

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

2,310

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 28, 2026 | 2:30 p.m.
Saffron Grand Ballroom, Lanson Place Mall of Asia Manila,
Block 12, Palm Coast Avenue corner Seaside Boulevard, Mall of Asia Complex, Pasay City

Dear Stockholders:

The Annual Stockholders' Meeting of **SM PRIME HOLDINGS, INC.** (the **Company**) will be held on **April 28, 2026 (Tuesday) at 2:30 p.m.** at **Saffron Grand Ballroom, Lanson Place Mall of Asia Manila, Block 12, Palm Coast Avenue cor. Seaside Boulevard, 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 29, 2025
4. Approval of Annual Report for 2025
5. Open Forum
6. General Ratification of Acts of the Board of Directors, Board Committees and Management
7. Election of Directors for 2026-2027
8. Appointment of External Auditor
9. Approval of the Amendment to the Sixth Article of the Articles of Incorporation to Increase the Number of Directors from Eight (8) to Nine (9)
10. Approval of the Amendment to the Seventh Article of the Articles of Incorporation to Reclassify 100 Million Unissued Authorized Common Shares to Preferred Shares of the Company
11. Other Matters
12. 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 18, 2026** 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 asmportal.smprime.com/SMPH/Registration and submit the required information on or before **April 23, 2026**. All information received will be subject to verification by the Company.

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 23, 2026 (Thursday)** 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.

For further information, please visit www.smprime.com/annual-stockholders-meeting.

Thank you.

Pasay City, February 26, 2026.


ELMER B. SERRANO
Corporate Secretary EO

Rationale for Agenda Items:

Agenda Item No. 3: Approval of Minutes of the Annual Stockholders' Meeting Held on April 29, 2025

The draft minutes of the annual stockholders' meeting held on April 29, 2025 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 2025

The Company's 2025 performance has been duly summarized in the Annual Report, which also contains the Audited Financial Statements (AFS) of the Company for the year ended December 31, 2025. 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 2025 Annual Report may do so through the Company's Investor Relations Office. The 2025 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 2025, 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 2026-2027

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 2026-2027 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 2026. SGV & Co. is one of the top auditing firms in the country and is duly accredited with the Securities and Exchange Commission.

Agenda Item 9: Approval of the Amendment to the Sixth Article of the Articles of Incorporation to Increase the Number of Directors from Eight (8) to Nine (9)

Upon recommendation of the Corporate Governance and Sustainability Committee and in recognition of the principles of board diversity and independence of business judgment, the Board approved the amendment of the Company's Articles of Incorporation to increase the number of directors from eight (8) to nine (9).

Agenda Item 10: Approval of the Amendment to the Seventh Article of the Articles of Incorporation to Reclassify 100 Million Unissued Authorized Common Shares to Preferred Shares of the Company

The Board approved the reclassification of 100 Million unissued common shares with par value of Php1.00 to 100 Million preferred shares with par value of Php1.00, and the corresponding amendment of the Seventh Article of the Articles of Incorporation, including the delegation to the Board of the authority to fix and determine the terms of the preferred share issuances, including the tranches, offer price, and timing of the offer and issuance. After the reclassification, the authorized capital stock of the Company will still be Php40,000,000,000.00 divided into 39,900,000,000 common shares with par value of P1.00 and 100,000,000 preferred shares with par value of P1.00.

**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 28, 2026 and any adjournments thereof for the purpose of acting on the following matters:

- | | | | | | | | | | | | | | | | | | |
|--|---------------------|--------------|---------------|--------------|------------------|--------------|-------------------|--------------|----------------------|--------------|---|--------------|---|--------------|--|--------------|--|
| <p>1. Approval of minutes of previous meeting held on April 29, 2025
____ Yes ____ No ____ Abstain</p> <p>2. Approval of 2025 Annual Report
____ 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
____ Yes ____ No ____ Abstain</p> <p>4. Election of Directors</p> <table border="0" style="width: 100%;"><tbody><tr><td style="width: 70%;">a. Henry T. Sy, Jr.</td><td style="width: 30%; text-align: right;">_____ shares</td></tr><tr><td>b. Hans T. Sy</td><td style="text-align: right;">_____ shares</td></tr><tr><td>c. Herbert T. Sy</td><td style="text-align: right;">_____ shares</td></tr><tr><td>d. Jeffrey C. Lim</td><td style="text-align: right;">_____ shares</td></tr><tr><td>e. Jorge T. Mendiola</td><td style="text-align: right;">_____ shares</td></tr><tr><td>f. Amando M. Tetangco, Jr.
(Independent)</td><td style="text-align: right;">_____ shares</td></tr><tr><td>g. J. Carlitos G. Cruz
(Independent)</td><td style="text-align: right;">_____ shares</td></tr><tr><td>h. Estela M. Perlas-Bernabe
(Independent)</td><td style="text-align: right;">_____ shares</td></tr></tbody></table> | a. Henry T. Sy, Jr. | _____ shares | b. Hans T. Sy | _____ shares | c. Herbert T. Sy | _____ shares | d. Jeffrey C. Lim | _____ shares | e. Jorge T. Mendiola | _____ shares | f. Amando M. Tetangco, Jr.
(Independent) | _____ shares | g. J. Carlitos G. Cruz
(Independent) | _____ shares | h. Estela M. Perlas-Bernabe
(Independent) | _____ shares | <p>7. Amendment of the Articles of Incorporation to Increase the Number of Directors from Eight (8) to Nine (9) under the Sixth Article

____ Yes ____ No ____ Abstain</p> <p>8. Amendment of the Articles of Incorporation to Reclassify 100 Million Unissued Authorized Common Shares to Preferred Shares of the Company under the Seventh Article

____ Yes ____ No ____ Abstain</p> <p>9. At their discretion, the proxies name above are authorized to vote upon such other matters as may properly come before the meeting.

____ Yes ____ No ____ Abstain</p> |
| a. Henry T. Sy, Jr. | _____ shares | | | | | | | | | | | | | | | | |
| b. Hans T. Sy | _____ shares | | | | | | | | | | | | | | | | |
| c. Herbert T. Sy | _____ shares | | | | | | | | | | | | | | | | |
| d. Jeffrey C. Lim | _____ shares | | | | | | | | | | | | | | | | |
| e. Jorge T. Mendiola | _____ shares | | | | | | | | | | | | | | | | |
| f. Amando M. Tetangco, Jr.
(Independent) | _____ shares | | | | | | | | | | | | | | | | |
| g. J. Carlitos G. Cruz
(Independent) | _____ shares | | | | | | | | | | | | | | | | |
| h. Estela M. Perlas-Bernabe
(Independent) | _____ shares | | | | | | | | | | | | | | | | |
-
- | | |
|--|---|
| | _____
Printed Name of Stockholder |
| | _____
Signature of Stockholder /
Authorized Signatory |
| 6. Appointment of Sycip Gorres Velayo & Co. as External Auditor

____ Yes ____ No ____ Abstain | _____
Date |

THIS PROXY SHOULD BE SUBMITTED ON OR BEFORE **23 APRIL 2026**, 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 2026 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 **28 April 2026**, 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

Profiles of the Nominees for Election to the Board of Directors for 2026 - 2027

Name:	HENRY T. SY, JR.	
Age:	72 YRS.	
Citizenship:	Filipino	
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., BigBoss Cement, Inc. and Data Lake, Inc. He holds a Bachelor's Degree in Management from De La Salle University.	
POSITIONS IN OTHER REPORTING COMPANIES FOR THE PAST 5 YEARS:	
Synergy Grid & Development Phils., Inc.	Chairman of the Board
SM Investments Corporation	Vice Chairman

2025 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 1994
NO. OF YEARS ON THE BOARD:	32 Years
SHAREHOLDINGS:	1.0123%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	AMANDO M. TETANGCO, JR.	
Age:	73 YRS.	
Citizenship:	Filipino	
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 FOR THE PAST 5 YEARS:	
SM Investments Corporation	Chairman/ Independent Director
Belle Corporation ¹	Independent Director
Converge ICT Solutions, Inc.	Independent Director
Shell Pilipinas Corporation	Independent Director

2025 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%; 5 of 5 Corporate Governance and Sustainability Committee Meetings
	100%; 1 of 1 Related Party Transactions Committee Meeting
DATE OF FIRST APPOINTMENT:	April 2021
NO. OF YEARS ON THE BOARD:	5 Years
SHAREHOLDINGS:	0.0000%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

