Code of Ethics.

Furthermore, the orientation program of the Human Resources Department (**HRD**) gives new employees an overview of the various components of SM Prime's Corporate Governance Framework, the Code of Ethics and related policies which are also contained in an internal portal for employees' easy access and reference. It also covers the importance of ethics in the business, informs employees of their rights and obligations, as well as the principles and best practices in the promotion of good work ethics. Relative to this, the HRD, on an annual basis, requires all employees to take the 3-part Corporate Governance course. This specifically includes the following:

- Confirmation – to confirm that employees have read and understood and agree to comply with the Company's Code of Ethics, Code of Discipline, Insider Trading Policy, Conflict of Interest Policy, and Guidelines on Acceptance of Gifts and Travel Sponsored by Business Partners (Anti-Corruption Policy), among others
- Handling Conflict of Interest Situations (E-Learning Course) – to be familiarized with the proper disposition of actual or perceived Conflict of Interest situations.
- Disclosure Survey - to disclose each employees' affiliations, interests, relationships, and/or transactions which are relevant for full disclosure of all actual, apparent or possible conflicts of interest

The Company conducts regular monitoring of its and its directors' and officers' compliance with the Manual of Corporate Governance. The Company submits every year its Integrated Annual Corporate Governance Report, which shows that it has complied with the recommendations under the Revised Code of Corporate Governance for Publicly-Listed Companies.

The Company also keeps itself abreast of relevant regulatory issuances and requirements and global best practices and familiarizes itself with updates and trends even before they are required by local regulations. This is part of the continuing efforts to improve corporate governance of SMPH.

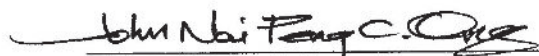
***NOTE: SMPH will provide to its stockholders free of charge printed copies of the Company's Annual Report (SEC Form 17-A) upon written request addressed to Mr. John Nai Peng C. Ong, Chief Finance Officer, at 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, 1300 Pasay City, Metro Manila, Philippines.***

**PART III.**

**SIGNATURE PAGE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasay on March 11, 2025.

By: **SM PRIME HOLDINGS, INC.**

  
\_\_\_\_\_  
John Nai Peng C. Ong  
Chief Finance Officer

## MANAGEMENT REPORT

### A. Brief Description of the General Nature and Scope of the Registrant's Business and Its Subsidiaries

SM Prime was incorporated in the Philippines and registered with the SEC on January 6, 1994. SM Prime has four business segments, namely, malls, residential, commercial and integrated property developments and hotels and convention centers.

The subsidiaries of the Company are as follows:

Company	Country of Incorporation	Percentage of Ownership	
		2024	2023
<b>Malls</b>			
A. Canicosa Holdings, Inc.	Philippines	100.0	100.0
AD Canicosa Properties, Inc.	- do -	100.0	100.0
Associated Development Corporation	- do -	100.0	100.0
Britannia Trading Corp. and Subsidiaries	- do -	100.0	100.0
CHAS Realty and Development Corporation and Subsidiaries	- do -	100.0	100.0
Cherry Realty Development Corporation	- do -	100.0	100.0
Consolidated Prime Dev. Corp.	- do -	100.0	100.0
Magenta Legacy, Inc.	- do -	100.0	100.0
Premier Central, Inc. and Subsidiary	- do -	100.0	100.0
Premier Southern Corp.	- do -	100.0	100.0
Prime Metroestate, Inc. and Subsidiary	- do -	100.0	100.0
Prime Commercial Property Management Corp. and Subsidiaries	- do -	100.0	100.0
Rushmore Holdings, Inc.	- do -	100.0	100.0
San Lazaro Holdings Corporation	- do -	100.0	100.0
Simply Prestige Limited and Subsidiaries	British Virgin Islands (BVI)	100.0	100.0
SM Arena Complex Corporation	Philippines	100.0	100.0
SM Land (China) Limited and Subsidiaries	Hong Kong	100.0	100.0
Southernpoint Properties Corp.	Philippines	100.0	100.0
Springfield Global Enterprises Limited	BVI	100.0	100.0
Supermalls Transport Services, Inc.	Philippines	100.0	100.0
First Asia Realty Development Corporation	- do -	74.2	74.2
Mindpro, Incorporated*	- do -	70.0	70.0
First Leisure Ventures Group Inc.	- do -	50.0	50.0
<b>Residential</b>			
SMDC	- do -	100.0	100.0
Costa del Hamilo, Inc. and Subsidiary	- do -	100.0	100.0
Highlands Prime Inc. and Subsidiary	- do -	100.0	100.0
<b>Hotels and Convention Centers</b>			
SM Hotels and Conventions Corp. and Subsidiaries	- do -	100.0	100.0
<b>Commercial and Integrated Property Developments and Others</b>			
MOA Esplanade Port, Inc.	- do -	100.0	100.0
Premier Clark Complex, Inc.	- do -	100.0	100.0
SM Smart City Infrastructure and Development Corporation	- do -	100.0	100.0
Tagaytay Resort Development Corporation	- do -	100.0	100.0
SM GUUN Environmental Company, Inc.	- do -	70.0	—
SMPHI SG Holdings Pte. Ltd.	Singapore	100.0	—



## ***Malls***

SM Prime's mall business unit operates and maintains commercial shopping malls and is involved in all related businesses, such as the operation and maintenance of shopping spaces for rent, amusement centers and cinema theaters. Its main sources of revenues include rental income from leases in mall and food court, cinema ticket sales, and amusement income from bowling and ice skating. As of December 31, 2024, the mall business unit has eighty-seven shopping malls in the Philippines with 9.4 million square meters of gross floor area (GFA) and eight shopping malls in China with 1.7 million square meters of GFA.

In 2024, SM Prime's mall business unit opened two malls in the Philippines namely, SM City Caloocan and SM City J Mall. These new malls, plus the expansion of the Company's existing malls, provided an addition of almost 0.2 million square meters of GFA.

## ***Residential***

SM Prime's revenues from residential business is derived largely from the sale of condominium units. As of December 31, 2024, residential business unit has sixty-seven residential projects, forty-seven of which are in Metro Manila and twenty are outside Metro Manila.

SM Prime also owns leisure and resort developments, including properties located within the vicinity of Tagaytay Highlands and Tagaytay Midlands golf clubs in Laguna, Tagaytay City and Batangas.

In addition, SM Prime is the developer of Pico de Loro Cove, the first residential community within Hamilo Coast, a master planned coastal resort township development in Nasugbu, Batangas, encompassing 13 coves and 31 kilometers of coastline.

## ***Commercial and Integrated Property Developments***

SM Prime's commercial business unit is engaged in the development and leasing of office buildings in prime locations in Metro Manila, as well as the operations and management of such buildings and other land holdings. As of December 31, 2024, SM Prime has twenty-two office buildings with a combined GFA of almost 1.6 million square meters.

## ***Hotels and Convention Centers***

SM Prime's hotels and convention centers business unit develops and manages the various hotel and convention center properties of the Company. As of December 31, 2024, the hotels and convention centers business unit is composed of ten hotels with over 2,600 saleable rooms; six convention centers and two trade halls.

## **B. Changes in and disagreements with accountants on accounting and financial disclosure**

There are no significant changes in and disagreements with accountants on accounting and financial disclosure.

## C. Management's Discussion and Analysis or Plan of Operation

### Income Statements

(in ₱ thousands)	Years Ended December 31			
	2024	2023	Increase (Decrease)	
	(Audited)		in ₱	in %
<b>REVENUE</b>				
Rent	₱78,673,921	₱72,113,957	₱6,559,964	9%
Real estate sales	45,904,595	42,040,409	3,864,186	9%
Others	15,812,356	13,943,175	1,869,181	13%
	140,390,872	128,097,541	12,293,331	10%
<b>COSTS AND EXPENSES</b>	72,353,754	66,818,300	5,535,454	8%
<b>INCOME FROM OPERATIONS</b>	68,037,118	61,279,241	6,757,877	11%
<b>OTHER INCOME (CHARGES)</b>				
Interest expense	(13,934,024)	(13,963,271)	29,247	(0%)
Interest and dividend income	2,228,723	2,185,156	43,567	2%
Others – net	510,648	338,693	171,955	51%
	(11,194,653)	(11,439,422)	244,769	(2%)
<b>INCOME BEFORE INCOME TAX</b>	56,842,465	49,839,819	7,002,646	14%
<b>PROVISION FOR INCOME TAX</b>				
Current	9,034,395	8,211,259	823,136	10%
Deferred	1,268,634	764,715	503,919	66%
	10,303,029	8,975,974	1,327,055	15%
<b>NET INCOME</b>	₱46,539,436	₱40,863,845	₱5,675,591	14%
<b>Attributable to</b>				
Equity holders of the Parent	₱45,631,764	₱40,010,501	₱5,621,263	14%
Non-controlling interests	907,672	853,344	54,328	6%
	₱46,539,436	₱40,863,845	₱5,675,591	14%

### Revenues

SM Prime recorded consolidated revenues of ₱140.39 billion in 2024, an increase of 10% compared to ₱128.10 billion, primarily due to the following:

#### Rent

SM Prime recorded consolidated revenues from rent of ₱78.67 billion in 2024, a 9% increase from ₱72.11 billion. 85% is contributed by the malls while 15% is from offices and hotels and convention centers.

#### Real Estate Sales

SM Prime's real estate sales increased by 9% to ₱45.90 billion in 2024 from ₱42.04 billion due to sales take-up and construction accomplishment of ongoing projects, including Now Residences in Pampanga, Vail Residences in Cagayan de Oro, Gold Towers Residential-Offices in Parañaque, Glade Residences in Iloilo, and Calm Residences in Laguna.

### *Other Revenues*

SM Prime's other revenues increased by 13% to ₱15.81 billion in 2024 from ₱13.94 billion. Other revenues include ice skating, bowling, amusement and recreation operations, sale of food and beverages in hotels, sponsorships and advertising revenues, and cinema and event ticket sales. Cinema improved due to high ticket sales from movies shown during the year, including Hello, Love, Again, Inside Out 2, Moana 2, Rewind, and Deadpool & Wolverine.

### *Costs and Expenses*

SM Prime recorded consolidated costs and expenses of ₱72.35 billion in 2024, an increase of 8% from ₱66.82 billion, mainly from operating expenses which include depreciation and amortization, taxes and licenses, marketing and selling expenses, utilities and manpower costs. Gross profit margin on real estate is 58% in 2024.

### *Other Income (Charges)*

#### *Interest, Dividend and Others - net*

Interest, dividend and others - net increased to ₱2.74 billion in 2024 compared to ₱2.52 billion. This consists of interest income from cash and cash equivalents, dividend income from equity instruments, equity in net earnings from associates and joint ventures and foreign exchange gains and losses.

### *Provision for income tax*

SM Prime's consolidated provision for income tax is at ₱10.30 billion in 2024 compared to ₱8.98 billion.

### *Net income attributable to Parent*

SM Prime's net income attributable to Parent increased by 14% to ₱45.63 billion in 2024 compared to ₱40.01 billion.

## Income Statements

(in ₱ thousands)	Years Ended December 31			
	2023	2022	Increase (Decrease)	
	(Audited)		in ₱	in %
<b>REVENUE</b>				
Rent	₱72,113,957	₱58,243,913	₱13,870,044	24%
Real estate sales	42,040,409	39,046,514	2,993,895	8%
Others	13,943,175	8,495,208	5,447,967	64%
	128,097,541	105,785,635	22,311,906	21%
<b>COSTS AND EXPENSES</b>	66,818,300	56,542,322	10,275,978	18%
<b>INCOME FROM OPERATIONS</b>	61,279,241	49,243,313	12,035,928	24%
<b>OTHER INCOME (CHARGES)</b>				
Interest expense	(13,963,271)	(11,465,787)	(2,497,484)	22%
Interest and dividend income	2,185,156	1,775,740	409,416	23%
Others – net	338,693	(839,262)	1,177,955	(140%)
	(11,439,422)	(10,529,309)	(910,113)	9%
<b>INCOME BEFORE INCOME TAX</b>	49,839,819	38,714,004	11,125,815	29%
<b>PROVISION FOR INCOME TAX</b>				
Current	8,211,259	6,783,913	1,427,346	21%
Deferred	764,715	1,186,962	(422,247)	(36%)
	8,975,974	7,970,875	1,005,099	13%
<b>NET INCOME</b>	₱40,863,845	₱30,743,129	₱10,120,716	33%
<b>Attributable to</b>				
Equity holders of the Parent	₱40,010,501	₱30,099,799	₱9,910,702	33%
Non-controlling interests	853,344	643,330	210,014	33%
	₱40,863,845	₱30,743,129	₱10,120,716	33%

### Revenues

SM Prime recorded consolidated revenues of ₱128.10 billion in 2023, an increase of 21% compared to ₱105.79 billion in the same period of 2022, primarily due to the following:

#### Rent

SM Prime recorded consolidated revenues from rent of ₱72.11 billion in 2023, a 24% increase from ₱58.24 billion in the same period of 2022. 85% is contributed by the malls while 15% is from offices and hotels and convention centers.

#### Real Estate Sales

SM Prime recorded real estate sales of ₱42.04 billion in 2023 compared to ₱39.05 billion in the same period of 2022 primarily due to higher sales take-up and construction accomplishments of various projects including Gold Residences, Mint Residences, Sands Residences, Shore Residences, Cheerful Residences and South Residences. Reservation sales is at ₱102 billion in 2023.

### *Other Revenues*

SM Prime's other revenues increased to ₱13.94 billion in 2023 from ₱8.50 billion in the same period in 2022 as the cinema, leisure and entertainment businesses reopen its doors to patrons. Other revenues include cinema ticket sales, sponsorships and advertising revenues, bowling operations and sale of food and beverages in hotels. Cinemas improved due to high ticket sales from movies shown during the year, including *Insidious: The Red Door*, *The Little Mermaid*, *John Wick: Chapter 4*, *Avatar: The Way of Water*, and *Barbie*. Leisure and entertainment business benefited from the new normal condition.

### *Costs and Expenses*

SM Prime recorded consolidated costs and expenses of ₱66.82 billion in 2023, an increase of 18% from ₱56.54 billion in the same period in 2022, mainly from operating expenses which include depreciation and amortization, taxes and licenses, marketing and selling expenses, utilities and manpower costs. Gross profit margin on real estate is 60% in 2023 as a result of improving cost efficiencies and tighter monitoring and control of construction cost.

### *Other Income (Charges)*

#### *Interest Expense*

SM Prime's consolidated interest expense increased to ₱13.96 billion in 2023 compared to ₱11.47 billion in the same period in 2022 mainly due to the issuance of retail bonds in 2023 and 2022 and new bank loans availed for working capital and capital expenditure requirements, net of the capitalized interest on proceeds spent for construction and development of investment properties.

#### *Interest, Dividend and Others - net*

Interest, dividend and others - net increased to ₱2.52 billion in 2023 compared to ₱0.94 billion in the same period in 2022. This mainly consists of interest income from cash and cash equivalents, dividend income from equity instruments, equity in net earnings from associates and joint ventures and foreign exchange gains and losses.

### *Provision for income tax*

SM Prime's consolidated provision for income tax increased to ₱8.98 billion in 2023 compared to ₱7.97 billion in the same period in 2022.

### *Net income attributable to non-controlling interests*

SM Prime's consolidated net income attributable non-controlling interest increased to ₱0.85 billion in 2023 as compared to ₱0.64 billion in the same period in 2022.

### *Net income attributable to Parent*

SM Prime's consolidated net income attributable to Parent increased by 33% to ₱40.01 billion in 2023 compared to ₱30.10 billion in the same period in 2022.

## Income Statements

(in ₱ thousands)	Years Ended December 31			
	2022	2021	Increase (Decrease)	
	(Audited)		in ₱	in %
<b>REVENUE</b>				
Rent	₱58,243,913	₱34,694,185	₱23,549,728	68%
Real estate sales	39,046,514	45,116,120	(6,069,606)	(13%)
Others	8,495,208	2,505,179	5,990,029	239%
	105,785,635	82,315,484	23,470,151	29%
<b>COSTS AND EXPENSES</b>	56,542,322	49,900,933	6,641,389	13%
<b>INCOME FROM OPERATIONS</b>	49,243,313	32,414,551	16,828,762	52%
<b>OTHER INCOME (CHARGES)</b>				
Interest expense	(11,465,787)	(9,357,616)	(2,108,171)	23%
Interest and dividend income	1,775,740	1,025,066	750,674	73%
Others – net	(839,262)	3,651,524	(4,490,786)	(123%)
	(10,529,309)	(4,681,026)	(5,848,283)	125%
<b>INCOME BEFORE INCOME TAX</b>	38,714,004	27,733,525	10,980,479	40%
<b>PROVISION FOR INCOME TAX</b>				
Current	6,783,913	2,816,720	3,967,193	141%
Deferred	1,186,962	3,005,402	(1,818,440)	(61%)
	7,970,875	5,822,122	2,148,753	37%
<b>NET INCOME</b>	₱30,743,129	₱21,911,403	₱8,831,726	40%
<b>Attributable to</b>				
Equity holders of the Parent	₱30,099,799	₱21,786,516	₱8,313,283	38%
Non-controlling interests	643,330	124,887	518,443	415%
	₱30,743,129	₱21,911,403	₱8,831,726	40%

### Revenues

SM Prime recorded consolidated revenues of ₱105.79 billion in 2022, an increase of 29% compared to ₱82.32 billion in the same period of 2021, primarily due to the following:

#### Rent

SM Prime recorded consolidated revenues from rent of ₱58.24 billion in 2022, a 68% increase from ₱34.69 billion in the same period of 2021. Malls operate on a new normal with the easing of mobility restrictions and 85% of the total rental revenues is contributed by the malls while the 15% is from offices and hotels and convention centers.

#### Real Estate Sales

SM Prime recorded real estate sales of ₱39.05 billion in 2022, a decrease of 13% from ₱45.12 billion in 2021 as a result of the spillover effect of the lapse of Bayanihan Act, which gave a reprieve to unit buyers during the height of the pandemic. Reservation sales in 2022 increased by 3% to ₱102.00 billion from ₱98.89 billion in the same period last year.

### *Other Revenues*

SM Prime's other revenues increased to ₱8.50 billion in 2022 from ₱2.51 billion in the same period in 2021 as the cinema, leisure and entertainment businesses reopen its doors to patrons. Cinemas improved due to high ticket sales from blockbuster movies shown during of the year, including Doctor Strange in the Multiverse of Madness, Avatar: The Way of Water and Black Panther: Wakanda Forever. Leisure and entertainment business benefited from the new normal condition. Other revenues also include cinema and event ticket sales, sponsorships and advertising revenues, bowling operations and sale of food and beverages in hotels.

### *Costs and Expenses*

SM Prime recorded consolidated costs and expenses of ₱56.54 billion in 2022, an increase of 13% from ₱49.90 billion in the same period in 2021, as a result of the following:

#### *Costs of Real Estate*

Consolidated costs of real estate decreased by 10% to ₱16.90 billion in 2022 from ₱18.69 billion in the same period in 2021. Gross profit margin on real estate sales is 57% in 2022 from 59% in 2021.

#### *Operating Expenses*

SM Prime's consolidated operating expenses increased by 27% to ₱39.64 billion in 2022 compared to last year's ₱31.21 billion. Out of the total operating expenses, 68% is contributed by the malls. Operating expenses include depreciation and amortization, taxes and licenses, marketing and selling expenses, utilities and manpower costs.

### *Other Income (Charges)*

#### *Interest Expense*

SM Prime's consolidated interest expense increased by 23% to ₱11.47 billion in 2022 compared to ₱9.36 billion in the same period in 2021 mainly due to the issuance of retail bonds in 2021 and 2022, respectively, and new bank loans availed for working capital and capital expenditure requirements, net of the capitalized interest on proceeds spent for construction and development of investment properties.

#### *Interest, Dividend and Others - net*

Interest, dividend and others - net decreased to ₱0.94 billion in 2022 from last year's ₱4.68 billion. This mainly consists of interest income from cash and cash equivalents, dividend income from equity instruments, equity in net earnings from associates and joint ventures and foreign exchange gains and losses.

#### *Provision for income tax - net*

SM Prime's consolidated provision for income tax - net increased to ₱7.97 billion in 2022 compared to ₱5.82 billion in the same period in 2021.

***Net income attributable to non-controlling interests***

SM Prime's consolidated net income attributable non-controlling interest increased to ₱0.64 billion in 2022 as compared to ₱0.12 billion in the same period in 2021.

***Net income attributable to Parent***

SM Prime's consolidated net income attributable to Parent increased by 38% to ₱30.10 billion in 2022 as compared to ₱21.79 billion in the same period in 2021.



## Balance Sheet

(in ₱ thousands)	December 31, 2024	December 31, 2023	Increase (Decrease)	
			in ₱	in %
	(Audited)			
ASSETS				
Current Assets				
Cash and cash equivalents	₱31,246,171	₱31,816,802	(₱570,631)	(2%)
Receivables and contract assets	92,506,904	76,952,202	15,554,702	20%
Real estate inventories	76,927,527	77,886,781	(959,254)	(1%)
Equity instruments at fair value through other comprehensive income (FVOCI)	794,433	747,840	46,593	6%
Derivative assets	780,087	2,247,073	(1,466,986)	(65%)
Prepaid expenses and other current assets	28,426,708	27,804,930	621,778	2%
Total Current Assets	230,681,830	217,455,628	13,226,202	6%
Noncurrent Assets				
Equity instruments at FVOCI - net of current portion	20,392,800	19,570,212	822,588	4%
Investment properties	601,339,921	545,074,746	56,265,175	10%
Investments in associates and joint ventures	33,108,359	32,431,195	677,164	2%
Property and equipment	1,493,295	1,554,990	(61,695)	(4%)
Deferred tax assets - net	1,634,307	1,492,359	141,948	10%
Derivative assets - net of current portion	3,990,740	3,276,971	713,769	22%
Other noncurrent assets	126,789,478	122,471,474	4,318,004	4%
Total Noncurrent Assets	788,748,900	725,871,947	62,876,953	9%
	₱1,019,430,730	₱943,327,575	₱76,103,155	8%
LIABILITIES AND EQUITY				
Current Liabilities				
Loans payable	₱17,312,356	₱4,288,964	₱13,023,392	304%
Accounts payable and other current liabilities	103,788,961	99,084,851	4,704,110	5%
Current portion of long-term debt	89,287,442	67,746,351	21,541,091	32%
Income tax payable	1,606,324	1,295,842	310,482	24%
Total Current Liabilities	211,995,083	172,416,008	39,579,075	23%
Noncurrent Liabilities				
Long-term debt – net of current portion	283,320,341	294,622,256	(11,301,915)	(4%)
Tenants’ and customers’ deposits – net of current portion	30,528,879	25,301,504	5,227,375	21%
Deferred tax liabilities – net	13,923,287	12,458,096	1,465,191	12%
Derivative liabilities – net of current portion	50,447	265,013	(214,566)	(81%)
Other noncurrent liabilities	43,372,203	39,377,662	3,994,541	10%
Total Noncurrent Liabilities	371,195,157	372,024,531	(829,374)	(0%)
Total Liabilities	₱583,190,240	₱544,440,539	₱38,749,701	7%

<b>Equity Attributable to Equity Holders of the Parent</b>				
Capital stock	₱33,166,300	₱33,166,300	₱—	0%
Additional paid-in capital – net	38,164,173	38,159,900	4,273	0%
Cumulative translation adjustment	3,135,756	2,556,139	579,617	23%
Net fair value changes of equity instruments at FVOCI	17,807,766	16,938,503	869,263	5%
Net fair value changes on cash flow hedges	604,031	1,079,094	(475,063)	(44%)
Remeasurement loss on defined benefit obligation	(792,229)	(1,062,437)	270,208	(25%)
Retained earnings:				
Appropriated	100,000,000	42,200,000	57,800,000	137%
Unappropriated	243,991,970	266,143,815	(22,151,845)	(8%)
Treasury stock	(2,984,695)	(2,984,695)	—	0%
Total Equity Attributable to Equity Holders of the Parent	433,093,072	396,196,619	36,896,453	9%
<b>Non-controlling Interests</b>	3,147,418	2,690,417	457,001	17%
<b>Total Equity</b>	<b>436,240,490</b>	<b>398,887,036</b>	<b>37,353,454</b>	<b>9%</b>
	<b>₱1,019,430,730</b>	<b>₱943,327,575</b>	<b>₱76,103,155</b>	<b>8%</b>

SM Prime's total assets amounted to ₱1,019.43 billion and ₱943.33 billion as of December 31, 2024 and December 31, 2023, respectively. SM Prime's total assets surpassed ₱1 trillion, an 8% upturn.

Receivables and contract assets increased to ₱92.51 billion from ₱76.95 billion as of December 31, 2024 and December 31, 2023, respectively, mainly due to high take up of residential projects.

Derivative assets - net decreased to ₱4.72 billion from ₱5.25 billion as of December 31, 2024 and December 31, 2023, respectively, mainly due to net fair value changes on interest rate and foreign exchange swap transactions and maturities during the period.

Investment properties increased by 10% to ₱601.34 billion from ₱545.07 billion as of December 31, 2024 and December 31, 2023, respectively, primarily due to ongoing integrated property developments, new mall projects and redevelopment of existing malls, and construction of commercial projects, net of depreciation expense for the period.

Deferred tax asset - net increased to ₱1.63 billion from ₱1.49 billion as of December 31, 2024 and December 31, 2023, respectively. Deferred tax liabilities - net increased to ₱13.92 billion from ₱12.46 billion as of December 31, 2024 and December 31, 2023, respectively, mainly due to unrealized gross profit on sale of real estate for income tax purposes.

Interest-bearing debt, which includes Loans payable and Long-term debt, increased by 6% to ₱389.92 billion from ₱366.66 billion as of December 31, 2024 and December 31, 2023, respectively, due to net availments for the period for integrated property developments and foreign exchange translation.

Accounts payable and other current liabilities increased by 5% to ₱103.79 billion from ₱99.08 billion as of December 31, 2024 and December 31, 2023, respectively, due to payables to contractors and suppliers related to ongoing projects.

Income tax payable increased to ₱1.61 billion from ₱1.30 billion as of December 31, 2024 and December 31, 2023, respectively, mainly due to tax provisions, net of payments for the year.

Tenants' and customers' deposits increased by 21% to ₱30.53 billion from ₱25.30 billion as of December 31, 2024 and December 31, 2023, respectively, and is attributable to the new malls and office building tenants.

Other noncurrent liabilities increased to ₱43.37 billion from ₱39.38 billion as of December 31, 2024 and December 31, 2023, respectively, due to increase in deferred output VAT related to sale of residential projects, retention payable, net of payments of liability for purchased land.

Cumulative translation adjustment increased to ₱3.14 billion from ₱2.56 billion as of December 31, 2024 and December 31, 2023, respectively, as a result of foreign exchange movement between periods.

Non-controlling interests increased to ₱3.15 billion from ₱2.69 billion as of December 31, 2024 and December 31, 2023, respectively, due to increase in net income attributable to non-controlling interests, net of dividends declared for the period.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

As at December 31, 2024 and 2023, the retained earnings appropriated amounted to ₱100 billion and ₱42.20 billion, respectively, for planned construction projects and land banking activities. This represents a continuing appropriation to cover the Company's capital expenditures.

## Balance Sheet

(in ₪ thousands)	December 31, 2023	December 31, 2022	Increase (Decrease)	
	(Audited)		in ₪	in %
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	₪31,816,802	₪42,060,082	(₪10,243,280)	(24%)
Receivables and contract assets	76,952,202	82,560,354	(5,608,152)	(7%)
Real estate inventories	77,886,781	70,500,025	7,386,756	10%
Equity instruments at fair value through other comprehensive income (FVOCI)	747,840	534,865	212,975	40%
Derivative assets	2,247,073	585,576	1,661,497	284%
Prepaid expenses and other current assets	27,804,930	25,767,334	2,037,596	8%
Total Current Assets	217,455,628	222,008,236	(4,552,608)	(2%)
<b>Noncurrent Assets</b>				
Equity instruments at FVOCI - net of current portion	19,570,212	17,077,198	2,493,014	15%
Investment properties	545,074,746	489,266,042	55,808,704	11%
Investments in associates and joint ventures	32,431,195	30,578,320	1,852,875	6%
Property and equipment	1,554,990	1,399,840	155,150	11%
Deferred tax assets - net	1,492,359	931,366	560,993	60%
Derivative assets - net of current portion	3,276,971	6,752,744	(3,475,773)	(51%)
Other noncurrent assets	122,471,474	106,200,906	16,270,568	15%
Total Noncurrent Assets	725,871,947	652,206,416	73,665,531	11%
	₪943,327,575	₪874,214,652	₪69,112,923	8%
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Loans payable	₪4,288,964	₪5,422,524	(₪1,133,560)	(21%)
Accounts payable and other current liabilities	99,077,428	88,122,597	10,954,831	12%
Current portion of long-term debt	67,746,351	50,839,776	16,906,575	33%
Derivative liabilities	7,423	19,496	(12,073)	(62%)
Income tax payable	1,295,842	765,909	529,933	69%
Total Current Liabilities	172,416,008	145,170,302	27,245,706	19%
<b>Noncurrent Liabilities</b>				
Long-term debt – net of current portion	294,622,256	296,134,836	(1,512,580)	(1%)
Tenants’ and customers’ deposits – net of current portion	25,301,504	23,799,162	1,502,342	6%
Liability for purchased land – net of current portion	539,959	1,129,719	(589,760)	(52%)
Deferred tax liabilities – net	12,458,096	11,140,040	1,318,056	12%
Derivative liabilities – net of current portion	265,013	294,403	(29,390)	(10%)
Other noncurrent liabilities	38,837,703	31,394,584	7,443,119	24%
Total Noncurrent Liabilities	372,024,531	363,892,744	8,131,787	2%
Total Liabilities	₪544,440,539	₪509,063,046	₪35,377,493	7%

<b>Equity Attributable to Equity Holders of the Parent</b>				
Capital stock	₱33,166,300	₱33,166,300	₱–	0%
Additional paid-in capital – net	38,159,900	38,124,193	35,707	0%
Cumulative translation adjustment	2,556,139	3,435,171	(879,032)	(26%)
Net fair value changes of equity instruments at FVOCI	16,938,503	14,232,514	2,705,989	19%
Net fair value changes on cash flow hedges	1,079,094	2,984,605	(1,905,511)	(64%)
Remeasurement loss on defined benefit obligation	(1,062,437)	(928,882)	(133,555)	14%
Retained earnings:				
Appropriated	42,200,000	42,200,000	–	0%
Unappropriated	266,143,815	232,972,284	33,171,531	14%
Treasury stock	(2,984,695)	(2,984,695)	–	0%
Total Equity Attributable to Equity Holders of the Parent	396,196,619	363,201,490	32,995,129	9%
<b>Non-controlling Interests</b>	2,690,417	1,950,116	740,301	38%
Total Equity	398,887,036	365,151,606	33,735,430	9%
	₱943,327,575	₱874,214,652	₱69,112,923	8%

SM Prime's total assets amounted to ₱943.33 billion and ₱874.21 billion as of December 31, 2023 and December 31, 2022, respectively.

Cash and cash equivalents decreased to ₱31.82 billion from ₱42.06 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to various capital expenditures and payments of maturing debts, net of collections from operations.

Receivables and contract assets decreased by 7% to ₱76.95 billion from ₱82.56 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to collections made for the period.

Real estate inventories increased by 10% to ₱77.89 billion from ₱70.50 billion as of December 31, 2023 and December 31, 2022, respectively, due to construction accomplishments for the period, net of cost of sold units.

Equity instruments at fair value through other comprehensive income (FVOCI) increased by 15% to ₱20.32 billion from ₱17.61 billion as of December 31, 2023 and December 31, 2022, respectively, with equivalent increase of 19% in net fair value changes of equity instruments at FVOCI to ₱16.94 billion from ₱14.23 billion as of December 31, 2023 and December 31, 2022, respectively, due to changes in fair values under this portfolio.

Derivative assets - net decreased to ₱5.25 billion from ₱7.02 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to foreign exchange and net fair value changes on swap transactions and maturities during the period. Net fair value changes on cash flow hedges decreased to ₱1.08 billion from ₱2.98 billion unrealized gain as of December 31, 2023 and December 31, 2022, respectively.

Prepaid expenses and other current assets increased by 8% to ₱27.80 billion from ₱25.77 billion as of December 31, 2023 and December 31, 2022, respectively, due to increase in prepaid taxes and input and creditable withholding taxes.

Investment properties increased by 11% to ₱545.07 billion from ₱489.27 billion as of December 31, 2023 and December 31, 2022, respectively, primarily due to landbanking, ongoing new mall projects, redevelopment of existing malls, and construction of commercial projects, net of depreciation expense for the period.

Investments in associates and joint ventures increased by 6% to ₱32.43 billion from ₱30.58 billion as of December 31, 2023 and December 31, 2022, respectively, due to equity in net earnings of associates and joint ventures.

Property and equipment increased by 11% to ₱1.55 billion from ₱1.40 billion as of December 31, 2023 and December 31, 2022, respectively, primarily due to additions, net of depreciation during the period.

Deferred tax asset - net increased to ₱1.49 billion from ₱0.93 billion as of December 31, 2023 and December 31, 2022, respectively. Deferred tax liabilities - net increased to ₱12.46 billion from ₱11.14 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to unrealized gross profit on sale of real estate for income tax purposes.

Other noncurrent assets, which includes noncurrent portion of receivables from sale of real estate and bonds and deposits for real estate acquisitions, increased by 15% to ₱122.47 billion from ₱106.20 billion as of December 31, 2023 and December 31, 2022, respectively.

Loans payable decreased to ₱4.29 billion from ₱5.42 billion as of December 31, 2023 and December 31, 2022, respectively, due to payments, net of loan availments for the period.

Accounts payable and other current liabilities increased by 12% to ₱99.08 billion from ₱88.12 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to payables to contractors and suppliers related to ongoing projects, current portion of liability for purchased land and customers' deposits.

Income tax payable increased to ₱1.30 billion from ₱0.77 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to provisions, net of payments for the year.

Long-term debt increased by 4% to ₱362.37 billion from ₱346.97 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to issuance of retail bonds and new debt availments, net of payments of maturities during the period.

Tenants' and customers' deposits increased by 6% to ₱25.30 billion from ₱23.80 billion as of December 31, 2023 and December 31, 2022, respectively, mainly due to the new malls and office building tenants.

Liability for purchased land - net of current portion decreased to ₱0.54 billion from ₱1.13 billion as of December 31, 2023 and December 31, 2022, respectively, due to payments, net of additions for the year.

Other noncurrent liabilities increased to ₱38.84 billion from ₱31.39 billion as of December 31, 2023 and December 31, 2022, respectively, due to increase in deferred output VAT related to sale of residential projects and retention payable.

Cumulative translation adjustment decreased to ₱2.56 billion from ₱3.44 billion as of December 31, 2023 and December 31, 2022, respectively, as a result of foreign exchange movement between years.

Non-controlling interests increased by 38% to ₱2.69 billion from ₱1.95 billion as of December 31, 2023 and December 31, 2022, respectively, due to increase in net income for the period.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

As at December 31, 2023 and December 31, 2022, the amount of retained earnings appropriated for the continuous corporate and mall expansions amounted to ₱42.20 billion. This represents a continuing appropriation for land banking activities and planned construction projects. The appropriation is being fully utilized to cover part of the annual capital expenditure requirement of the Company.

For the year 2024, the Company is looking at 100,000 million for its capital expenditure program. This will be funded with internally generated funds and external borrowings.

## Balance Sheet

(in ₱ thousands)	December 31, 2022	December 31, 2021	Increase (Decrease) in ₱ in %	
	(Audited)			
<b>ASSETS</b>				
<b>Current Assets</b>				
Cash and cash equivalents	₱42,060,082	₱39,775,852	₱2,284,230	6%
Receivables and contract assets	82,560,354	73,019,966	9,540,388	13%
Real estate inventories	70,500,025	56,575,047	13,924,978	25%
Equity instruments at fair value through other comprehensive income (FVOCI)	534,865	547,041	(12,176)	(2%)
Derivative assets	585,576	753,506	(167,930)	(22%)
Prepaid expenses and other current assets	25,767,334	24,993,357	773,977	3%
Total Current Assets	222,008,236	195,664,769	26,343,467	13%
<b>Noncurrent Assets</b>				
Equity instruments at FVOCI - net of current portion	17,077,198	17,400,372	(323,174)	(2%)
Investment properties	489,266,042	467,391,988	21,874,054	5%
Investments in associates and joint ventures	30,578,320	29,187,435	1,390,885	5%
Property and equipment	1,399,840	1,372,276	27,564	2%
Deferred tax assets - net	931,366	734,975	196,391	27%
Derivative assets - net of current portion	6,752,744	1,043,670	5,709,074	547%
Other noncurrent assets	106,200,906	91,607,795	14,593,111	16%
Total Noncurrent Assets	652,206,416	608,738,511	43,467,905	7%
	₱874,214,652	₱804,403,280	₱69,811,372	9%
<b>LIABILITIES AND EQUITY</b>				
<b>Current Liabilities</b>				
Loans payable	₱5,422,524	₱6,487,427	(₱1,064,903)	(16%)
Accounts payable and other current liabilities	88,122,597	91,377,717	(3,255,120)	(4%)
Current portion of long-term debt	50,839,776	42,261,601	8,578,175	20%
Derivative liabilities	19,496	335,367	(315,871)	(94%)
Income tax payable	765,909	563,387	202,522	36%
Total Current Liabilities	145,170,302	141,025,499	4,144,803	3%
<b>Noncurrent Liabilities</b>				
Long-term debt – net of current portion	296,134,836	264,969,216	31,165,620	12%
Tenants’ and customers’ deposits – net of current portion	23,799,162	21,458,281	2,340,881	11%
Liability for purchased land – net of current portion	1,129,719	2,540,050	(1,410,331)	(56%)
Deferred tax liabilities – net	11,140,040	9,688,555	1,451,485	15%
Derivative liabilities – net of current portion	294,403	1,748,186	(1,453,783)	(83%)
Other noncurrent liabilities	31,394,584	28,612,720	2,781,864	10%
Total Noncurrent Liabilities	363,892,744	329,017,008	34,875,736	11%
Total Liabilities	₱509,063,046	₱470,042,507	₱39,020,539	8%



<b>Equity Attributable to Equity Holders of the Parent</b>				
Capital stock	₱33,166,300	₱33,166,300	₱–	0%
Additional paid-in capital – net	38,124,193	38,056,016	68,177	0%
Cumulative translation adjustment	3,435,171	3,083,184	351,987	11%
Net fair value changes of equity instruments at FVOCI	14,232,514	14,708,368	(475,854)	(3%)
Net fair value changes on cash flow hedges	2,984,605	(432,883)	3,417,488	(789%)
Remeasurement loss on defined benefit obligation	(928,882)	(548,643)	(380,239)	69%
Retained earnings:				
Appropriated	42,200,000	42,200,000	–	0%
Unappropriated	232,972,284	205,671,557	27,300,727	13%
Treasury stock	(2,984,695)	(2,984,695)	–	0%
Total Equity Attributable to Equity Holders of the Parent	363,201,490	332,919,204	30,282,286	9%
<b>Non-controlling Interests</b>	1,950,116	1,441,569	508,547	35%
<b>Total Equity</b>	<b>365,151,606</b>	<b>334,360,773</b>	<b>30,790,833</b>	<b>9%</b>
	<b>₱874,214,652</b>	<b>₱804,403,280</b>	<b>₱69,811,372</b>	<b>9%</b>

SM Prime's total assets amounted to ₱874.21 billion and ₱804.40 billion as of December 31, 2022 and December 31, 2021, respectively.

Cash and cash equivalents increased by 6% to ₱42.06 billion from ₱39.78 billion as of December 31, 2022 and December 31, 2021, respectively, mainly due to improved collections, proceeds from the issuance of bonds and availment of new loans, net of payments for capital expenditure projects during the period and debt servicing.

Receivables and contract assets increased by 13% to ₱82.56 billion from ₱73.02 billion as of December 31, 2022 and December 31, 2021, respectively, due to increase in rental receivables from new malls and expansions and increase in sale of residential units.

Real estate inventories increased by 25% to ₱70.50 billion from ₱56.58 billion as of December 31, 2022 and December 31, 2021, respectively, due to construction accomplishments for the period, net of cost of sold units.

Derivatives improved to ₱7.02 billion net asset from ₱0.29 billion net liability as of December 31, 2022 and December 31, 2021, respectively, mainly due to foreign exchange and net fair value changes on swap transactions during the period. This also resulted to the increase in net fair value changes on cash flow hedges to ₱2.98 billion unrealized gain from ₱0.43 billion unrealized loss as of December 31, 2022 and December 31, 2021, respectively.

Investment properties increased by 5% to ₱489.27 billion from ₱467.39 billion as of December 31, 2022 and December 31, 2021, respectively, primarily due to landbanking, ongoing new mall projects, redevelopment of SM Mall of Asia and other existing malls, and construction of commercial buildings, net of depreciation expense for the period.

Investments in associates and joint ventures increased by 5% to ₱30.58 billion from ₱29.19 billion as of December 31, 2022 and December 31, 2021, respectively, due to equity in net earnings of associates and joint ventures.

Other noncurrent assets, which includes bonds and deposits for real estate acquisitions and noncurrent portion of receivables from sale of real estate, increased by 16% to ₱106.20 billion from ₱91.61 billion as of December 31, 2022 and December 31, 2021, respectively.

Loans payable decreased by 16% to ₱5.42 billion from ₱6.49 billion as of December 31, 2022 and December 31, 2021, respectively, due to payments, net of availment for the period.

Income tax payable increased by 36% to ₱0.77 billion from ₱0.56 billion as of December 31, 2022 and December 31, 2021, respectively, mainly due provisions for the year, net of payments.

Long-term debt increased by 13% to ₱346.97 billion from ₱307.23 billion as of December 31, 2022 and December 31, 2021, respectively, mainly due to issuance of retail bonds and new loan availments, net of payments of matured loans during the period.

Tenants' and customers' deposits increased by 11% to ₱23.80 billion from ₱21.46 billion as of December 31, 2022 and December 31, 2021, respectively, mainly due to the new malls and office building tenants.

Liability for purchased land decreased to ₱1.13 billion from ₱2.54 billion as of December 31, 2022 and December 31, 2021, respectively, due to payments made during the period.

Deferred tax liabilities - net increased by 15% to ₱11.14 billion from ₱9.69 billion as of December 31, 2022 and December 31, 2021, respectively, mainly due to unrealized gross profit on sale of real estate for income tax purposes. Deferred tax assets - net increased by 27% to ₱0.93 billion from ₱0.73 billion as of December 31, 2022 and December 31, 2021 mainly due to actuarial loss for the year.

Other noncurrent liabilities increased by 10% to ₱31.39 billion from ₱28.61 billion as of December 31, 2022 and December 31, 2021, respectively, due to increase in noncurrent portion of lease liabilities and deferred output VAT related to sale of residential projects.

Cumulative translation adjustment increased by 11%, to ₱3.44 billion from ₱3.08 billion as of December 31, 2022 and December 31, 2021, respectively, as a result of foreign exchange. While remeasurement loss on defined benefit obligation increased by 69% to ₱0.93 billion from ₱0.55 billion as of December 31, 2022 and December 31, 2021, respectively, due to actuarial loss for the year.

The Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

As at December 31, 2022 and December 31, 2021, the amount of retained earnings appropriated for the continuous corporate and mall expansions amounted to ₱42.20 billion. This represents a continuing appropriation for land banking activities and planned construction projects. The appropriation is being fully utilized to cover part of the annual capital expenditure requirement of the Company.

For the year 2023, the Company expects to incur capital expenditures of around ₱80 billion. This will be funded with internally generated funds and external borrowings.

## KEY PERFORMANCE INDICATORS

The following are the major financial ratios of the Company as at and for the years ended December 31, 2024, 2023, and 2022:

	Year ended December 31		
	2024	2023	2022
Current ratio	2.19	2.17	2.50
Acid test ratio	1.18	1.09	1.41
Solvency ratio	1.75	1.73	1.72
Debt to equity	47:53	48:52	49:51
Net debt to equity	45:55	46:54	46:54
Return on equity	11.0%	10.5%	8.6%
Net income margin	33%	31%	28%
Asset to equity ratio	2.35	2.38	2.41
Interest service coverage ratio	5.90	5.31	5.33
Debt to EBITDA	4.75	4.95	5.77
Return on investment properties	9.7%	9.0%	7.4%

The Company's key financial indicators are measured in terms of the following:

- (1) Current ratio which measures the ratio of total current assets to total current liabilities excluding loans payable and current portion of long-term debt due for refinancing;
- (2) Acid test ratio which measures the ratio of quick assets, which includes cash and cash equivalents, receivables and contract assets, and current portion of equity instruments at fair value through other comprehensive income, to total current liabilities excluding loans payable and current portion of long-term debt due for refinancing;
- (3) Solvency ratio which measures the ratio of total assets to total liabilities;
- (4) Debt to equity ratio which measures the ratio of interest-bearing debt to equity attributable to equity holders of the Parent;
- (5) Net debt to equity which measures the ratio of interest-bearing debt net of cash and cash equivalents to equity attributable to equity holders of the Parent;
- (6) Return on equity which measures the ratio of net income attributable to the equity holders of the Parent to average total equity attributable to the equity holders of the Parent;
- (7) Net income margin which measures the ratio of net income attributable to the equity holders of the Parent to total revenue;
- (8) Asset to equity ratio which measures the ratio of total assets to total equity attributable to equity holders of the Parent;
- (9) Interest service coverage ratio which measures the ratio of EBITDA to interest expense; and
- (10) Debt to EBITDA which measures the ratio of EBITDA to total interest-bearing debt;
- (11) Return on investment properties which measures the ratio of net income attributable to the equity holders of the Parent to total average investment properties (excluding construction in progress).

As of December 31, 2024, the Company has no known direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation. There were no contingent liabilities or assets in the Company's balance sheet. The Company has no off-balance sheet transactions, arrangements, obligations during the reporting year as of balance sheet date.

There are no known trends, events, material changes, seasonal aspects, uncertainties or elements that are expected to affect the Company's continuing operations. The Company has no material commitments for capital expenditures except for those disclosed in Note 12 of the audited consolidated financial statements.

## SIGNIFICANT SUBSIDIARIES

The following subsidiaries contribute at least 5% of the Company's net income for the years ended December 31, 2024, 2023, and 2022:

	Contribution to Consolidated Net Income		
	2024	2023	2022
SMDC	23%	19%	14%
FARDC	6%	7%	7%

The remaining undisclosed subsidiaries comprise of only a minimal percentage of the Company's consolidated net income.

The key performance indicators of the significant subsidiaries as at and for the years ended December 31, 2024, 2023, and 2022 are as follows:

	SMDC			FARDC		
	2024	2023	2022	2024	2023	2022
Current ratio	3.36	3.30	3.82	2.88	2.33	1.55
Debt to Equity	48:52	50:50	50:50	6:94	7:93	9:91
Net Debt to Equity	48:52	49:51	50:50	-95:195	-64:164	-21:121
Return on Equity	8%	7%	4%	31%	35%	33%
Net income margin	25%	23%	18%	56%	55%	55%



**2025 ANNUAL STOCKHOLDERS'  
MEETING  
April 29, 2025 at 2:30 p.m.**

**Guidelines for Remote Participation and Voting in Absentia**

***Registration***

Stockholders who intend to attend the meeting remotely must notify the Corporate Secretary by no later than **April 25, 2025**, by registering at **<https://asmregister.smprime.com>** and uploading the following supporting documents/information, subject to verification and validation by the Corporate Secretary:

- Individual Stockholders
  1. Copy of valid government ID of stockholder (and proxy, if applicable)
  2. Number of shares registered under the name of the stockholder
  3. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
  4. Email-address and contact number of stockholder (or proxy, if applicable)
- Multiple Stockholders or joint owners
  1. Proof of authority of stockholder voting the shares signed by the other registered stockholders, for shares registered in the names of multiple stockholders (need *not* be notarized)
  2. Number of shares registered under the name of the stockholder
  3. Copy of valid government IDs of all registered stockholders
  4. Email-address and contact number of authorized representative
- Corporate Stockholders
  1. Secretary's Certification of Board resolution appointing and authorizing the authorized representative or proxy to participate in the ASM
  2. Valid government ID of the authorized representative or proxy
  3. Number of shares registered under the name of the stockholder
  4. Email-address and contact number of authorized representative or proxy
- Stockholders with Shares under broker account
  1. Certification from broker as to the number of shares owned by stockholder
  2. Valid government ID of stockholder (and proxy, if applicable)
  3. If appointing a proxy, copy of proxy form duly signed by stockholder (need *not* be notarized)
  4. Email-address and contact number of stockholder (or proxy, if applicable)

**Important Reminder: Please refrain from sending duplicate and inconsistent information/documents as this can result in failed registration. All documents/information shall be subject to verification and validation by the Corporate Secretary.**

**An active/valid email address is required for the registration. Any single email address can be used to register up to five (5) times for multiple shareholdings with the Company under different classifications, i.e., single, joint, multiple/joint, corporate and under broker account. If you have exceeded this number of allowable request, please contact the Company's Investor Relations Division at (632) 8862-7942 or via email at [info@smprime.com](mailto:info@smprime.com).**

## **Online Voting**

Stockholders who have successfully registered their intention to attend the meeting remotely shall be notified via email of their unique log-in credentials for the voting portal. Stockholders can then cast their votes real-time for specific items in the agenda until meeting adjournment, as follows:

1. Access the voting portal by clicking the link, and log in using the unique credentials sent by email to the email-address of the stockholder provided to the Company.
2. Upon accessing the portal, the stockholder can vote on each agenda item. A brief description of each item for stockholders' approval are appended as **Annex A** to the Notice of Meeting.
  - 2.1 A stockholder has the option to vote "Yes", "No", or "Abstain" on each agenda item for approval.
  - 2.2 For the election of directors, the stockholder has the option to vote for all nominees, withhold vote for any of the nominees (abstain), or vote for certain nominees only.

***Note:** A stockholder may vote such number of his/her shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected (8 directors for SM Prime) multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.*

***Example:** A stockholder who has one hundred (100) shares in the Company will have eight hundred (800) votes (one hundred shares multiplied by eight directors to be elected) to distribute among the candidates. Thus, he or she may 1) divide all votes among all candidates equally; or 2) allocate all votes to one or some candidates in any manner so long as the total number of votes does not exceed eight hundred (800).*

***Note:** Email reminders will be sent every three days to successful registrations if there are no votes received in the voting portal during the voting period.*

3. Once the stockholder has finalized his or her vote, he or she can proceed to submit the same by clicking the "Submit" button.
4. The stockholder can still change and re-submit votes real-time until meeting adjournment, provided, such new votes are submitted using the same log-in credentials. Previous votes will be automatically overwritten and replaced by the system with the new votes cast.

## **ASM Livestream**

The ASM will be broadcasted live and stockholders who have successfully registered online can participate via remote communication. Details of the meeting will be sent to stockholders in the emails provided to the Company. Instructions on how to access the livestream will also be posted at [www.smprime.com/annual-stockholders-meeting](http://www.smprime.com/annual-stockholders-meeting).

Video recordings of the ASM will be adequately maintained by the Company and will be made available to participating stockholders upon request.

### ***Open Forum***

During the meeting, the Company will have an Open Forum, during which, the meeting's moderator will read, and representatives of the Company shall endeavor to answer, as many of the questions and comments received from stockholders as time will allow.

Stockholders may send their questions in advance by sending an email bearing the subject "ASM 2025 Open Forum" to [info@smprime.com](mailto:info@smprime.com) on or before April 28, 2025. A section for stockholder comments/questions or a "chatbox" shall also be available during the livestream.

Questions/comments received but not entertained during the Open Forum due to time constraints will be addressed separately by the Company's Investor Relations team.

***For any queries or concerns regarding these Guidelines, please contact the Company's Investor Relations Division at (632) 8862-7942 or via email at [info@smprime.com](mailto:info@smprime.com).***

***For complete information on the annual meeting, please visit [www.smprime.com/annual-stockholders-meeting](http://www.smprime.com/annual-stockholders-meeting).***

REPUBLIC OF THE PHILIPPINES )  
TAGUIG CITY ) S.S.

### CERTIFICATION

I, **ELMER B. SERRANO**, of legal age, Filipino, and with office address at 1105 Tower 2 High Street South Corporate Plaza 26th Street Bonifacio Global City, Taguig City, after being duly sworn in accordance with law, hereby depose and state that:

1. I am the Corporate Secretary of **SM Prime Holdings, Inc.** (the **Corporation**), a corporation organized and existing under and by virtue of the laws of the Philippines, with office address at 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.

2. Based on records and as of this date, no director, independent director, or officer of the Corporation named in the Information Statement (SEC Form 20-IS) has been elected or appointed to and is presently occupying a position in any government agency, bureau, department, or office, apart from Atty. Darlene Marie B. Berberabe, Independent Director, who is currently affiliated with the University of the Philippines College of Law as its Dean since 30 November 2023.

3. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission.

**IN WITNESS WHEREOF**, I have hereunto affixed my signature on this FEB 20 2025 in Taguig City.

  
**ELMER B. SERRANO**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this FEB 20 2025 in Taguig City, affiant exhibited to me his Tax Identification No. [REDACTED]

Doc No. 269;  
Page No. 55;  
Book No. I;  
Series of 2025.

  
**PAUL B. BINAG**  
Appointment No. 151 (2024-2025)  
Notary Public for Taguig City  
Until December 31, 2025  
Attorney's Roll No. 90383  
1105 Tower 2, High Street South Corporate Plaza  
26th Street, Bonifacio Global City, Taguig City  
PTR Receipt No. A-6395476; 01.03.25; Taguig City  
IBP Receipt No. 495513; 01.03.25; Quezon City  
Admitted to the Bar on December 2023



## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **DARLENE MARIE B. BERBERABE**, Filipino, of legal age and a resident of [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **SM Prime Holdings, Inc.**
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
University of the Philippines-College of Law	Dean	2023-present
UnionDigital Bank	Director (BOD)	2023-present
Joy-Nostalg Solaris Inc.	Chairperson	2022 – present
Philippine Judicial Academy	Faculty	2022 – present
The Outstanding Women in Nation Service	Trustee	2021 – present
UP Law Alumni Foundation	Trustee	2019 – present
Palm Concepcion Power Corporation	Director (BOD)	2018 – present
PA Alvarez	Director (BOD)	2018 – present
Katapult Digital	Co-Founder and Director (BOD)	2017 – present
Phil. Heart Association	Trustee	2017 – present



3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SM Prime Holdings, Inc., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
Not Applicable		


5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of SM Prime Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this FEB 17 2025 day of PASAY CITY, at \_\_\_\_\_.

  
**DARLENE MARIE B. BERBERABE**  
Affiant

SUBSCRIBED AND SWORN to before me this FEB 17 2025 day of PASAY CITY,  
affiant personally appeared before me and exhibited to me her Passport No.  issued at DFA  
Manila valid until .

Doc. No. 69;  
Page No. 19;  
Book No. I;  
Series of 2025;

  
**ATTY. RONHEL VINN A. PAPA**  
Notary Public for Pasay City  
Until December 31, 2026. Commission No. 25-19  
IBP OR No. 474452 11/04/2024/ Roll No. 73157  
PTR OR No. PC 8849529 01/08/2025/ TIN# 743-448-049  
MCLE Compliance No. VIII-0017246 valid until April 14, 2028

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **J. CARLITOS G. CRUZ**, Filipino, of legal age and a resident of [REDACTED]  
[REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **SM Prime Holdings, Inc.**
2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Forbes Lending Solutions Corporation	Independent Director	Less than a year
Annapolis Finance, Inc.	Independent Director	Less than a year
Global Cebuana Finance Inc.	Independent Director	1 year
Cebuana Cycle Financing, Inc.	Independent Director	1 year
AFC SME Finance Inc.	Independent Director	1 year
Global SME Loans, Inc.	Independent Director	1 year
Wisefund Finance Corp.	Independent Director	1 year
Cycle Financing Corp.	Independent Director	1 year
Surecycle Financing Corp.	Independent Director	1 year
Cepat Kredit Financing, Inc.	Independent Director	1 year
MPIC Beneficial Trust Fund	Independent Trustee	2 years
Vivant Corporation (PLC)	Independent Director	3 years
Asialink Finance Corporation	Independent Director	3 years
Global Dominion Financing Incorporated	Independent Director	3 years
South Asialink Finance Corporation	Independent Director	3 years
MarCoPay Inc.	Independent Director	4 years
MCP Finance, Inc.	Independent Director	4 years
MCP Insurance Management and Agency, Inc.	Independent Director	4 years
Transnational Diversified Group, Inc.	Independent Director	4 years
Federal Land, Inc.	Independent Director	4 years
Makati Business Club	Member	7 years
Association of CPAs in Public Practice	Member	14 years
Management Association of the Philippines	Member	24 years
Philippine Institute of Certified Public Accountants	Member	42 years

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of the SM Prime Holdings, Inc. as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
Not Applicable		

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of SM Prime Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this FEB 17 2025 day of PASAY CITY, at \_\_\_\_\_.

I. CARLOS G. CRUZ

Affiant

SUBSCRIBED AND SWORN to before me this FEB 17 2025 day of PASAY CITY  
affiant personally appeared before me and exhibited to me his Passport No.                      valid until                       
                    

Doc. No. 65;  
Page No. 14;  
Book No. I;  
Series of W25;



**ATTY. RONNEL VINN A. PAPA**

Notary Public for Pasay City

Until December 31, 2026. Commission No. 25-19

IBP OR No. 474452 11/04/2024/ Roll No. 73157

PTR OR No. PC 8849529 01/08/2025/ TIN# 743-448-049

MCLE Compliance No. VIII-0017246 valid until April 14, 2028

## CERTIFICATION OF INDEPENDENT DIRECTOR

**I. AMANDO M. TETANGCO, JR.** Filipino, of legal age and a resident of [REDACTED] after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director (ID) of **SM Prime Holdings, Inc.**
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
SM Investments Corporation (PLC)	Chairman	June 2023 to present
Shell Pilipinas Corporation (PLC)	Independent Director	May 2021 to present
Converge ICT Solutions, Inc. (PLC)	Independent Director	June 2020 to present
Toyota Motor Philippines	Independent Director	March 2019 to present
Manila Hotel	Independent Director	August 2018 to present
Foundation for Liberty and Prosperity	Trustee	May 2019 to present
Tan Yan Kee Foundation	Trustee	December 2017 to present
St. Luke's Medical Center	Trustee	August 2017 to present

3. I possess all the qualifications and none of the disqualifications to serve as an ID of the Corporation, as provided for in Section 38 of the Securities Regulation Code (SRC), its Implementing Rules and Regulations (IRR) and other SEC issuances.
4. I am related to the following director/officer/substantial shareholder of (covered company and its subsidiaries and affiliates) other than the relationship provided under Rule 38.2.3 of the SRC. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
Not applicable		

5. To the best of my knowledge, I disclose that I am the subject of the following criminal/administrative investigation or proceeding:

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
See Notes below		

<sup>1</sup> A criminal and administrative case (OMB-C-C-13-0092) filed by Maxy Abad et al. against Mr. Amando M. Tetangco, Jr. et al. with the Ombudsman was dismissed on 13 May 2015. The dismissal was elevated to the Court of Appeals (CA) (CA-G.R. SP No. 144038), which sustained the dismissal on 15 May 2017. The CA's resolution was assailed with the Supreme Court (SC) (G.R. No. 234696) upon the filing of a Petition for Review dated 29 November 2017. In its Resolution dated 03 October 2022,

the SC denied the Petition for Review and affirmed the 15 May 2017 Decision and 04 October 2017 Resolution of the CA. In its Resolution dated 09 August 2023, the SC denied with finality the petitioners' motion for reconsideration and directed the issuance of an Entry of Judgment. To date, an Entry of Judgment has not been received yet.

<sup>2</sup> A complaint for damages was filed by Mr. Antonio Tiu, et al. against Mr. Amando M. Tetangco, Jr., et al before the Regional Trial Court of Quezon City (RTC-QC) in connection with the Report of the Anti-Money Laundering Council (AMLC), which served as the basis of AMLCs ex-parte petition for the issuance of Freeze Order issued by the Court of Appeals in CA G.R. AMLA No. 00134 dated 11 May 2015. Mr. Tetangco, Jr., et al., were impleaded in their official capacity as members and/or officers of the AMLC.

In an order dated 27 March 2020, the RTC-QC dismissed the Complaint for Damages (Civil Case No. R-QZN-15-04513-CV) as to plaintiff Spouses James and Ann Lorraine Tiu against Mr. Tetangco Jr., Ms. Teresita Herbosa, Mr. Emmanuel Dooc, and Ms. Julia Abad; and ordered Mr. Antonio Tiu to amend his complaint. Plaintiffs filed a Motion for Reconsideration, to which the Office of the Solicitor General (in representation of defendants Tetangco, et al) filed its Comment. In an Order dated 9 February 2021, the trial court denied the Motion for Reconsideration filed by the Spouses Tiu and upheld its earlier 27 March 2020 Order dismissing the case. Aggrieved Tiu, et al filed a Petition for Certiorari with the Court of Appeals (CA-G.R. SP No. 169478), assailing the 27 March 2020 and 09 February 2021 Orders. The CA, in its Decision dated 13 November 2023, dismissed the Petition for Certiorari and upheld the 27 March 2020 and 09 February 2021 Orders. On 21 December 2023, a Motion for Reconsideration was filed assailing said CA Decision. In its Resolution dated 11 April 2024, the CA denied the Motion for Reconsideration as the contentions raised therein were a mere rehash of those matters already passed upon in the assailed Decision. In view of the CA Resolution, Spouses Tiu filed a Motion to Withdraw [the Complaint dated 18 May 2015] dated 03 July 2024 before the RTC-QC. In its Order dated 11 July 2024, the RTC-QC resolved to grant the said Motion, and dismissed the case.

<sup>3</sup> A Subpoena dated 8 November 2022 was reportedly issued by the Office of the City Prosecutor – Manila (OCP-Manila) in connection with the Joint Complaint-Affidavit filed by Perry Y. Uy and Cesar M. Mayo, Jr. against Mr. Amando M. Tetangco, Jr. and several other respondents including former members of the Monetary Board, for alleged violation of the Central Bank Act, as amended (R.A. 7653 as amended by R.A. 11211). As of date, no official service of subpoena or complaint has been made on Mr. Tetangco. The other respondents who have officially received the subpoena and/or voluntarily submitted to the jurisdiction of the OCP- Manila filed their respective counter-affidavits and their joint rejoinder-affidavit. In a Resolution dated 10 February 2023, the OCP-Manila dismissed the complaint against all respondents, including Mr. Tetangco, for lack of probable cause. Consequently, complainants requested a reconsideration of the said resolution which was eventually denied by the OCP-Manila in a Resolution dated 03 May 2023. Accordingly, complainants filed a Petition for Review dated 02 June 2023 with the Department of Justice (DOJ). On 23 June 2023, the other respondents filed a Verified Comment [To Petition for Review dated 02 June 2023] of even date. To date, a resolution/order relative to the Petition for Review from the DOJ has not been received by the respondents yet.

6. I shall faithfully and diligently comply with my duties and responsibilities as ID under the SRC and its IRR, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of the Corporation of any changes in the abovementioned information within five days from its occurrence.

Done, this FEB 17 2025 day of \_\_\_\_\_, at PASAY CITY.

AMANDO M. TETANGCO, JR.

Affiant

FEB 17 2025

PASAY CITY

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ at \_\_\_\_\_, affiant personally appeared before me and exhibited to me his Philippine Passport No. \_\_\_\_\_ issued at DFA NCR EAST valid until \_\_\_\_\_.

Doc. No. 66;  
Page No. 15;  
Book No. I;  
Series of 2025.

ATTY. RONHEL VINN A. PAPA

Notary Public for Pasay City

Until December 31, 2026. Commission No. 25-19

IBP OR No. 474452 11/04/2024/ Roll No. 73157

PTR OR No. PC 8849529 01/08/2025/ TIN# 743-448-049

MCLE Compliance No. VIII-0017246 valid until April 14, 2028

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**INDEX TO THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS**  
**AND SUPPLEMENTARY SCHEDULES**  
**December 31, 2024**

**Consolidated Financial Statements**

- A. Statement of Management's Responsibility for Financial Statements
- B. Independent Auditor's Report
- C. Consolidated Balance Sheets as of December 31, 2024 and 2023
- D. Consolidated Statements of Income  
For the Years ended December 31, 2024, 2023 and 2022
- E. Consolidated Statements of Comprehensive Income  
For the Years ended December 31, 2024, 2023 and 2022
- F. Consolidated Statements of Changes in Equity  
For the Years ended December 31, 2024, 2023 and 2022
- G. Consolidated Statements of Cash Flows  
For the Years ended December 31, 2024, 2023 and 2022
- H. Notes to Audited Consolidated Financial Statements

**Supplementary Schedules**

- Independent Auditor's Report on Supplementary Schedules
- Reconciliation of Retained Earnings Available for Dividend Declarations
- Supplementary Schedules required by Revised SRC Rule 68, Part II Annex 68-J
- Map of Relationship of the Companies within the Group
- Independent Auditor's Report on Components of Financial Soundness Indicators
- Financial Ratios and Key Performance Indicators
- Supplementary Schedule of External Auditor Fee-Related Information
- Recently Issued Securities



## Statement of Management's Responsibility for Financial Statements

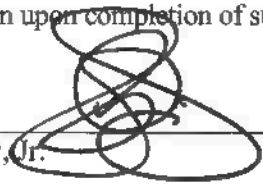
The management of SM Prime Holdings, Inc. and Subsidiaries is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein, as at December 31, 2024 and 2023, and for each of the three years in the period ended December 31, 2024, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatements, whether due to fraud or error.

In preparing the consolidated financial statements, the management is responsible for assessing the Company's ability to continue as going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditors appointed by the stockholders, has audited the consolidated financial statements of SM Prime Holdings, Inc. and Subsidiaries in accordance with the Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.



Henry T. Sy, Jr.  
Chairman



Jeffrey C. Lim  
President



John Nai Peng C. Ong  
Chief Finance Officer

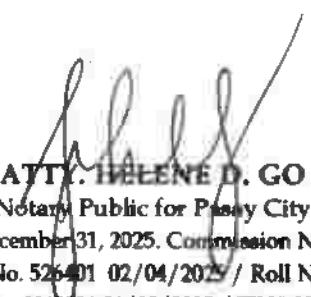
Signed this 17<sup>th</sup> of February, 2025



SUBSCRIBED AND SWORN to before me this FEB 17 2025 at PASAY CITY,  
affiants exhibiting to me their Philippine passports, as follows:

NAME	PASSPORT NO.	DATE OF ISSUE	PLACE OF ISSUE
HENRY T. SY, JR.			
JEFFREY C. LIM			
JOHN NAI PENG C. ONG			

Doc. No. 182 ;  
Page No. 38 ;  
Book No. II ;  
Series of 2025

  
**ATTY. HELENE D. GO**  
Notary Public for Pasay City  
Until December 31, 2025. Commission No. 24-50  
IBP OR No. 526401 02/04/2025 / Roll No. 55874  
PTR OR No. 884931 01/08/2025 / TIN# 284-270-554  
MCLE Compliance No. VII-0017244 valid until April 14, 2025

# COVER SHEET

for  
**AUDITED FINANCIAL STATEMENTS**

SEC Registration Number

A	S	0	9	4	-	0	0	0	0	8	8
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**COMPANY NAME**

S	M		P	R	I	M	E		H	O	L	D	I	N	G	S	,		I	N	C	.		A	N	D		S	U
B	S	I	D	I	A	R	I	E	S																				

**PRINCIPAL OFFICE** ( No. / Street / Barangay / City / Town / Province )

7	/	F		M	O	A		S	q	u	a	r	e	,		S	e	a	s	h	e	l	l		L	a	n	e	
c	o	r	.		C	o	r	a	l		W	a	y	,		M	a	l	l		o	f		A	s	i	a		C
o	m	p	l	e	x	,		B	r	g	y	.		7	6		Z	o	n	e		1	0	,		C	B	P	
1	-	A	,		P	a	s	a	y		C	i	t	y	,		M	e	t	r	o		M	a	n	i	l	a	,
P	h	i	l	i	p	p	i	n	e	s																			

Form Type

C	F	S		
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Department requiring the report

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Secondary License Type, If Applicable

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**COMPANY INFORMATION**

Company's Email Address



Company's Telephone Number

**8831-1000**

Mobile Number



No. of Stockholders

**2,313**

Annual Meeting (Month / Day)



Fiscal Year (Month / Day)

**December 31**

**CONTACT PERSON INFORMATION**

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

**John Nai Peng C. Ong**

Email Address

**john.ong@smprime.com**

Telephone Number/s

**8831-1000**

Mobile Number



**CONTACT PERSON'S ADDRESS**

**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**

**NOTE 1:** In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

**2:** All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



## INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors  
SM Prime Holdings, Inc.  
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

### Opinion

We have audited the consolidated financial statements of SM Prime Holdings, Inc. and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as at December 31, 2024 and 2023, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2024, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2024 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

### Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

#### *Real Estate Revenue and Cost Recognition*

The Company's real estate revenue recognition process, policies and procedures are significant to our audit because these involve application of significant judgment and estimation in the following areas: (1) assessment of the probability that the entity will collect the consideration from the buyer; (2) determination of the transaction price; (3) application of the output method as the measure of progress in determining revenue from sale of real estate; (4) determination of the actual costs incurred as cost of real estate sold; and (5) recognition of cost to obtain a contract.