¹ Served until May 2024 only

Name:	HANS T. SY	
Age:	70 YRS.	
Citizenship:	Filipino	
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. In recognition of his commitment to environmental stewardship, social inclusion, good governance, and resilience and his people-centered leadership and diversity, Mr. Sy was awarded the Management Person of the Year in 2025 by the Management Association of the Philippines. Mr. Sy is also a recipient of various awards and recognitions such as the “Adopted Son and Honorary mayor of Bacolod City (2025), the “Tambuli Lifetime Achievement Award (2024), Honorary Fellow of the Institute of Corporate Directors (2024), Outstanding Filipino Retailers President Award (2024), Dangal ng Pilipino sa Pag-agapay sa Ligtas na Sambayanan (2023), and the Ten Outstanding Filipino (TOFIL) Award.	
POSITIONS IN OTHER REPORTING COMPANIES FOR THE PAST 5 YEARS:	
China Banking Corporation	Chairman
SM Investments Corporation	Adviser to the Board

2025 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 1994
NO. OF YEARS ON THE BOARD:	32 Years
SHAREHOLDINGS:	2.3688%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	HERBERT T. SY	
Age:	69 YRS.	
Citizenship:	Filipino	
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

2025 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 1994
NO. OF YEARS ON THE BOARD:	32 Years
SHAREHOLDINGS:	2.3151%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	Estela M. Perlas-Bernabe	
Age:	73 YRS.	
Citizenship:	Filipino	
Designation:	Independent Director	

EDUCATION/ EXPERIENCE:

Estela M. Perlas – Bernabe was Senior Associate Justice of the Supreme Court of the Philippines. She is a member of the Panel of Arbitrators of the Singapore International Arbitration Centre since February 2025. She is also an independent director of BDO Unibank, Inc., BDO Private Bank, Aboitiz Power Corporation, San Miguel Food & Beverage, Inc., Converge Information and Communications Technology Solutions, Inc., and Petrogen Insurance Corporation. She is also a director of PHILJA (Philippine Judicial Academy) Development Center, Inc. and a trustee of the Foundation for Liberty and Prosperity.

Justice Perlas – Bernabe served the Philippine Judiciary in various capacities. She was appointed as Associate Justice of the Supreme Court in 2011 and was Division Chairperson of the Second Division from 2019 until her retirement in 2022. She was also the Bar Examinations Chairperson in 2019. Prior to her appointment to the Supreme Court, she was Associate Justice of the Court of Appeals from 2004 to 2011; Regional Trial Court Judge of Makati City from 2000 to 2004; and Metropolitan Trial Court Judge of the same city from 1996 to 2000. After passing the bar in 1977, she served as Technical Assistant in the Supreme Court under the Office of Court Administrator Lorenzo Relova.

In addition to her solid background in the Philippine Judiciary, she was also a law professor at the Ateneo Law School from 2009 to 2011 and engaged in private legal practice under Bernabe Perlas Morte & Associates as Senior Partner from 1993 to 1996. She also worked in various private and public offices from 1978 to 1993 namely, China Banking Corporation, Paramount Finance Corporation, and National Home Mortgage Finance Corporation.

Justice Perlas – Bernabe completed her Bachelor of Science in Commerce Banking and Finance at St. Paul College of Manila and graduated Magna Cum Laude in 1972. She earned her law degree in Ateneo College of Law, graduating as Class Salutatorian in 1976 and passed the bar in 1977 with a rating of 85.15%.

In recognition of her exemplary service and track record, the Supreme Court created an award in her name called “The Senior Associate Justice Estela Perlas- Bernabe Exemplary Career Jurist Award” an award bestowed to a distinct set of Justices of the Supreme Court who have served the Judiciary in all court levels, particularly from a trial court to a lower collegiate court and finally up to the Supreme Court, and have achieved a zero backlog or zero docket upon every promotion to the next-level court until their retirement from the Supreme Court. She also received various awards and distinctions namely, “Judicial Medal of Distinction” in 2022 (Supreme Court of the Philippines), “Distinguished Alumni Award for the Judiciary” in 2018 (Ateneo de Manila Alumni Association, Inc.), “Gawad Dangal ng Lipi” in 2012 (Provincial Government of Bulacan), Gawad Parangal 2008 as Outstanding Alumna for Dedicated Service to Country and People (St. Paul University Manila), Court of Appeals Award for Exemplary Performance in 2007 (CA Award of Recognition for Outstanding Performance in Case Disposition), and Natatanging Babaeng Hukom in 2003 (Municipality of Plaridel, Bulacan), among others.

POSITIONS IN OTHER REPORTING COMPANIES:	
Aboitiz Power Corporation	Independent Director
Converge Information and Communications Technology Solutions, Inc.	Independent Director
San Miguel Food and Beverage, Inc.	Independent Director
BDO Unibank, Inc.	Independent Director

2025 BOARD ATTENDANCE:	100%; 2 of 2 Board Meetings ²
	100%; 1 of 1 Audit Committee Meeting
	100%; 1 of 1 Corporate Governance and Sustainability Committee Meeting
DATE OF FIRST APPOINTMENT:	15 August 2025
NO. OF YEARS ON THE BOARD:	Less than one year
SHAREHOLDINGS:	0.0000%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

² Justice Estela Perlas - Bernabe was elected to the SMPH Board on 15 August 2025, to continue the unexpired term of Atty. Darlene Marie B. Berberabe following her appointment as Solicitor General.

Name:	JORGE T. MENDIOLA	
Age:	66 YRS.	
Citizenship:	Filipino	
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

2025 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
	100%; 2 of 2 Audit Committee Meetings ³
	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:	14 Years
SHAREHOLDINGS:	0.0030%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

³ Served as a member of Audit Committee until April 2025 only.

Name:	J. CARLITOS G. CRUZ	
Age:	65 YRS.	
Citizenship:	Filipino	
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. In 2025, Mr. Cruz was awarded the St. Francis of Assisi Peace Fellow Award by the Lourdes School of Quezon City to selected alumni who have exhibited exemplary leadership and outstanding service in their respective fields.

POSITIONS IN OTHER REPORTING COMPANIES:

Vivant Corporation	Independent Director
SP New Energy Corporation ⁴	Independent Director

⁴ Served as an Independent Director until December 2023 only.

2025 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%; 5 of 5 Corporate Governance and Sustainability Committee Meetings
DATE OF FIRST APPOINTMENT:	April 2021
NO. OF YEARS ON THE BOARD:	5 Years
SHAREHOLDINGS:	0.0000%
OTHER INFORMATION:	No conflict of interest transactions in the past year.

Name:	JEFFREY C. LIM	
Age:	64 YRS.	
Citizenship:	Filipino	
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 also a director of Concrete Aggregates Corporation. He was recognized as Asia's Best CEO in the 15th Asian Excellence Award by Corporate Governance Asia, and Eminent Leader in Asia (2024) by Asia Corporate Excellence and Sustainability Awards (ACES). He is also recipient of Asian Institute Management Alumni Achievement Award. In 2019, he was conferred Global Management Accounting Hall of Fame Award by Institute of Certified Management Accountants. From 2017 to 2022, he was awarded Asia's Best CEO (Investor Relations) by Corporate Governance Asia.

Mr. Lim also served as the Chief Finance Officer and Executive Vice President (EVP) of SM Prime, leading the overall strategic planning, finance, and treasury functions as well as Business Development, Investor Relations, and Information Technology. During this time, he also received various awards such as Asia's Best CFO (Investor Relations) for years 2015-2016 by Corporate Governance Asia; Chief Finance Officer of the Year Award in 2012 by ING Bank and Financial Executives Institute of the Philippines, and Best CFO in the Philippines Award in 2012 by Finance Asia. Prior to joining the Company in 1994, he worked for a multi-national company and for SGV & Co.

Mr. Lim earned his Bachelor of Science Degree in Accounting from the University of the East in Manila. He is a Certified Public Accountant and also holds a Management Development Program Diploma from Asian Institute of Management.

POSITIONS IN OTHER REPORTING COMPANIES FOR THE PAST 5 YEARS:

Concrete Aggregates Corporation	Director
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2025 BOARD ATTENDANCE:	100%; 8 of 8 Board Meetings
DATE OF FIRST APPOINTMENT:	April 2016
NO. OF YEARS ON THE BOARD:	10 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 28, 2026, 2:30 P.M. Saffron Grand Ballroom, Lanson Place Mall of Asia Manila,**
Block 12, Palm Coast Avenue cor. Seaside Boulevard, MOA 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 27, 2026

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, 2026

Common shares **28,784,998,494**

B. Debt Securities outstanding as February 28, 2026

Retail Bonds **₱137,896,480,000**

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**

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. BUSINESS AND GENERAL INFORMATION

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

(a)	Date Time	: :	April 28, 2026 2:30 p.m.
	Place	:	Saffron Grand Ballroom, Lanson Place Mall of Asia Manila, Block 12, Palm Coast Avenue cor. Seaside Boulevard, Mall of Asia Complex, Pasay City (with livestreaming option for stockholders who successfully registered their intention to participate remotely)
	Mailing Address of Registrant	:	SM Prime Holdings, Inc. 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 27, 2026**.

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)** entitled to notice of, and to vote, during the Annual Stockholders' Meeting is March 18, 2026 (**Record Date**). SMPH has 28,784,998,494 (net of 4,381,301,581 treasury shares) common shares outstanding as of February 28, 2026. Out of the aforesaid outstanding common shares as of February 28, 2026, 6,388,098,031 common shares are held by non-Filipinos.

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.

SMPH, 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://asmportal.smpprime.com/SMPH/Registration> on or before April 23, 2026 (Thursday). 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 SMPH'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.

SMPH 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. SMPH 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, SMPH 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 SMPH 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 SMPH.

Other than the reclassification of 100 Million unissued common shares with par value of Php1.00 to 100 Million preferred shares with par value of Php1.00, and the corresponding amendment of the Seventh Article of the Articles of Incorporation discussed in Item 10, 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

SMPH has 28,784,998,494 (net of 4,381,301,581 treasury shares) common shares outstanding as of February 28, 2026. Out of the aforesaid outstanding common shares as of February 28, 2026, 6,388,098,031 common shares are held by non-Filipinos.

(2) Record Date

All stockholders of record as of March 18, 2026 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 and Sustainability 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://asmportal.smprime.com/SMPH/Registration> 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, 2026

The following are the stockholders owning more than 5% of total outstanding common shares of stock of the Company as of February 28, 2026:

Title of Securities	Name and Address of Record Owner and Relationship with Company	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	SM Investments Corporation (SMIC) (Parent Company) ¹ One Ecom Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City	SMIC ²	Filipino	14,353,464,952 (b)	49.8644
-do-	PCD Nominee Corporation ³ (PCNC) ³ 37F Tower 1, The Enterprise Center, Ayala Ave., Makati City	PCD Participants ⁴	Filipino - 12.37% Non-Filipino - 22.18%	9,946,847,620 (r)	34.5557

¹ The following are the individuals holding the direct beneficial ownership of SMIC: Hans T. Sy-**8.35%**, Herbert T. Sy-**8.34%**, Harley T. Sy-**7.43%**, Teresita T. Sy-**7.27%**, Henry T. Sy, Jr.-**6.52%**, and Elizabeth T. Sy-**6.07%**. The PCD participants have the power to decide how their shares are to be voted. There are no other individual shareholders which own more than 5% of the Company.

² Amando M. Tetangco, Jr. is the Chairman of SMIC and Teresita T. Sy and Henry Sy, Jr. are the Vice Chairpersons of SMIC

³ 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.

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

The persons authorized to vote the shares of SM Investments Corporation are Ms. Teresita T. Sy and/or Mr. Henry T. Sy, Jr. and/or Mr. Hans T. Sy.

(5) Security Ownership of Management as of February 28, 2026

Title of Securities	Name of Beneficial Owner of Common Stock	Citizenship Filipino (F)	Direct	Indirect	Total No. of Shares Held	Class of Securities Voting (V)	Percent of Class
Common	Henry T. Sy, Jr.	F	290,756,308	855,607	291,611,915	V	1.0131
-do-	Hans T. Sy	F	681,247,024	1,167,177	682,414,201	V	2.3707
-do-	Teresita T. Sy	F	667,272,021	—	667,272,021	V	2.3181
-do-	Elizabeth T. Sy	F	667,166,537	—	667,166,537	V	2.3178
-do-	Herbert T. Sy	F	666,953,011	—	666,953,011	V	2.3170
-do-	Jorge T. Mendiola	F	863,320	—	863,320	V	0.0030
-do-	Jeffrey C. Lim	F	350,000	—	350,000	V	0.0012
-do-	Estela M. Perlas-Bernabe	F	5,000	—	5,000	V	0.0000
-do-	Amando M. Tetangco, Jr.	F	1,000	—	1,000	V	0.0000
-do-	J. Carlitos G. Cruz	F	100	—	100	V	0.0000
-do-	Joana B. Tiangco	F	3,600	—	3,600	V	0.0000
	All directors and executive officers as a group		2,974,617,921	2,022,784	2,976,640,705		10.3409

(a) Voting Trust Holders of 5% or More

There are no persons holding more than 5% of a class under a voting trust or any similar agreements as of February 28, 2026.

(b) Warrants and Options

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	72
Vice Chairman and Lead Independent Director	Amando M Tetangco, Jr.	Filipino	73
Independent Director	J. Carlitos G. Cruz	Filipino	65
Independent Director	Estela M. Perlas-Bernabe	Filipino	73
Director and President	Jeffrey C. Lim	Filipino	64
Director	Hans T. Sy	Filipino	70
Director	Herbert T. Sy	Filipino	69
Director	Jorge T. Mendiola	Filipino	66
Chief Finance Officer/Corporate Information Officer/Chief Compliance Officer	John Nai Peng C. Ong	Filipino	55
Chief Audit Executive	Marvin Perrin L. Pe	Filipino	47
Chief Risk Officer	Joana B. Tiangco	Filipino	41
Corporate Secretary/Alternate Compliance Officer	Elmer B. Serrano	Filipino	58
Assistant Corporate Secretary and Alternate Corporate Information Officer	Arthur A. Sy	Filipino	56

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., BigBoss Cement, Inc., and Data Lake, 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 March 25, 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 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. In 2025, Mr. Cruz was awarded the St. Francis of Assisi Peace Fellow Award by the Lourdes School of Quezon City to selected alumni who have exhibited exemplary leadership and outstanding service in their respective fields.

Estela M. Perlas-Bernabe* was former Senior Associate Justice of the Supreme Court of the Philippines. She is a member of the Panel of Arbitrators of the Singapore International Arbitration Centre since February 2025. She is also an independent director of BDO Unibank, Inc., BDO Private Bank, Aboitiz Power Corporation, San Miguel Food & Beverage, Inc., Converge Information and Communications Technology Solutions, Inc., and Petrogen Insurance Corporation. She is also a director of PHILJA (Philippine Judicial Academy) Development Center, Inc. and a trustee of the Foundation for Liberty and Prosperity.

Justice Perlas-Bernabe served the Philippine Judiciary in various capacities. She was appointed as Associate Justice of the Supreme Court in 2011 and was Division Chairperson of the Second Division from 2019 until her retirement in 2022. She was also the Bar Examinations Chairperson in 2019. Prior to her appointment to the Supreme Court, she was Associate Justice of the Court of Appeals from 2004 to 2011; Regional Trial Court Judge of Makati City from 2000 to 2004; and Metropolitan Trial Court Judge of the same city from 1996 to 2000. After passing the bar in 1977, she served as Technical Assistant in the Supreme Court under the Office of Court Administrator Lorenzo Relova.

In addition to her solid background in the Philippine Judiciary, she was also a law professor at the Ateneo Law School from 2009 to 2011 and engaged in private legal practice under Bernabe Perlas Morte & Associates as Senior Partner from 1993 to 1996. She also worked in various private and public offices from 1978 to 1993 namely, China Banking Corporation, Paramount Finance Corporation, and National Home Mortgage Finance Corporation.

Justice Perlas-Bernabe completed her Bachelor of Science in Commerce Banking and Finance at St. Paul College of Manila and graduated Magna Cum Laude in 1972. She earned her law degree in Ateneo

College of Law, graduating as Class Salutatorian in 1976 and passed the bar in 1977 with a rating of 85.15%.

In recognition of her exemplary service and track record, the Supreme Court created an award in her name called “The Senior Associate Justice Estela Perlas-Bernabe Exemplary Career Jurist Award” an award bestowed to a distinct set of Justices of the Supreme Court who have served the Judiciary in all court levels, particularly from a trial court to a lower collegiate court and finally up to the Supreme Court, and have achieved a zero backlog or zero docket upon every promotion to the next-level court until their retirement from the Supreme Court. She also received various awards and distinctions namely, “Judicial Medal of Distinction” in 2022 (Supreme Court of the Philippines), “Distinguished Alumni Award for the Judiciary” in 2018 (Ateneo de Manila Alumni Association, Inc.), “Gawad Dangal ng Lipi” in 2012 (Provincial Government of Bulacan), Gawad Parangal 2008 as Outstanding Alumna for Dedicated Service to Country and People (St. Paul University Manila), Court of Appeals Award for Exemplary Performance in 2007 (CA Award of Recognition for Outstanding Performance in Case Disposition), and Natatanging Babaeng Hukom in 2003 (Municipality of Plaridel, Bulacan) among others.