In evaluating whether collectability of the amount of consideration is probable, the Company considers the significance of the buyer's initial payments in relation to the total contract price (or buyer's equity). Collectability is also assessed by considering factors such as history with the buyer, age of the outstanding receivables and pricing of the property. Management regularly evaluates the historical sales cancellations and back-outs if it would still support its current threshold of buyer's equity before commencing revenue recognition.

In determining the transaction price, the Company considers whether the selling price of the real estate property includes significant financing component.

In measuring the progress of its performance obligation over time, the Company uses the output method. This method measures progress of work based on physical proportion of work done, including the impact of customized uninstalled materials, on the real estate project which requires technical determination by the Company's project engineers. This is based on the monthly project accomplishment report prepared by the third-party project managers as approved by the construction managers.

In determining the actual costs incurred to be recognized as cost of real estate sold, the Company estimates costs incurred on materials, labor and overhead which include costs that were incurred but not yet billed by the contractor.

The Company identifies sales commissions after contract inception as cost of obtaining a contract. For contracts which qualified for revenue recognition, the related sales commissions are amortized consistent with the revenue recognition.

The disclosures related to the Company's revenue recognition are included in Note 3 to the consolidated financial statements.

#### *Audit Response*

For the buyer's equity, we evaluated management's basis of the buyer's equity by comparing this to the historical analysis of sales cancellations from buyers with accumulated payments above the collection threshold. We traced the analysis to supporting documents such as notice of sales cancellation.



For the determination of the transaction price of real estate sale, we obtained an understanding of the Company's process in the determination of the population of contracts with customers related to real estate sale and election of available practical expedient. We obtained the financing component calculation of management which includes an analysis whether the financing component of the Company's contract with customers is significant. We selected sample contracts from the sales contract database and traced these selected contracts to the calculation prepared by management. For these selected contracts, we traced the underlying data and assumptions used in the financing component calculation such as the contract price, cash discount, payment scheme, payment amortization table, and percentage of completion to the contract provision and projected percentage of completion schedule. We evaluated the Company's application of portfolio approach in the financing component calculation by understanding the rationale and basis of the parameters used (i.e., grouping of performance obligation based on percentage of completion, grouping of contracts based on payment scheme). We test computed the financing component of each portfolio as prepared by management.

For the application of the output method in determining revenue from sale of real estate, we obtained an understanding of the Company's processes for determining the percentage of completion (POC) and performed tests of the relevant controls. We inspected the certified POC reports prepared by the third-party project managers and assessed their competence, capabilities and objectivity by reference to their qualifications, experience and reporting responsibilities. For selected projects, we conducted ocular inspections, made relevant inquiries and inspected the supporting details of POC reports showing the completion of the major activities of the project construction.

For the cost of real estate sold, we obtained an understanding of the Company's cost accumulation process and performed test of controls. For selected projects, we traced costs accumulated, including those incurred but not yet billed costs, to supporting documents such as contractors billing invoices, certificates of progress acceptance, official receipts and accomplishment reports, among others.

For the cost to obtain a contract, we selected sample contracts and agreed the basis for calculating the sales commissions, particularly (a) the percentage of commissions due against contracts with sales agents, (b) the total commissionable amount (e.g., net contract price) against the related contract to sell, and, (c) the POC against the POC used in recognizing the related revenue from sale of real estate.

### **Other Information**

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2024, but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2024 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.



## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

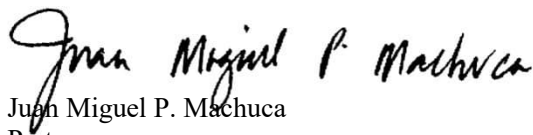
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Juan Miguel P. Machuca.

SYCIP GORRES VELAYO & CO.



Juan Miguel P. Machuca  
Partner

CPA Certificate No. 116998

Tax Identification No. 226-074-253

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-140-2024, February 28, 2024, valid until February 27, 2027

PTR No. 10465328, January 2, 2025, Makati City

February 17, 2025



**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Amounts in Thousands)

	<b>December 31</b>	
	<b>2024</b>	<b>2023</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents (Notes 6, 19, 26 and 27)	<b>₱31,246,171</b>	₱31,816,802
Receivables and contract assets (Notes 7, 14, 19, 26 and 27)	<b>92,506,904</b>	76,952,202
Real estate inventories (Note 8)	<b>76,927,527</b>	77,886,781
Equity instruments at fair value through other comprehensive income (FVOCI) (Notes 9, 26 and 27)	<b>794,433</b>	747,840
Derivative assets (Notes 26 and 27)	<b>780,087</b>	2,247,073
Prepaid expenses and other current assets (Note 10)	<b>28,426,708</b>	27,804,930
Total Current Assets	<b>230,681,830</b>	217,455,628
<b>Noncurrent Assets</b>		
Equity instruments at FVOCI - net of current portion (Notes 9, 19, 26 and 27)	<b>20,392,800</b>	19,570,212
Investment properties (Notes 12, 17, 25 and 27)	<b>601,339,921</b>	545,074,746
Investments in associates and joint ventures (Note 13)	<b>33,108,359</b>	32,431,195
Property and equipment (Note 11)	<b>1,493,295</b>	1,554,990
Deferred tax assets - net (Note 24)	<b>1,634,307</b>	1,492,359
Derivative assets - net of current portion (Notes 26 and 27)	<b>3,990,740</b>	3,276,971
Other noncurrent assets (Notes 7, 14, 19, 23, 26 and 27)	<b>126,789,478</b>	122,471,474
Total Noncurrent Assets	<b>788,748,900</b>	725,871,947
	<b>₱1,019,430,730</b>	₱943,327,575
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Loans payable (Notes 15, 19, 26 and 27)	<b>₱17,312,356</b>	₱4,288,964
Accounts payable and other current liabilities (Notes 16, 19, 26 and 27)	<b>103,788,961</b>	99,084,851
Current portion of long-term debt (Notes 17, 19, 26 and 27)	<b>89,287,442</b>	67,746,351
Income tax payable	<b>1,606,324</b>	1,295,842
Total Current Liabilities	<b>211,995,083</b>	172,416,008
<b>Noncurrent Liabilities</b>		
Long-term debt - net of current portion (Notes 17, 19, 26 and 27)	<b>283,320,341</b>	294,622,256
Tenants' and customers' deposits - net of current portion (Notes 16, 25, 26 and 27)	<b>30,528,879</b>	25,301,504
Deferred tax liabilities - net (Note 24)	<b>13,923,287</b>	12,458,096
Derivative liabilities - net of current portion (Notes 26 and 27)	<b>50,447</b>	265,013
Other noncurrent liabilities (Notes 16, 23, 26 and 27)	<b>43,372,203</b>	39,377,662
Total Noncurrent Liabilities	<b>371,195,157</b>	372,024,531
Total Liabilities	<b>583,190,240</b>	544,440,539

(Forward)





	December 31	
	2024	2023
<b>Equity Attributable to Equity Holders of the Parent</b>		
Capital stock (Notes 18 and 28)	<b>₱33,166,300</b>	₱33,166,300
Additional paid-in capital - net (Notes 5 and 18)	<b>38,164,173</b>	38,159,900
Cumulative translation adjustment	<b>3,135,756</b>	2,556,139
Net fair value changes of equity instruments at FVOCI (Note 9)	<b>17,807,766</b>	16,938,503
Net fair value changes on cash flow hedges (Note 27)	<b>604,031</b>	1,079,094
Remeasurement loss on defined benefit obligation - net (Note 23)	<b>(792,229)</b>	(1,062,437)
Retained earnings (Note 18):		
Appropriated	<b>100,000,000</b>	42,200,000
Unappropriated	<b>243,991,970</b>	266,143,815
Treasury stock (Notes 18 and 28)	<b>(2,984,695)</b>	(2,984,695)
Total Equity Attributable to Equity Holders of the Parent	<b>433,093,072</b>	396,196,619
<b>Non-controlling Interests</b>	<b>3,147,418</b>	2,690,417
Total Equity	<b>436,240,490</b>	398,887,036
	<b>₱1,019,430,730</b>	₱943,327,575

*See accompanying Notes to Consolidated Financial Statements.*



**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(Amounts in Thousands, Except Per Share Data)

	Years Ended December 31		
	2024	2023	2022
<b>REVENUE</b>			
Rent (Notes 12, 19 and 25)	₱78,673,921	₱72,113,957	₱58,243,913
Real estate sales	45,904,595	42,040,409	39,046,514
Others (Notes 19 and 20)	15,812,356	13,943,175	8,495,208
	<b>140,390,872</b>	<b>128,097,541</b>	<b>105,785,635</b>
<b>COSTS AND EXPENSES</b> (Notes 19, 21 and 23)	<b>72,353,754</b>	<b>66,818,300</b>	<b>56,542,322</b>
<b>INCOME FROM OPERATIONS</b>	<b>68,037,118</b>	<b>61,279,241</b>	<b>49,243,313</b>
<b>OTHER INCOME (CHARGES)</b>			
Interest expense (Notes 7, 15, 17, 19, 22, 26 and 27)	(13,934,024)	(13,963,271)	(11,465,787)
Interest and dividend income (Notes 6, 7, 9, 14, 19 and 22)	2,228,723	2,185,156	1,775,740
Others - net (Notes 11, 12, 13, 16 and 17)	510,648	338,693	(839,262)
	<b>(11,194,653)</b>	<b>(11,439,422)</b>	<b>(10,529,309)</b>
<b>INCOME BEFORE INCOME TAX</b>	<b>56,842,465</b>	<b>49,839,819</b>	<b>38,714,004</b>
<b>PROVISION FOR INCOME TAX</b> (Note 24)			
Current	9,034,395	8,211,259	6,783,913
Deferred	1,268,634	764,715	1,186,962
	<b>10,303,029</b>	<b>8,975,974</b>	<b>7,970,875</b>
<b>NET INCOME</b>	<b>₱46,539,436</b>	<b>₱40,863,845</b>	<b>₱30,743,129</b>
<b>Attributable to:</b>			
Equity holders of the Parent (Notes 18 and 28)	₱45,631,764	₱40,010,501	₱30,099,799
Non-controlling interests (Note 18)	907,672	853,344	643,330
	<b>₱46,539,436</b>	<b>₱40,863,845</b>	<b>₱30,743,129</b>
<b>Basic/Diluted earnings per share</b> (Note 28)	<b>₱1.581</b>	<b>₱1.387</b>	<b>₱1.043</b>
<b>Dividend per share</b> (Note 18)	<b>₱0.346</b>	<b>₱0.237</b>	<b>₱0.097</b>

*See accompanying Notes to Consolidated Financial Statements.*



**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(Amounts in Thousands)

	Years Ended December 31		
	2024	2023	2022
<b>NET INCOME</b>	<b>₱46,539,436</b>	<b>₱40,863,845</b>	<b>₱30,743,129</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>			
Items that will not be reclassified to profit or loss in subsequent periods:			
Unrealized gain (loss) due to changes in fair value of financial assets at fair value through other comprehensive income (Note 9)	<b>869,974</b>	2,705,989	(475,854)
Remeasurement gain (loss) on defined benefit obligation (Note 23) - net	<b>272,552</b>	(134,611)	(383,448)
	<b>1,142,526</b>	2,571,378	(859,302)
Items that may be reclassified to profit or loss in subsequent periods:			
Cumulative translation adjustment	<b>579,617</b>	(879,032)	351,987
Net fair value changes on cash flow hedges (Note 27)	<b>(475,063)</b>	(1,905,511)	3,417,488
	<b>1,247,080</b>	(213,165)	2,910,173
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>₱47,786,516</b>	<b>₱40,650,680</b>	<b>₱33,653,302</b>
<b>Attributable to:</b>			
Equity holders of the Parent (Note 18)	<b>₱46,876,500</b>	₱39,798,392	₱33,013,181
Non-controlling interests	<b>910,016</b>	852,288	640,121
	<b>₱47,786,516</b>	<b>₱40,650,680</b>	<b>₱33,653,302</b>

*See accompanying Notes to Consolidated Financial Statements.*



SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2024, 2023 AND 2022  
(Amounts in Thousands)

	Equity Attributable to Equity Holders of the Parent											Non-controlling Interests (Note 18)	Total Equity
	Capital Stock (Notes 18 and 28)	Additional Paid-in Capital - Net (Notes 5 and 18)	Cumulative Translation Adjustment	Net fair value changes of equity instruments at fair value through other comprehensive income (FVOCI) (Note 9)	Net Fair Value Changes on Cash Flow Hedges	Remeasurement Gain (Loss) on Defined Benefit Obligation - net (Note 23)	Retained Earnings (Note 18)		Treasury Stock (Notes 18 and 28)	Total			
							Appropriated	Unappropriated					
At January 1, 2024	₱33,166,300	₱38,159,900	₱2,556,139	₱16,938,503	₱1,079,094	(₱1,062,437)	₱42,200,000	₱266,143,815	(₱2,984,695)	₱396,196,619	₱2,690,417	₱398,887,036	
Net income for the year	—	—	—	—	—	—	—	45,631,764	—	45,631,764	907,672	46,539,436	
Other comprehensive income (loss)	—	—	579,617	869,974	(475,063)	270,208	—	—	—	1,244,736	2,344	1,247,080	
Total comprehensive income (loss) for the year	—	—	579,617	869,974	(475,063)	270,208	—	45,631,764	—	46,876,500	910,016	47,786,516	
Cash dividends (Note 18)	—	—	—	—	—	—	—	(9,992,214)	—	(9,992,214)	—	(9,992,214)	
Cash dividends received by a subsidiary (Note 18)	—	—	—	—	—	—	—	7,894	—	7,894	—	7,894	
Cash dividends received by non-controlling interests	—	—	—	—	—	—	—	—	—	—	(454,430)	(454,430)	
Net fair value changes of equity instruments at FVOCI reclassified to retained earnings	—	—	—	(711)	—	—	—	711	—	—	—	—	
Reversal of appropriation	—	—	—	—	—	—	(42,200,000)	42,200,000	—	—	—	—	
Appropriation during the year	—	—	—	—	—	—	100,000,000	(100,000,000)	—	—	—	—	
Sale of non-controlling interest (Note 18)	—	4,273	—	—	—	—	—	—	—	4,273	1,415	5,688	
At December 31, 2024	₱33,166,300	₱38,164,173	₱3,135,756	₱17,807,766	₱604,031	(₱792,229)	₱100,000,000	₱243,991,970	(₱2,984,695)	₱433,093,072	₱3,147,418	₱436,240,490	
At January 1, 2023	₱33,166,300	₱38,124,193	₱3,435,171	₱14,232,514	₱2,984,605	(₱928,882)	₱42,200,000	₱232,972,284	(₱2,984,695)	₱363,201,490	₱1,950,116	₱365,151,606	
Net income for the year	—	—	—	—	—	—	—	40,010,501	—	40,010,501	853,344	40,863,845	
Other comprehensive income (loss)	—	—	(879,032)	2,705,989	(1,905,511)	(133,555)	—	—	—	(212,109)	(1,056)	(213,165)	
Total comprehensive income (loss) for the year	—	—	(879,032)	2,705,989	(1,905,511)	(133,555)	—	40,010,501	—	39,798,392	852,288	40,650,680	
Cash dividends (Note 18)	—	—	—	—	—	—	—	(6,844,378)	—	(6,844,378)	—	(6,844,378)	
Cash dividends received by a subsidiary (Note 18)	—	—	—	—	—	—	—	5,408	—	5,408	—	5,408	
Cash dividends received by non-controlling interests	—	—	—	—	—	—	—	—	—	—	(324,450)	(324,450)	
Additional investment of non-controlling interest (Note 2)	—	—	—	—	—	—	—	—	—	—	201,000	201,000	
Sale of non-controlling interest (Note 18)	—	35,707	—	—	—	—	—	—	—	35,707	11,463	47,170	
At December 31, 2023	₱33,166,300	₱38,159,900	₱2,556,139	₱16,938,503	₱1,079,094	(₱1,062,437)	₱42,200,000	₱266,143,815	(₱2,984,695)	₱396,196,619	₱2,690,417	₱398,887,036	



	Equity Attributable to Equity Holders of the Parent										Non-controlling Interests (Note 18)	Total Equity
	Capital Stock (Notes 18 and 28)	Additional Paid-in Capital - Net (Notes 5 and 18)	Cumulative Translation Adjustment	Net fair value changes of equity instruments at FVOCI (Note 9)	Net Fair Value Changes on Cash Flow Hedges	Remeasurement Gain (Loss) on Defined Benefit Obligation - net (Note 23)	Retained Earnings (Note 18)		Treasury Stock (Notes 18 and 28)	Total		
							Appropriated	Unappropriated				
At January 1, 2022, as previously presented	₱33,166,300	₱38,056,016	₱3,083,184	₱14,708,368	(₱432,883)	(₱548,643)	₱42,200,000	₱205,671,557	(₱2,984,695)	₱332,919,204	₱1,441,569	₱334,360,773
Effect of common control business combination (Note 5)	—	44,330	—	—	—	—	—	—	—	44,330	3,277	47,607
At January 1, 2022, as adjusted	33,166,300	38,100,346	3,083,184	14,708,368	(432,883)	(548,643)	42,200,000	205,671,557	(2,984,695)	332,963,534	1,444,846	334,408,380
Net income for the year	—	—	—	—	—	—	—	30,099,799	—	30,099,799	643,330	30,743,129
Other comprehensive income (loss)	—	—	351,987	(475,854)	3,417,488	(380,239)	—	—	—	2,913,382	(3,209)	2,910,173
Total comprehensive income (loss) for the year	—	—	351,987	(475,854)	3,417,488	(380,239)	—	30,099,799	—	33,013,181	640,121	33,653,302
Cash dividends (Note 18)	—	—	—	—	—	—	—	(2,801,286)	—	(2,801,286)	—	(2,801,286)
Cash dividends received by a subsidiary (Note 18)	—	—	—	—	—	—	—	2,214	—	2,214	—	2,214
Cash dividends received by non-controlling interests	—	—	—	—	—	—	—	—	—	—	(144,050)	(144,050)
Sale of non-controlling interest (Note 18)	—	23,847	—	—	—	—	—	—	—	23,847	9,199	33,046
At December 31, 2022	₱33,166,300	₱38,124,193	₱3,435,171	₱14,232,514	₱2,984,605	(₱928,882)	₱42,200,000	₱232,972,284	(₱2,984,695)	₱363,201,490	₱1,950,116	₱365,151,606

See accompanying Notes to Consolidated Financial Statements.



**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Amounts in Thousands)

	Years Ended December 31		
	2024	2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Income before income tax	<b>₱56,842,465</b>	₱49,839,819	₱38,714,004
Adjustments for:			
Depreciation and amortization (Notes 11, 12, 21 and 25)	<b>15,037,788</b>	13,656,773	12,487,763
Interest expense (Notes 7, 15, 17, 19 and 22)	<b>13,934,024</b>	13,963,271	11,465,787
Interest and dividend income (Notes 6, 7, 9, 14, 19 and 22)	<b>(2,228,723)</b>	(2,185,156)	(1,775,740)
Equity in net earnings of associates and joint ventures (Note 13)	<b>(2,043,010)</b>	(2,162,611)	(1,720,116)
Loss (gain) on:			
Disposals of investment properties and retirement of property and equipment (Notes 11 and 12)	<b>(24,556)</b>	148,140	105,701
Unrealized foreign exchange and fair value changes on derivatives - net	<b>417,027</b>	76,370	826,854
Operating income before working capital changes	<b>81,935,015</b>	73,336,606	60,104,253
Decrease (increase) in:			
Receivables and contract assets	<b>(23,886,248)</b>	(16,337,056)	(8,760,236)
Real estate inventories	<b>1,117,977</b>	(5,437,721)	(12,462,748)
Prepaid expenses and other current assets	<b>(1,684,842)</b>	(2,068,144)	(762,618)
Increase in:			
Accounts payable and other liabilities	<b>13,338,858</b>	19,253,318	1,830,216
Tenants' and customers' deposits	<b>5,194,630</b>	1,573,478	2,328,183
Cash generated from operations	<b>76,015,390</b>	70,320,481	42,277,050
Income tax paid	<b>(8,726,437)</b>	(7,665,012)	(6,583,777)
Net cash provided by operating activities	<b>67,288,953</b>	62,655,469	35,693,273
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Interest received	<b>1,595,754</b>	1,922,233	1,197,311
Dividends received from investments at FVOCI and in associates and joint ventures	<b>1,960,828</b>	724,446	596,672
Proceeds from disposal of investment properties (Note 12)	<b>464,443</b>	90,067	85,767
Additions to:			
Investment properties (Note 12)	<b>(69,571,345)</b>	(63,772,055)	(38,766,369)
Property and equipment (Note 11)	<b>(154,288)</b>	(341,106)	(198,012)
Decrease (increase) in other noncurrent assets	<b>1,150,456</b>	(5,338,058)	(15,159,670)
Net cash used in investing activities	<b>(64,554,152)</b>	(66,714,473)	(52,244,301)

(Forward)



	Years Ended December 31		
	2024	2023	2022
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Availments of bank loans and long-term debt (Notes 15 and 17)	<b>₱165,601,237</b>	₱111,562,913	₱94,325,945
Payments of:			
Long-term debt (Note 17)	<b>(72,198,246)</b>	(66,701,374)	(43,863,022)
Loans payable (Note 15)	<b>(73,673,067)</b>	(29,563,823)	(19,994,859)
Interest	<b>(14,086,273)</b>	(13,782,271)	(11,029,498)
Dividends (Note 18)	<b>(10,438,750)</b>	(7,163,420)	(2,943,122)
Lease liabilities (Note 16)	<b>(897,760)</b>	(874,140)	(844,353)
Proceeds from matured derivatives - net	<b>2,396,042</b>	294,800	3,274,591
Net cash provided by (used in) financing activities	<b>(3,296,817)</b>	(6,227,315)	18,925,682
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<b>(8,615)</b>	43,039	(90,424)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(570,631)</b>	(10,243,280)	2,284,230
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>31,816,802</b>	42,060,082	39,775,852
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>₱31,246,171</b>	₱31,816,802	₱42,060,082

*See accompanying Notes to Consolidated Financial Statements.*



# **SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**

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## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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### **1. Corporate Information**

SM Prime Holdings, Inc. (SMPH or the Parent Company) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on January 6, 1994. SMPH and its subsidiaries (collectively known as the “Company”) are incorporated to acquire by purchase, exchange, assignment, gift or otherwise, and to own, use, improve, subdivide, operate, enjoy, sell, assign, transfer, exchange, lease, let, develop, mortgage, pledge, traffic, deal in and hold for investment or otherwise, including but not limited to real estate and the right to receive, collect and dispose of, any and all rentals, dividends, interest and income derived therefrom; the right to vote on any proprietary or other interest on any shares of stock, and upon any bonds, debentures, or other securities; and the right to develop, conduct, operate and maintain modernized commercial shopping centers and all the businesses appurtenant thereto, such as but not limited to the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, movie or cinema theatres within the compound or premises of the shopping centers, to construct, erect, manage and administer buildings such as condominium, apartments, hotels, restaurants, stores or other structures for mixed use purposes.

SMPH’s shares of stock are publicly traded in the Philippine Stock Exchange (PSE).

The Company’s ultimate parent company is SM Investments Corporation (SMIC). SMIC is a Philippine corporation whose common shares is listed with the PSE in 2005. SMIC and all its subsidiaries are herein referred to as the “SM Group”.

The registered office and principal place of business of the Parent Company is at 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.

The accompanying consolidated financial statements were approved and authorized for issue in accordance with a resolution by the Board of Directors (BOD) on February 17, 2025.

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### **2. Basis of Preparation**

The accompanying consolidated financial statements of the Company have been prepared on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) and derivative financial instruments which have been measured at fair value. The consolidated financial statements are presented in Philippine peso, which is the Parent Company’s functional and presentation currency under Philippine Financial Reporting Standards (PFRS) Accounting Standards. All values are rounded to the nearest thousand peso, except when otherwise indicated.

The accompanying consolidated financial statements have been prepared under the going concern assumption.





### Statement of Compliance

The accompanying consolidated financial statements have been prepared in compliance with PFRS Accounting Standards.

### Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries:

Company	Country of Incorporation	Percentage of Ownership	
		2024	2023
<b><i>Malls</i></b>			
A. Canicosa Holdings, Inc.	Philippines	100.0	100.0
AD Canicosa Properties, Inc.	- do -	100.0	100.0
Associated Development Corporation	- do -	100.0	100.0
Britannia Trading Corp. and Subsidiaries (BTC)	- do -	100.0	100.0
CHAS Realty and Development Corporation and Subsidiaries	- do -	100.0	100.0
Cherry Realty Development Corporation	- do -	100.0	100.0
Consolidated Prime Dev. Corp.	- do -	100.0	100.0
Magenta Legacy, Inc.	- do -	100.0	100.0
Premier Central, Inc. and Subsidiary	- do -	100.0	100.0
Premier Southern Corp.	- do -	100.0	100.0
Prime Metroestate, Inc. and Subsidiary	- do -	100.0	100.0
Prime Commercial Property Management Corp. and Subsidiaries	- do -	100.0	100.0
Rushmore Holdings, Inc.	- do -	100.0	100.0
San Lazaro Holdings Corporation	- do -	100.0	100.0
Simply Prestige Limited and Subsidiaries	British Virgin Islands (BVI)	100.0	100.0
SM Arena Complex Corporation	Philippines	100.0	100.0
SM Land (China) Limited and Subsidiaries	Hong Kong	100.0	100.0
Southernpoint Properties Corp.	Philippines	100.0	100.0
Springfield Global Enterprises Limited	BVI	100.0	100.0
Supermalls Transport Services, Inc.	Philippines	100.0	100.0
First Asia Realty Development Corporation	- do -	74.2	74.2
Mindpro, Incorporated*	- do -	70.0	70.0
First Leisure Ventures Group Inc. (FLVGI)	- do -	50.0	50.0
<b><i>Residential</i></b>			
SM Development Corporation and Subsidiaries (SMDC)	- do -	100.0	100.0
Costa del Hamilo, Inc. and Subsidiary	- do -	100.0	100.0
Highlands Prime Inc. and Subsidiary	- do -	100.0	100.0
<b><i>Hotels and Convention Centers</i></b>			
SM Hotels and Conventions Corp. and Subsidiaries	- do -	100.0	100.0
<b><i>Commercial, Integrated Property Developments and Others</i></b>			
MOA Esplanade Port, Inc.	- do -	100.0	100.0
Premier Clark Complex, Inc.	- do -	100.0	100.0
SM Smart City Infrastructure and Development Corporation	- do -	100.0	100.0
Tagaytay Resort Development Corporation	- do -	100.0	100.0
SM GUUN Environmental Company, Inc.**	- do -	70.0	—
SMPHI SG Holdings Pte. Ltd.***	Singapore	100.0	—

\*In 2023, the Parent Company and non-controlling interest infused additional investments without change in their ownership interest.

\*\*In 2024, SM GUUN Environmental Company, Inc. was incorporated to be engaged in recycling and repurposing waste of any kind.

\*\*\*In 2024, the Parent Company incorporated SMPHI SG Holdings Pte. Ltd as an investing and financing company.



FLVGI is accounted for as a subsidiary by virtue of control, as evidenced by the majority members of the BOD representing the Parent Company.

Non-controlling interests represent the portion of profit or loss and net assets not held by the Company and are presented separately in the consolidated statements of income and within equity section in the consolidated balance sheets, separately from equity attributable to equity holders of the parent.

#### Material Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. Uncertainty about these estimates and assumptions could result in outcomes that require an adjustment to the carrying amount of the affected asset or liability in the future period.

#### Judgments

In the process of applying the Company's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most material effect on the amounts recognized in the consolidated financial statements.

*Existence of a Contract.* The Company's primary document for a contract with a customer is a signed contract to sell or the combination of its other signed documentation such as reservation agreement, official receipts, quotation sheets and other documents, which would contain all the criteria to qualify as contract with the customer under PFRS 15 *Revenue from Contracts with Customers*.

In addition, part of the assessment process of the Company before revenue recognition is to assess the probability that the Company will collect the consideration to which it will be entitled in exchange for the real estate property that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity considers the significance of the buyer's initial payments in relation to the total contract price.

*Revenue Recognition Method and Measure of Progress.* The Company concluded that revenue from sale of real estate is to be recognized over time because (a) the Company's performance does not create an asset with an alternative use and; (b) the Company has an enforceable right for performance completed to date. The promised property is specifically identified in the contract and the contractual restriction on the Company's ability to direct the promised property for another use is substantive. This is because the property promised to the customer is not interchangeable with other properties without breaching the contract and without incurring significant costs that otherwise would not have been incurred in relation to that contract. In addition, under the current legal framework, the customer is contractually obliged to make payments to the developer up to the performance completed to date. The cost to obtain a contract (e.g., commission) is determined using the percentage of completion.

The Company has determined that output method used in measuring the progress of the performance obligation faithfully depicts the Company's performance in transferring control of real estate development, which include customized uninstalled materials, to the customers. The Company determined that in the case of customized materials, the Company is not just providing a simple procurement service to the customer as it is significantly involved in the design and details of the manufacture of the materials.



*Determining Transaction Price of Sale of Real Estate.* The Company determines whether a contract contains a significant financing component using portfolio approach by considering (1) the difference, if any, between the amount of promised considerations and the cash selling price of the promised goods or services; and (2) the effect of the expected length of time between when the entity transfers the promised goods or service to the customer and when the customer pays for those goods or services and the prevailing effective interest rate (EIR). The Company applied practical expedient by not adjusting the effect of financing component when the period when the entity transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less. The Company determined that its transaction price on sale of real estate recognized over time do not include a significant financing component.

*Operating Lease Commitments - as Lessor.* The Company has entered into commercial property leases in its investment property portfolio. Management has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of the properties and thus accounts for the contracts as operating leases. The ownership of the asset is not transferred to the lessee by the end of the lease term, the lessee has no option to purchase the asset at a price that is expected to be sufficiently lower than the fair value at the date the option is exercisable, and, the lease term is not for the major part of the asset's economic life.

*Lease Modification - as Lessor.* Throughout the government-imposed community quarantine, the Company waived rentals and other charges amounting to ₱6,247 million for the year ended December 31, 2022. Such waivers are not accounted as a lease modification under PFRS 16 *Leases* since COVID-19 is a force majeure under the general law.

*Determining the Lease Term of Contract.* The Company applies judgment in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate its lease contracts with extension and/or termination options. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. The Company typically exercises its option to renew its leases of various parcels of land since its lease term periods are generally covered by an automatic renewal option. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

*Determining Taxable Profit, Tax Bases, Unused Tax Losses, Unused Tax Credits and Tax Rates.* The Company applies significant judgment in identifying uncertainties over its income tax treatments. The Company determined based on its assessment, in consultation with its tax counsel, that it is probable that its income tax treatments, including for its subsidiaries, will be accepted by the taxation authorities.

*Contingencies.* The Company is currently involved in various legal and administrative proceedings. The estimate of the probable costs for the resolution of these proceedings has been developed in consultation with in-house as well as outside legal counsel handling defense in these matters and is based upon an analysis of potential results. The Company currently does not believe that these proceedings will have a material adverse effect on its consolidated financial position and performance and no provisions were made in relation to these proceedings. It is possible, however, that future consolidated financial performance could be affected by changes in the estimates or in the effectiveness of strategies relating to these proceedings.



### Estimates and Assumptions

The key estimates and assumptions that may have significant risks of causing material adjustments to the carrying amounts of revenues, expenses, assets and liabilities within the next financial period are discussed below.

*Measure of Progress.* The Company's revenue recognition policy requires management to make use of estimates and assumptions that may affect the reported amounts of revenues and costs. The Company's revenue from real estate sales recognized based on the percentage of completion are measured principally on the basis of physical completion of the real estate projects.

Revenue from sale of real estate amounted to ₱45,905 million, ₱42,040 million and ₱39,047 million for the years ended December 31, 2024, 2023, and 2022, respectively, while the cost of real estate sold amounted to ₱19,141 million, ₱16,661 million and ₱16,899 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 21).

*Net Realizable Value of Real Estate Inventories.* The net realizable value of real estate inventories is assessed with reference to market price at the balance sheet date for similar completed property, less estimate cost to complete the construction and estimated cost to sell. The Company reviews the carrying value regularly for any decline in value due to changes in market price or other causes.

The carrying values of real estate inventories amounted to ₱76,928 million and ₱77,887 million as at December 31, 2024 and 2023, respectively (see Note 8).

*Realizability of Deferred Tax Assets.* The Company's assessment on the recognition of deferred tax assets on deductible temporary differences and carryforward benefits of excess minimum corporate income tax (MCIT) over regular corporate income tax (RCIT) and net operating loss carryover (NOLCO) is based on the projected taxable income in future periods.

Deferred tax assets recognized in the consolidated balance sheets amounted to ₱6,047 million and ₱5,329 million as at December 31, 2024 and 2023, respectively (see Note 24). Unrecognized deferred tax assets pertain to NOLCO, amounted to ₱210 million and ₱205 million as at December 31, 2024 and 2023, respectively.

*Fair Value of Assets and Liabilities.* The Company carries and discloses certain assets and liabilities at fair value, which requires extensive use of accounting judgments and estimates. The significant components of fair value measurement were determined using verifiable objective evidence (i.e., foreign exchange rates, interest rates and volatility rates). The amount of changes in fair value would differ if the Company utilized different valuation methodologies and assumptions. Any changes in the fair value of these assets and liabilities that are carried in the consolidated financial statements would directly affect consolidated statements of income and consolidated other comprehensive income.

The fair value of assets and liabilities are discussed in Note 27.



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### 3. Material Accounting Policy Information

#### Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Company has adopted the following new accounting pronouncements starting January 1, 2024. Adoption of these pronouncements did not have any material impact on the Company's financial position or performance unless otherwise indicated.

- Amendments to Philippine Accounting Standard (PAS) 1, *Classification of Liabilities as Current or Non-current*
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

#### Future Changes in Accounting Policies and Disclosures

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Company does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Company intends to adopt the following pronouncements when they become effective.

#### *Effective beginning on or after January 1, 2025*

- PFRS 17, *Insurance Contracts*
- Amendments to PAS 21, *Lack of exchangeability*

#### *Effective beginning on or after January 1, 2026*

- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Annual Improvements to PFRS Accounting Standards—Volume 11

The amendments are limited to changes that either clarify the wording in an Accounting Standard or correct relatively minor unintended consequences, oversight or conflicts between the requirements in the Accounting Standards. The following is the summary of the Standards involved and their related amendments.

- Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*

The amendments included in paragraphs B5 and B6 of PFRS 1 cross references to the qualifying criteria for hedge accounting in paragraph 6.4.1(a), (b) and (c) of PFRS 9. These are intended to address potential confusion arising from an inconsistency between the wording in PFRS 1 and the requirements for hedge accounting in PFRS 9.

- Amendments to PFRS 7, *Gain or Loss on Derecognition*

The amendments updated the language of paragraph B38 of PFRS 7 on unobservable inputs and included a cross reference to paragraphs 72 and 73 of PFRS 13.



- Amendments to PFRS 9

- Lessee Derecognition of Lease Liabilities

The amendments to paragraph 2.1 of PFRS 9 clarified that when a lessee has determined that a lease liability has been extinguished in accordance with PFRS 9, the lessee is required to apply paragraph 3.3.3 and recognize any resulting gain or loss in profit or loss.

- Transaction Price

The amendments to paragraph 5.1.3 of PFRS 9 replaced the reference to 'transaction price as defined by PFRS 15' with 'the amount determined by applying PFRS 15'. The term 'transaction price' in relation to PFRS 15 was potentially confusing and so it has been removed. The term was also deleted from Appendix A of PFRS 9.

- Amendments to PFRS 10, *Determination of a 'De Facto Agent'*

The amendments to paragraph B74 of PFRS 10 clarified that the relationship described in B74 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor.

- Amendments to PAS 7, *Cost Method*

The amendments to paragraph 37 of PAS 7 replaced the term 'cost method' with 'at cost', following the prior deletion of the definition of 'cost method'.

*Effective beginning on or after January 1, 2027*

- PFRS 18, *Presentation and Disclosure in Financial Statements* replaces PAS 1, *Presentation of Financial Statements*, and responds to investors' demand for better information about companies' financial performance. The new requirements include:

- Required totals, subtotals and new categories in the consolidated statement of income
  - Disclosure of management-defined performance measures
  - Guidance on aggregation and disaggregation

The new standard will have an impact on the presentation of income and expenses and additional disclosures on management-defined performance measures but will not have an impact on the recognition and measurement in the consolidated financial statements.

- PFRS 19, *Subsidiaries without Public Accountability*

*Deferred Effectivity*

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*, address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.



### Determination of Fair Value

A fair value measurement of a nonfinancial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period and recognizes transfers as at the date of the event or change in circumstances that caused the transfer.

The Company determines the policies and procedures for both recurring and non-recurring fair value measurements. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

### Financial Instruments - Initial Recognition and Subsequent Measurement

#### *Financial Assets*

*Initial recognition and measurement.* Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through profit or loss (FVTPL), and FVOCI.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.



As at December 31, 2024 and 2023, the Company has no debt instruments classified as financial assets at FVOCI.

*Subsequent measurement.* For purposes of subsequent measurement, financial assets are classified in four categories:

- *Financial assets at amortized cost (debt instruments):* The Company measures financial assets at amortized cost if both of the following conditions are met:
  - The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows, and
  - The contractual terms of the financial asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the EIR method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Company's financial assets at amortized cost includes cash and cash equivalents, receivables and escrow and time deposits (included under "Other noncurrent assets" account). Other than those financial assets at amortized cost whose carrying values are reasonable approximation of fair values, the aggregate carrying values of financial assets under this category amounted to ₱3,803 million and ₱3,656 million as at December 31, 2024 and 2023, respectively (see Note 27).

- *Financial assets at FVTPL.* Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not SPPI are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or FVOCI, as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at FVTPL are carried in the consolidated balance sheet at fair value with net changes in fair value recognized in the consolidated statement of income.

This category includes derivative instruments. The carrying values of financial assets classified under this category amounted to ₱4,771 million and ₱5,524 million as at December 31, 2024 and 2023, respectively (see Note 27).

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if: the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVTPL. Embedded derivatives are measured at fair value with changes in FVTPL. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the FVTPL category.





A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVTPL.

- *Financial assets at FVOCI (equity instruments).* Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments at FVOCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation*, and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized in the consolidated statements of income when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income (OCI). Equity instruments at FVOCI are not subject to impairment assessment.

The Company elected to classify irrevocably its investments in equity instruments under this category.

Classified under this category are the investments in shares of stocks of certain companies. The carrying values of financial assets classified under this category amounted to ₱21,187 million and ₱20,318 million as at December 31, 2024 and 2023, respectively (see Note 27).

*Derecognition.* A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e., removed from the Company's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or,
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

The Company evaluates if, and to what extent, it has retained the risks and rewards of ownership. The Company continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Company also recognized an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

*Impairment of financial assets.* The Company recognizes an allowance for ECLs for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. The Company uses a provision matrix for rent and other receivables, vintage approach for receivables from sale of real estate (billed and unbilled) and general approach for treasury assets to calculate ECLs.



The Company applies provision matrix and has calculated ECLs based on lifetime ECLs. The Company recognizes a loss allowance based on lifetime ECLs at each reporting date, adjusted for forward-looking factors specific to the debtors and the economic environment.

Vintage approach accounts for expected credit losses by calculating the cumulative loss rates of a given real estate receivable pool. It derives the probability of default from the historical data of a homogenous portfolio that share the same origination period. The information on the number of defaults during fixed time intervals of the accounts is utilized to create the probability model. It allows the evaluation of the loan activity from its origination period until the end of the contract period. In addition to life of loan loss data, primary drivers like macroeconomic indicators of qualitative factors such as, but not limited to, forward-looking data on inflation rate was added to the expected loss calculation to reach a forecast supported by both quantitative and qualitative data points. The probability of default is applied to the estimate of the loss arising on default which is based on the difference between the contractual cash flows due and those that the Company would expect to receive, including from the repossession of the subject real estate property, net of cash outflows. For purposes of calculating loss given default, accounts are segmented based on the type of unit. In calculating the recovery rates, the Company considered collections of cash and/or cash from resale of real estate properties after foreclosure, net of direct costs of obtaining and selling the real estate properties after the default event such as commission, refurbishment, payment required under Maceda law, cost to complete (for incomplete units). As these are future cash flows, these are discounted back to the time of default using the appropriate EIR, usually being the original EIR or an approximation thereof.

The Company considers a financial asset in default generally when contractual payments are 120 days past due or when the sales are cancelled supported by a notarized cancellation letter executed by the Company and unit buyer. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### *Financial Liabilities*

*Initial recognition and measurement.* Financial liabilities are classified, at initial recognition, as financial liabilities at FVTPL, loans and borrowings and payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

*Subsequent measurement.* The Company classifies its financial liabilities in the following categories:

- *Financial liabilities at FVTPL.* Financial liabilities at FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Derivatives, including any separated derivatives, are also classified under liabilities at FVTPL, unless these are designated as hedging instruments in an effective hedge or financial guarantee contracts. Gains or losses on liabilities held for trading are recognized in the consolidated statement of income under "Others - net" account. Classified as financial liabilities at FVTPL are the Company's derivative liabilities amounting to ₱50 million and ₱272 million as at December 31, 2024 and 2023, respectively (see Note 27).



- *Loans and borrowings.* This category pertains to financial liabilities that are not held for trading or not designated as at FVTPL upon the inception of the liability. These include liabilities arising from operations or borrowings. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in the consolidated statement of income when the loans and borrowings are derecognized, as well as through the amortization process. Loans and borrowings are included under current liabilities if settlement is within twelve months from reporting period. Otherwise, these are classified as noncurrent liabilities.

Classified under this category are loans payable, accounts payable and other current liabilities, long-term debt, tenants' deposits, liability for purchased land and other noncurrent liabilities (except for taxes payables and other payables covered by other accounting standards). Other than those other financial liabilities whose carrying values are reasonable approximation of fair values, the aggregate carrying values of financial liabilities under this category amounted to ₱323,283 million and ₱330,771 million as at December 31, 2024 and 2023, respectively (see Note 27).

*Derecognition.* A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of income.

#### Debt Issue Costs

Debt issue costs are presented as reduction in long-term debt and are amortized over the terms of the related borrowings using the effective interest method.

#### Derivative Financial Instruments

*Initial recognition and subsequent measurement.* The Company uses derivative financial instruments, such as foreign exchange swap, cross currency swaps, interest rate swaps, principal only swaps and non-deliverable forwards contracts to hedge its foreign currency risks and interest rate risks. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Company's derivative financial instruments are accounted for as either cash flow hedges or transactions not designated as hedges (see Note 27). These hedge the exposures to variability in cash flows that is either attributable to a particular risk associated with a recognized asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognized firm commitment.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.



The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Company will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge effectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is ‘an economic relationship’ between the hedged item and the hedging instrument.
- The effect of credit risk does not ‘dominate the value changes’ that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Company actually hedges and the quantity of the hedging instrument that the Company actually uses to hedge that quantity of hedged item.

Hedges that meet all the qualifying criteria for hedge accounting are accounted for, as described below:

*Cash flow hedges.* The effective portion of the gain or loss on the hedging instrument is recognized in OCI in the net fair value changes on cash flow hedges, while any ineffective portion is recognized immediately in the consolidated statement of income. The net fair value changes on cash flow hedges is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The Company designates only the elements of the foreign exchange swap, cross currency swaps, interest rate swaps, principal only swaps and non-deliverable forwards contracts as hedging instruments to achieve its risk management objective. These elements, including changes in fair value, are recognized in OCI and accumulated in a separate component of equity under net fair value changes on cash flow hedges.

The amounts accumulated in OCI are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognized in OCI for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment for which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in OCI is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in OCI must remain in accumulated OCI if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated OCI must be accounted for depending on the nature of the underlying transaction as described above.

*Other Derivative Instruments Not Accounted for as Hedges.* Certain freestanding derivative instruments that provide economic hedges under the Company’s policies either do not qualify for hedge accounting or are not designated as accounting hedges. Changes in the fair values of derivative instruments not designated as hedges are recognized immediately under “Others - net” account in the consolidated statements of income (see Note 27). Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.



### Real Estate Inventories

Real estate inventories are stated at the lower of cost and net realizable value. Net realizable value is the selling price in the ordinary course of business, less costs to complete and the estimated cost to make the sale. Real estate inventories include properties being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation.

Cost incurred for the development and improvement of the properties includes the following:

- Land cost;
- Amounts paid to contractors for construction and development; and
- Planning and design costs, costs of site preparation, professional fees, property transfer taxes, construction overheads and other related costs.

### Prepaid Expenses and Other Current Assets

Other current assets consist of advances to suppliers and contractors, advances for project development, input tax, creditable withholding taxes, deposits, prepayments, supplies and inventories and others. Advances to suppliers and contractors, advances for project development and deposits are carried at cost. These represent advance payments and deposits to contractors for the construction and development of the projects. These are recouped upon every progress billing payment depending on the percentage of accomplishment. Prepaid taxes and other prepayments are carried at cost less amortized portion. These include prepayments for taxes and licenses, rent, advertising and promotions and insurance.

### Common Control Business Combinations

Business combinations involving entities or businesses under common control are business combinations in which all of the entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations under common control are accounted for similar to pooling of interests method. Under the pooling of interests method:

- The assets, liabilities and equity of the acquired companies for the reporting period in which the common control business combinations occur and for the comparative periods presented, are included in the consolidated financial statements at their carrying amounts as if the consolidation had occurred from the beginning of the earliest period presented in the financial statements, regardless of the actual date of the acquisition;
- No adjustments are made to reflect the fair values, or recognize any new assets or liabilities at the date of the combination. The only adjustments would be to harmonize accounting policies between the combining entities;
- No 'new' goodwill is recognized as a result of the business combination;
- The excess of the cost of business combinations over the net carrying amounts of the identifiable assets and liabilities of the acquired companies is considered as equity adjustment from business combinations, included under "Additional paid-in capital - net" account in the equity section of the consolidated balance sheet; and
- The consolidated statement of income in the year of acquisition reflects the results of the combining entities for the full year, irrespective of when the combination took place.



### Property and Equipment

The Company's property and equipment consist of land, building, equipment and ROUA. Property and equipment, except land and construction in progress, is stated at cost less accumulated depreciation and amortization and any accumulated impairment in value. Such cost includes the cost of replacing part of the property and equipment at the time that cost is incurred, if the recognition criteria are met, and excludes the costs of day-to-day servicing. Land is stated at cost less any impairment in value.

The initial cost of property and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs necessary in bringing the asset to its working condition and location for its intended use. Cost also includes any related asset retirement obligation and interest incurred during the construction period on funds borrowed to finance the construction of the projects.

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the assets:

Buildings, land and leasehold improvements	5-25 years	or term of the lease, whichever is shorter
Furniture, fixtures and other equipment	5-10 years	
ROUA - office spaces	10-25 years	or term of the lease, whichever is shorter

Fully depreciated assets are retained in the accounts until they are no longer in use and no further depreciation and amortization is credited or charged to current operations.

An item of property and equipment is derecognized when either it has been disposed or when it is permanently withdrawn from use and no future economic benefits are expected from its use or disposal. Any gains or losses arising on the retirement and disposal of an item of property and equipment are recognized in the consolidated statements of income in the period of retirement or disposal under "Others - net" account.

### Investment Properties

These consist of commercial spaces/properties held for rental and/or capital appreciation, ROUA and land held for future development. These accounts are measured initially at cost. The cost of a purchased investment property comprises of its purchase price and any directly attributable costs. Subsequently, these accounts, except land and construction in progress, are measured at cost, less accumulated depreciation and amortization and accumulated impairment in value, if any. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met, and excludes the costs of day-to-day servicing of an investment property. Land is stated at cost less any impairment in value.

Property under construction or development for future use as an investment property is classified as investment property.

Depreciation and amortization are calculated on a straight-line basis over the following estimated useful lives of the assets:

Buildings, land and leasehold improvements	5-40 years	or term of the lease, whichever is shorter
Building equipment, furniture and others	3-15 years	or term of the lease, whichever is shorter
ROUA - land	Remaining lease term	



Construction in progress represents structures under construction and is stated at cost. This includes cost of construction, machineries and equipment, and other direct costs. Cost also includes interest on borrowed funds incurred during the construction period. Construction in progress is not depreciated until such time that the relevant assets are completed and are ready for use.

Investment property is derecognized when either it has been disposed or when it is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of income in the period of retirement or disposal under “Others - net” account.

Transfers are made from investment property to inventories when, and only when, there is a change in use, as evidenced by an approved plan to construct and develop condominium and residential units for sale. Transfers are made from inventories to investment property when, and only when, there is change in use, as evidenced by commencement of an operating lease to a third party or change in the originally approved plan. The cost of property for subsequent accounting is its carrying value at the date of change in use.

For a transfer from investment property to owner-occupied property, the cost of property for subsequent accounting is its carrying value at the date of change in use. If the property occupied by the Company as an owner-occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

#### Investments in Associates and Joint Ventures

The Company’s investments in shares of stocks of associates and joint ventures are accounted for under the equity method of accounting. The consolidated statements of income reflect the share in the result of operations of the associate or joint venture under “Others-net” account.

Appropriate adjustments to the Company’s share of the associate’s or joint venture’s profit or loss after acquisition are made to account for the depreciation of the depreciable assets based on their fair values at the acquisition date and for impairment losses recognized by the associate or joint venture.

The Company discontinues the use of equity method from the date when it ceases to have significant influence or joint control over an associate or joint venture and accounts for the investment in accordance with PFRS 9, from that date, provided the associate or joint venture does not become a subsidiary. When the Company’s interest in an investment in associate or joint venture is reduced to zero, additional losses are provided only to the extent that the Company has incurred obligations or made payments on behalf of the associate or joint venture to satisfy obligations of the investee that the Company has guaranteed or otherwise committed. If the associate or joint venture subsequently reports profits, the Company resumes recognizing its share of the profits if it equals the share of net losses not recognized.

#### Other Noncurrent Assets

Other noncurrent assets consist of bonds and deposits, receivables from sale of real estate - net of current portion, land use rights, escrow and time deposits, deferred input tax and others. Other noncurrent assets are carried at cost.

#### Impairment of Nonfinancial Assets

The carrying values of investments in associates and joint ventures, property and equipment, investment properties and other noncurrent assets (excluding escrow and time deposits) are reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable. If any such indication exists, and if the carrying value exceeds the estimated recoverable amount, the assets or cash generating units are written down to their recoverable amounts. The



recoverable amount of the asset is the greater of fair value less costs to sell or value in use. The fair value less costs to sell is the amount obtainable from the sale of an asset in an arm's-length transaction between knowledgeable, willing parties, less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the consolidated statement of income in those expense categories consistent with the function of the impaired asset.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment loss may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation and amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the consolidated statement of income. After such a reversal, the depreciation or amortization charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life.

#### Customers' Deposits

Customers' deposits mainly represent reservation fees and advance payments. These deposits will be recognized as revenue in the consolidated statement of income as the related obligations to the real estate buyers are fulfilled.

#### Capital Stock and Additional Paid-in Capital

Capital stock is measured at par value for all shares issued. Incremental costs incurred directly attributable to the issuance of new shares are shown in equity as deduction from proceeds, net of tax. Proceeds and/or fair value of considerations received in excess of par value, if any, are recognized as "Additional paid-in capital - net" account.

#### Retained Earnings

Retained earnings represent accumulated net profits, net of dividend distributions and other capital adjustments.

#### Treasury Stock

Own equity instruments which are acquired (treasury shares) are deducted from equity and accounted for at cost. No gain or loss is recognized in the consolidated statement of income on the purchase, sale, issuance or cancellation of own equity instruments.

#### Dividends

Dividends on common shares are recognized as liability and deducted from equity when declared and approved by the BOD. Dividends for the year that are approved after balance sheet date are dealt with as an event after the reporting period.

#### Revenue Recognition

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as a principal or as an agent. The Company has concluded that it is acting as principal in majority of its revenue arrangements. The





disclosures of material accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided in Note 2. The following specific recognition criteria, other than those disclosed in Note 2 to the consolidated financial statements, must also be met before revenue is recognized:

*Rent.* Revenue is recognized on a straight-line basis over the lease term or based on the terms of the lease as applicable.

*Sale of Cinema, Event and Amusement Tickets and Merchandise.* Revenue is recognized upon receipt of cash from the customer which coincides with the rendering of services or the delivery of merchandise. Revenue from sale of amusement tickets and merchandise are included in the "Revenue - Others" account in the consolidated statement of income.

*Dividend.* Revenue is recognized when the Company's right as a shareholder to receive the payment is established. These are included in the "Interest and dividend income" account in the consolidated statement of income.

*Management and Service Fees.* Revenue is recognized when earned in accordance with the terms of the agreements.

*Interest.* Revenue is recognized as the interest accrues, taking into account the effective yield on the asset.

*Room Rentals, Food and Beverage, and Others.* Revenue from room rentals is recognized as part of "Rent" revenue based on actual occupancy, food and beverage sales when orders are served, and other operated departments when the services are rendered. Revenue from other operated departments include, among others, business center, laundry service, and telephone service. Revenue from food and beverage sales and other hotel revenue are included under the "Revenue - Others" account in the consolidated statement of income.

*Revenue and Cost from Sale of Real Estate.* The Company derives its real estate revenue from sale of lots, house and lot and condominium units. Revenue from the sale of these real estate projects under pre-completion stage are recognized over time during the construction period (or percentage of completion) since based on the terms and conditions of its contract with the buyers, the Company's performance does not create an asset with an alternative use and the Company has an enforceable right to payment for performance completed to date.

In measuring the progress of its performance obligation over time, the Company uses output method. The Company recognizes revenue on the basis of direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using survey of performance completed to date/milestones reached/time elapsed. This method measures progress of work based on physical proportion of the work done, including the impact of customized uninstalled materials, on the real estate project which requires technical determination by the Company's project engineers. This is based on the monthly project accomplishment report prepared by the third-party project managers as approved by the construction managers.

Any excess of progress of work over the right to an amount of consideration that is unconditional, recognized as receivables from sale of real estate, under trade receivables, is accounted for as unbilled revenue from sale of real estate.



Any excess of collections over the total of recognized installment real estate receivables is included in the contract liabilities (or referred also in the consolidated financial statements as “Unearned revenue from sale of real estate”).

*Information about the Company’s performance obligation.* The Company entered into contracts to sell with one identified performance obligation which is the sale of the real estate unit together with the services to transfer the title to the buyer upon full payment of contract price. The amount of consideration indicated in the contract to sell is fixed and has no variable consideration.

Payment commences upon signing of the contract to sell and the consideration is payable in cash or under a financing scheme entered with the customer. The financing scheme would include payment of certain percentage of the contract price spread over a certain period (e.g. one to five years) at a fixed monthly payment with the remaining balance payable in full at the end of the period either through cash or external financing. The amount due for collection under the amortization schedule for each of the customer does not necessarily coincide with the progress of construction.

The Company has a quality assurance warranty which is not treated as a separate performance obligation.

*Cost of Real Estate Sold.* The Company recognizes costs relating to satisfied performance obligations as these are incurred taking into consideration the contract fulfillment assets such as land and connection fees. These include costs of development and construction costs, contract fulfillment assets and cost to obtain contract. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as costs of real estate sold while the portion allocable to the unsold area being recognized as part of real estate inventories. In addition, the Company recognizes as an asset only costs that give rise to resources that will be used in satisfying performance obligations in the future and that are expected to be recovered.

#### *Contract Balances*

*Receivables.* A receivable represents the Company’s right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

*Contract assets.* These pertain to unbilled revenue from sale of real estate. This is the right to consideration that is conditional in exchange for goods or services transferred to the customer. This is reclassified as trade receivable from sale of real estate when the monthly amortization of the customer is already due for collection.

*Contract liabilities.* These pertain to unearned revenue from sale of real estate. This is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. These also include customers’ deposits related to sale of real estate. These are recognized as revenue when the Company performs its obligation under the contract.

*Costs to obtain contract.* The incremental costs of obtaining a contract with a customer are recognized as an asset if the Company expects to recover them. The Company has determined that commissions paid to brokers and marketing agents on the sale of pre-completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Commission expense is included in the “Costs and expenses” account in the consolidated statement of income. Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred.



*Contract fulfillment assets.* Contract fulfillment costs are divided into: (i) costs that give rise to an asset; and (ii) costs that are expensed as incurred. When determining the appropriate accounting treatment for such costs, the Company firstly considers any other applicable standards. If those standards preclude capitalization of a particular cost, then an asset is not recognized under PFRS 15.

If other standards are not applicable to contract fulfillment costs, the Company applies the following criteria which, if met, result in capitalization: (i) the costs directly relate to a contract or to a specifically identifiable anticipated contract; (ii) the costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and (iii) the costs are expected to be recovered. The assessment of this criteria requires the application of judgment, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations and whether costs are expected to be recoverable.

The Company's contract fulfillment assets pertain to cost of land.

*Amortization, derecognition and impairment of contract fulfillment assets and capitalized costs to obtain a contract.* The Company amortizes contract fulfillment assets and capitalized costs to obtain a contract to cost of sales over the expected construction period using POC following the pattern of real estate revenue recognition. The amortization is included within cost of real estate sold.

A contract fulfillment asset or capitalized costs to obtain a contract is derecognized either when it is disposed of or when no further economic benefits are expected to flow from its use or disposal.

At each reporting date, the Company determines whether there is an indication that contract fulfillment asset or cost to obtain a contract maybe impaired. If such indication exists, the Company makes an estimate by comparing the carrying amount of the assets to the remaining amount of consideration that the Company expects to receive less the costs that relate to providing services under the relevant contract. In determining the estimated amount of consideration, the Company uses the same principles as it does to determine the contract transaction price, except that any constraints used to reduce the transaction price will be removed for the impairment test.

Where the relevant costs are demonstrating indicators of impairment, judgment is required in ascertaining whether or not the future economic benefits from these contracts are sufficient to recover these assets.

#### Pension Benefits

The Company is a participant in the SM Corporate and Management Companies Multi-Employer Retirement Plan.

*Retirement Plan.* The plan is a funded, noncontributory defined benefit retirement plan administered by a Board of Trustees covering all regular full-time employees. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries. The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets, if any, adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

Defined benefit pension costs comprise the following:

- Service cost;
- Net interest on the net defined benefit obligation or asset; and
- Remeasurements of net defined benefit obligation or asset



Service cost which includes current service costs, past service costs and gains or losses on non-routine settlements are recognized as part of “Costs and expenses” under “Administrative” account in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs.

Net interest on the net defined benefit obligation or asset is the change during the period in the net defined benefit obligation or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit obligation or asset is recognized as part of “Costs and expenses” under “Administrative” account in the consolidated statement of income.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit obligation) are recognized immediately in other comprehensive income in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations).

The Company’s right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

#### Foreign Currency-denominated Transactions

The consolidated financial statements are presented in Philippine peso, which is SMPH’s functional and presentation currency. Transactions in foreign currencies are initially recorded in the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are restated at the functional currency rate of exchange at reporting period. Nonmonetary items denominated in foreign currency are translated using the exchange rates as at the date of initial recognition. All differences are taken to the consolidated statements of income.

#### Foreign Currency Translation

The assets and liabilities of foreign operations are translated into Philippine peso at the rate of exchange ruling at reporting period and their respective statements of income are translated at the weighted average rates for the year. The exchange differences arising on the translation are included in the consolidated statements of comprehensive income and are presented within the “Cumulative translation adjustment” account in the consolidated statements of changes in equity. On disposal of a foreign entity, the deferred cumulative amount of exchange differences recognized in equity relating to that particular foreign operation is recognized in the profit or loss.

#### Leases

*Company as Lessor.* Leases where the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income from operating leases are recognized as income on a straight-line basis over the lease term. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.



*Lease Modification.* Lease modification is defined as a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease (for example, adding or terminating the right to use one or more underlying assets, or extending or shortening the contractual lease term).

A lessor shall account for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease. If a change in lease payments does not meet the definition of a lease modification, that change would generally be accounted for as a negative variable lease payment. In the case of an operating lease, a lessor recognizes the effect of the rent concession by recognizing lower income from leases.

*Company as Lessee.* The Company applies a single recognition and measurement approach for all the leases except for low-value assets and short-term leases. The Company recognizes lease liabilities to make lease payments and ROUA representing the right to use the underlying asset.

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments which includes in substance fixed payments. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses the IBR at the lease commencement date. After the commencement date, the amount of lease liabilities is adjusted to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

The Company also recognized ROUA in property and equipment (office spaces) and investment properties (land lease and land use rights) at the commencement date of the lease (i.e., the date the underlying asset is available for use). The initial cost of ROUA includes the amount of lease liabilities recognized less any lease payments made at or before the commencement date.

The Company applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the leases of low-value assets recognition exemption to leases of bridgeway, machineries and equipment that are considered of low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

The Company recognizes deferred tax asset and liability based from the lease liability and ROUA, respectively, on a gross basis, as of balance sheet date.

#### Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as interest expense. Where the Company expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the receipt of the reimbursement is virtually certain.



### Borrowing Costs

Borrowing costs are capitalized if they are directly attributable to the acquisition or construction of a qualifying asset as part of the cost of that asset that necessarily takes a substantial period of time to get ready for its intended use or sale. Capitalization of borrowing costs commences when the activities to prepare the asset are in progress and expenditures and borrowing costs are being incurred. Borrowing costs are capitalized until the assets are substantially ready for their intended use or sale. Borrowing costs are capitalized when it is probable that they will result in future economic benefits to the Company.

The interest capitalized is calculated using the Company's weighted average cost of borrowings after adjusting for borrowings associated with specific developments. Where borrowings are associated with specific developments, the amount capitalized is the gross interest incurred on those borrowings less any investment income arising on the temporary investment of those borrowings. Interest is capitalized from the commencement of the development work until the date of practical completion, i.e., when substantially all of the development work is completed.

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest cost. The Company limits exchange losses taken as amount of borrowing costs to the extent that the total borrowing costs capitalized do not exceed the amount of borrowing costs that would be incurred on functional currency equivalent borrowings. The amount of foreign exchange differences eligible for capitalization is determined for each period separately. Foreign exchange losses that did not meet the criteria for capitalization in previous years are not capitalized in subsequent years. All other borrowing costs are expensed as incurred.

### Taxes

*Current Tax.* Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted as at reporting period.

Current income tax relating to item recognized directly in equity is recognized in equity and not in the profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

*Deferred Tax.* Deferred tax is provided, using the balance sheet liability method, on temporary differences at reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.



Deferred tax assets are recognized for all deductible temporary differences and carryforward benefits of excess MCIT and NOLCO, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carryforward benefits of excess MCIT and NOLCO can be utilized, except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- with respect to deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred tax assets are reassessed at each reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at reporting period.

Income tax relating to items recognized directly in the consolidated statement of comprehensive income is recognized in the consolidated statement of comprehensive income and not in the consolidated statement of income.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

*Value Added Tax (VAT).* Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as part of “Accounts payable and other current liabilities” account in the consolidated balance sheets. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as part of “Prepaid expenses and other current assets” account in the consolidated balance sheets to the extent of the recoverable amount.

#### Basic/Diluted Earnings Per Common Share (EPS)

Basic EPS is computed by dividing the net income for the period attributable to owners of the Parent by the weighted-average number of issued and outstanding common shares during the period, with retroactive adjustment for any stock dividends declared.

For the purpose of computing diluted EPS, the net income for the period attributable to owners of the Parent and the weighted-average number of issued and outstanding common shares are adjusted for the effects of all dilutive potential ordinary shares, if any.



#### Contingencies

Contingent liabilities are not recognized in the consolidated financial statements. They are disclosed in the notes to consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed in the notes to consolidated financial statements when an inflow of economic benefits is probable.

#### Events after the Reporting Period

Post year-end events that provide additional information about the Company's financial position at the end of the reporting period (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 4. Segment Information

For management purposes, the Company is organized into business units based on their products and services, and has four reportable operating segments as follows: mall, residential, commercial and integrated property developments and hotels and convention centers.

Mall segment develops, conducts, operates and maintains the business of modern commercial shopping centers and all businesses related thereto such as the conduct, operation and maintenance of shopping center spaces for rent, amusement centers, or cinema theaters within the compound of the shopping centers.

Residential and commercial and integrated property developments segments are involved in the development and transformation of major residential, commercial, entertainment and tourism districts through sustained capital investments in buildings and infrastructure.

Hotels and convention centers segment engages in and carry on the business of hotel and convention centers and operates and maintains any and all services and facilities incident thereto.

Management, through the Executive Committee, monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with the operating profit or loss in the consolidated financial statements.

The amount of segment assets and liabilities and segment profit or loss are based on measurement principles that are similar to those used in measuring the assets and liabilities and profit or loss in the consolidated financial statements, which is in accordance with PFRS Accounting Standards.

#### Inter-segment Transactions

Transfer prices between business segments are set on an arm's length basis similar to transactions with nonrelated parties. Such transfers are eliminated in the consolidated financial statements.

#### Business Segment Data

	2024					
	Mall	Residential	Commercial and Integrated Property Developments	Hotels and Convention Centers	Eliminations	Consolidated Balances
	(In Thousands)					
Revenue:						
External customers	₱77,195,491	₱47,759,282	₱7,652,770	₱7,783,329	₱-	₱140,390,872
Inter-segment	338,678	4,583	126,834	-	(470,095)	-
	₱77,534,169	₱47,763,865	₱7,779,604	₱7,783,329	(₱470,095)	₱140,390,872





2024						
	Mall	Residential	Commercial and Integrated Property Developments	Hotels and Convention Centers	Eliminations	Consolidated Balances
(In Thousands)						
Segment results:						
Income before income tax	₱34,119,841	₱16,047,506	₱5,098,369	₱1,802,758	(₱226,009)	₱56,842,465
Provision for income tax	(6,411,868)	(2,848,608)	(748,740)	(293,813)	—	(10,303,029)
Net income	₱27,707,973	₱13,198,898	₱4,349,629	₱1,508,945	(₱226,009)	₱46,539,436
Net income attributable to:						
Equity holders of the Parent	₱26,812,180	₱13,187,019	₱4,349,629	₱1,508,945	(₱226,009)	₱45,631,764
Non-controlling interests	895,793	11,879	—	—	—	907,672
Segment assets	₱486,804,040	₱372,848,649	₱137,249,879	₱24,482,894	(₱1,954,732)	₱1,019,430,730
Segment liabilities	₱322,128,497	₱207,977,024	₱53,056,919	₱1,982,532	(₱1,954,732)	₱583,190,240
Other information:						
Capital expenditures	₱35,251,300	₱23,135,964	₱28,373,189*	₱1,936,888	₱—	₱88,697,341
Depreciation and amortization	12,197,435	268,485	1,800,752	771,116	—	15,037,788

\*Includes ₱21,360 million integrated property developments

2023						
	Mall	Residential	Commercial and Integrated Property Developments	Hotels and Convention Centers	Eliminations	Consolidated Balances
(In Thousands)						
Revenue:						
External customers	₱70,924,483	₱43,730,565	₱6,781,687	₱6,660,806	₱—	₱128,097,541
Inter-segment	176,623	—	115,067	18,108	(309,798)	—
	₱71,101,106	₱43,730,565	₱6,896,754	₱6,678,914	(₱309,798)	₱128,097,541
Segment results:						
Income before income tax	₱29,443,529	₱14,484,131	₱4,540,688	₱1,563,806	(₱192,335)	₱49,839,819
Provision for income tax	(5,559,995)	(2,408,916)	(715,095)	(291,968)	—	(8,975,974)
Net income	₱23,883,534	₱12,075,215	₱3,825,593	₱1,271,838	(₱192,335)	₱40,863,845
Net income attributable to:						
Equity holders of the Parent	₱23,044,382	₱12,061,023	₱3,825,593	₱1,271,838	(₱192,335)	₱40,010,501
Non-controlling interests	839,152	14,192	—	—	—	853,344
Segment assets	₱469,624,682	₱350,279,425	₱104,377,862	₱20,862,662	(₱1,817,056)	₱943,327,575
Segment liabilities	₱322,448,794	₱196,791,098	₱25,596,386	₱1,421,317	(₱1,817,056)	₱544,440,539
Other information:						
Capital expenditures	₱37,029,372	₱25,633,865	₱23,733,455*	₱1,779,226	₱—	₱88,175,918
Depreciation and amortization	11,225,655	243,022	1,536,430	651,666	—	13,656,773

\*Includes ₱17,781 million integrated property developments

2022						
	Mall	Residential	Commercial and Integrated Property Developments	Hotels and Convention Centers	Eliminations	Consolidated Balances
(In Thousands)						
Revenue:						
External customers	₱55,379,678	₱40,077,157	₱5,996,483	₱4,332,317	₱—	₱105,785,635
Inter-segment	160,890	5,417	126,801	11,631	(304,739)	—
	₱55,540,568	₱40,082,574	₱6,123,284	₱4,343,948	(₱304,739)	₱105,785,635
Segment results:						
Income before income tax	₱24,291,544	₱10,905,230	₱3,969,174	₱402,171	(₱854,115)	₱38,714,004
Provision for income tax	(4,857,306)	(2,000,690)	(1,013,584)	(99,295)	—	(7,970,875)
Net income	₱19,434,238	₱8,904,540	₱2,955,590	₱302,876	(₱854,115)	₱30,743,129
Net income attributable to:						
Equity holders of the Parent	₱18,800,574	₱8,894,874	₱2,955,590	₱302,876	(₱854,115)	₱30,099,799
Non-controlling interests	633,664	9,666	—	—	—	643,330
Segment assets	₱461,547,075	₱317,089,509	₱81,047,183	₱16,296,204	(₱1,765,319)	₱874,214,652
Segment liabilities	₱320,311,592	₱180,624,978	₱8,524,126	₱1,367,669	(₱1,765,319)	₱509,063,046



	2022					
	Mall	Residential	Commercial and Integrated Property Developments	Hotels and Convention Centers	Eliminations	Consolidated Balances
	<i>(In Thousands)</i>					
Other information:						
Capital expenditures	₱25,786,080	₱36,345,071	₱12,194,451	₱1,093,268	₱-	₱75,418,870
Depreciation and amortization	10,373,095	138,188	1,347,108	629,371	-	12,487,762

For the years ended December 31, 2024, 2023 and 2022, there were no revenue transactions with a single external customer which accounted for 10% or more of the consolidated revenue from external customers. The main revenues of the Company are substantially earned from the Philippines.

The Company disaggregates its revenue information in the same manner as it reports its segment information.

#### Seasonality

There were no other trends, events or uncertainties that have had or that are reasonably expected to have a material impact on net sales or revenues or income from continuing operations.

### 5. Business Combination

In January 2022, the Parent Company acquired 100% of the outstanding shares of BTC. BTC is under common control by the Sy Family. Thus, the acquisition was accounted for using pooling of interest method. Assets acquired and liabilities assumed in January 2022 is ₱1,593 million and ₱1,612 million, respectively. The acquisition resulted to equity reserve adjustment amounting to ₱44 million included under Additional Paid-in Capital - Net account in the equity section of the balance sheet (see Note 18).

### 6. Cash and Cash Equivalents

This account consists of:

	2024	2023
	<i>(In Thousands)</i>	
Cash on hand and in banks (see Note 19)	<b>₱4,396,389</b>	₱10,239,900
Temporary investments (see Note 19)	<b>26,849,782</b>	21,576,902
	<b>₱31,246,171</b>	₱31,816,802

Cash in banks earn interest at the respective bank deposit rates. Temporary investments are made for varying periods of up to three months depending on the immediate cash requirements of the Company and earn interest at the respective temporary investment rates.

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.



Interest income earned from cash in banks and temporary investments amounted to ₱1,418 million, ₱1,450 million and ₱1,070 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 22).

## 7. Receivables and Contract Assets

This account consists of:

	2024	2023
	(In Thousands)	
Trade:		
Sale of real estate (billed and unbilled)*	₱152,492,378	₱132,177,723
Rent:		
Third parties	10,745,461	9,352,668
Related parties (see Note 19)	3,704,992	3,471,144
Accrued interest (see Note 19)	370,865	265,371
Nontrade and others (see Note 19)	5,031,479	3,062,977
	172,345,175	148,329,883
Less allowance for ECLs	774,250	777,378
	171,570,925	147,552,505
Less noncurrent portion of trade receivables from sale of real estate (see Note 14)	79,064,021	70,600,303
	₱92,506,904	₱76,952,202

\*Includes unbilled revenue from sale of real estate amounting to ₱133,475 million and ₱114,898 million as at December 31, 2024 and 2023, respectively.

The terms and conditions of the above receivables are as follows:

- Trade receivables from tenants are non-interest bearing and are normally collectible on a 30 to 90 days' term. Trade receivables from sale of real estate pertain to sold real estate inventories at various terms of payments, which are generally non-interest bearing.

The Company assigned billed and unbilled receivables from sale of real estate on a without recourse basis to local banks amounting to ₱6,967 million and ₱4,131 million for the years ended December 31, 2024 and 2023, respectively (see Note 19).

The Company also has assigned billed and unbilled receivables from real estate on a with recourse basis to local banks. The outstanding balance as at December 31, 2024 and 2023 is nil and ₱217 million, respectively. The fair value of the assigned receivables and the related liability from assigned receivables approximates their costs. The related liability is included in Others under "Accounts payable and other current liabilities" account, bear interest rates of 5.00% to 6.50% as at December 31, 2023 (see Note 16).

The total cost of related financing recorded under interest expense amounted to ₱78 million, ₱717 million and ₱18 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 22).

- Accrued interest and other receivables are normally collected throughout the next financial period.



Interest income earned from receivables totaled ₱171 million, ₱232 million and ₱149 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 22).

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.

There is no allowance for ECLs on unbilled revenue from sale of real estate as of December 31, 2024 and 2023. The movements in the allowance for ECLs related to receivables from rent are as follows:

	2024	2023
	<i>(In Thousands)</i>	
At beginning of year	<b>₱777,378</b>	₱721,482
Provisions (reversals) - net	<b>(3,128)</b>	55,896
At end of year	<b>₱774,250</b>	₱777,378

The aging analysis of receivables and unbilled revenue from sale of real estate as at December 31 are as follows:

	2024	2023
	<i>(In Thousands)</i>	
Neither past due nor impaired	<b>₱152,472,997</b>	₱128,027,966
Past due:		
Less than 30 days	<b>4,696,082</b>	4,805,072
31–90 days	<b>4,941,344</b>	6,044,097
91–120 days	<b>3,363,747</b>	2,142,720
Over 120 days	<b>6,096,755</b>	6,532,650
Impaired	<b>774,250</b>	777,378
	<b>₱172,345,175</b>	₱148,329,883

Receivables, except for those that are impaired, are assessed by the Company's management as not impaired, good and collectible.

The transaction price allocated to the remaining performance obligations totaling ₱41,525 million and ₱38,087 million as at December 31, 2024 and 2023, respectively, are expected to be recognized over the construction period ranging from one to five years.



## 8. Real Estate Inventories

The movements in this account are as follows:

	Land and Development	Condominium, Residential Units and Subdivision Lots for Sale	Total
<i>(In Thousands)</i>			
Balance as at December 31, 2022	₱43,780,861	₱26,719,164	₱70,500,025
Development cost incurred	22,141,007	—	22,141,007
Cost of real estate sold (see Note 21)	(13,166,920)	(3,493,990)	(16,660,910)
Transfers	(1,902,929)	1,902,929	—
Reclassifications from investment properties (see Note 12)	1,807,712	—	1,807,712
Translation adjustment and others	98,606	341	98,947
Balance as at December 31, 2023	52,758,337	25,128,444	77,886,781
Development cost incurred	17,918,601	103,947	18,022,548
Cost of real estate sold (see Note 21)	(11,962,498)	(7,178,027)	(19,140,525)
Transfers	(3,074,344)	3,074,344	—
Reclassifications from investment properties (see Note 12)	142,699	—	142,699
Translation adjustment	—	16,024	16,024
Balance as at December 31, 2024	<b>₱55,782,795</b>	<b>₱21,144,732</b>	<b>₱76,927,527</b>

Land and development pertains to the Company's on-going residential units and condominium projects. Estimated cost to complete the projects amounted to ₱107,880 million and ₱103,578 million as at December 31, 2024 and 2023, respectively.

Condominium and residential units for sale pertain to completed projects. These are stated at cost as at December 31, 2024 and 2023.

Contract fulfillment assets, included under land and development, pertain to unamortized portion of land cost totaling ₱2,031 million and ₱1,777 million as at December 31, 2024 and 2023, respectively.

## 9. Equity Instruments at FVOCI

This account consists of investments in:

	2024	2023
<i>(In Thousands)</i>		
Shares of stock:		
Listed (see Note 19)	<b>₱21,181,916</b>	₱20,312,735
Unlisted	<b>5,317</b>	5,317
	<b>21,187,233</b>	20,318,052
Less noncurrent portion	<b>20,392,800</b>	19,570,212
	<b>₱794,433</b>	<b>₱747,840</b>

- Listed shares of stock pertain to investments in publicly listed companies.
- Unlisted shares of stock pertain to stocks of private corporations.



Dividend income from investments at FVOCI amounted to ₱527 million, ₱440 million and ₱456 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 19).

The movements in the “Net fair value changes of equity instruments at FVOCI” account are as follows:

	2024	2023
	<i>(In Thousands)</i>	
At beginning of the year	<b>₱16,938,503</b>	₱14,232,514
Unrealized gain due to changes in fair value – net of transfers	<b>869,263</b>	2,705,989
At end of the year	<b>₱17,807,766</b>	₱16,938,503

#### 10. Prepaid Expenses and Other Current Assets

This account consists of:

	2024	2023
	<i>(In Thousands)</i>	
Input and creditable withholding taxes	<b>₱14,039,318</b>	₱12,030,388
Advances and deposits	<b>8,797,734</b>	8,724,322
Prepaid taxes and other prepayments	<b>4,565,703</b>	6,409,923
Supplies and inventories	<b>433,328</b>	420,623
Others	<b>590,625</b>	219,674
	<b>₱28,426,708</b>	₱27,804,930

- Input tax represents VAT paid to suppliers that can be claimed as credit against the future output VAT liabilities without prescription. Creditable withholding tax is the tax withheld by the withholding agents from payments to the Company which can be applied against the income tax payable.
- Advances and deposits pertain to downpayments made to suppliers or contractors to cover preliminary expenses of the contractors in construction projects. The amounts are non-interest bearing and are recouped upon every progress billing payment depending on the percentage of accomplishment. This account also includes construction bonds, rental deposits and advertisements.
- Prepaid taxes and other prepayments consist of prepayments for insurance, real property taxes, rent, and other expenses which are normally utilized within the next financial period.



## 11. Property and Equipment

The movements in this account are as follows:

	Buildings, Land and Leasehold Improvements	Furniture, Fixtures and Other Equipment	ROUA - Office Spaces	Total
<i>(In Thousands)</i>				
<b>Cost</b>				
Balance at December 31, 2022	₱2,427,006	₱1,390,125	₱7,454	₱3,824,585
Additions	185,262	155,844	—	341,106
Disposals	(16,472)	(2,878)	(7,454)	(26,804)
Balance at December 31, 2023	2,595,796	1,543,091	—	4,138,887
Additions	50,837	103,451	—	154,288
Retirement	(30,173)	(8,188)	—	(38,361)
Balance at December 31, 2024	₱2,616,460	₱1,638,354	₱—	₱4,254,814
<b>Accumulated Depreciation and Amortization</b>				
Balance at December 31, 2022	₱1,250,849	₱1,166,442	₱7,454	₱2,424,745
Depreciation and amortization (see Note 21)	78,545	90,940	—	169,485
Disposals	—	(2,879)	(7,454)	(10,333)
Balance at December 31, 2023	1,329,394	1,254,503	—	2,583,897
Depreciation and amortization (see Note 21)	103,007	105,102	—	208,109
Retirement	(22,331)	(8,156)	—	(30,487)
Balance at December 31, 2024	₱1,410,070	₱1,351,449	₱—	₱2,761,519
<b>Net Book Value</b>				
As at December 31, 2023	₱1,266,402	₱288,588	₱—	₱1,554,990
<b>As at December 31, 2024</b>	<b>₱1,206,390</b>	<b>₱286,905</b>	<b>₱—</b>	<b>₱1,493,295</b>

The Company disposed certain properties and equipment in 2024 and 2023. The loss on retirement is recognized in the consolidated statements of income under “Others - net” account



## 12. Investment Properties

The movements in this account are as follows:

	Land, Building and Leasehold Improvements	Building Equipment, Furniture and Others	ROUA - Land	Construction in Progress	Total
	<i>(In Thousands)</i>				
<b>Cost</b>					
Balance as at December 31, 2022	P458,285,480	P56,235,369	P28,168,127	P67,097,946	P609,786,922
Additions	17,022,736	3,108,856	5,719,181	46,548,285	72,399,058
Reclassifications (see Note 8 and 14)	28,178,837	2,449,872	—	(31,252,071)	(623,362)
Translation adjustment	(1,818,843)	(170,288)	(460,661)	(391,352)	(2,841,144)
Disposals	(425,770)	(530,451)	(10,558)	—	(966,779)
Balance as at December 31, 2023	501,242,440	61,093,358	33,416,089	82,002,808	677,754,695
Additions	9,244,408	3,621,649	98,291	54,569,894	67,534,242
Reclassifications (see Note 8 and 14)	16,286,673	2,788,243	—	(16,231,352)	2,843,564
Translation adjustment	917,995	77,636	295,751	124,704	1,416,086
Disposals	(690,721)	(222,151)	—	—	(912,872)
Balance as at December 31, 2024	P527,000,795	P67,358,735	P33,810,131	P120,466,054	P748,635,715
<b>Accumulated Depreciation and Amortization</b>					
Balance as at December 31, 2022	P82,599,898	P35,389,089	P2,531,893	P—	P120,520,880
Depreciation and amortization (see Note 21)	8,748,034	3,979,841	759,413	—	13,487,288
Translation adjustment	(474,488)	(86,870)	(23,937)	—	(585,295)
Disposals	(366,969)	(373,808)	(2,147)	—	(742,924)
Balance as at December 31, 2023	90,506,475	38,908,252	3,265,222	—	132,679,949
Depreciation and amortization (see Note 21)	9,753,913	4,245,234	830,532	—	14,829,679
Translation adjustment	212,105	45,221	11,907	—	269,233
Disposals	(282,864)	(200,203)	—	—	(483,067)
Balance as at December 31, 2024	P100,189,629	P42,998,504	P4,107,661	P—	P147,295,794
<b>Net Book Value</b>					
As at December 31, 2023	P410,735,965	P22,185,106	P30,150,867	P82,002,808	P545,074,746
<b>As at December 31, 2024</b>	<b>P426,811,166</b>	<b>P24,360,231</b>	<b>P29,702,470</b>	<b>P120,466,054</b>	<b>P601,339,921</b>





The Company disposed certain investment properties in 2024 and 2023. The gain or loss on disposal is recognized in the consolidated statements of income under “Others - net” account.

Portions of investment properties located in China with total carrying value of ₱1,539 million and ₱1,455 million as at December 31, 2024 and 2023, respectively are mortgaged as collaterals to secure domestic borrowings (see Note 17).

Consolidated rent income from investment properties amounted to ₱78,674 million, ₱72,114 million and ₱58,244 million for the years ended December 31, 2024, 2023 and 2022, respectively.

Consolidated operating expenses from investment properties, which generate income, amounted to ₱42,263 million, ₱40,120 million and ₱30,598 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 21).

Construction in progress amounting to ₱120,466 million and ₱82,003 million as at December 31, 2024 and 2023, respectively includes shopping mall complex under construction, land and commercial building constructions.

The outstanding contracts with various contractors related to the construction of on-going projects are valued at ₱63,362 million and ₱78,353 million as at December 31, 2024 and 2023, respectively, inclusive of overhead, cost of labor and materials and all other costs necessary for the proper execution of works.

Interest capitalized to the construction of investment properties amounted to ₱7,446 million, ₱5,791 million and ₱4,814 million for the years ended December 31, 2024, 2023 and 2022, respectively. Capitalization rates used range from 2.46% to 5.75%, from 2.27% to 5.38%, and from 2.35% to 5.22% for the years ended December 31, 2024, 2023 and 2022, respectively.

The most recent fair value of investment properties is determined by an independent appraiser who holds a recognized and relevant professional qualification. The fair values of investment properties were based on income approach and sales comparison approach. The fair value represents the amount at which the assets can be exchanged between a knowledgeable, willing seller and a knowledgeable, willing buyer in an arm’s length transaction at the date of valuation, in accordance with International Valuation Standards as set out by the International Valuation Standards Committee.

Other than those investment properties held as collateral, the Company has no restriction on the realizability of its investment properties.



### 13. Investments in Associates and Joint Ventures

The ownership interests in associates and joint ventures accounted for under the equity method mainly consist of the following:

Company	Country of Incorporation	Percentage of Ownership	
		2024	2023
<b>Associates</b>			
Feihua Real Estate (Chongqing) Company Ltd. (FHREC)	People's Republic of China	<b>50.00</b>	50.00
Ortigas Land Corporation (OLC)	Philippines	<b>39.96</b>	39.96
<b>Joint Ventures</b>			
Winsome Development Corporation*	Philippines	<b>51.00</b>	51.00
Willin Sales, Inc.*	- do -	<b>51.00</b>	51.00
Willimson, Inc. *	- do -	<b>51.00</b>	51.00
Waltermart Ventures, Inc. *	- do -	<b>51.00</b>	51.00
WM Development, Inc. *	- do -	<b>51.00</b>	51.00
WM Shopping Center Management Inc.*	- do -	<b>51.00</b>	51.00
Metro Rapid Transit Service Inc.	- do -	<b>51.00</b>	51.00
ST 6747 Resources Corporation (STRC)	- do -	<b>50.00</b>	50.00

\*collectively, Waltermart

The movements in this account are as follows:

	Associates	Joint Ventures	Total
		(In Thousands)	
Balance as at December 31, 2022	₱20,890,859	₱9,687,461	₱30,578,320
Equity in net earnings	1,273,549	889,062	2,162,611
Dividends	(130,928)	(128,774)	(259,702)
Translation	(50,034)	—	(50,034)
Balance as at December 31, 2023	21,983,446	10,447,749	32,431,195
Equity in net earnings	1,118,823	924,187	2,043,010
Dividends	(1,284,813)	(151,468)	(1,436,281)
Translation and others	22,104	48,331	70,435
<b>Balance as at December 31, 2024</b>	<b>₱21,839,560</b>	<b>₱11,268,799</b>	<b>₱33,108,359</b>

The carrying value of investment in OLC amounted to ₱21,544 million and ₱20,615 million as at December 31, 2024 and 2023, respectively, which consists of its proportionate share in the net assets of OLC and fair value adjustments. The share in profit, net of dividend received of OLC amounted to ₱929 million, ₱1,142 million and ₱940 million for the years ended December 31, 2024, 2023 and 2022, respectively.

The carrying value of investment in FHREC amounted to ₱295 million and ₱1,368 million as at December 31, 2024 and 2023, respectively. The dividend received from FHREC amounted to ₱1,095 million and nil as at December 31, 2024 and 2023, respectively.

The carrying values of investments in Waltermart amounted to ₱8,710 million and ₱8,152 million as at December 31, 2024 and 2023, respectively. The aggregate share in profit and total comprehensive income, net of dividends received amounted to ₱558 million, ₱513 million and ₱283 million for the years ended December 31, 2024, 2023 and 2022, respectively.



The carrying value of investment in STRC amounted to ₱2,559 million and ₱2,296 million as at December 31, 2024 and 2023, respectively. The aggregate share in profit and total comprehensive income amounted to ₱263 million, ₱248 million and ₱172 million for the years ended December 31, 2024, 2023 and 2022, respectively.

#### 14. Other Noncurrent Assets

This account consists of:

	2024	2023
	<i>(In Thousands)</i>	
Receivables from sale of real estate - net of current portion* (see Note 7)	<b>₱79,064,021</b>	₱70,600,303
Bonds and deposits	<b>42,946,111</b>	46,894,238
Escrow and time deposits (see Note 19)	<b>3,803,029</b>	3,656,453
Deferred input tax	<b>606,950</b>	779,864
Others (see Note 23)	<b>369,367</b>	540,616
	<b>₱126,789,478</b>	₱122,471,474

*\*Pertains to noncurrent portion of unbilled revenue from sale of real estate (see Note 7).*

- Bonds and deposits consist of deposits to contractors and suppliers to be applied throughout construction and advances, deposits paid for leased properties to be applied at the last term of the lease and advance payments for land acquisitions which will be applied against the purchase price of the properties upon fulfillment by both parties of certain undertakings and conditions. Bonds and deposits related to land acquisitions amounting to ₱2,986 million and ₱1,184 million were reclassified to investment properties as at December 31, 2024 and 2023, respectively (see Note 12).
- Cash in escrow amounting to ₱690 million and ₱711 million as at December 31, 2024 and 2023, respectively, pertains to the amounts deposited in the account of an escrow agent as required by the Department of Human Settlements and Urban Development in connection with the incentive compliance provisions of the Urban Development and Housing Act. Interest income earned from the cash in escrow amounted to ₱40 million, ₱25 million and ₱6 million for the years ended December 31, 2024, 2023 and 2022 respectively (see Note 22).
- Time deposits amounting to ₱3,113 million and ₱2,945 million as at December 31, 2024 and 2023, respectively, were used as collateral for use of credit lines obtained by the Company. Interest income earned amounted to ₱71 million, ₱38 million and ₱94 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 22).

#### 15. Loans Payable

This account consists of unsecured Philippine peso and China yuan renminbi denominated loans obtained from local and foreign banks amounting to ₱17,312 million and ₱4,289 million as at December 31, 2024 and 2023, respectively, with due dates of less than one year. These loans bear weighted average interest rates of 5.35% and 3.56% and China loan prime rate (LPR) in 2024 and 2023.

Interest expense incurred from loans payable amounted to ₱662 million, ₱258 million and ₱160 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 22).



## 16. Accounts Payable and Other Current Liabilities

This account consists of:

	2024	2023
	(In Thousands)	
Trade:		
Third parties	<b>₱58,150,715</b>	₱51,450,265
Related parties (see Note 19)	<b>220,389</b>	205,653
Tenants' and customers' deposits* (see Note 25)	<b>43,023,059</b>	39,678,216
Accrued operating expenses	<b>17,868,320</b>	15,834,744
Deferred output VAT	<b>17,410,460</b>	14,411,482
Lease liabilities	<b>13,150,290</b>	13,313,112
Retention payable	<b>11,084,821</b>	8,834,072
Liability for purchased land	<b>3,005,332</b>	5,042,435
Accrued interest (see Note 19)	<b>2,674,852</b>	2,827,101
Payable to government agencies	<b>1,049,077</b>	854,877
Nontrade	<b>432,467</b>	437,049
Others (see Note 7)	<b>2,319,562</b>	2,829,546
	<b>170,389,344</b>	155,718,552
Less noncurrent portion	<b>66,600,383</b>	56,633,701
	<b>₱103,788,961</b>	₱99,084,851

\* Includes unearned revenue from sale of real estate amounting to ₱9,023 million and ₱7,018 million as at December 31, 2024 and 2023, respectively, out of which ₱2,095 million and ₱2,129 million were recognized as revenue in 2024 and 2023, respectively.

The terms and conditions of the above liabilities follow:

- Trade payables primarily consist of liabilities to suppliers and contractors, which are non-interest bearing and are normally settled within a 30-day term.
- Accrued operating expenses pertain to accrued selling, general and administrative expenses which are normally settled throughout the financial period. Accrued operating expenses consist of:

	2024	2023
	(In Thousands)	
Payable to contractors	<b>₱11,406,989</b>	₱9,400,962
Utilities	<b>2,375,023</b>	2,468,876
Marketing and advertising and others	<b>4,086,308</b>	3,964,906
	<b>₱17,868,320</b>	₱15,834,744

- Deferred output VAT represents output VAT on unpaid portion of recognized receivable from sale of real estate. This amount is reported as output VAT upon collection of the receivables. Deferred output VAT included in "Other noncurrent liabilities" amounted to ₱16,588 million and ₱13,843 million as at December 31, 2024 and 2023, respectively.
- Lease liabilities included in "Other noncurrent liabilities" amounted to ₱12,991 million and ₱13,181 million as at December 31, 2024 and 2023, respectively. Interest on lease liabilities included under "Others - net" in the consolidated statements of income amounted to ₱336 million, ₱366 million and ₱437 million for the years ended December 31, 2024, 2023 and 2022, respectively.



- Retention payable pertains to the amount withheld by the Company from the contractors' progress billings which will be released after the guarantee period. The retention serves as a security from the contractor should there be defects in the project.
- Liability for purchased land, payable to government agencies, accrued interest and other payables are normally settled throughout the financial period.



## 17. Long-term Debt

This account consists of:

	Availment Date	Maturity Date	Weighted Average Interest Rate	Outstanding Balance	
				2024	2023
				(In Thousands)	
Philippine peso-denominated loans	September 1, 2014 - December 26, 2024	April 25, 2024 - April 22, 2032	Floating BVAL + margin; Fixed - 5.58%	₱287,331,190	₱269,313,740
U.S. dollar-denominated loans*	April 15, 2019 - August 27, 2024	February 28, 2024 - August 10, 2029	SOFR + spread; quarterly	76,161,303	84,350,144
China yuan renminbi-denominated loans**	May 6, 2021 - December 27, 2024	April 20, 2026 - June 24, 2037	LPR, SOFR; annually; Fixed - 3.65%	10,830,711	10,590,461
				374,323,204	364,254,345
Less debt issue cost				1,715,421	1,885,738
				372,607,783	362,368,607
Less current portion				89,287,442	67,746,351
				₱283,320,341	₱294,622,256

*BVAL – Bloomberg Valuation Service*

*SOFR – Secured Overnight Financing Rate*

*\*Hedged against foreign exchange and interest rate risks using derivative instruments*

*\*\*Secured by portions of investment properties located in China (see Note 12)*



### Debt Issue Cost

The movements in unamortized debt issue cost of the Company follow:

	<b>2024</b>	2023
	<i>(In Thousands)</i>	
Balance at beginning of the year	<b>₱1,885,738</b>	₱2,112,928
Additions	<b>655,334</b>	645,502
Amortization	<b>(825,651)</b>	(872,692)
Balance at end of the year	<b>₱1,715,421</b>	₱1,885,738

Amortization of debt issuance costs is recognized in the consolidated statements of income under “Others - net” account.

### Repayment and Debt Issue Cost Schedule

The repayments of long-term debt are scheduled as follows:

	Gross	Debt Issue Cost	Net
	<i>(In Thousands)</i>		
Within 1 year	₱89,971,706	₱684,264	₱89,287,442
More than 1 year to 5 years	248,774,402	994,826	247,779,576
More than 5 years	35,577,096	36,331	35,540,765
	<b>₱374,323,204</b>	<b>₱1,715,421</b>	<b>₱372,607,783</b>

The loan agreements of the Company provide certain restrictions and requirements principally with respect to maintenance of required financial ratios and material change in ownership or control. As at December 31, 2024 and 2023, the Company is in compliance with the terms of its loan covenants.

Interest expense from long-term debt charged to profit or loss amounted to ₱13,194 million, ₱12,989 million and ₱11,288 million for the years ended December 31, 2024, 2023 and 2022, respectively (see Note 22).

## **18. Equity**

### Capital Stock

As at December 31, 2024 and 2023, the Company has an authorized capital stock of 40,000 million with a par value of ₱1 a share, of which 33,166 million shares were issued. The Company has 28,856 million outstanding shares as at December 31, 2024 and 2023.

The following summarizes the information on SMPH's registration of securities under the Securities Regulation Code:

Date of SEC Approval/ Notification to SEC	Authorized Shares	No. of Shares Issued	Issue/Offer Price
March 15, 1994	10,000,000,000	–	₱–
April 22, 1994	–	6,369,378,049	5.35
May 29, 2007	10,000,000,000	–	–
May 20, 2008	–	912,897,212	11.86
October 14, 2010	–	569,608,700	11.50
October 10, 2013	20,000,000,000	15,773,765,315	19.50



SMPH declared stock dividends in 2012, 2007, 1996 and 1995. The total number of shareholders is 2,313 and 2,330 as at December 31, 2024 and 2023, respectively.

#### Additional Paid-in Capital - Net

Following represents the nature of the consolidated “Additional paid-in capital - net”:

	2024	2023
	<i>(In Thousands)</i>	
Paid-in subscriptions in excess of par value	<b>₱33,549,808</b>	₱33,549,808
Net equity adjustments from common control business combinations	<b>9,354,060</b>	9,354,060
Arising from net sale (acquisition) of non-controlling interests (see Note 2)	<b>(4,739,695)</b>	(4,743,968)
<u>As presented in the consolidated balance sheets</u>	<u><b>₱38,164,173</b></u>	<u><b>₱38,159,900</b></u>

#### Retained Earnings

In 2024, the BOD approved the declaration of cash dividend of ₱0.346 per share or ₱9,992 million to stockholders of record as of May 8, 2024, ₱8 million of which was received by SMDC. This was paid on May 22, 2024. In 2023, the BOD approved the declaration of cash dividend of ₱0.237 per share or ₱6,844 million to stockholders of record as of May 10, 2023, ₱5 million of which was received by SMDC. This was paid on May 24, 2023. In 2022, the BOD approved the declaration of cash dividend of ₱0.097 per share or ₱2,801 million to stockholders of record as of May 11, 2022, ₱2 million of which was received by SMDC. This was paid on May 24, 2022.

On December 9, 2024, the Company’s BOD approved the appropriation of retained earnings amounting to ₱100,000 million. On the same date, the BOD approved the reversal of appropriated retained earnings amounting to ₱42,200 million.

As at December 31, 2024 and 2023, the retained earnings appropriated amounted to ₱100,000 million and ₱42,200 million, respectively, for planned construction projects and land banking activities. This represents a continuing appropriation to cover the Company’s capital expenditures. Approval of expansions and new projects is delegated by the BOD to the Executive Committee of the Company.

The unappropriated retained earnings account is restricted for the payment of dividends to the extent of the accumulated equity in net earnings of subsidiaries, associates and joint ventures and the balance of treasury stock until such time that the Parent Company receives the dividends from its subsidiaries, associates and joint ventures. The retained earnings available for dividend declaration amounted to ₱77,131 million and ₱115,550 million as at December 31, 2024 and 2023, respectively.

#### Treasury Stock

As at December 31, 2024 and 2023, this includes 4,310 million reacquired capital stock and shares held by a subsidiary stated at acquisition cost of ₱2,985 million.

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## 19. Related Party Transactions

Parties are considered to be related if one party has the ability, directly and indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.





### Terms and Conditions of Transactions with Related Parties

There have been no guarantees/collaterals provided or received for any related party receivables or payables. For the years ended December 31, 2024 and 2023, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial period through examining the financial position of the related party and the market in which the related party operates. Settlement of the outstanding balances normally occur in cash. The Company has approval process and established limits when entering into material related party transactions.

The significant transactions entered into by the Company with its related parties and the amounts included in the accompanying consolidated financial statements with respect to these transactions follow:

	Amount of Transactions			Outstanding Amount [Asset (Liability)]		Terms	Conditions
	2024	2023	2022	2024	2023		
(In Thousands)							
<b>Ultimate Parent</b>							
Rent income	₱75,287	₱69,449	₱64,092	₱–	₱–		
Rent receivable	–	–	–	9,752	7,899	Non-interest bearing	Unsecured; not impaired
Other revenue	36,504	36,414	35,017	–	–		
Other receivable	–	–	–	3,832	2,912	Non-interest bearing	Unsecured; not impaired
Rent expense	67,362	86,787	69,755	–	–		
Trade payable	–	–	–	(72,330)	(34,882)	Non-interest bearing	Unsecured
Dividend income	1,315	1,096	913	–	–		
Equity instruments at FVOCI	–	–	–	131,348	127,403		
<b>Banking and Retail Group</b>							
Cash and cash equivalents	166,265,094	123,293,354	122,886,066	28,105,695	23,451,912	Interest bearing based on prevailing rates	Unsecured; not impaired
Rent income	18,656,542	17,707,839	15,391,640	–	–		
Rent receivable	–	–	–	3,612,659	3,388,569	Non-interest bearing	Unsecured; not impaired
Other revenue	–	90	419	–	–		
Other receivable	–	–	–	8,584	9,355	Non-interest bearing	Unsecured; not impaired
Interest income	1,208,452	1,231,347	664,264	–	–		
Accrued interest receivable	–	–	–	204,768	197,130	Non-interest bearing	Unsecured; not impaired
Dividend income	405,110	324,088	203,455	–	–		
Equity instruments at FVOCI	–	–	–	15,556,215	14,097,820		
Escrow and time deposits	355,967	373,065	196,272	1,351,950	1,277,880	Interest bearing and based on prevailing rates	Unsecured; not impaired
Receivable financed	6,966,786	4,130,907	–	–	–	Without recourse	Unsecured
Loans payable and long-term debt	20,500,000	4,496,888	12,521,075	(28,065,587)	(20,746,834)	Interest bearing	Unsecured
Interest expense	1,436,293	1,716,133	668,384	–	–		
Accrued interest payable	–	–	–	(211,032)	(176,640)	Non-interest bearing	Unsecured
Other expense	225,640	220,182	195,876	–	–		
Trade payable	–	–	–	(124,317)	(159,999)	Non-interest bearing	Unsecured
<b>Other Related Parties</b>							
Rent income	437,784	392,116	314,324	–	–		
Rent receivable	–	–	–	82,581	74,676	Non-interest bearing	Unsecured; not impaired
Other revenue	92,745	90,652	121,004	–	–		
Other receivable	–	–	–	46,031	26,117	Non-interest bearing	Unsecured; not impaired
Rent expense	565	663	410	–	–		
Trade payable	–	–	–	(23,742)	(10,772)	Non-interest bearing	Unsecured



Banking and retail entities and other related parties are affiliate that is neither a parent, subsidiary, nor an associate, with stockholders common to the SM Group or under common control.

Below are the nature of the Company's transactions with the related parties:

Rent

The Company has existing lease agreements for office and commercial spaces with related companies (retail and banking group and other related parties).

Other Revenue

The Company provides management, manpower and other related services.

Dividend Income

The Company's equity instruments at FVOCI of certain affiliates earn income upon the declaration of dividends by the investees.

Cash Placements and Loans

The Company has certain bank accounts and cash placements that are maintained with the banking group. Such accounts earn interest based on prevailing market interest rates (see Note 6).

The Company also availed of bank loans and long-term debt from the banking group and pays interest based on prevailing market interest rates (see Notes 15 and 17).

The Company also entered into financing arrangements with the banking group. There were no assigned receivables on a with recourse basis to the banking group in 2024 and 2023 (see Note 7).

Others

The Company, in the normal course of business, has outstanding receivables from and payables to related companies as at reporting period which are unsecured and normally settled in cash.

Compensation of Key Management Personnel

The aggregate compensation and benefits related to key management personnel for the years ended December 31, 2024, 2023 and 2022 consist of short-term employee benefits amounting to ₱1,531 million, ₱1,495 million and ₱1,130 million, respectively, and post-employment benefits (pension benefits) amounting to ₱222 million, ₱298 million and ₱243 million, respectively.

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## 20. Other Revenues

Details of other revenues follows:

	2024	2023	2022
	<i>(In Thousands)</i>		
Cinema and event ticket sales	<b>₱4,773,138</b>	₱4,020,155	₱2,689,404
Merchandise sales	<b>3,641,275</b>	3,263,194	564,978
Food and beverages	<b>2,661,034</b>	2,339,039	1,786,358
Amusement income	<b>1,328,655</b>	1,337,200	1,093,416
Bowling and ice skating fees	<b>473,092</b>	407,118	335,452
Others (see Note 19)	<b>2,935,162</b>	2,576,469	2,025,600
	<b>₱15,812,356</b>	₱13,943,175	₱8,495,208

Others include advertising income, service fees, parking terminal, sponsorships, commissions and membership revenue.