** Independent director – The Independent Directors of the Company are Messrs. Amando M. Tetangco, Jr. and J. Carlitos G. Cruz, and Ms. Estela M. Perlas-Bernabe. 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 Company’s subsidiaries. He is also a director of Concrete Aggregates Corporation. He was recognized as Asia’s Best CEO in the 15th Asian Excellence Award by Corporate Governance Asia, and Eminent Leader in Asia (2024) by Asia Corporate Excellence and Sustainability Awards (ACES). He is also recipient of Asian Institute Management Alumni Achievement Award. In 2019, he was conferred Global Management Accounting Hall of Fame Award by Institute of Certified Management Accountants. From 2017 to 2022, he was awarded Asia’s Best CEO (Investor Relations) by Corporate Governance Asia.

Mr. Lim also served as the Chief Finance Officer and Executive Vice President (EVP) of SM Prime, leading the overall strategic planning, finance, and treasury functions as well as Business Development, Investor Relations, and Information Technology. During this time, he also received various awards such as Asia’s Best CFO (Investor Relations) for years 2015-2016 by Corporate Governance Asia; Chief Finance Officer of the Year Award in 2012 by ING Bank and Financial Executives Institute of the Philippines, and Best CFO in the Philippines Award in 2012 by Finance Asia. Prior to joining the Company in 1994, he worked for a multi-national company and for SGV & Co.

Mr. Lim earned his Bachelor of Science Degree in Accounting from the University of the East in Manila. He is a Certified Public Accountant and also holds a Management Development Program Diploma from Asian Institute of Management.

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.

In recognition of his commitment to environmental stewardship, social inclusion, good governance, and resilience and his people-centered leadership and diversity, Mr. Sy was awarded the Management Person of the Year in 2025 by the Management Association of the Philippines. Mr. Sy is also a recipient of various awards and recognitions such as the “Adopted Son and Honorary mayor of Bacolod City (2025), the “Tambuli Lifetime Achievement Award (2024), Honorary Fellow of the Institute of Corporate Directors (2024), Outstanding Filipino Retailers President Award (2024), Dangal ng Pilipino sa Pag-agapay sa Ligtas na Sambayanan (2023), and the Ten Outstanding Filipino (TOFIL) Award.

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.

In 2025, the Company and its finance team was honored with the Best Corporate Bond (USD) award at the Asset Triple A Awards, while Mr. Ong was named Asia's Best CFO (Investor Relations) at the 15th Asian Excellence Award and Best CFO in the Philippines (Gold) at the FinanceAsia Asia's Best Companies.

In 2024, he was cited as Asia's Best CFO (Investor Relations) at the 14th Asian Excellence Award, and the Company's finance team received the Best Corporate Finance Team – Corporate's distinction at the FinanceAsia Achievement Awards.

In 2023, he earned his Asia's Best CFO (Investor Relations) recognition at the 13th Asian Excellence Award and was named Best CFO in the Philippines (Gold) at the FinanceAsia Asia's Best Companies. That same year, the Company received the Best Corporate Bond (Local) award at The Asset Triple A Awards.

In 2022, Mr. Ong was recognized as Asia's Best CFO (Investor Relations) at the 12th Asian Excellence Award, underscoring a sustained track record of excellence in financial stewardship, capital markets engagement, and investor relations leadership across Asia.

Mr. Ong was recently conferred the distinction of Atenean of the Year during the 2025 Grand Alumni Homecoming of Ateneo de Zamboanga University, recognizing his outstanding accomplishments and exemplary leadership in the field of finance.

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. Mr. Serrano is a practicing lawyer specializing in corporate law, banking and finance and securities law. He is the founder and Managing Partner of the law firm SERRANO LAW. Mr. Serrano has been awarded "Asia Best Lawyer" in Banking & Finance, Merger & Acquisition and Capital Markets by the International Financial Law Review (IFLR) consistently since 2019 and "Leading Lawyer-Highly Regarded" by IFLR 1000. Mr. Serrano has also been inducted to the Legal 500's "Hall of Fame" as among the lawyers who received constant praise from clients for continued excellence.

Mr. Serrano is also the Corporate Secretary of the biggest and most respected public companies, such as, SM Investments Corporation, SM Prime Holdings, Inc., Atlas Consolidated Mining and Development Corporation, DFNN, Inc., as well private companies that are leaders in their respective industries, Premium Leisure Corp. and 2GO Group, Inc. He is also the Corporate Information Officer of BDO Unibank, Inc. and Corporate Secretary of BDO's subsidiaries and affiliates. Mr. Serrano also sits as a director of several public companies. He is the Chairman of Dominion Holdings, Inc., an Independent Director of Philippine Telegraph & Telephone Corporation and Benguet Corporation, and regular director of EEL Corporation, DFNN, Inc. and 2GO Group, Inc.

Mr. Serrano is counsel to prominent associations in the financial industry, 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 and Sustainability 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 and Sustainability 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 and Sustainability 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 and Sustainability 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. For 2025, the Company's newly-appointed director, Ms. Estela M. Perlas-Bernabe, attended the Director Onboarding Program on September 8, 2025.

All directors and executive officers 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/Director
Vice Chairman/Non-Executive
Director

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

Estela M. Perlas - Bernabe

Name of Corporation

Aboitiz Power Corporation
Converge Information and Communications Technology
Solutions, Inc.
San Miguel Food and Beverage, Inc.
BDO Unibank, Inc.

Position

Independent Director
Independent Director

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

<i>Name of Corporation</i>	<i>Position</i>
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
DFNN, Inc.	Director

Board Committees

The members of the Audit Committee are:

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

The members of the Corporate Governance and Sustainability Committee are:

ESTELA M. PERLAS - BERNABE	-	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:

ESTELA M. PERLAS - BERNABE	-	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 2026-2027

The Corporate Governance and Sustainability Committee, confirmed by the Board, pre-qualified the following nominees for election as directors for 2026-2027 at the forthcoming Annual Stockholders' Meeting:

HENRY T. SY, JR.	-	Non-Executive Director
AMANDO M. TETANGCO, JR.	-	Independent Director
J. CARLITOS G. CRUZ	-	Independent Director
ESTELA M. PERLAS - BERNABE	-	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 *Certification of Independent Director*, 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.

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

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.

Further, the Company is not involved in or aware of any material legal proceedings that may significantly affect the Company, or any of its subsidiaries or affiliates.

ITEM 6. Compensation of Directors and Executive Officers

The following are the top highly compensated executive officers of SMPH and its subsidiaries (collectively known as the Company or SM Prime):

Name and Position

Jeffrey C. Lim
President, SM Prime

Steven T. Tan
President, Malls

Glenn D. Ang
President, SM Smart City Infrastructure and Development Corporation

Grace Evangeline M. Sta. Ana
Executive Vice President, SMDC

John Nai Peng C. Ong
Chief Finance Officer, SM Prime

Summary Compensation Table (In Million Pesos)

	Year	Salary	Bonus
President & 4 Most Highly Compensated Executive Officers	2026 (estimate)	216	36
	2025 (actual)	204	34
	2024 (actual)	185	30
All other officers as a group unnamed*	2026 (estimate)	2,132	317
	2025 (actual)	2,012	299
	2024 (actual)	1,817	273

* Executive officers of the Company

(A.) Compensation of Directors

In 2025, 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:

Board of Directors	Total Compensation per Director
Amando M. Tetangco, Jr. (Independent Director)	₱ 6,180,000
J. Carlitos G. Cruz (Independent Director)	₱ 5,090,000
Darlene Marie B. Berberabe* (Independent Director)	₱ 440,000
Estela M. Perlas – Bernabe (Independent Director)	₱ 3,571,667
Henry T. Sy, Jr.	₱ 100,000
Hans T. Sy	₱ 50,000
Herbert T. Sy	₱ 50,000
Jorge T. Mendiola	₱ 90,000
Jeffrey C. Lim	₱ 50,000

* Term as Director ended on May 2025 following her appointment as Solicitor General.

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

The total amount of fees for 2025 allocated among directors does not exceed 10% of the total income of the Company before tax for 2025 in accordance with SMPH'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.

There are no special contracts or arrangements between SM Prime and the aforementioned directors and officers, as well as special compensatory plans or arrangements, including payment to be received from SMPH with respect to any named director or executive.