## 21. Costs and Expenses

This account consists of:

	2024	2023	2022
	<i>(In Thousands)</i>		
Cost of real estate sold (see Note 8)	<b>₱19,140,525</b>	₱16,660,910	₱16,898,568
Administrative (see Note 23)	<b>17,720,115</b>	17,450,432	12,423,180
Depreciation and amortization (see Notes 11 and 12)	<b>15,037,788</b>	13,656,773	12,487,763
Marketing and selling	<b>6,568,920</b>	7,056,076	5,438,162
Business taxes and licenses	<b>6,126,914</b>	5,303,596	4,658,425
Film rentals	<b>2,538,310</b>	2,036,632	1,399,271
Rent (see Notes 19 and 25)	<b>1,414,534</b>	1,324,430	1,130,559
Insurance	<b>470,513</b>	634,148	541,200
Others	<b>3,336,135</b>	2,695,303	1,565,194
	<b>₱72,353,754</b>	₱66,818,300	₱56,542,322

Administrative expenses include utilities, security, janitorial and other outsourced services. Rent expense pertain to variable payments for various lease agreements. Others include bank charges, donations, dues and subscriptions, services fees and transportation and travel.

## 22. Interest Income and Interest Expense

The details of the sources of interest income and interest expense follow:

	2024	2023	2022
	<i>(In Thousands)</i>		
Interest income on:			
Cash and cash equivalents (see Note 6)	<b>₱1,418,363</b>	₱1,450,318	₱1,070,051
Escrow and time deposits (see Note 14)	<b>111,485</b>	62,574	100,034
Others (see Note 7)	<b>171,400</b>	232,335	149,253
	<b>₱1,701,248</b>	₱1,745,227	₱1,319,338

	2024	2023	2022
	<i>(In Thousands)</i>		
Interest expense on:			
Long-term debt (see Note 17)	<b>₱13,194,308</b>	₱12,988,734	₱11,288,049
Loans payable (see Note 15)	<b>661,599</b>	257,559	159,904
Others (see Note 7)	<b>78,117</b>	716,978	17,834
	<b>₱13,934,024</b>	₱13,963,271	₱11,465,787

## 23. Pension Benefits

The Company has funded defined benefit pension plans covering all regular and permanent employees. The benefits are based on employees' projected salaries and number of years of service. The latest actuarial valuation report is as at December 31, 2024.



The following tables summarize the components of the pension plan as at December 31:

Net Pension Cost (included under “Costs and expenses” account under “Administrative”)

	2024	2023	2022
		<i>(In Thousands)</i>	
Current service cost	<b>₱475,599</b>	₱427,647	₱377,990
Past service cost	—	8,897	—
Interest - net	<b>55,459</b>	59,301	28,911
	<b>₱531,058</b>	₱495,845	₱406,901

Net Pension Asset (included under “Other noncurrent assets” account)

	2024	2023
	(In Thousands)	
Fair value of plan assets	₱802,116	₱173,807
Defined benefit obligation	(726,507)	(87,475)
Effect of asset ceiling limit	(19,792)	(19,166)
Net pension asset	₱55,817	₱67,166

Net Pension Liability (included under “Other noncurrent liabilities” account)

	2024	2023
	(In Thousands)	
Defined benefit obligation	₱4,126,138	₱4,672,036
Fair value of plan assets	(3,471,972)	(3,461,552)
Net pension liability	₱654,166	₱1,210,484

The changes in the present value of the defined benefit obligation are as follows:

	2024	2023
	(In Thousands)	
Balance at beginning of the year	₱4,759,511	₱4,107,352
Interest cost	293,221	290,807
Current service cost	475,599	427,647
Past service cost	—	8,897
Actuarial loss (gain) on:		
Experience adjustments	337,380	125,692
Changes in demographic assumptions	29,477	8,277
Changes in financial assumptions	(819,782)	(44,553)
Benefits paid	(226,213)	(183,908)
Transfers	3,452	19,300
Balance at end of the year	₱4,852,645	₱4,759,511



The changes in the fair value of plan assets are as follows:

	2024	2023
	<i>(In Thousands)</i>	
Balance at beginning of year	<b>₱3,635,359</b>	₱3,072,217
Contributions	<b>694,616</b>	570,379
Interest income	<b>238,934</b>	233,738
Transfers	<b>3,452</b>	19,300
Benefits paid	<b>(226,213)</b>	(183,908)
Remeasurement loss	<b>(72,060)</b>	(76,367)
Balance at end of year	<b>₱4,274,088</b>	₱3,635,359

The changes in the effect of asset ceiling limit are as follows:

	2024	2023
	<i>(In Thousands)</i>	
Balance at beginning of year	<b>₱19,166</b>	₱30,264
Interest cost	<b>1,172</b>	2,232
Remeasurement loss	<b>(546)</b>	(13,330)
Balance at end of year	<b>₱19,792</b>	₱19,166

The carrying amounts of the plan assets below equal to its fair values as at December 31, 2024 and 2023.

	2024	2023
	<i>(In Thousands)</i>	
Cash and cash equivalents	<b>₱134,865</b>	₱17,789
Investments in:		
Government securities	<b>2,217,294</b>	1,948,988
Common trust funds	<b>1,591,698</b>	1,267,811
Debt and other securities	<b>297,279</b>	373,905
Other financial assets	<b>32,952</b>	26,866
	<b>₱4,274,088</b>	₱3,635,359

- Cash and cash equivalents include regular savings and time deposits;
- Investments in government securities consist of retail treasury bonds which earn interest based on the prevailing market rates and have maturities ranging from 2026 to 2034;
- Investments in common trust funds pertain to unit investment trust fund;
- Investments in debt and other securities consist of short-term and long-term corporate loans, notes and bonds which earn interest based on the prevailing market rates and have maturities ranging from 2025 to 2029; and
- Other financial assets include accrued interest income on cash deposits held by the Retirement Plan.

Debt and other securities and government securities have quoted prices in active market. The remaining plan assets do not have quoted market prices in active market.

The plan assets have diverse instruments and do not have any concentration of risk.



The following table summarizes the outstanding balances and transactions of the pension plan as at and for the years ended December 31:

	2024	2023
	<i>(In Thousands)</i>	
Cash and cash equivalents	<b>₱134,865</b>	₱17,789
Interest income from cash and cash equivalents	<b>2,962</b>	2,278
Investments in common trust funds	<b>1,591,698</b>	1,267,811
Gain from investments in common trust funds	<b>50,467</b>	73,208

The principal assumptions used in determining pension obligations for the Company's plan are shown below:

	2024	2023
Discount rate	<b>6.0%–6.1%</b>	6.0%–6.4%
Future salary increases	<b>3.0%–6.0%</b>	3.0%–10.0%

Remeasurement effects recognized in OCI at December 31 follow:

	2024	2023	2022
		<i>(In Thousands)</i>	
Actuarial loss (gain)	<b>(₱380,865)</b>	₱165,783	₱414,084
Remeasurement loss (gain) - excluding amounts recognized in net interest cost	<b>(546)</b>	(13,330)	3,585
	<b>(₱381,411)</b>	₱152,453	₱417,669

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as at December 31, 2024 and 2023, respectively, assuming all other assumptions were held constant:

	Increase (Decrease) in Basis Points	Increase (Decrease) in Defined Benefit Obligation
<b>2024</b>		<i>(In Thousands)</i>
<b>Discount rates</b>	<b>100</b>	<b>(₱297,165)</b>
	<b>(100)</b>	<b>340,850</b>
<b>Future salary increases</b>	<b>100</b>	<b>338,292</b>
	<b>(100)</b>	<b>(301,410)</b>
<b>2023</b>		
Discount rates	100	(₱340,764)
	(100)	392,738
Future salary increases	100	383,921
	(100)	(340,136)

The Company and the pension plan has no specific matching strategies between the pension plan assets and the defined benefit obligation under the pension plan.



Shown below is the maturity analysis of the undiscounted benefit payments as at December 31, 2024 and 2023, respectively:

<b>Year 2024</b>	<b>Amount</b>
	<i>(In Thousands)</i>
<b>2025</b>	<b>₱1,443,278</b>
<b>2026</b>	<b>450,807</b>
<b>2027–2028</b>	<b>906,840</b>
<b>2029–2034</b>	<b>3,486,189</b>
<b>Year 2023</b>	<b>Amount</b>
	<i>(In Thousands)</i>
2024	₱1,100,326
2025	422,482
2026–2027	886,111
2028–2033	3,518,907

The Company expects to contribute about ₱775 million to its defined benefit pension plan in 2025.

The weighted average duration of the defined benefit obligation is 7.7 years and 7.9 years as of December 31, 2024 and 2023, respectively.

## 24. Income Tax

The current provision for income tax presented in the consolidated statements of income represents RCIT and MCIT.

The details of the Company's deferred tax assets and liabilities are as follows:

	<b>2024</b>	<b>2023</b>
	<i>(In Thousands)</i>	
Deferred tax assets:		
Lease liabilities	<b>₱2,096,231</b>	₱2,118,078
NOLCO	<b>2,153,337</b>	1,352,600
Excess of fair value over cost of investment properties	<b>500,095</b>	523,436
Unrealized foreign exchange losses	<b>409,533</b>	408,343
Excess MCIT over RCIT	<b>504,076</b>	276,526
Unamortized past service cost	<b>58,881</b>	43,969
Provision for ECLs on receivables	<b>21,875</b>	21,624
Others	<b>303,036</b>	584,606
	<b>6,047,064</b>	5,329,182
Deferred tax liabilities:		
Unrealized gross profit on sale of real estate	<b>(13,397,984)</b>	(11,190,690)
Undepreciated capitalized interest	<b>(3,161,603)</b>	(3,264,860)
ROUA	<b>(1,537,389)</b>	(1,633,055)
Pension asset	<b>(24,475)</b>	(23,770)
Unrealized foreign exchange gains	<b>(53)</b>	(9,945)
Others	<b>(214,540)</b>	(172,599)
	<b>(18,336,044)</b>	(16,294,919)
Net deferred tax liabilities	<b>(₱12,288,980)</b>	(₱10,965,737)



The net deferred tax assets and liabilities are presented in the consolidated balance sheets as follows:

	2024	2023
	<i>(In Thousands)</i>	
Deferred tax assets - net	<b>₱1,634,307</b>	₱1,492,359
Deferred tax liabilities - net	<b>(13,923,287)</b>	(12,458,096)
	<b>(₱12,288,980)</b>	(₱10,965,737)

The reconciliation between the statutory tax rates and the effective tax rates on income before income tax as shown in the consolidated statements of income follows:

	2024	2023	2022
Statutory tax rate	<b>25.00%</b>	25.00%	25.00%
Income tax effects of:			
Equity in net earnings of associates and joint ventures	<b>(0.90)</b>	(1.08)	(1.11)
Interest income subjected to final tax and dividend income exempt from income tax	<b>(0.98)</b>	(0.84)	(0.73)
Others - net	<b>(4.99)</b>	(5.07)	(2.57)
Effective tax rates	<b>18.13%</b>	18.01%	20.59%

Applying the provisions of the Corporate Recovery and Tax Incentives for Enterprises Act, the Company have been subjected to the lower tax rate of 15% optional standard deduction (OSD) to 25% (itemized deduction) of taxable income and 1% MCIT of gross income for 3 years or until June 30, 2023.

The Company's certain real estate sales are registered with the Philippine Board of Investments as a new developer of low-cost mass housing projects. Under such registration, the Company is entitled to a three to four-year income tax holiday incentive for certain projects until 2025-2026.

## 25. Lease Agreements

### Company as Lessor

The Company's lease agreements with its mall and commercial property tenants are generally granted for a term of one year, with the exception of some of the larger tenants operating nationally, which are granted initial lease terms of 5 years for mall tenants and 2 to 20 years for commercial property tenants, renewable on an annual basis thereafter. At the inception of the lease agreement, tenants are required to pay certain amounts of deposits. At the termination of the lease contracts, the deposits received by the Company are returned to tenants, reduced by unpaid rental fees, penalties and/or deductions from repairs of damaged leased properties, if any. Tenants likewise pay either a fixed monthly rent, which is calculated by reference to a fixed sum per square meter of area leased, or pay rent on a percentage rental basis, which comprises of a basic monthly amount and a percentage of gross sales or a minimum set amount, whichever is higher.





The Company's future minimum rent receivables for the noncancellable portions of the operating leases follow:

	2024	2023
	<i>(In Thousands)</i>	
Within one year	<b>₱6,169,363</b>	₱6,311,967
After one year but not more than five years	<b>10,138,289</b>	10,974,649
After more than five years	<b>6,517,536</b>	6,717,996
	<b>₱22,825,188</b>	₱24,004,612

Consolidated rent income amounted to ₱78,674 million, ₱72,114 million and ₱58,244 million for the years ended December 31, 2024, 2023 and 2022, respectively.

#### Company as Lessee

The Company leases certain parcels of land where some of its malls are situated or constructed. The terms of the lease are for periods ranging from 10 to 65 years, renewable for the same period under the same terms and conditions. Rental payments are generally computed based on a certain percentage of the gross rental income or a certain fixed amount, whichever is higher. The Company also has various lease commitments with third party and related parties with noncancellable periods ranging from 5 to 30 years, mostly containing renewal options. Several lease contracts provide for the payment of additional rental based on certain percentage of sales of the tenants.

Amounts recognized in the consolidated statements of income follow:

	2024	2023	2022
	<i>(In Thousands)</i>		
Rent expense (see Note 21)	<b>₱1,414,534</b>	₱1,324,430	₱1,130,559
Depreciation on ROUA (see Notes 11, 12 and 21)	<b>830,528</b>	759,413	818,583
Interest expense on lease liabilities (see Note 16)	<b>335,730</b>	365,867	436,656
	<b>₱2,580,792</b>	₱2,449,710	₱2,385,798

The maturity analysis of the undiscounted lease payments as at December 31, 2024 and 2023, respectively, are presented in Note 26 to the consolidated financial statements.

## **26. Financial Risk Management Objectives and Policies**

The Company's principal financial instruments, other than derivatives, comprise of cash and cash equivalents, accrued interest and other receivables, equity instruments at FVOCI and bank loans. The main purpose of these financial instruments is to finance the Company's operations. The Company has other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Company also enters into derivative transactions, principally, cross currency swaps, principal only swaps, interest rate swaps, foreign exchange forward swaps and non-deliverable forwards. The purpose is to manage the interest rate and foreign currency risks arising from the Company's operations and its sources of finance (see Note 27).



The main risks arising from the Company's financial instruments are interest rate risk, foreign currency risk, liquidity risk, credit risk and equity price risk. The Company's BOD and management review and agree on the policies for managing each of these risks and they are summarized in the following tables.

Interest Rate Risk

The Company's policy is to manage its interest cost using a mix of fixed and floating rate debts. To manage this mix in a cost-efficient manner, it enters into interest rate swaps, in which the Company agrees to exchange, at specified intervals, the difference between fixed and floating rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to economically hedge underlying debt obligations. As at December 31, 2024 and 2023, after considering the effect of interest rate swaps, approximately 70% and 78%, respectively, of its long-term borrowings, are at a fixed rate of interest (see Note 27).



The following tables set out the carrying amount, by maturity, of the Company's long-term financial liabilities that are exposed to interest rate risk as at December 31, 2024 and 2023:

		2024					Total
	Interest Rate	1-<2 Years	2-<3 Years	3-<4 Years	4-<5 Years	=>5 Years	
Philippine peso-denominated loans	BVAL+margin%	₱5,740,000	₱11,635,000	₱13,623,750	₱23,490,000	₱10,467,500	₱64,956,250
U.S. dollar-denominated loans	SOFR + spread	\$100,000	\$200,000	\$50,000	–	\$280,000	37,405,183
China yuan renminbi-denominated loans	LPR	¥248,957	¥368,623	¥163,283	¥21,102	¥413,556	9,632,512
							111,993,945
Less debt issue cost							632,035
							₱111,361,910
		2023					Total
	Interest Rate	1-<2 Years	2-<3 Years	3-<4 Years	4-<5 Years	=>5 Years	
Philippine peso-denominated loans	BVAL+margin%	₱101,250	₱5,740,000	₱11,635,000	₱14,123,750	₱18,557,500	₱50,157,500
U.S. dollar-denominated loans	LIBOR + spread	–	\$100,000	\$200,000	\$100,000	–	22,148,006
China yuan renminbi-denominated loans	LPR	¥168,491	¥277,650	¥366,851	¥156,564	¥212,838	9,221,027
							81,526,533
Less debt issue cost							475,556
							₱81,050,977



*Interest Rate Risk Sensitivity Analysis.* The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant of the Company's income before income tax.

	Increase (Decrease) in Basis Points	Effect on Income Before Income Tax <i>(In Thousands)</i>
<b>2024</b>	<b>100</b>	<b>(P64,973)</b>
	<b>50</b>	<b>(32,487)</b>
	<b>(100)</b>	<b>64,973</b>
	<b>(50)</b>	<b>32,487</b>
<b>2023</b>	<b>100</b>	<b>(P66,447)</b>
	<b>50</b>	<b>(33,223)</b>
	<b>(100)</b>	<b>66,447</b>
	<b>(50)</b>	<b>33,223</b>

Fixed rate debts, although subject to fair value interest rate risk, are not included in the sensitivity analysis as these are carried at amortized costs. The assumed movement in basis points for interest rate sensitivity analysis is based on currently observable market environment, showing a significantly higher volatility as in prior years.

#### Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Company's policy is to manage its foreign currency risk mainly from its debt issuances which are denominated in U.S. dollars by entering into foreign currency swap contracts, cross currency swaps, principal only swaps and nondeliverable forwards aimed at reducing and/or managing the adverse impact of changes in foreign exchange rates on financial performance and cash flow.

The Company's foreign currency-denominated monetary net assets amounted to US\$15 million (P849 million) as at December 31, 2024 and US\$18 million (P1,003 million) as at December 31, 2023

In translating the foreign currency-denominated monetary assets and liabilities to peso amounts, the exchange rates used were P57.85 to US\$1.00 and P55.37 to US\$1.00, the Philippine peso to U.S. dollar exchange rate as at December 31, 2024 and 2023, respectively.

*Foreign Currency Risk Sensitivity Analysis.* The following table demonstrates the sensitivity to a reasonably possible change in U.S. dollar to Philippine peso exchange rate with all other variables held constant, of the Company's income before income tax (due to changes in the fair value of monetary assets, including the impact of derivative instruments). There is no impact on the Company's equity.

	Appreciation (Depreciation) of \$	Effect on Income Before Tax <i>(In Thousands)</i>
<b>2024</b>	<b>1.50</b>	<b>P22,018</b>
	<b>1.00</b>	<b>14,678</b>
	<b>(1.50)</b>	<b>(P22,018)</b>
	<b>(1.00)</b>	<b>(14,678)</b>



	Appreciation (Depreciation) of \$	Effect on Income Before Tax
		(In Thousands)
2023	1.50	₱27,173
	1.00	18,115
	(1.50)	(₱27,173)
	(1.00)	(18,115)

### Liquidity Risk

Liquidity risk arises from the possibility that the Company may encounter difficulties in raising funds to meet commitments from financial instruments or that a market for derivatives may not exist in some circumstance.

The Company seeks to manage its liquidity profile to be able to finance capital expenditures and service maturing debts. To cover its financing requirements, the Company intends to use internally generated funds and proceeds from debt and equity issues.

As part of its liquidity risk management program, the Company regularly evaluates its projected and actual cash flow information and continuously assesses conditions in the financial markets for opportunities to pursue fund-raising initiatives. These initiatives may include bank loans and debt capital and equity market issues.

The Company's financial assets, which have maturities of less than 12 months and used to meet its short-term liquidity needs, include cash and cash equivalents and equity instruments at FVOCI amounting to ₱31,246 million and ₱794 million, respectively, as at December 31, 2024 and ₱31,817 million and ₱748 million, respectively, as at December 31, 2023 (see Notes 6 and 9). The Company also has readily available credit facility with banks and affiliates to meet its long-term financial liabilities.

The tables below summarize the maturity profile of the Company's financial liabilities based on the contractual undiscounted payments as at December 31:

	2024			Total
	Within 1 Year	More than 1 Year to 5 Years	More than 5 Years	
	(In Thousands)			
Loans payable	₱17,363,627	₱—	₱—	₱17,363,627
Accounts payable and other current liabilities*	89,692,528	—	—	89,692,528
Long-term debt (including current portion and interest)	104,984,257	267,950,576	52,683,137	425,617,970
Derivative liabilities	—	50,447	—	50,447
Tenants' deposits - net of current portion**	—	5,703,091	21,120,824	26,823,915
Lease liabilities	889,112	3,547,030	26,976,527	31,412,669
Other noncurrent liabilities***	—	11,052,060	2,086,718	13,138,778
	₱212,929,524	₱288,303,204	₱102,867,206	₱604,099,934

	2023			Total
	Within 1 Year	More than 1 Year to 5 Years	More than 5 Years	
	(In Thousands)			
Loans payable	₱4,384,368	₱—	₱—	₱4,384,368
Accounts payable and other current liabilities*	83,479,886	—	—	83,479,886
Long-term debt (including current portion and interest)	84,426,637	301,795,119	34,890,709	421,112,465
Derivative liabilities	7,423	265,013	—	272,436
Tenants' deposits - net of current portion**	—	24,736,578	269,391	25,005,969
Lease liabilities	874,205	3,539,853	27,505,845	31,919,903
Other noncurrent liabilities***	—	9,039,445	2,103,661	11,143,106
	₱173,172,519	₱339,376,008	₱64,769,606	₱577,318,133

\* Excluding nonfinancial liabilities and lease liabilities amounting to ₱14,097 million and ₱15,598 million as at December 31, 2024 and 2023, respectively.

\*\* Excluding residential customers' deposits amounting to ₱3,705 million and ₱296 million as at December 31, 2024 and 2023, respectively.

\*\*\* Excluding nonfinancial liabilities and lease liabilities amounting to ₱30,233 million and ₱28,235 million as at December 31, 2024 and 2023, respectively.



### Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments (see Notes 6, 7, 9, 10 and 14).

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The fair values of these financial assets are disclosed in Note 27. For receivables from real estate sale, the title of the real estate property is only transferred to the customer if the consideration had been fully paid. In case of default, after enforcement activities, the Company has the right to cancel the sale and enter into another contract to sell to another customer after certain proceedings (e.g. grace period, referral to legal, cancellation process, reimbursement of previous payments) had been completed. Given this, based on the experience of the Company, the maximum exposure to credit risk at the reporting date is nil considering that fair value less cost to repossess of the real estate projects is higher than the exposure at default. The Company evaluates the concentration of risk with respect to trade receivables and unbilled revenue from sale of real estate as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

As at December 31, 2024 and 2023, the financial assets, except for certain receivables, are generally viewed by management as good and collectible considering the credit history of the counterparties (see Note 7). Past due or impaired financial assets are very minimal in relation to the Company's consolidated total financial assets.

*Credit Quality of Financial Assets.* The credit quality of financial assets is managed by the Company using high quality and standard quality as internal credit ratings.

*High Quality.* Pertains to counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal. This normally includes large prime financial institutions, companies and government agencies.

*Standard Quality.* Other financial assets not belonging to high quality financial assets are included in this category.

As at December 31, 2024 and 2023, the credit quality of the Company's financial assets is as follows:

	2024			
	Neither Past Due nor Impaired			
	High Quality	Standard Quality	Past Due	Total
	(In Thousands)			
Financial assets at amortized cost				
Cash and cash equivalents*	₱31,135,445	₱—	₱—	₱31,135,445
Receivables**	232,934	18,760,660	19,097,928	38,091,522
Escrow and time deposits (included under “Other noncurrent assets”)	3,803,029	—	—	3,803,029
Financial assets at FVTPL				
Derivative assets	4,770,827	—	—	4,770,827
Financial assets at FVOCI				
Equity instruments	21,181,916	5,317	—	21,187,233
	₱61,124,151	₱18,765,977	₱19,097,928	₱98,988,056

\* Excluding cash on hand amounting to ₱111 million

\*\* Excluding nonfinancial assets amounting to ₱54,415 million



	2023			Total
	Neither Past Due nor Impaired		Past Due	
	High Quality	Standard Quality	but not Impaired	
(In Thousands)				
<b>Financial assets at amortized cost</b>				
Cash and cash equivalents*	₱31,691,014	₱—	₱—	₱31,691,014
Receivables**	201,498	12,928,120	19,524,538	32,654,156
Cash in escrow (included under “Other noncurrent assets”)	3,656,453	—	—	3,656,453
<b>Financial assets at FVTPL</b>				
Derivative assets	5,524,044	—	—	5,524,044
<b>Financial assets at FVOCI</b>				
Equity instruments	20,312,735	5,317	—	20,318,052
	₱61,385,744	₱12,933,437	₱19,524,538	₱93,843,719

\* Excluding cash on hand amounting to ₱126 million

\*\* Excluding nonfinancial assets amounting to ₱44,298 million

### Equity Price Risk

Equity price risk arises from the changes in the levels of equity indices and the value of individual stocks traded in the stock exchange.

As a policy, management monitors its equity price risk pertaining to its investments in quoted equity securities which are classified as equity instruments designated at FVOCI in the consolidated balance sheets based on market expectations. Material equity investments within the portfolio are managed on an individual basis and all buy and sell decisions are approved by management.

The effect on equity after income tax (as a result of change in fair value of equity instruments at FVOCI as at December 31, 2024 and 2023) due to a possible change in equity indices, based on historical trend of PSE index, with all other variables held constant is as follows:

	2024	
	Change in Equity Price	Effect on Equity
		<i>(In Millions)</i>
Equity instruments at FVOCI	+1.09%	₱242
	-1.09%	(242)
	2023	
	Change in Equity Price	Effect on Equity
		<i>(In Millions)</i>
Equity instruments at FVOCI	+1.63%	₱298
	-1.63%	(298)

### Capital Management

Capital includes equity attributable to the owners of the Parent.

The primary objective of the Company’s capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value.



The Company manages its capital structure and makes adjustments to it, in the light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, pay-off existing debts, return capital to shareholders or issue new shares.

The Company monitors capital using the gearing ratio below as at December 31:

Net Interest-bearing Debt to Total Capital plus Net Interest-bearing Debt

	2024	2023
	<i>(In Thousands)</i>	
Loans payable	<b>₱17,312,356</b>	₱4,288,964
Current portion of long-term debt	<b>89,287,442</b>	67,746,351
Long-term debt - net of current portion	<b>283,320,341</b>	294,622,256
Less cash and cash equivalents	<b>(31,246,171)</b>	(31,816,802)
Total net interest-bearing debt (a)	<b>358,673,968</b>	334,840,769
Total equity attributable to equity holders of the parent	<b>433,093,072</b>	396,196,619
Total net interest-bearing debt and equity attributable to equity holders of the parent (b)	<b>₱791,767,040</b>	₱731,037,388
Gearing ratio (a/b)	45%	46%

## 27. Financial Instruments

### Fair Values

The following table sets forth the carrying values and estimated fair values of financial assets and liabilities and nonfinancial assets, by category and by class, other than those whose carrying values are reasonable approximations of fair values, as at December 31:

	December 31, 2024				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	<i>(In Thousands)</i>				
<b>Financial Assets</b>					
Financial assets at FVTPL:					
Derivative assets	<b>₱4,770,827</b>	<b>₱4,770,827</b>	<b>₱—</b>	<b>₱4,770,827</b>	<b>₱—</b>
Financial assets at amortized cost:					
Escrow and time deposits (included under “Other noncurrent assets”)	<b>3,803,029</b>	<b>3,886,915</b>	<b>—</b>	<b>3,886,915</b>	<b>—</b>
Financial assets at FVOCI:					
Equity instruments	<b>21,187,233</b>	<b>21,187,233</b>	<b>21,181,916</b>	<b>—</b>	<b>5,317</b>
<b>Nonfinancial Assets*</b> (see Note 12)	<b>601,339,921</b>	<b>2,419,846,377</b>	<b>—</b>	<b>—</b>	<b>2,419,846,377</b>
	<b>₱631,101,010</b>	<b>₱2,449,691,352</b>	<b>₱21,181,916</b>	<b>₱8,657,742</b>	<b>₱2,419,851,694</b>
<b>Financial Liabilities</b>					
Financial liabilities at FVTPL:					
Derivative liabilities	<b>₱50,447</b>	<b>₱50,447</b>	<b>₱—</b>	<b>₱50,447</b>	<b>₱—</b>
Loans and borrowings:					
Long-term debt - net of current portion	<b>283,320,341</b>	<b>274,954,185</b>	<b>—</b>	<b>—</b>	<b>274,954,185</b>
Tenants’ deposits - net of current portion**	<b>26,823,915</b>	<b>26,464,167</b>	<b>—</b>	<b>—</b>	<b>26,464,167</b>
Other noncurrent liabilities***	<b>13,138,778</b>	<b>13,064,037</b>	<b>—</b>	<b>—</b>	<b>13,064,037</b>
	<b>₱323,333,481</b>	<b>₱314,532,836</b>	<b>₱—</b>	<b>₱50,447</b>	<b>₱314,482,389</b>

\*Consists of investment properties

\*\*Excluding residential customers’ deposits amounting to ₱3,705 million as at December 31, 2024.

\*\*\*Excluding lease liabilities and nonfinancial liabilities amounting to ₱30,233 million as at December 31, 2024.





December 31, 2023					
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
(In Thousands)					
<b>Financial Assets</b>					
Financial assets at FVTPL:					
Derivative assets	₱5,524,044	₱5,524,044	₱—	₱5,524,044	₱—
Financial assets at amortized cost:					
Escrow and time deposits (included under “Other noncurrent assets”)	3,656,453	3,694,879	—	3,694,879	—
Financial assets at FVOCI:					
Equity instruments	20,318,052	20,318,052	20,312,735	—	5,317
Nonfinancial Assets* (see Note 12)	545,074,746	2,091,266,866	—	—	2,091,266,866
	₱574,573,295	₱2,120,803,841	₱20,312,735	₱9,218,923	₱2,091,272,183
<b>Financial Liabilities</b>					
Financial liabilities at FVTPL:					
Derivative liabilities	₱272,436	₱272,436	₱—	₱272,436	₱—
Loans and borrowings:					
Long-term debt - net of current portion	294,622,256	283,353,643	—	—	283,353,643
Tenants’ deposits - net of current portion**	25,005,969	24,585,217	—	—	24,585,217
Other noncurrent liabilities***	11,143,107	10,997,477	—	—	10,997,477
	₱331,043,768	₱319,208,773	₱—	₱272,436	₱318,936,337

\*Consists of investment properties

\*\*Excluding residential customers’ deposits amounting to ₱296 million as at December 31, 2023.

\*\*\*Excluding lease liabilities and nonfinancial liabilities amounting to ₱28,235 million as at December 31, 2023.

### Fair Value Hierarchy

The Company uses the fair value hierarchy discussed in Note 3 for determining and disclosing the fair value of financial instruments.

During the years ended December 31, 2024 and 2023, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into and out of Level 3 fair value measurements.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate such value:

*Derivative Instruments.* The fair values are based on quotes obtained from counterparties.

*Escrow and Time Deposits* The fair values are based on the discounted value of future cash flows using the prevailing market rates.

*Equity Instruments at FVOCI.* The fair value of investments that are actively traded in organized financial markets is determined by reference to quoted market bid prices at the close of business.

*Long-term Debt.* Fair value is based on the following:

Debt Type	Fair Value Assumptions
Fixed Rate Loans	Estimated fair value is based on the discounted value of future cash flows using the applicable rates for similar types of loans. Discount rates used is based on the prevailing market rate as at December 31, 2024 and 2023.



Debt Type	Fair Value Assumptions
Variable Rate Loans	For variable rate loans that re-price every three months, the carrying value approximates the fair value because of recent and regular repricing based on current market rates. For variable rate loans that re-price every six months, the fair value is determined by discounting the principal amount plus the next interest payment amount using the prevailing market rate as at December 31, 2024 and 2023 up to the next repricing date. Discount rates used is based on the prevailing market rate.

*Tenants' Deposits, Liability for Purchased Land and Other Noncurrent Liabilities.* The estimated fair value is based on the discounted value of future cash flows using the applicable rates. The discount rates used range from 1.08% to 7.03% and 2.08% to 6.91% as at December 31, 2024 and 2023, respectively.

The Company assessed that the carrying values of cash and cash equivalents, receivables, bank loans and accounts payable and other current liabilities approximate their fair values due to the short-term nature and maturities of these financial instruments.

There were no financial instruments subject to an enforceable master netting arrangement that were not set-off in the consolidated balance sheets.

*Nonfinancial Assets.* The significant assumptions used in the most recent valuation as at December 31, 2024 and 2021 are discount rates of 9% to 10% and 8.00% to 9.00%, respectively, and average growth rate of 5.00%. Fair values based on market approach were assessed using sales comparison of similar asset.

#### Derivative Instruments Accounted for as Cash Flow Hedges

As at December 31, 2024, details of outstanding arrangements to hedge both foreign currency and interest rate exposure on its foreign currency denominated debts as follow:

	December 31, 2024					
	Notional Amount	Agreed Equivalent	Fair Value	Swap Rate	Interest Rate	Maturity
	<i>(In Thousands)</i>					
Interest Rate Swaps	\$670,000	₱–	₱1,629,075	₱–	2.29%-2.66%	2025-2026
Foreign Exchange Forward Swaps	\$800,000	₱45,118,895	1,622,679	₱55.28-₱60.39	–	2025-2026
Principal Only Swaps	\$220,000	¥1,434,535	821,749	¥6.47-¥6.68	–	2026-2027
Cross Currency Swaps	\$280,000	¥1,991,925	646,877	¥7.09-¥7.13	3.39%-3.46%	2029
			₱4,720,380			
	December 31, 2023					
	Notional Amount	Agreed Equivalent	Fair Value	Swap Rate	Interest Rate	Maturity
	<i>(In Thousands)</i>					
Interest Rate Swaps	\$670,000	₱–	₱2,803,247	–	2.29%-2.66%	2025-2026
Cross Currency Swaps	\$150,000	₱7,276,500	1,096,049	₱48.50-₱48.52	3.64%-3.70%	2024
Cross Currency Swaps	\$286,000	¥1,919,208	962,344	¥6.69-¥6.72	3.86%-3.97%	2024
Principal Only Swaps	\$270,000	¥1,753,285	281,166	¥6.38-¥6.68	–	2026-2027
Foreign Exchange Forward Swaps	\$800,000	₱44,725,405	108,802	₱53.94-₱60.39	–	2024-2026
			₱5,251,608			



As the term of the swaps have been negotiated to match the terms of the hedged loans, the hedges were assessed to be effective.

The net movements in fair value of all derivative instruments are as follows:

	<b>December 31, 2024</b>	December 31, 2023
	<i>(In Thousands)</i>	
Balance at beginning of period	<b>₱5,251,608</b>	₱7,024,421
Net changes in fair value during the period*	<b>1,803,201</b>	(1,206,733)
Fair value of settled derivatives	<b>(2,334,429)</b>	(566,080)
Balance at end of year	<b>₱4,720,380</b>	₱5,251,608

\*Includes fair value changes recognized in the consolidated statement of income under "Others – net".

## 28. EPS Computation

Basic/diluted EPS is computed as follows:

	<b>2024</b>	2023	2022
	<i>(In Thousands, Except Per Share Data)</i>		
Net income attributable to equity holders of the parent (a)	<b>₱45,631,764</b>	₱40,010,501	₱30,099,799
Common shares issued (see Note 18)	<b>33,166,300</b>	33,166,300	33,166,300
Less weighted average number treasury stock (see Note 18)	<b>4,309,888</b>	4,309,888	4,309,888
Weighted average number of common shares outstanding (b)	<b>28,856,412</b>	28,856,412	28,856,412
Earnings per share (a/b)	<b>₱1.581</b>	₱1.387	₱1.043

## 29. Change in Liabilities Arising from Financing Activities

Movements in loans payable, long-term debt and lease liabilities accounts are as follows (see Notes 15, 16 and 17):

	<b>2024</b>			<b>2023</b>		
	<b>Loans Payable</b>	<b>Long-term Debt</b>	<b>Lease Liabilities</b>	<b>Loans Payable</b>	<b>Long-term Debt</b>	<b>Lease Liabilities</b>
	<i>(In Thousands)</i>					
Balance at beginning of year	<b>₱4,288,964</b>	<b>₱362,368,607</b>	<b>₱13,313,112</b>	₱5,422,524	₱346,974,612	₱13,473,170
Availments	<b>86,630,583</b>	<b>78,970,654</b>	–	28,516,941	83,045,972	–
Payments	<b>(73,673,067)</b>	<b>(72,198,246)</b>	<b>(897,760)</b>	(29,563,823)	(66,701,374)	(874,140)
Cumulative translation adjustment and foreign exchange movement	<b>65,876</b>	<b>3,466,768</b>	–	(86,678)	(950,603)	–
Others	–	–	<b>734,938</b>	–	–	714,082
Balance at end of year	<b>₱17,312,356</b>	<b>₱372,607,783</b>	<b>₱13,150,290</b>	₱4,288,964	₱362,368,607	₱13,313,112

There are no non-cash changes in accrued interest and dividends payable.

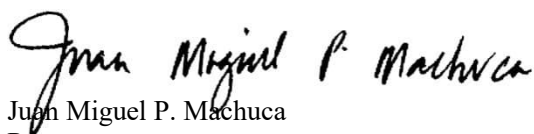


## **INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES**

The Stockholders and the Board of Directors  
SM Prime Holdings, Inc.  
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

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of SM Prime Holdings, Inc. and Subsidiaries (the Company) as at December 31, 2024, and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated February 17, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.



Juan Miguel P. Machuca  
Partner

CPA Certificate No. 116998

Tax Identification No. 226-074-253

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-140-2024, February 28, 2024, valid until February 27, 2027

PTR No. 10465328, January 2, 2025, Makati City

February 17, 2025



**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**INDEX TO THE SUPPLEMENTARY SCHEDULES**  
**December 31, 2024**

Annex A. Reconciliation of Retained Earnings Available for Dividend Declarations

Annex B. Supplementary Schedules required by Revised SRC Rule 68, Part II Annex 68-J

- Schedule A. Financial Assets
- Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)
- Schedule C. Amounts Receivable from Related Parties which are Eliminated During the Consolidation of Financial Statements
- Schedule D. Long-term Debt
- Schedule E. Indebtedness to Related Parties
- Schedule F. Guarantees of Securities of Other Issuers
- Schedule G. Capital Stock

Annex C. Map of Relationship of the Companies within the Group

## **ANNEX A**

**SM Prime Holdings, Inc.**  
7/F MOA Square, Seashell Lane Cor. Coral Way,  
Mall of Asia Complex, Brgy. 76 Zone 10, CBP-1A, Pasay City 1300

### **Reconciliation of Retained Earnings Available for Dividend Declaration December 31, 2024**

<b>Unappropriated Retained Earnings as at January 1, 2024</b>		<b>₱115,549,909</b>
<b>Add: <u>Category A</u>: Items that are directly credited to</b>		
<b>Unappropriated Retained Earnings</b>		
Reversal of Retained Earnings Appropriation		42,200,000
<b>Less: <u>Category B</u>: Items that are directly debited to</b>		
<b>Unappropriated Retained Earnings</b>		
Dividend declaration during the reporting period	(9,992,214)	
Retained Earnings appropriated during the reporting period	(100,000,000)	(109,992,214)
<b>Unappropriated Retained Earnings, as adjusted</b>		<b>47,757,695</b>
<b>Add: Net Income for the current year</b>		<b>45,230,296</b>
<b>Less: <u>Category C.1</u>: Unrealized income recognized in the profit</b>		
<b>or loss during the reporting period (net of tax)</b>		
Equity in net income of subsidiaries, associates and joint ventures, net of dividends declared	(15,875,156)	
<b>Add: <u>Category F</u>: Other items that should be excluded</b>		
<b>from the determination of the amount of available for</b>		
<b>dividends distribution</b>		
Net movement in deferred tax asset	(103)	
Net movement in deferred tax asset and deferred tax liabilities related to set-up of right of use assets and lease liabilities	17,899	
Subtotal		<b>(15,857,360)</b>
<b>Total Retained Earnings as at December 31, 2024 available for dividend declaration</b>		<b>₱77,130,631</b>

**ANNEX B**

**SM Prime Holdings, Inc.**  
**7/F MOA Square, Seashell Lane cor. Coral Way,**  
**Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City 1300**

**Supplementary Schedules As Required by SRC Rule 68, Annex 68-J**  
**December 31, 2024**

**Schedule A: Financial Assets**

Name of issuing Entity and association of each issue	Number of Shares or Principal Amount of Bonds and Notes	Amount Shown in the Balance Sheet	Income Received and Accrued
<b>Financial Assets at Amortized Cost*</b>			
Temporary investments:			
BDO Unibank, Inc. (BDO)	₱25,337,636	₱25,337,636	
China Banking Corporation (CHIB)	₱725,535	725,535	
Industrial and Commercial Bank of China (ICBC)	¥400	3,170	
Bank of China	¥70,000	554,722	
Metrobank (China) Limited Xiamen Branch	¥20,000	158,492	
Others	₱70,227	70,227	
Escrow and time deposits on hold (under Other Noncurrent Assets)			
ICBC	¥309,300	2,451,079	
BDO	₱647,462	647,462	
CHIB	₱704,488	704,488	
		₱30,652,811	₱1,521,916
*Excluding cash on hand and in banks			
<b>Financial Assets at Fair Value through Profit or Loss</b>			
Derivative assets	₱4,770,827	₱4,770,827	₱—
<b>Financial Assets at Fair Value through Other Comprehensive Income</b>			
BDO Unibank, Inc.	108,029,274 shares	₱15,556,215	
Ayala Corporation	7,690,430 shares	4,606,568	
Shang Properties, Inc.	189,350,548 shares	746,041	
SM Investments Corporation	146,104 shares	131,347	
ACEN Corporation	23,071,290 shares	92,285	
Republic Glass Holdings Corporation	14,230,000 shares	39,133	
Picop Resources, Inc.	40,000,00 shares	8,200	
Prime Media Holdings, Inc.	500,000 shares	1,065	
Benguet Corporation	266,757 shares	1,059	
Philippine National Bank	112 shares	3	
Others	8,082,270 shares	5,317	
		₱21,187,233	₱527,475
		<b>₱56,610,871</b>	<b>₱2,049,391</b>

**ANNEX B****Schedule B. Amounts Receivables from Directors, Officers, Employees, and Principal Stockholders (Other than Related Parties) - Not Applicable****Schedule C: Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements***(Amounts in Thousands)*

<b>Name and Designation of Debtor</b>	<b>Balance at Beginning of Period</b>	<b>Net movement</b>	<b>Amounts Written Off</b>	<b>Current</b>	<b>Not Current</b>	<b>Balance at End of Period</b>
San Lazaro Holdings Corporation	₱1,364,862	₱32,480	₱–	₱1,397,342	₱–	₱1,397,342
Costa del Hamilo, Inc. and Subsidiary	768,802	(8,580)	–	760,222	–	760,222
SM Development Corporation and Subsidiaries	733,793	(49,077)	–	684,716	–	684,716
Mindpro Incorporated	480,999	(1,789)	–	479,210	–	479,210
SM Prime Holdings, Inc.	286,425	154,864	–	441,289	–	441,289
Premier Clark Complex, Inc	170,300	184,812	–	355,112	–	355,112
SM Land (China) Limited and Subsidiaries	3,863,544	(3,543,645)	–	319,899	–	319,899
Prime Commercial Property Management Corp. and Subsidiaries	276,578	(22,370)	–	254,208	–	254,208
Associated Development Corporation	48,310	(6)	–	48,304	–	48,304
Tagaytay Resort and Development Corporation	36,603	(1,237)	–	35,366	–	35,366
Premier Central, Inc. and Subsidiary	78,213	(51,540)	–	26,673	–	26,673
First Asia Realty Development Corporation	33,120	(10,583)	–	22,537	–	22,537
SM Arena Complex Corporation	50,545	(37,904)	–	12,641	–	12,641
SM Hotels and Conventions Corp. and Subsidiaries	57,479	(45,950)	–	11,529	–	11,529
MOA Esplanade Port Inc.	6,081	3,910	–	9,991	–	9,991
Consolidated Prime Dev Corp.	13,743	(4,344)	–	9,399	–	9,399
Highlands Prime, Inc.	13,255	(4,345)	–	8,910	–	8,910
Premier Southern Corp.	28,938	(23,998)	–	4,940	–	4,940
Southernpoint Properties Corp.	42,185	(37,883)	–	4,302	–	4,302
CHAS Realty and Development Corporation and Subsidiaries	3,718	(147)	–	3,571	–	3,571
First Leisure Ventures Group Inc.	3,721	(1,482)	–	2,239	–	2,239
Prime Metroestate, Inc.	4,272	(3,074)	–	1,198	–	1,198
SMPHI SG Holdings Pte. Ltd.	-	532	–	532	–	532
	<b>₱8,365,486</b>	<b>(₱3,471,356)</b>	<b>₱–</b>	<b>₱4,984,130</b>	<b>₱–</b>	<b>₱4,984,130</b>



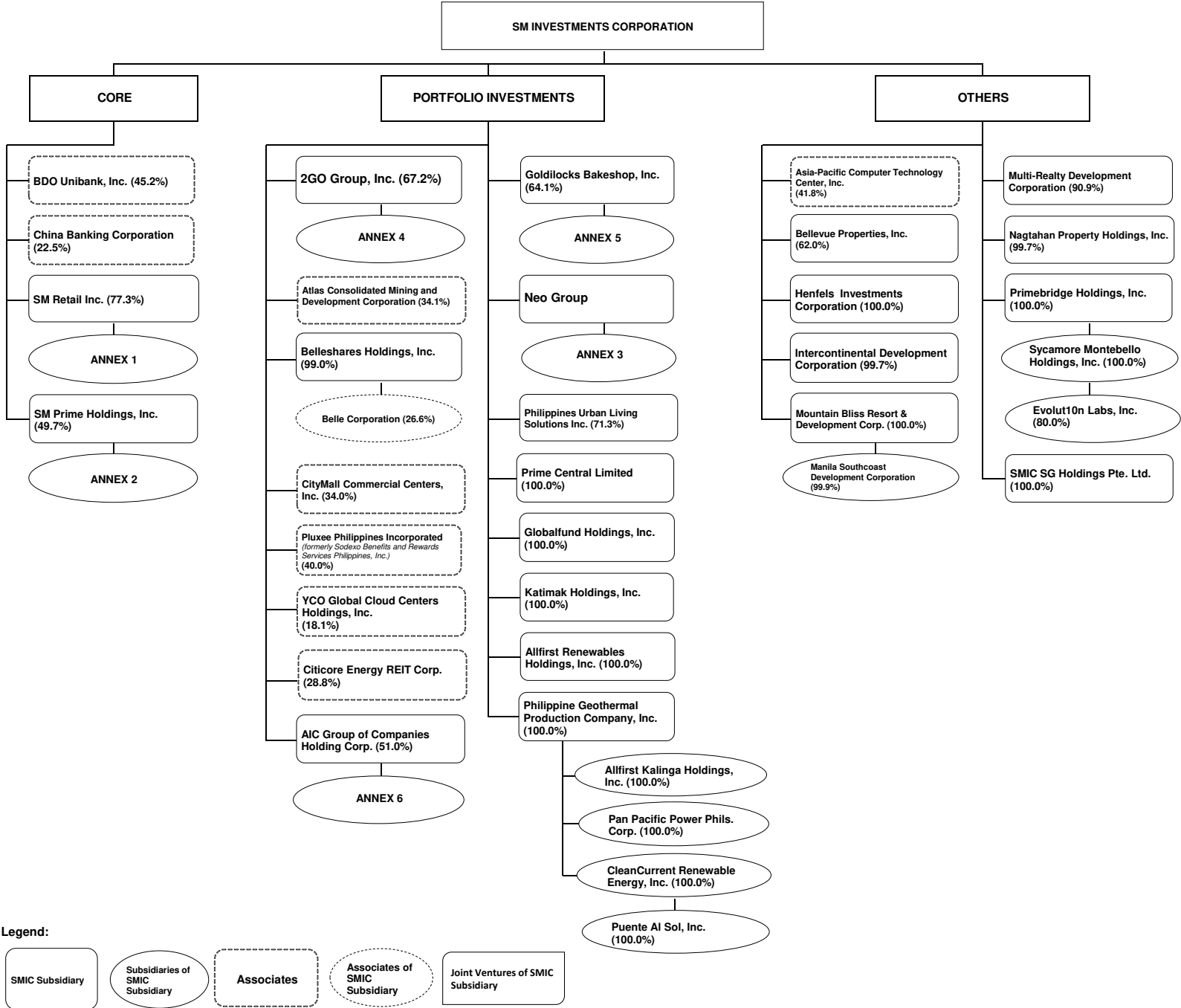
**ANNEX B****Schedule D. Long Term Debt**

Title of the Issue and Type of Obligation	Amount Authorized by Indenture	Availment Date	Maturity Date	Interest Rates	Number of Periodic Installment	Current Portion of Long-term Debt	Long-term Debt - net of Current Portion
	<i>(In Thousands)</i>					<i>(In Thousands)</i>	
Philippine peso-denominated loans	₱333,455,000	November 25, 2015 – December 26, 2024	January 30, 2025 - April 22, 2032	Floating BVAL + margin; Fixed 3.80% - 6.97%	Quarterly/ Annual/ Upon maturity	₱76,236,460	₱211,094,730
U.S. Dollar denominated loans	\$1,450,000	January 29, 2021 - August 27, 2024	March 21, 2025 - August 10, 2029	SOFR + spread; quarterly	Upon maturity	11,569,000	64,592,303
China yuan renminbi-denominated loans	¥2,922,100	May 6, 2021 – December 27, 2024	April 20, 2026 - June 24, 2037	LPR; annually; Fixed - 3.65%	Semi-annual/ Annual	2,166,246	8,664,465
						89,971,706	284,351,498
Less debt issue cost						684,264	1,031,157
						<b>₱89,287,442</b>	<b>₱283,320,341</b>

**Schedule E. Indebtedness to Related Parties***Not Applicable***Schedule F. Guarantees of Securities of Other Issuers***Not Applicable***Schedule G. Capital Stock***(Shares in Thousand)*

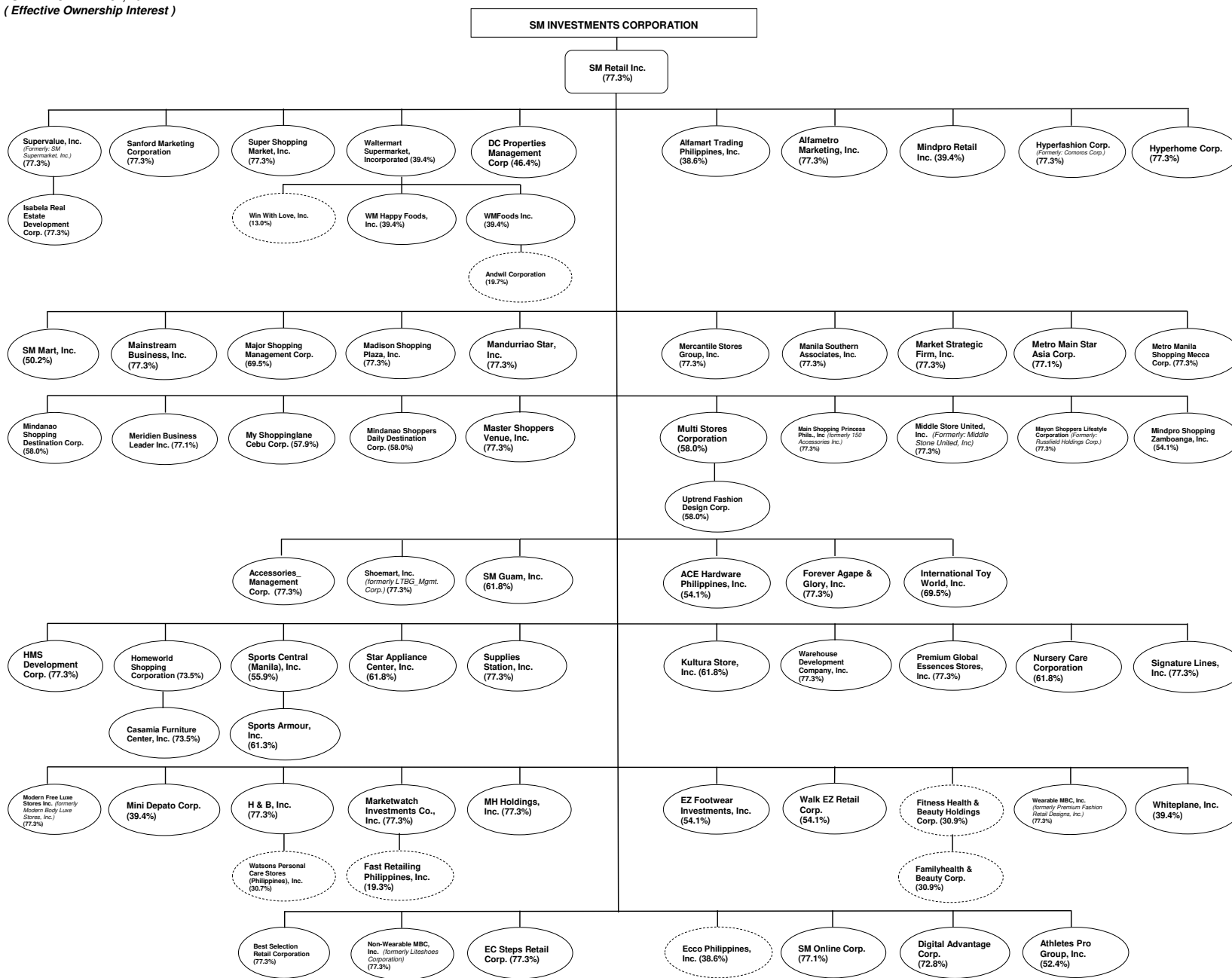
Title of Issue	Number of Shares Authorized	Number of Shares Issued as Shown Under Related Balance Sheet Caption	Number of Shares Outstanding as Shown Under Related Balance Sheet Caption	Number of Shares Held by Related Parties	Directors, Officers and Employees	Others
Common	40,000,000	33,166,300	28,856,411	15,838,582	2,976,315	10,041,514

SM INVESTMENTS CORPORATION AND SUBSIDIARIES  
CONGLOMERATE MAP  
AS AT DECEMBER 31, 2024  
( Effective Ownership Interest )



SMIC Conglomerate Map

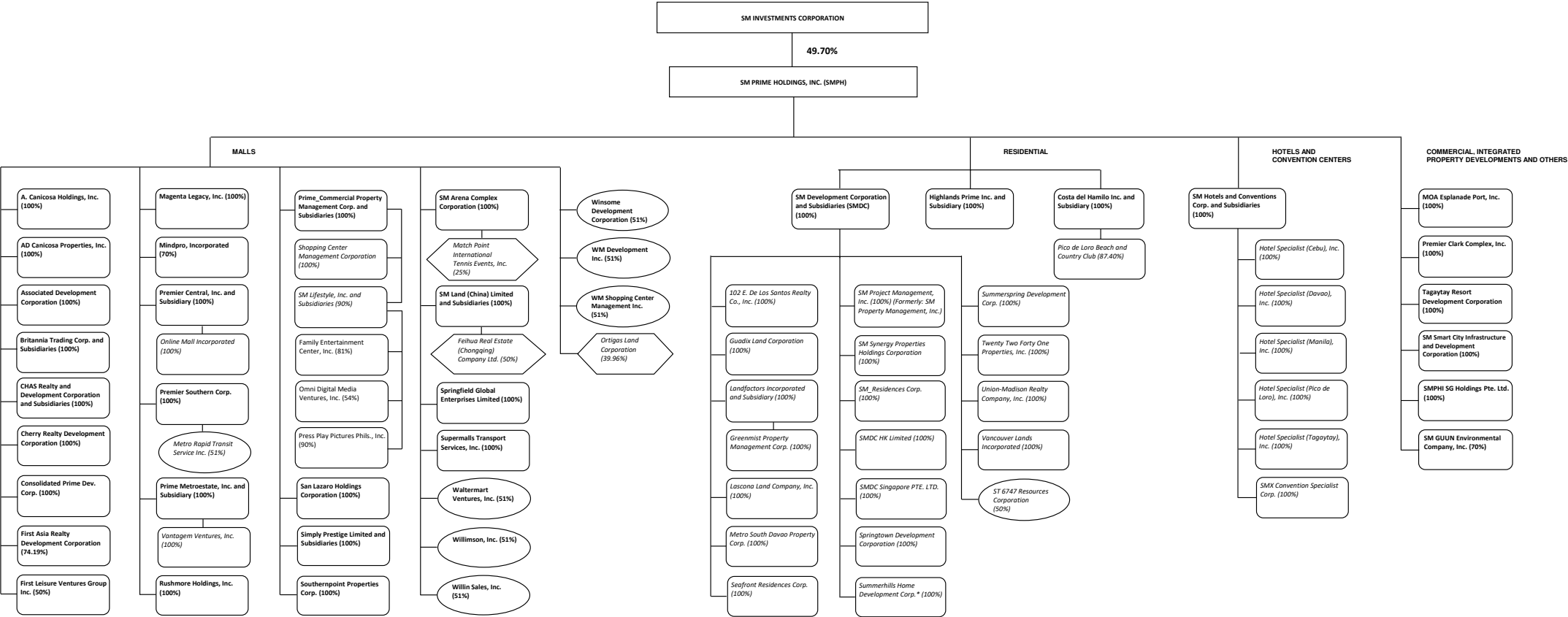
**SM INVESTMENTS CORPORATION AND SUBSIDIARIES  
CONGLOMERATE MAP  
AS AT DECEMBER 31, 2024  
( Effective Ownership Interest )**



Legend:

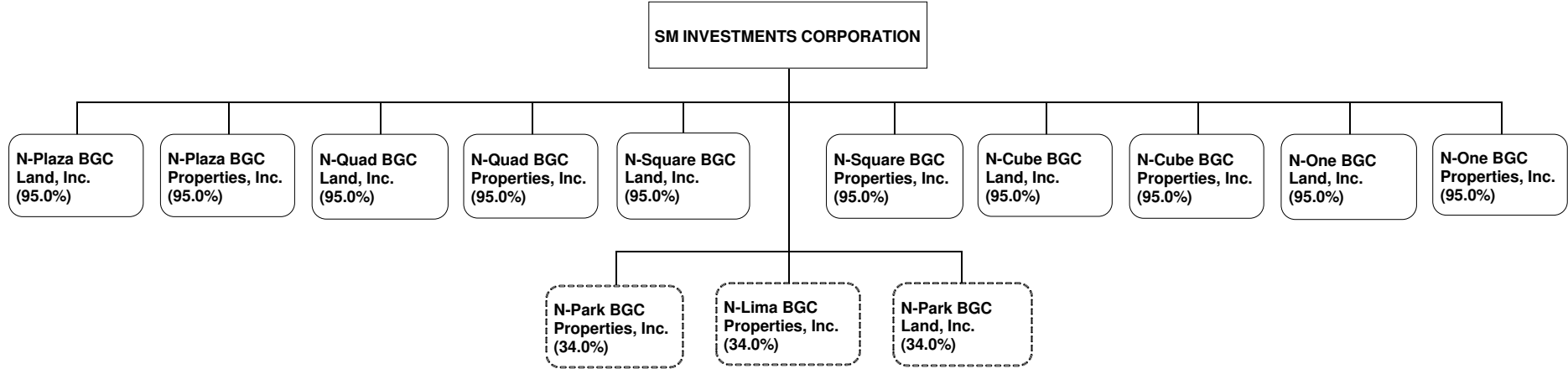


SM PRIME HOLDINGS, INC. AND SUBSIDIARIES  
MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP  
As of December 31, 2024



\* Summerhills Home Development Corp. is 79.6% owned by SMDC and 20.4% owned by SMPHI  
Note: % Refers to Effective Ownership of SM Prime Holdings, Inc.

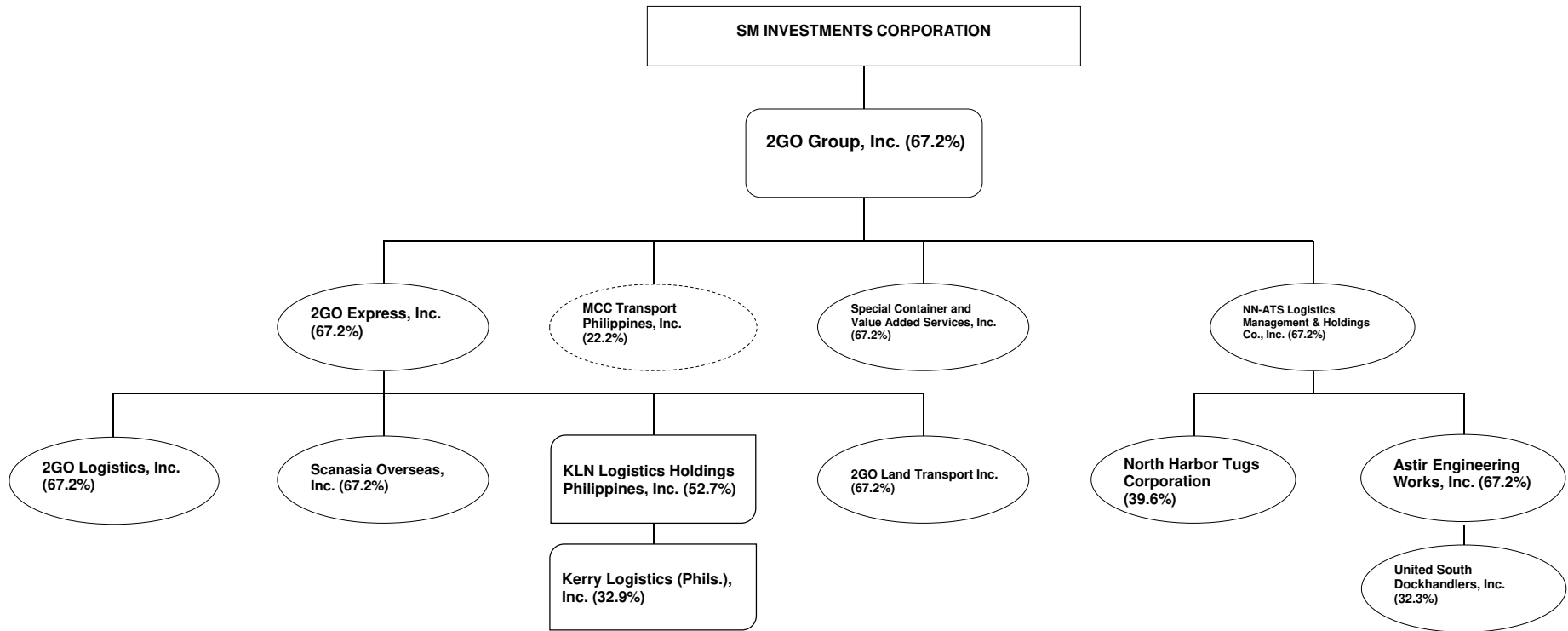
**SM INVESTMENTS CORPORATION AND SUBSIDIARIES**  
**CONGLOMERATE MAP**  
**AS AT DECEMBER 31, 2024**  
*( Effective Ownership Interest )*



Legend:



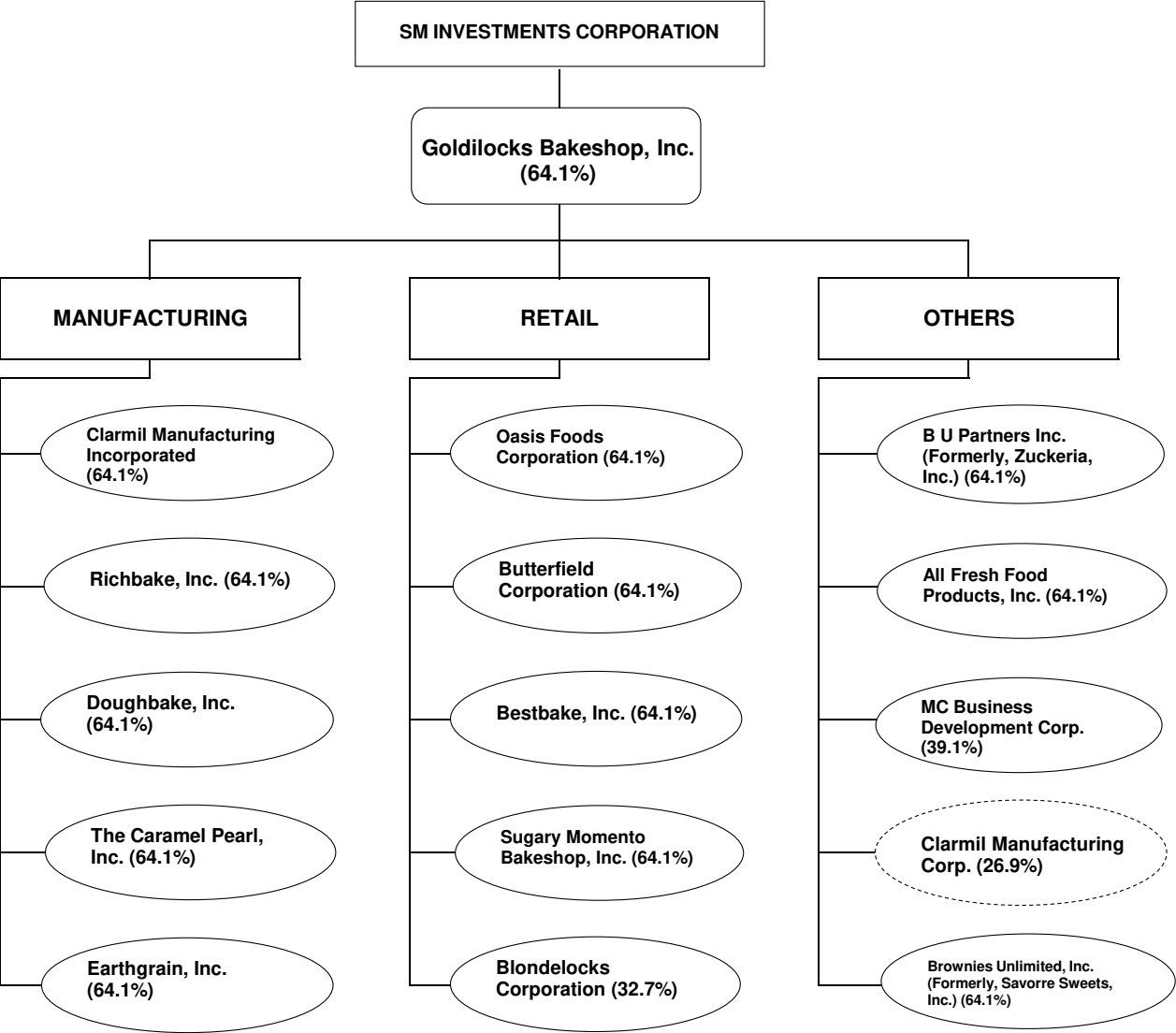
**SM INVESTMENTS CORPORATION AND SUBSIDIARIES**  
**CONGLOMERATE MAP**  
**AS AT DECEMBER 31, 2024**  
*( Effective Ownership Interest )*



**Legend:**



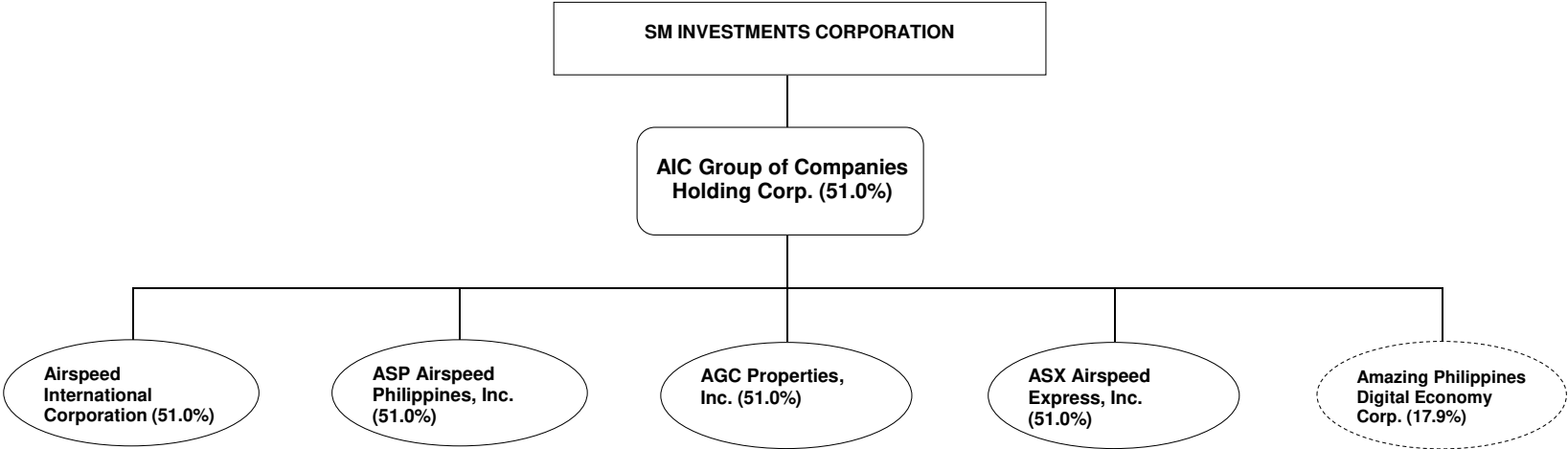
SM INVESTMENTS CORPORATION AND SUBSIDIARIES  
CONGLOMERATE MAP  
AS AT DECEMBER 31, 2024  
( Effective Ownership Interest )



Legend:



**SM INVESTMENTS CORPORATION AND SUBSIDIARIES**  
**CONGLOMERATE MAP**  
**AS AT DECEMBER 31, 2024**  
*( Effective Ownership Interest )*



Legend:



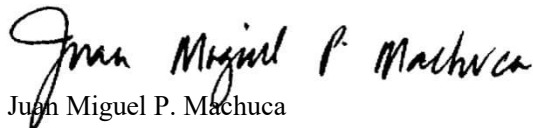


## **INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS**

The Stockholders and the Board of Directors  
SM Prime Holdings, Inc.  
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

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of SM Prime Holdings, Inc. and Subsidiaries (the Company) as at December 31, 2024 and for each of the three years in the period ended December 31, 2024, and have issued our report thereon dated February 17, 2025. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Company's consolidated financial statements as at December 31, 2024 and for each of the three years in the period ended December 31, 2024 and no material exceptions were noted.