(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, 2025, 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 18 of the attached 2025 audited consolidated financial statements of the Company for the description of related party transactions of SM Prime. 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

- (a.) SGV & Co., the external auditor of the Company for the current year, is subject to re-appointment as the Company's external auditor for 2026 with the endorsement of the Audit Committee and approval of the Board of Directors. SGV & Co.'s appointment for 2026 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.
- (b.) 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. The Company's External Auditor, is also subject to the oversight and accreditation of the SEC. SGV & Co. is accredited under the Group A category with details as follows:

- 1. Name of the audit engagement partner: Juan Miguel P. Machuca
- 2. Accreditation number: 116998-SEC
- 3. Date accredited: May 11, 2021
- 4. Expiry date of accreditation: 2025 (Audit Period End)
- 5. Name, address, contact number of the audit firm:

Sycip Gorres Velayo & Co.
6760 Ayala Avenue, Makati City, Metro Manila, 1226
(632) 8891-0307
- 6. Date it was subjected to SEC Oversight Assurance Review inspection, if subjected:
August 4-22, 2025

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, SMPH 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.

(c.) 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.

(d.) Fee-Related Information of External Auditors

The fees to SGV & Co. and Ernst & Young (EY) for the years ended December 31, 2025 and 2024 are presented as follows:

Year	Audit Fees	Non-audit Services	
		Other assurance service fees	Tax fees
		<i>In Php Millions</i>	
2025	₱16	₱11	₱3
2024	17	3	1

Other assurance services include the following, among others:

- Independent validation of votes during the Annual Stockholders' Meeting
- Services related to securities filings
- Agreed upon procedures on sustainability reporting

(e.) Tax fees

Tax fees pertains to Tax advisory services (including examinations).

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

On February 26, 2026, the Board of Directors of the Company approved and endorsed to the stockholders for approval, the reclassification of 100 Million unissued common shares with par value of Php1.00 to 100 Million preferred shares with par value of Php1.00, and the corresponding amendment of the Seventh Article of the Articles of Incorporation, including the delegation to the Board of the authority to fix and determine the terms of the preferred share issuances, including the tranches, offer price, and timing of the offer and issuance.

After the reclassification, the authorized capital stock of the Company will still be Php40,000,000,000.00 divided into 39,900,000,000 common shares with par value of P1.00 and 100,000,000 preferred shares with par value of P1.00.

The preferred shares will diversify the sources of funding as well as the investor profile of the Company. The preferred shares shall have the following features:

1. The preferred shares are non-voting shares, except that each holder of a preferred share shall be entitled to one (1) vote in the instances enumerated in Section 6 of the Revised Corporation Code, where holders of non-voting shares are entitled to vote;
2. The holders of the preferred shares shall be entitled to dividends before any dividends are declared on the common stock of the Company as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to determine the rate, nature and/or amount of the aforesaid dividends;
3. The preferred shares shall be perpetual and shall not be redeemable at the option of their holders. However, the Company may redeem the preferred shares;
4. The preferred shares shall not be convertible to common shares;
5. To the extent not set forth in this Article, the specific terms of each issue of the preferred shares, including but not limited to the number of shares included in said series, the rate, nature and/or amount of dividends, shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issue of such preferred shares, which resolution(s) shall be filed with the Securities and Exchange Commission and thereupon be deemed a part of these Articles of Incorporation;

Section 6 of the Revised Corporation Code provides that non-voting preferred shares, as in this case, are nevertheless entitled to vote on the following matters:

1. Amendment of the Articles of Incorporation;
2. Adoption and amendment of By-laws;
3. Sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the corporate property;
4. Incurring, creating, or increasing bonded indebtedness;
5. Increase or decrease of authorized capital stock;
6. Merger or consolidation of the corporation with another corporation or other corporations;
7. Investment of corporate funds in another corporation or business in accordance with this Code; and
8. Dissolution of the corporation.

The same Section 6 of the Revised Corporation Code allows preferred shares to be given preference in the distribution of dividends and in the distribution of corporate assets in case of liquidation, or such other preferences. Further, the board of directors may fix the terms and conditions of preferred shares or any of its series, provided that the Board is authorized in the articles of incorporation, subject to the

requirement of filing of a certificate thereof with the Securities and Exchange Commission to be effective.

On the other hand, holders of common shares are voting shares, entitled to vote in all matters subject to shareholder approval pursuant to the By-Laws of the Company and the Revised Corporation Code. Since the common shares reclassified to preferred shares were unissued, there are no changes to the rights of existing security holders other than preferred shareholders being entitled to dividends before any dividends on common shares are declared.

SMPH intends to offer the preferred shares to the public and subsequently list the shares in the Philippine Stock Exchange.

There is no provision in the Articles of Incorporation or By-Laws of the Company that would delay, defer, or prevent a change in control of the Company.

This action item, involving the amendment of the Articles of Incorporation of the Company, requires the affirmative vote of shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company.

Please see Item 17 of this Information Statement for the corresponding proposed amendment to the Seventh Article of the Articles of Incorporation which will likewise be presented to the shareholders for approval.

ITEM 11. Financial and Other Information

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

The Management Report and the Company's audited consolidated financial statements for the years ended December 31, 2025, 2024 and 2023 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 of 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 29, 2025.
- (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 29, 2025 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 2025 Annual Stockholders' Meeting were uploaded via PSE EDGE on March 14, 2025 and posted on the Company's website and published in the Business Sections of Manila Bulletin and the Philippine Daily Inquirer on March 21 & 22, 2025, in print and online formats prior to the 2025 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 Management Report under Item D (Market Price of and Dividends on the Registrant's Common Equity).

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 2025, 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 ¹	100%	100%
Estela M. Perlas-Bernabe ²	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 except Estela M. Perlas-Bernabe³ were also present during the 2025 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.

In 2025, SMPH engaged the services of Institute of Corporate Directors (ICD) to assess the Board's structure and composition, responsibilities and duties, board processes, dynamics and relationships, and corporate governance practices. This was done through questionnaires with quantitative and qualitative questions accomplished by each member of the Board.

The following are the results of the evaluation conducted by ICD:

- The diversity within the board brings unique perspectives and expertise combined with active participation of directors during discussions enhance the decision-making process, thus, creating robust and comprehensive strategies.
- The board atmosphere is conducive to productive exchange and discussion. The positive dynamics between the Chairman, President, directors, and committees foster a collaborative and respectful environment.
- The leadership by the Chairman and President is particularly commendable, as they are open to feedback, respected for their good personality, openness, ability to lead and provide clear vision and direction.
- The board demonstrates a strong understanding of real estate trends and consumer preferences crucial for navigating the dynamic market environment.
- Board's focus on Business Intelligence, Data Science, and Long-Term Strategy reflects forward-thinking and proactive governance approach.

Following the presentation of the results of the assessment, including recommendations, to the Board the Board, through the CG Committee, monitored its progress of the recommendations and improved its performance to further strengthen its function.

¹ Term as Director ended on May 2025 following her appointment as Solicitor General.

² Estela M. Perlas-Bernabe assumed the unexpired term of Atty. Berberabe following her appointment as Solicitor General.

³ Id.

For the period ended December 31, 2025, 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. The Stockholders will be asked to approve and ratify the following acts of the Board of Directors:

1. Amendment of the Sixth Article of the Articles of Incorporation of the Company to increase the number of directors from eight (8) to nine (9) and is proposed to be read as follows:

Current	Proposed Amendment	Rationale
SIXTH: That the number of directors of said corporation shall be eight (8) and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:	SIXTH: That the number of directors of said corporation shall be <u>nine (9)</u> and that the names, nationalities and residences of the directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:	With the endorsement of the Corporate Governance and Sustainability Committee and in recognition of the principles of board diversity and independence of business judgment, the Board approved the amendment of the Company's Articles of Incorporation to increase the number of directors from eight (8) to nine (9).

2. Amendment of the Seventh Article of the Articles of Incorporation to reclassify 100 million unissued common shares with par value of Php1.00 to 100 million preferred shares with par value of Php1.00 and is proposed to read as follows:

Current	Proposed Amendment	Rationale
SEVENTH: That the authorized capital stock of said corporation is FORTY BILLION PESOS (Php40,000,000,000.00) , Philippine Currency, and said the capital stock is divided into FORTY BILLION (40,000,000,000) common shares with a par value of the One Peso (Php1.00) per share.	SEVENTH: That the authorized capital stock of said corporation is FORTY BILLION PESOS (Php40,000,000,000.00) , Philippine Currency, and <u>said capital</u> stock is divided into <u>THIRTY-NINE BILLION NINE HUNDRED MILLION (39,900,000,000)</u> common shares with a par value of the One Peso (Php1.00) per share <u>and ONE HUNDRED MILLION (100,000,000) preferred shares with a par value of</u>	The preferred shares will diversify the sources of funding as well as the investor profile of SM Prime.

No stockholder of the corporation, because of his/its ownership of stock, has a preemptive or other

right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants to purchase stock of the corporation. Any part of such stock of or other securities may, at any time, be issued, optioned for sale, and sold or disposed by the corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing Stockholders. This restriction shall be printed on the Stock Certificates of the Corporation.

One Peso (Php1.00) per share.

The preferred shares shall have the following features:

1. **The preferred shares are non-voting shares, except that each holder of a preferred share shall be entitled to one (1) vote in the instances enumerated in Section 6 of the Revised Corporation Code, where holders of non-voting shares are entitled to vote;**
2. **The holders of the preferred shares shall be entitled to dividends before any dividends are declared on the common stock of the Corporation as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors to determine the rate, nature and/or amount of the aforesaid dividends;**
3. **The preferred shares shall be perpetual and shall not be redeemable at the option of their holders. However, the Corporation may redeem the preferred shares;**

4. The preferred shares shall not be convertible to common shares;
5. To the extent not set forth in this Article, the specific terms of each issue of the preferred shares, including but not limited to the number of shares included in said series, the rate, nature and/or amount of dividends, shall be specified in such resolution(s) as may be adopted by the Board of Directors prior to the issue of such preferred shares, which resolution(s) shall be filed with the Securities and Exchange Commission and thereupon be deemed a part of these Articles of Incorporation;

Provided, finally, that all preferred shares shall comply with the regulations of the Securities and Exchange Commission prevailing at the time of issuance, as these may be amended from time to time.

No stockholder of the corporation, because of his/its ownership of stock, has a preemptive or other right to purchase, subscribe for or take any part of any stock or of any other securities convertible into or carrying options or warrants

to purchase stock of the corporation. Any part of such stock of or other securities may, at any time, be issued, optioned for sale, and sold or disposed by the corporation pursuant to resolution of the Board of Directors, to such person and upon such terms as such Board may deem proper, without first offering such stock or securities or any part thereof to existing Stockholders. This restriction shall be printed on the Stock Certificates of the Corporation.

This action item requires the affirmative vote of shareholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company.

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 the Annual Stockholders' Meeting held on April 29, 2025;
- (b) Ratification of the Acts of the Board of Directors, Board Committees and Management during their term;
- (c) Approval of the Annual Report for 2025;
- (d) Election of Directors for 2026-2027; and
- (e) Appointment of External Auditor for 2026.

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.

The amendments to the SMPH Articles of Incorporation discussed in Item 17 requires the affirmative vote of stockholders representing at least two-thirds (2/3) of the Company's outstanding capital stock in accordance with Section 15 of the Revised Corporation Code.

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 23, 2026 (Thursday)**, 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 2026 Proxy" to the Company's Office of the Corporate Secretary at corporatesecretary@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 voting link 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. 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 the Manual.

In the recent update of the Manual approved by the Board on November 10, 2025, new provisions were incorporated such as engagement of Board Advisers and providing structure to the role; disclosure of summary of trading transactions by directors and officers; process and timeline relevant to Board vacancies; and review of sustainability issues and engaging third party assurance on the Company's sustainability report. Further to this, several provisions were also revised such as updating the name of the *Corporate Governance Committee* to the *Corporate Governance and Sustainability Committee*; guidelines for Directors on accepting nominations and offers to serve in other organizations; emphasize communicating relevant Company information to stakeholders beyond the Annual Stockholders' Meeting (ASM); guidelines and requirements on ASM Minutes in line with SEC MC No. 11 s. 2024; and update the mode of dissemination of the Manual to employees and stockholders, among others.

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 25, 2026.

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

A handwritten signature in black ink, appearing to read "John Nai Peng C. Ong", written over a horizontal line.

John Nai Peng C. Ong
Chief Finance Officer

MANAGEMENT REPORT

A. DESCRIPTION OF BUSINESS

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

The subsidiaries of the Company are as follows:

Company	Country of Incorporation	Percentage of Ownership	
		2025	2024
Malls			
A. Canicosa Holdings, Inc.	Philippines	100.0	100.0
AD Canicosa Properties, Inc.	- 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. (CPDC)	- do -	100.0	100.0
MOA Esplanade Port, Inc.	- do -	100.0	100.0
Premier Central, Inc. (PCI) and Subsidiary	- do -	100.0	100.0
Premier Clark Complex, Inc.	- do -	100.0	100.0
Premier Southern Corp. (PSC)	- do -	100.0	100.0
Prime Commercial Property Management Corp. (PCPMC) and Subsidiaries	- do -	100.0	100.0
Rushmore Holdings, Inc.	- do -	100.0	100.0
San Lazaro Holdings Corporation (SLHC)	- do -	100.0	100.0
Simply Prestige Limited and Subsidiaries	British Virgin Islands (BVI)	100.0	100.0
SM Arena Complex Corporation (SMACC)	Philippines	100.0	100.0
SM Land (China) Limited and Subsidiaries	Hong Kong	100.0	100.0
SMPHI SG Holdings Pte. Ltd.	Singapore	100.0	—
Southernpoint Properties Corp. (SPC)	Philippines	100.0	100.0
Springfield Global Enterprises Limited	BVI	100.0	100.0
Supermalls Transport Services, Inc.	Philippines	100.0	100.0
Nagtahan Property Holdings, Inc.	- do -	99.7	—
First Asia Realty Development Corporation (FARDC)	- do -	74.2	74.2
Mindpro, Incorporated	- do -	70.0	70.0
SM GUUN ENVIRONMENTAL COMPANY, INC (GECI)	- do -	70.0	70.0
First Leisure Ventures Group Inc.	- do -	50.0	50.0
Residential			
SM Development Corporation and Subsidiaries	- do -	100.0	100.0
Costa del Hamilo, Inc. (CDHI) and Subsidiary	- do -	100.0	100.0
Highlands Prime Inc. and Subsidiary	- do -	100.0	100.0
Hotels and Convention Centers			
SM Hotels and Conventions Corp. and Subsidiaries	- do -	100.0	100.0
Commercial and Integrated Commercial Developments			
Associated Development Corporation	- do -	100.0	100.0
Magenta Legacy, Inc. (MLI)	- do -	100.0	100.0
Prime Metroestate, Inc. and Subsidiary	- 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

Neither the Company nor any of its subsidiaries have been the subject of a bankruptcy, receivership or similar proceeding, or involved in any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

The table below sets out each business unit's contribution to SM Prime's consolidated revenue (from external customers and inter-segment revenues) for the years ended December 31, 2023, 2024 and 2025.

<i>(in ₱ millions)</i>	For the years ended December 31		
	Audited		
	2025	2024	2023
Revenues			
Malls	₱85,055	₱79,653	₱72,566
Residential	42,520	47,764	43,731
Commercial and Integrated Commercial Developments	5,354	5,450	5,349
Hotels and Convention Centers	8,456	7,783	6,679
Eliminations	(278)	(259)	(227)
Total	₱141,107	₱140,391	₱128,098

The contribution of SMPH and its subsidiaries to the Company's total consolidated revenues for the years ended December 2025, 2024, and 2023 is set out below.

For the years ended December 31						
	2025		2024		2023	
Company	Revenue	% to	Revenue	% to	Revenue	% to
<i>(Amounts in ₱ millions)</i>						
SM Prime Holdings, Inc.	₱83,737	59%	₱74,273	53%	₱71,727	56%
SMDC and Subsidiaries	31,904	23%	42,274	30%	34,018	27%
SM Land China	7,096	5%	6,841	5%	6,385	5%
FARDC	5,105	4%	5,112	4%	4,891	4%
PCI and Subsidiary	2,984	2%	2,761	2%	2,499	2%
PSC	1,731	1%	1,652	1%	1,532	1%
CDHI and Subsidiary	1,603	1%	889	1%	846	1%
CPDC	1,468	1%	1,394	1%	1,313	1%
HPI and Subsidiary	1,391	1%	1,223	1%	1,527	1%
SMACC	1,060	1%	1,027	1%	871	1%
SPC	1,055	1%	989	1%	912	1%
PCPMC and Subsidiaries	647	0%	759	1%	512	0%
Britannia Trading Corp and Subsidiaries	409	0%	259	0%	261	0%
FLVG	378	0%	407	0%	399	0%
PMI and Subsidiary	353	0%	334	0%	293	0%
Mindpro	292	0%	284	0%	269	0%
CHAS and Subsidiaries	148	0%	150	0%	144	0%
MLI	12	0%	13	0%	13	0%
SLHC	12	0%	10	0%	9	0%
MOA Esplanade Port, Inc.	-	0%	2	0%	1	0%
SM Hotels and Conventions Corp. and Subsidiaries	-	0%	-3	0%	-86	0%
Elimination	(278)	0%	(259)	0%	(227)	0%
Total	₱141,107	100%	₱140,391	100%	₱128,098	100%

The contribution of SMPH and its subsidiaries to the Company's total consolidated net income attributable to equity holders of the Parent for the years ended December 31, 2025, 2024, and 2023 is set out below.