**SYCIP GORRES VELAYO & CO.**



Juan Miguel P. Machuca  
Partner

CPA Certificate No. 116998

Tax Identification No. 226-074-253

BOA/PRC Reg. No. 0001, April 16, 2024, valid until August 23, 2026

BIR Accreditation No. 08-001998-140-2024, February 28, 2024, valid until February 27, 2027

PTR No. 10465328, January 2, 2025, Makati City

February 17, 2025



**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**FINANCIAL RATIOS - KEY PERFORMANCE INDICATORS**  
**AS OF DECEMBER 31, 2024 and DECEMBER 31, 2023**

Ratio	Formula	December 31, 2024 (Audited)	December 31, 2023 (Audited)
<i>(amounts in thousands, except ratios)</i>			
<b>Current Ratio</b>	<b>Total Current Assets divided by Total Current Liabilities</b>		
	Total current assets	₱230,681,830	₱217,455,628
	Current liabilities	211,995,083	172,416,008
	Less: Loans payable*	(17,312,356)	(4,288,964)
	Current portion of long-term debt*	(89,287,442)	(67,746,351)
	Divide by: Current liabilities excluding loans payable and current portion of long-term debt	105,395,285	100,380,693
	Current ratio	<b>2.19</b>	<b>2.17</b>
	<i>*due for refinancing</i>		
<b>Acid Test Ratio</b>	<b>Quick Assets divided by Total Current Liabilities</b>		
	Cash and cash equivalents	₱31,246,171	₱31,816,802
	Receivables and contract assets	92,506,904	76,952,202
	Equity instruments at fair value through other comprehensive income - current	794,433	747,840
	Quick assets	124,547,508	109,516,844
	Divide by: Current liabilities excluding loans payable and current portion of long-term debt	105,395,285	100,380,693
	Acid test ratio	<b>1.18</b>	<b>1.09</b>
<b>Solvency Ratio</b>	<b>Total Assets divided by Total Liabilities</b>		
	Total assets	₱1,019,430,730	₱943,327,575
	Divided by: Total liabilities	583,190,240	544,440,539
	Asset to liabilities ratio	<b>1.75</b>	<b>1.73</b>
<b>Debt-to-Equity Ratio</b>	<b>Total Interest-Bearing Debt divided by Total Equity Attributable to the Equity Holders of the Parent and Total Interest-Bearing Debt</b>		
	Loans payable	₱17,312,356	₱4,288,964
	Current portion of long-term debt	89,287,442	67,746,351
	Long-term debt - net of current portion	283,320,341	294,622,256
	Total interest-bearing debt (a)	389,920,139	366,657,571
	Add: Total equity attributable to equity holders of the parent (b)	433,093,072	396,196,619
	Total interest-bearing debt and equity attributable to equity holders of the parent (c)	823,013,211	762,854,190
	Debt to equity ratio (a/c):(b/c)	<b>47:53</b>	<b>48:52</b>

Ratio	Formula	December 31, 2024 (Audited)	December 31, 2023 (Audited)
<i>(amounts in thousands, except ratios)</i>			
<b>Net Debt-to-Equity Ratio</b>	<b>Total Interest-Bearing Debt less Cash and Cash Equivalents divided by Total Equity Attributable to the Equity Holders of the Parent</b>		
	Total interest-bearing debt	₱389,920,139	₱366,657,571
	Less: Cash and cash equivalents	(31,246,171)	(31,816,802)
	Total net interest-bearing debt (a)	358,673,968	334,840,769
	Add: Total equity attributable to equity holders of the parent (b)	433,093,072	396,196,619
	Total net interest-bearing debt and equity attributable to equity holders of the parent (c)	791,767,040	731,037,388
	Net debt-to-equity ratio (a/c):(b/c)	<b>45:55</b>	<b>46:54</b>
<b>Return on Equity</b>	<b>Net Income divided by Average Total Equity Attributable to the Equity Holders of the Parent</b>		
	Net income attributable to equity holders of the parent	₱45,631,764	₱40,010,501
	Divide by: Average total equity attributable to equity holders of the parent	414,644,844	379,699,054
	Return on equity	<b>11.0%</b>	<b>10.5%</b>
<b>Net Income Margin</b>	<b>Net Income divided by Total Revenue</b>		
	Net income attributable to equity holders of the parent	₱45,631,764	₱40,010,501
	Divide by: Total revenue	140,390,872	128,097,541
	Net income margin	<b>33%</b>	<b>31%</b>
<b>Asset to Equity Ratio</b>	<b>Total Assets divided by Total Equity Attributable to the Equity Holders of the Parent</b>		
	Total assets	₱1,019,430,730	₱943,327,575
	Divide by: Total equity attributable to equity holders of the parent	433,093,072	396,196,619
	Asset to equity ratio	<b>2.35</b>	<b>2.38</b>
<b>Interest Coverage Ratio</b>	<b>Earnings Before Interest, Taxes and Depreciation and Amortization (EBITDA) divided by Total Interest Expense</b>		
	Income from operations	₱68,037,118	₱61,279,241
	Less: Net income attributable to non-controlling interest	(907,672)	(853,344)
	Add: Depreciation and amortization	15,037,788	13,656,773
	EBITDA	82,167,234	74,082,670
	Divide by: Interest expense	13,934,024	13,963,271
	Interest coverage ratio	<b>5.90</b>	<b>5.31</b>

Ratio	Formula	December 31, 2024 (Audited)	December 31, 2023 (Audited)
<i>(amounts in thousands, except ratios)</i>			

**Debt to EBITDA    Total interest-bearing liabilities divided by EBITDA**

Total interest-bearing liabilities	₱389,920,139	₱366,657,571
Divide by: EBITDA	82,167,234	74,082,670
Debt to EBITDA	<b>4.75</b>	<b>4.95</b>

**Return on  
Investment  
Properties**

**Net Income divided by Average Investment Properties**

Net income attributable to equity holders of the parent	₱45,631,764	₱40,010,501
Divide by: Total average investment properties (excluding construction in progress)	471,972,903	442,620,017
Return on investment properties	<b>9.7%</b>	<b>9.0%</b>

**SM Prime Holdings, Inc.**  
**7/F MOA Square, Seashell Lane cor. Coral Way,**  
**Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City 1300**

**Supplementary Schedule of External Auditor Fee-Related Information**  
**December 31, 2024**

	<b>2024</b>	<b>2023</b>
	<i>(In Millions)</i>	
<b>Total Audit Fees</b>	<b>₱17</b>	<b>₱17</b>
Non-audit service fees:		
Other assurance services	3	3
Tax services	1	2
<b>Total Non-audit Fees</b>	<b>4</b>	<b>5</b>
<b>Total Audit and Non-audit Fees</b>	<b>₱21</b>	<b>₱22</b>

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**Retail Bond – Series S, T and U Bonds**  
**As of December 31, 2024**

**(1) Gross and Net Proceeds as Disclosed in the Final Offer Supplement**

	<u>Amounts in millions</u>
Gross Proceeds	₱35,000
Estimated Expenses	(394)
Net Proceeds	<u>₱34,606</u>

**(2) Actual Gross and Net Proceeds**

	<u>Amounts in millions</u>
Gross Proceeds	₱33,300
Actual Expenses	(385)
Net Proceeds	<u>₱32,915</u>

**(3) Each Expenditure Item where the Proceeds were Used**

The net proceeds were used to finance capital expenditures of the following:

<u>Projects</u>	<u>Amounts in millions</u>
<b>Debt Refinancing</b>	
Retail bond Series M due on August 5, 2023	₱7,500
Dollar Loan due on June 14, 2023	6,153
<b>New Malls</b>	
SM City Sta. Rosa Yulo	1,460
SM City Caloocan	1,384
SM City Laoag	1,266
SM City J Mall	927
<b>New BPO Towers</b>	
SM City Bacolod BPO Office	842
SM City Sta. Rosa The Core	454
SM City Iloilo Strata Tower 2	350
SM City Fairview BPO Office	347
<b>New Hotels and Convention Centers</b>	
SMX Convention Center Cebu	436
<b>Mall Expansions</b>	
SM City East Ortigas Expansion	984
SM City Bicutan Expansion	629
SM City Davao Expansion	586
<b>Landbank</b>	
Visayas	7,154
Metro Manila	1,500
Luzon	943
<b>TOTAL</b>	<b><u>₱32,915</u></b>

- (4)** As of December 31, 2024, ₱32,915 million of the proceeds from retail bond was used to refinance long-term debt and to fund the construction of new malls, BPO towers, hotels and convention centers, expansion of existing malls and acquisition of landbank.

**SM PRIME HOLDINGS, INC. AND SUBSIDIARIES**  
**Retail Bond – Series V, W and X Bonds**  
**As of December 31, 2024**

**(1) Gross and Net Proceeds as Disclosed in the Final Offer Supplement**

	<u>Amounts in millions</u>
Gross Proceeds	₱25,000
Estimated Expenses	(284)
Net Proceeds	<u>₱24,716</u>

**(2) Actual Gross and Net Proceeds**

	<u>Amounts in millions</u>
Gross Proceeds	₱25,000
Actual Expenses	(285)
Net Proceeds	<u>₱24,715</u>

**(3) Each Expenditure Item where the Proceeds were Used**

The net proceeds were used to finance capital expenditures of the following:

<u>Projects</u>	<u>Amounts in millions</u>
<b>Debt Refinancing</b>	
Bridge loans used for refinancing the Series G Bonds due 2024 (Lenders: Philippine National Bank and Bank of the Philippine Islands)	₱20,000
Retail bond Series C due on September 1, 2024	2,602
<b>New Malls</b>	
SM City La Union	1,114
SM Seaside City Arena	849
<b>Offices</b>	
Six E-Com	150
<b>TOTAL</b>	<u><b>₱24,715</b></u>

- (4)** As of December 31, 2024, ₱24,715 million of the proceeds from retail bond was used to refinance long-term debt and to fund the construction of new malls and offices.

MINUTES OF THE ANNUAL MEETING OF THE  
STOCKHOLDERS OF

**SM PRIME HOLDINGS, INC.**

Held on 23 April 2024 at 2:30 p.m.  
At the Forbes Ballroom 1 and 2, Conrad Manila  
Seaside Blvd. corner Coral Way,  
Mall of Asia Complex, Pasay City  
(Livestreamed via Zoom Webinar)

**DIRECTORS PRESENT:**

<b>HENRY T. SY, JR.</b>	Chairperson of the Board Member, Executive Committee
<b>AMANDO M. TETANGCO, JR.</b>	Vice Chairperson and Lead Independent Director Chairperson, Audit Committee Member, Risk Oversight Committee Member, Corporate Governance Committee Member, Related Party Transactions Committee
<b>DARLENE MARIE B. BERBERABE</b>	Independent Director Chairperson, Corporate Governance Committee Chairperson, Related Party Transactions Committee Member, Audit Committee
<b>J. CARLITOS G. CRUZ</b>	Independent Director Chairperson, Risk Oversight Committee Member, Corporate Governance Committee Member, Audit Committee
<b>HANS T. SY</b>	Director Chairperson, Executive Committee
<b>HERBERT T. SY</b>	Director Member, Executive Committee
<b>JORGE T. MENDIOLA</b>	Non-Executive Director Member, Audit Committee Member, Risk Oversight Committee Member, Related Party Transactions Committee
<b>JEFFREY C. LIM</b>	Director and President Member, Executive Committee

**OFFICERS PRESENT:**

<b>JOHN NAI PENG C. ONG</b>	Chief Finance Officer/ Corporate Information Officer/ Chief Compliance Officer
<b>ELMER B. SERRANO</b>	Corporate Secretary
<b>ARTHUR A. SY</b>	Assistant Corporate Secretary
<b>MARVIN PERRIN L. PE</b>	Chief Audit Executive
<b>JOANA B. TIANGCO</b>	Chief Risk Officer
<b>ALEXANDER D. POMENTO</b>	Vice President - Investor Relations

**ALSO PRESENT:**

<b>TERESITA T. SY-COSON</b>	Adviser to the Board
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ELIZABETH T. SY  
EDWARD K. LEE  
JOSE T. SIO

Adviser to the Board  
Independent Adviser to the Board  
Adviser, Audit Committee and Risk Oversight  
Committee  
SyCip Gorres Velayo & Co.  
SyCip Gorres Velayo & Co.

Stockholders present in person or  
represented by proxy

25,381,715,550 shares (Please see Record of  
Attendance here attached as **Annex A**)

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### 1. Call to Order

The meeting opened with an invocation followed by the Philippine National Anthem. The host then acknowledged the presence of all directors and key officers of **SM Prime Holdings, Inc.** (the **Company**). The host then introduced Mr. Henry T. Sy Jr., the Chairman of the Board.

The Chairman welcomed the stockholders and guests for the 2024 Annual Stockholders' Meeting of the Company, held in-person at Conrad Manila and streaming live via Zoom Webinar. He then called the meeting to order and presided over the proceedings. The Corporate Secretary recorded the minutes of meeting.

### 2. Certification of Notice and Quorum

Before proceeding with the meeting, the Chairman requested the Corporate Secretary to certify to the posting and publication of notice and existence of a quorum.

The Corporate Secretary certified that, in compliance with rules issued by the Securities and Exchange Commission, the notice of this meeting, the Definitive Information Statement, and the Company's "Guidelines for In-Person and Remote Participation and Voting in Absentia" were uploaded via PSE EDGE on March 8, 2024 and posted on the Company's website, also beginning March 8, 2024.

In addition, the notice of meeting was published in the Business Sections of Manila Bulletin and the Philippine Daily Inquirer on March 18 & 19, 2024, in print and online formats.

The Corporate Secretary then certified that based on record of attendance, stockholders attending by proxy and stockholders who have registered to remotely join the virtual meeting represent **25,381,715,550** common shares, constituting 87.89% of the total outstanding capital stock of the Company as of record date 15 March 2024. He then certified that a quorum was present for the transaction of business by the stockholders.

The Corporate Secretary announced that SyCip Gorres Velayo & Co. has been engaged as third-party tabulator of votes cast for the meeting. He also informed participants that the meeting will be recorded in accordance with SEC rules.

The voting procedures used in the meeting are as described in the Guidelines for Remote Participation and Voting *in Absentia* appended to the Definitive Information Statement of the Company issued in relation to this meeting. The voting tabulation was conducted by the Office of the Corporate Secretary and validated by SyCip, Gorres, Velayo & Co. as the third-party tabulator.

### 3. Approval of Minutes of the Annual Stockholders' Meeting held on 25 April 2023

The Chairman proceeded to the next item in the agenda which is the approval of the minutes of the annual meeting of stockholders held on 25 April 2023. A copy of the minutes was posted on the Company's website soon after last year's annual meeting adjourned. The minutes have also been appended to the Definitive Information Statement which was posted on PSE EDGE.

The Corporate Secretary stated for the record that unqualified votes cast for each item for approval shall be counted in favor of the matter under consideration.

He then presented the tabulation of votes casted for the approval of the minutes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,715,550	100.00	0	0	0	0

With the above votes in favor, the following resolution was passed and adopted:

**“RESOLVED**, that the minutes of the annual meeting of stockholders held on 25 April 2023 are approved.”

**4. Approval of 2023 Annual Report and 2023 Audited Financial Statements**

The Chairman then requested Mr. Jeffrey C. Lim, President, to present his report on the results of operations for 2023. The President reported as follows:

“Good afternoon, ladies and gentlemen. Welcome to the 2024 Annual Stockholders’ Meeting of SM Prime Holdings, Inc. I am pleased to see you all again.

This year, SM Prime enters its 30<sup>th</sup> year as a publicly listed company. We are grateful for your continued trust and confidence. It is also my 30<sup>th</sup> year with the company and I vividly remember we only had four malls in 1994, namely SM City North Edsa, SM City Sta. Mesa, SM Megamall, and SM City Cebu. We now have grown to 85 malls in the Philippines and eight malls in China, 91 residential developments, 18 office buildings, 10 SM hotels, 6 convention centers, and 2 trade halls.

2023 was the result of how well we managed our challenges from the uncertainties of the pandemic years. We’ve experienced our highest-ever recorded income with our financial performance reaching PHP40 billion in consolidated net income, a 33% increase from 2022. Additionally, the company’s revenues went up by 21% to PHP128.1 billion.

SM Prime’s mall business which accounts for 56% of our consolidated revenues posted a robust 30% growth reaching PHP71.9 billion last year, driven by a 24% increase in mall rental income amounting to PHP61.3 billion. 2023 also saw the opening of new malls, which include SM City Bataan in Bataan Province, SM Center San Pedro in Laguna, and SM City Sto. Tomas in Batangas.

SM Prime’s residential business group, led by SM Development Corporation or SMDC, which accounts for 34% of our consolidated revenues, recorded an 8% growth in revenue to PHP43.1 billion in 2023. The residential group’s gross profit rose by 15% to PHP25.4 billion, while reservation sales stood at PHP102 billion.

In our primary residential group, we launched three new SMDC developments namely Jade Residences in Makati, Turf Residences in Laguna and Parkville in Bacolod. We also launched two residential projects in Tagaytay Highlands and two condominium developments in Costa del Hamilo in Nasugbu, Batangas.

SM Prime’s other key business segments, which include offices, hotels, and convention centers, made up 10% of our consolidated revenues and reported PHP13.1 billion in revenues in 2023, a 26% increase from the previous year. Our office unit posted PHP6.8 billion in revenues, while our hotels and convention centers unit reached PHP6.3 billion in 2023. Our first Lanson Place property had its soft-opening in the Mall of Asia Complex to provide additional accommodation options in Pasay City.

As we forge ahead into 2024, we maintain a sense of optimism setting our sights on a PHP100 billion capital expenditure aimed at fostering shared prosperity and inclusive growth in every city within our purview. Our CAPEX allocation will be strategic: 40% will be directed towards acquiring new properties and reclamation developments to pave the way for modern, eco-friendly urbanization; 60% will be dedicated to enhancing our malls, development of new residential properties under SMDC, and construction of new hotels and convention centers.

We are working towards a sustainable future where we create and secure a livable planet for the generations to come, with climate resilience, environmental sustainability, and prosperity for all, as our strategy.

Under Climate ResilienceSM Prime proactively invests in initiatives aimed at mitigating disaster risks, ensuring our preparedness and resilience. Within our construction practices, we allocate 10% of the expenditure for each property toward sustainable and resilient design initiatives.

For Environmental Sustainability, we find solutions to realize our commitment to Net Zero by 2040, forge pathways towards a zero-waste future, and champion proactive water stewardship initiatives;

Our developments are catalysts for socio-economic progress that delivers tangible benefits, this includes generating quality employment opportunities, creating business prospects for suppliers, and improving the quality of life for our customers.

SM Prime continues to work with various international and local experts, including the World Wide Fund and Ernst & Young, to further elevate our commitment to accountability, transparency and good governance in our operation.

In 2023, we received the highest recognition, the 5 Golden Arrow Award from the Institute of Corporate Directors at the ASEAN Corporate Governance Scorecard Golden Arrow Recognition. We also received a citation as Asia's Best Employer Brands from CMO Asia, which served as attestation to our stronger foundation of building a trusted company. Our Company was also recognized at the Steward Leadership 25 in Singapore for demonstrating resolute action by addressing the social and environmental challenges that we face.

These achievements would not have been possible without the dedication and excellence of our workforce. Let me express our profound appreciation to our employees for their hard work and commitment to our vision. Our gratitude also goes out to our Board of Directors for their valuable advice and guidance this past year. To our customers, your loyalty inspires us to improve and innovate to meet your evolving needs continuously. To our shareholders, your trust and support motivate us to dream bigger and work harder toward shared values that truly benefit more Filipinos.

As we prepare to celebrate three decades of groundbreaking success, we pay tribute to the visionary leadership of our founder, Mr. Henry Sy, for inspiring our Company to redefine the retail and real estate landscape in the Philippines. Through his pioneering spirit, we have extended our reach beyond urban centers, facilitated inclusive economic growth, and touched more lives.

Our journey at SM Prime is a testament to the power of dreaming big. It showcases the remarkable outcomes made achievable when we pursue those dreams with dedication, faith, and hard work. This force for positive change is at the heart of our long-term growth strategy of introducing world-class developments to the Philippines, with the firm belief that our best achievements are still ahead of us.

Thank you for being an invaluable part of our continuing journey.

*Magandang hapon sa inyong lahat at Mabuhay!"*

The Chairman thanked the President for his report. He then asked the Corporate Secretary to announce the results of voting. The Corporate Secretary presented the tabulation of votes as follows:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,377,061,500	99.98	0	0	4,654,050	0.02

With the above votes in favor, the following resolution was passed and adopted:

**"RESOLVED**, that the 2023 Annual Report and the 2023 Audited Financial Statements are approved."

#### **5. Announcement of Cash Dividends**

The Chairman then announced that in its regular meeting just adjourned, the Board of Directors has approved cash dividends of Php0.346 per share. This amounts to a total of approximately Php10.0 billion Pesos in favor of all stockholders of record as of 8 May 2024, and payable on 22 May 2024. Stockholders and guests applauded the announcement.

#### **6. Ratification of the Acts of the Board of Directors, Board Committees, and Management**

The next item in the agenda is the ratification of all acts and resolutions made and adopted by the Board of Directors, Board Committees, and carried out by Management during their term, or from the date of the last annual stockholders' meeting up to this meeting. These corporate acts are detailed in the Definitive Information Statement provided to all stockholders of record.

The Corporate Secretary presented the tabulation of votes:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,372,361,546	99.96	1,935,888	0.01	7,418,116	0.03

With the above votes in favor of approval, the following resolution was passed and adopted:

**"RESOLVED**, that the acts of the Board of Directors, Board Committees, and Management during their term or from the date of the last annual stockholders' meeting up to this meeting are ratified."

#### **7. Election of Directors for 2024-2025**

The next item in the agenda is the election of directors for the year 2024-2025. The Chairman requested that Atty. Darlene Marie Berberabe, Chairperson of the Corporate Governance Committee, to present the nominees to the Board.

Atty. Berberabe discussed that the Corporate Governance Committee has pre-screened and short-listed candidates qualified to be elected to the Board of Directors. She then announced the names of the following nominees to the Board for 2024-2025:

Mr. Henry T. Sy, Jr.  
Mr. Hans T. Sy  
Mr. Herbert T. Sy  
Mr. Jorge T. Mendiola  
Mr. Jeffrey C. Lim

Independent Directors

Ms. Darlene Marie B. Berberabe

Mr. Amando M. Tetangco, Jr.  
Mr. J. Carlitos G. Cruz

The Corporate Secretary thereafter presented the number of votes garnered by each of the nominees:

Nominee	No. of Votes
Henry T. Sy, Jr.	24,294,948,526
Hans T. Sy	24,459,632,488
Herbert T. Sy	24,459,632,488
Jeffrey C. Lim	25,296,018,501
Jorge T. Mendiola	24,232,014,085
Amando M. Tetangco, Jr.	24,113,171,062
J. Carlitos G. Cruz	23,984,306,157
Darlene Marie B. Berberabe	24,064,879,010

The Corporate Secretary explained that since there are only eight (8) nominees and with the votes received, all nominees have obtained sufficient votes for election.

The following resolution was therefore passed and adopted:

**“RESOLVED**, that following are elected to the Board of Directors of SM Prime Holdings, Inc. for 2024-2025, to serve as such directors until their successors have been duly qualified and elected:

Henry T. Sy, Jr.  
Hans T. Sy  
Herbert T. Sy  
Jorge T. Mendiola  
Jeffrey C. Lim

Independent Directors

Darlene Marie B. Berberabe  
Amando M. Tetangco, Jr.  
J. Carlitos G. Cruz

After the voting results were announced, the Chairman congratulated the newly-elected members of the Board.

## 8. Appointment of External Auditor

The next item in the agenda is the appointment of the Company's external auditor for 2024. The Corporate Secretary informed the stockholders that the Audit Committee processed and screened the nominees for external auditor and recommended, as confirmed by the Board of Directors, the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2024.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
24,580,593,994	96.84	801,121,456	3.16	100	0

With the above votes in favor of approval, the following resolution was passed and adopted:

**“RESOLVED**, that the appointment of SyCip, Gorres, Velayo & Co. as external auditor for 2024 is approved.”

## 9. Amendments to the Articles of Incorporation

The next item in the agenda is the amendments to the Corporation's Articles of Incorporation. The Chairman requested the Corporate Secretary to discuss the amendments.

The Corporate Secretary presented for approval the proposed amendments to the Articles of Incorporation. He then confirmed that a summary of the proposed amendments is found in the Definitive Information Statement provided to all stockholders of record. These were also earlier presented to and approved by Board of Directors in their meeting dated 19 February 2024.

The Secretary proceeded to present each proposed amendment to the Articles, as follows:

### 9.A. Amendment of Secondary Purposes under the Second Article

First is the proposed inclusion of a new secondary purpose under the Second Article which includes granting the Company the authority to borrow through means such as bond issuance, and adding express powers to guarantee its own obligations or the obligations of any entity which it has legal interests in, among others.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,715,550	87.89	0	0	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

**"RESOLVED**, that the amendment of the Secondary Purposes under the Second Article of **SM Prime Holdings, Inc.** (the **Corporation**) is approved to read as follows:

'SECOND: That the purposes for which the said corporation is formed are: [...]

**2. To borrow or raise moneys from not more than nineteen (19) lenders including its stockholders necessary for any of the purpose of the corporation and from time to time, to draw, make, accept, endorse, guarantee its own obligations or the obligations of any entity it has legal interests in, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal, or mixed including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such assets of the corporation for the corporate purposes: [...]**

### 9.B. Change in Principal Office Address of the Company Under the Third Article

The next amendment is to reflect the new principal office address in the Third Article which is now at 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex. The Board previously approved the change which under SEC rules need not require amendment of the AOI given that both old and new addresses are in the same city. However, for good order and as a public company, the amendment is being proposed.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,713,984	87.89	0	0	1,566	0

With the above votes in favor of approval, the following resolution was passed and adopted:

**“RESOLVED**, that the amendment of the Third Article of **SM Prime Holdings, Inc. (the Corporation)** is approved to read as follows:

‘THIRD: That the Place where the principal office and the corporation is to established or located is at 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.’

#### **9.C. Change in Corporate Term to Reflect Perpetual Existence of the Company under the Fourth Article**

Last is the proposed amendment of the Fourth Article to reflect the perpetual existence of the Company vested to it pursuant to the Revised Corporation Code. While already effective, Management proposes to reflect the amendment in the Company’s Articles of Incorporation similarly for good order.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
25,381,715,550	87.89	0	0	0	0

With the above votes in favor of approval, the following resolution was passed and adopted:

**“RESOLVED**, that the amendment of the Fourth Article of **SM Prime Holdings, Inc. (the Corporation)** is approved to read as follows:

‘FOURTH: That the term for which said corporation is to exist is perpetual.’

#### **10. Open Forum**

As provided in the Notice of the Meeting, stockholders attending remotely were given the opportunity to send their questions or remarks prior to the meeting by sending an email bearing the subject “ASM 2024 Open Forum” to <info@smprime.com> not later than April 22, 2024. Shareholders were also allowed to send their questions or comments through the chat box of the livestream. Shareholders attending in person were allowed to raise questions during the meeting.

The Chairman then proceeded with the Open Forum. He opened the floor for questions and comments from our shareholders

The first question was from Ms. Pia Lea Andrea C. Azarcon, who first congratulated the directors and the Management for a successful 2023 results of operations. Ms. Azarcon asked about the Company’s future plans for their businesses.

Mr. Lim responded that in 2024, the Company intends to open four (4) new malls across the country with an additional 440,000 sqm of gross floor area. Mr. Lim added that the Company will also launch 8,000 to 10,000 units of residential developments, mostly focused on mid-rise buildings. These will be erected in the provincial areas. In terms of offices, Mr. Lim discussed that the Company plans to open an additional 130,000 sqm of gross floor area of offices within the



complex of its malls, mostly in Pampanga, Bacolod and Iloilo. These plans will continue to sustain the growth of the Company for 2024.

There being no other questions, the Corporate Secretary stated that the Open Forum has ended. He advised the shareholders that for questions not addressed during the meeting, the Company's Investor Relations team will endeavor to answer them via email.

The Chairman thanked the shareholders for participating in the Open Forum.

**11. Other Matters**

The Chairman inquired if there were other matters that could properly be taken up at the meeting. The Corporate Secretary confirmed that there were none.

**12. Adjournment**

There being no further business to transact, the Chairman thanked everyone who joined the meeting wished everyone good health. Thereafter, the meeting was adjourned.

**CERTIFIED CORRECT:**



**ELMER B. SERRANO**  
Corporate Secretary *ES*

**ATTESTED BY:**

**HENRY T. SY, JR.**  
*Chairman*

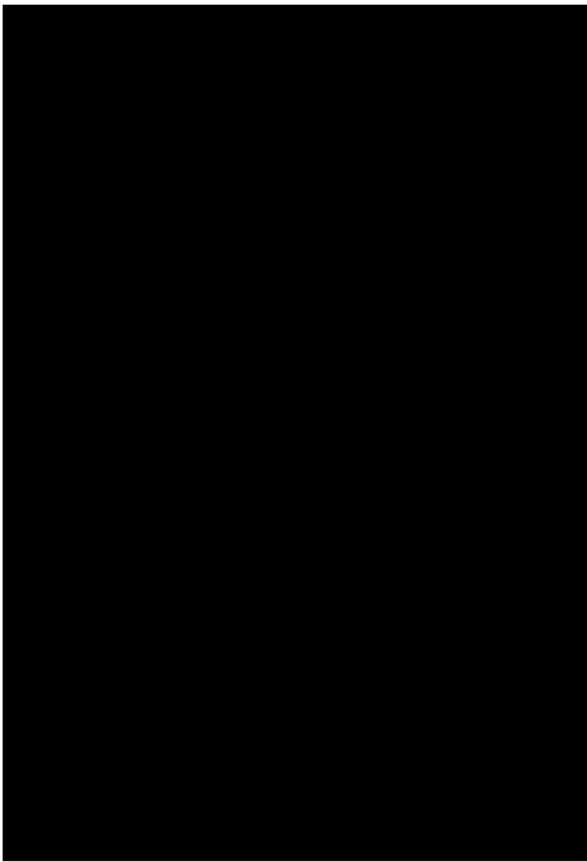


### Record of Attendance

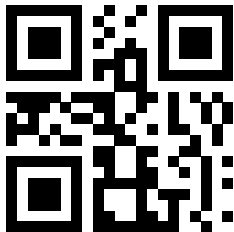
### List of Stockholders Who Attended the Meeting<sup>1</sup>

*(continued)*

10



DRAFT SUBJECT TO SH APPROVAL



Machine Validation:

**VALID UNTIL: APRIL 18, 2024**

Republic of the Philippines  
DEPARTMENT OF FINANCE  
SECURITIES AND EXCHANGE COMMISSION  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209

**PAYMENT ASSESSMENT FORM**

No. 20240304-10268572

<b>DATE</b> 03/04/2024	<b>RESPONSIBILITY CENTER</b> MSRD
<b>PAYOR:</b> SM PRIME HOLDINGS, INC. PASAY CITY, METRO MANILA	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Information Statement - Registrant		4020199099 (678)	7,500.00
Legal Research Fee (A0823)		2020105000 (131)	75.00
----NOTHING FOLLOWS----			
<b>TOTAL AMOUNT TO BE PAID</b>			<b>Php 7,575.00</b>

<b>Assessed by:</b> merdelossantos	<b>Verified by:</b> djvbernardo	<b>Amount in words:</b> SEVEN THOUSAND FIVE HUNDRED SEVENTY FIVE PESOS AND 00/100
<b>Remarks:</b>		

**PAYMENT OPTIONS**

- Online payment thru eSPAYSEC at  
• <https://espaysec.sec.gov.ph>
- Over the Counter Payments at any LandBank branch nationwide

**NOTES:**

A. The Payment Assessment Form (PAF) is valid until APRIL 18, 2024.

B. Accepted modes of payment at Landbank branches:

- Cash
- Manager's/Cashier's Check payable to the Securities and Exchange Commission

C. For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.

D. For over the counter payment at LandBank:

- Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
- Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary.  
Use the correct Fund Account and Account No. and provide the below information:
  - Reference Number 1 - PAF No.
  - Reference Number 2 - Name of Payor appearing on the PAF
- Present OnColl Payment Slip, together with the PAF, to the LandBank Teller

E. You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>

- Payment thru ESPAYSEC – eOR available upon payment
- LandBank OTC - eOR available within two (2) business days after the payment

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

**BREAKDOWN SUMMARY**

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC SRC Current Account	7,500.00	0552-2222-88
SEC BTR Account - LRF	75.00	3402-2319-20
<b>TOTAL</b>	<b>Php 7,575.00</b>	



SEC Main Office  
The SEC Headquarters  
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

# electronic Official Receipt

## Transaction Details

eOR Number	20240305-PM-0031254-97
Transaction Number	406402206982
Payment Date	March 04, 2024 10:25 AM
Payment Scheme	master-card
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

## Payment Assessment Details

PAF No.	20240304-10268572
PAF Date	2024-03-04 08:42:22
Payor Name	SM PRIME HOLDINGS, INC.
Payor Address	PASAY CITY, METRO MANILA

#	Nature of Collection	Account Code	Amount
1	Information Statement - Registrant	4020199099(678)	7,500.00
2	Legal Research Fee (A0823)	2020105000(131)	75.00
TOTAL			7,575.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.