For the years ended December 31

Company	Audited					
	2025		2024		2023	
	Net Income	% to	Net Income	% to	Net Income	% to
<i>(Amounts in ₱ millions)</i>						
SM Prime Holdings, Inc.	₱34,841	71%	₱26,162	57%	₱24,394	61%
SMDC and Subsidiaries	4,083	8%	10,280	23%	7,784	19%
FARDC	2,905	6%	2,855	6%	2,716	7%
PCI and Subsidiary	1,324	3%	1,104	2%	504	1%
PSC	1,123	2%	987	2%	971	2%
CPDC	980	2%	890	2%	825	2%
Britannia Trading Corp and Subsidiaries	617	1%	512	1%	(216)	-1%
SPC	594	1%	552	1%	495	1%
HPI and Subsidiary	528	1%	591	1%	629	2%
SM Land China	412	1%	96	0%	309	1%
CDHI and Subsidiary	395	1%	260	1%	281	1%
PCPMC	350	1%	377	1%	319	1%
PMI and Subsidiary	311	1%	385	1%	334	1%
SMACC	294	1%	217	0%	283	1%
Mindpro	256	1%	411	1%	378	1%
SM Hotels and Subsidiaries	142	0%	60	0%	(22)	(0%)
FLVG	59	0%	75	0%	59	0%
SCIDC	34	0%	23	(0%)	(42)	0%
CHAS and Subsidiaries	19	0%	(4)	0%	8	0%
MLI	7	0%	7	0%	6	0%
Nagtahan Property Holdings, Inc.	3	0%	-	0%	-	(0%)
STSI	-	0%	9	0%	(12)	0%
TRDC	-	(0%)	-	(0%)	1	(0%)
A. Canicosa Holdings, Inc.	(1)	(0%)	-	0%	-	0%
AD Canicosa Properties, Inc.	(1)	(0%)	(1)	0%	(1)	(0%)
MOA Esplanade Port, Inc.	(2)	(0%)	(2)	(0%)	(2)	(0%)
Rushmore Holdings, Inc.	(2)	(0%)	(2)	(0%)	(2)	0%
SLHC	(3)	(0%)	(11)	(0%)	(12)	(0%)
GECI	(15)	(0%)	-	(0%)	-	(0%)
SMPHI SG Holdings Pte. Ltd.	(17)	(0%)	(1)	(0%)	-	(0%)
Premier Clark Complex, Inc.	(133)	(0%)	(127)	0%	(126)	0%
Simply Prestige	(255)	(1%)	(73)	(0%)	150	0%
Total	₱48,848	100%	₱45,632	100%	₱40,011	100%

The contribution of the Company's China operations to its consolidated revenues for each of the last three (3) years is set out below.

Year	Contribution to Revenues
2025	5%
2024	5%
2023	5%

MALLS

SM Prime operates and maintains modern 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 within the compound of the shopping malls. The principal sources of mall 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, 2025, the malls business unit has 89 malls in the Philippines with 9.7 million sqm. Of GFA and nine shopping malls in China with 1.8 million sqm. Of GFA.

SM Prime plans to continue to expand its existing malls and develop new ones, with a target of opening three to four new malls in the Philippines in 2026, subject to market conditions, which will provide an addition of 0.5 million sqm. Of GFA. As the Metro Manila area becomes increasingly well served by shopping malls, SM Prime's strategy is to expand its activities in the provinces, where it currently operates 64 malls and holds an additional of 1,846 hectares of land available for development, all of which are owned.

SM Prime also owns and operates amusement parks, an arena, and various buildings across the country. The major tenant of these buildings is the SM Retail Group.

Approximately 54% of SM Prime's gross leasable space is currently leased by members of the SM Group or companies who are affiliated with the Sy Family. Such tenants contributed 21% (₱18 billion) of SM Prime's consolidated mall revenues for the year ended December 31, 2025.

SM Prime retains ownership of all of the sites on which the SM Prime malls are built, with the exception of SM City Bacoar, SM City Manila, SM Center Valenzuela, SM Center Molino, SM Center Pasig, SM City Clark, SM City Taytay, SM Aura Premier, SM City Masinag, SM City Baguio, SM by the Bay, SM Marketmall Dasmariñas, SM Center Muntinlupa, SM City Naga, SM City Tarlac, SM City San Pablo, SM City Calamba, SM City Olongapo, SM City Consolacion, SM City San Mateo, SM City Pampanga, SM City Daet, SM City Dasmariñas, SM Hypermarket Sucat Lopez, SM City Xiamen, SM City Jinjiang, SM City Chengdu, SM City Suzhou, SM City Chongqing, SM City Zibo, SM City Tianjin, SM City Yangzhou and SM City Haicang which are held under long term leases.

SM China malls have 40 to 70 years land use rights. In addition, the land where SM City Baguio is constructed is owned by SMIC; the land where SM Savemore Nagtahan is constructed is owned by Nagtahan Property Holdings Inc. (formerly A. D. Farming Inc.); and the land where SM City San Lazaro is constructed is owned by SLHC. SM by the Bay is owned by FLVG. Lease renewal options are subject to mutual agreement of the parties.

SM Prime has also expanded its shopping mall operations outside of the Philippines. SM Prime owns nine malls located in the cities of Xiamen, Jinjiang, Chengdu, Suzhou, Chongqing, Zibo, Tianjin and Yangzhou in the southern and western parts of China with a total GFA of approximately 1.8 million sqm. With average daily footfall of 0.4 million for the year ended December 31, 2025.

The principal sources of mall revenue for SM Prime comprise rental income payable by tenants (including its retail subsidiaries) within the malls, ticket sales derived from the operations of cinemas, and fees payable for the use of SM Prime's parking facilities, bowling, ice skating and other leisure facilities.

The following lists SM Prime's malls as of December 31, 2025.

Metro Manila

SM Supermalls	Location	GFA <i>(In 000s sq. m.)</i>
SM City North EDSA	Quezon City	532
SM City Sta. Mesa	Quezon City	133
SM Megamall	Mandaluyong City	611
SM Southmall	Las Piñas City	185
SM City Fairview	Quezon City	276
SM City Manila	Manila City	161
SM City Sucat	Parañaque City	93
SM City Bicutan	Parañaque City	111
SM City San Lazaro	Manila City	168
SM City Valenzuela	Valenzuela City	65
SM Mall of Asia	Pasay City	675
SM Center Pasig	Pasig City	29
SM Center Muntinlupa	Muntinlupa City	55
SM City Marikina	Marikina City	126
SM Center Las Piñas	Las Piñas City	37
SM City Novaliches	Quezon City	54
SM Aura Premier	Taguig City	197
SM City BF Parañaque	Parañaque City	114
SM Center Sangandaan	Caloocan City	36
SM Center Shaw	Mandaluyong City	39
SM Center Congressional	Quezon City	12
SM City East Ortigas	Pasig City	65
S Maison	Pasay City	42
SM City Grand Central	Caloocan City	111
SM City Caloocan	Caloocan City	94

Provincial

Luzon

SM Supermalls	Location	GFA <i>(In 000s sq. m.)</i>
SM City Bacoar	Bacoar City, Cavite	113
SM City Pampanga	San Fernando City, Pampanga	138
SM City Lucena	Lucena City, Quezon	72
SM City Baguio	Baguio City, Benguet	168
SM City Marilao	Marilao, Bulacan	77
SM City Dasmariñas	Dasmariñas City, Cavite	169
SM City Batangas	Batangas City, Batangas	77
SM City Molino	Bacoar City, Cavite	76
SM City Sta. Rosa	Sta. Rosa City, Laguna	79
SM City Clark	Angeles City, Pampanga	191
SM City Lipa	Lipa City, Batangas	140
SM City Taytay	Taytay, Rizal	97

SM Supermalls	Location	GFA <i>(In 000s sq. m.)</i>
SM City Rosales	Rosales, Pangasinan	58
SM City Baliwag	Baliwag, Bulacan	79
SM City Naga	Naga City, Camarines Sur	101
SM City Rosario	Rosario, Cavite	55
SM City Tarlac	Tarlac City, Tarlac	99
SM City San Pablo	San Pablo City, Laguna	47
SM City Calamba	Calamba City, Laguna	58
SM City Masinag	Antipolo City, Rizal	89
SM City Olongapo	Olongapo City, Zambales	48
SM City San Fernando Downtown	San Fernando City, Pampanga	42
SM City Cauayan	Cauayan City, Isabela	69
SM Center Angono	Angono, Rizal	36
SM Megacenter Cabanatuan	Cabanatuan City, Nueva Ecija	41
SM City San Mateo	San Mateo, Rizal	65
SM City Cabanatuan	Cabanatuan City, Nueva Ecija	139
SM City San Jose Del Monte	San Jose Del Monte, Bulacan	97
SM City Trece Martires	Trece Martires City, Cavite	68
SM Center Antipolo Downtown	Antipolo City, Rizal	27
SM City Puerto Princesa	Puerto Princesa City, Palawan	54
SM Center Tuguegarao Downtown	Tuguegarao City, Cagayan	34
SM Center Pulilan	Pulilan, Bulacan	27
SM Center Lemery	Lemery, Batangas	25
SM Center Imus	Imus, Cavite	13
SM City Urdaneta Central	Urdaneta City, Pangasinan	80
SM City Telabastagan	San Fernando City, Pampanga	54
SM City Legazpi	Legazpi City, Albay	73
SM City Olongapo Central	Olongapo City, Zambales	93
SM Center Dagupan	Dagupan City, Pangasinan	37
SM City Daet	Daet, Camarines Norte	47
SM City Tanza	Tanza, Cavite	57
SM City Sorsogon	Sorsogon City, Sorsogon	40
SM City Tuguegarao	Tuguegarao City, Cagayan	59
SM City Bataan	Balanga City, Bataan	48
SM Center San Pedro	San Pedro, Laguna	30
SM City Sto. Tomas	Sto. Tomas, Batangas	73
SM City Laoag	Laoag City, Ilocos Norte	92
SM City La Union	San Fernando City, La Union	96

Visayas

SM Supermalls	Location	GFA <i>(In 000s sq. m.)</i>
SM City Cebu	Cebu City, Cebu	267
SM City Iloilo	Iloilo City, Iloilo	144
SM City Bacolod	Bacolod City, Negros Occidental	128
SM City Consolacion	Consolacion, Cebu	101
SM Seaside City Cebu	Cebu City, Cebu	394
SM Center Ormoc	Ormoc City, Leyte	44
SM City Roxas	Roxas City, Capiz	41
SM City J Mall	Mandaue City, Cebu	105

Mindanao

SM Supermalls	Location	GFA (In 000s sq. m.)
SM City Davao	Davao City, Davao Del Sur	205
SM City Cagayan de Oro	Cagayan de Oro City, Misamis Oriental	120
SM City General Santos	General Santos City, South Cotabato	114
SM Lanang Premier	Davao City, Davao Del Sur	135
SM CDO Downtown Premier	Cagayan de Oro City, Misamis Oriental	128
SM City Butuan	Butuan City, Agusan Del Norte	62
SM City Mindpro	Zamboanga City, Zamboanga Del Sur	59

SM China Malls

Malls	Location	GFA (In 000s sq. m.)
SM City Xiamen	Fujian	418
SM City Jinjiang	Fujian	168
SM City Chengdu	Sichuan	167
SM City Suzhou	Jiangsu	73
SM City Chongqing	Sichuan	149
SM City Zibo	Shandong	152
SM City Tianjin	Tianjin	338
SM City Yangzhou	Jiangsu	222
SM City Haicang	Fujian	132

SM Prime believes that the nine malls will provide a platform for it to expand in the China market. It intends to continue to develop the SM malls in China through synergies with its existing mall operations and other management expertise. SM Prime intends to continue seeking opportunities for mall developments in Fujian Region in China, where the mall can serve to anchor the city center. Although SM Prime is still developing its expansion plans in China, subject to the availability of suitable locations, SM Prime may initially build one new mall and one expansion project over the next five years in China.

Sky Ranch

Name	Location
Sky Ranch Tagaytay	Tagaytay City, Cavite
Sky Ranch Pampanga	San Fernando City, Pampanga
Sky Ranch Baguio	Baguio City, Benguet

SM Markets

SM Prime also owns several buildings occupied by SM Markets with a total GFA of more than 84,000 sqm. The following table sets forth certain information regarding SM Markets buildings as of December 31, 2025:

SM Markets	Location	GFA <i>(in 000s sq.m.)</i>
Marketmall Dasmariñas	Dasmariñas City, Cavite	30
Savemore Tacloban	Tacloban City, Leyte	15
Savemore Market Malabon	Malabon City	13
Hypermarket Sucat Lopez	Parañaque City	8
Hypermarket Lapu-Lapu	Lapu-lapu City, Cebu	8
Savemore Market Apalit	Apalit, Pampanga	6
Savemore Nagtahan Market	Manila City	5

SM Prime owns the land on which all the retail establishments listed in the table above are situated, except for Marketmall Dasmariñas and Hypermarket Sucat Lopez.

MOA Arena

The MOA Arena is a five-storey, first class multipurpose venue for sporting events, concerts, entertainment shows, and other similar events. The arena has a seating capacity of approximately 16,000 for sporting events, and a full-house capacity of 20,000. It occupies approximately two hectares of land and has a GFA of approximately 68,000 sqm.

Land Bank for Malls Development

SM Prime's existing land bank owned for development of new malls as of December 31, 2025 is 1,846 hectares, 1,781 hectares of which is strategically located outside of Metro Manila in various provinces across the country.

Principal Tenants

SM Prime enjoys a competitive advantage due to its long-standing retail experience in establishing an appropriate mix of tenants including its associated anchor tenants. SM Prime optimizes the tenant mix of each of its malls, which has contributed to the profitability of the malls. The principal anchor tenants in the malls include The SM Stores and SM Markets. Other significant tenants include The Jollibee Group (Jollibee, Chowking, Greenwich, Mang Inasal), Bench and the Suyen Group (Charles & Keith, Aldo, Marugame), and Golden ABC (Penshoppe, OXGN, Memo, Regatta).

SM Prime also hosts global brand flagship stores for Zara, Muji, Mango, Victoria's Secret, Lacoste and Popmart as well as experiential tenants like Fantasy World and exciting mall features such as Game Park, Active Hub, Amusement arcades.

In addition to the anchor tenants associated with SM Prime, other retail operations controlled by or in which the Sy Family has a significant interest, such as Ace Hardware, SM Appliance Center, Watsons, Surplus, Our Home, Toy Kingdom, BDO, Kultura, Uniqlo, and Miniso are also tenants in most of the malls.

During the years ended December 31, 2025, 2024 and 2023, approximately 25%, 25% and 26%, respectively, of the aggregate mall rental revenue received by SM Prime in respect of the malls were from members of the Group and companies affiliated with the Sy Family.

SM Prime believes that all the leases entered into between SM Prime and the Group or companies affiliated to the Sy Family have been entered into on an arm's length basis and on commercial terms.

Leasing Policies

The leasing policy of SM Prime in relation to each of the malls is to screen applicants carefully and to secure an appropriate mix of tenants, both in terms of the nature of their businesses and their size. The high demand for tenancies within the malls means that SM Prime generally has a waiting list sufficient to cover any vacancies that may arise in the malls.

It is the policy of SM Prime that all leases, whether with members of the SM Group, companies affiliated with the Sy Family or unrelated third parties, should be entered into on commercial terms, and SM Prime considers that the current rentals payable by tenants of the malls that are operational at present reflect prevailing market rents.

SM Prime's tenancies 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 five years, 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 SM Prime 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.

Management of the Malls

Management and operation of the malls, including the provision of manpower, maintenance and engineering and security, leasing, marketing and other promotional activities, are assumed by the PCPMC. In addition, the PCPMC negotiate and handle major tenant issues for the malls, while reporting to and under the direction of SM Prime. The PCPMC also adjust the tenant mix according to instructions given by SM Prime, which is based on a variety of factors, including the target market, location of the mall, demographics, size of the retail spaces and market positioning, among others. Each of the PCPMC performs specific functions in relation to each of the malls.

The entertainment and leisure facilities within the malls, including cinemas, bowling centers and ice skating rinks, are primarily owned by SM Prime, and the PCPMC manage the operations of the entertainment and leisure facilities within the malls. Certain entertainment facilities, such as amusement rides, are operated by third parties, whereby SM Prime receives a percentage of the amusement fees.

Competition

SM Prime's malls compete with other shopping malls in the geographic areas in which they operate. The other major shopping mall operators in the Philippines are Robinsons Land Corporation and Ayala Land, Inc. SM Prime believes that it is well placed to face increased competition in the shopping mall industry given the competitive advantages it has, including, among others, the location of its existing malls, SM Prime's land bank, its balance sheet strength, a proven successful tenant mix and selection criteria, and the presence of The SM Stores, SM Supermarkets, SM Hypermarkets and specialty stores of the Group within the malls. SM Prime believes that its experience and understanding of the retail industry have also been a contributing factor to its competitive advantage in the industry.

RESIDENTIAL

SM Prime is a leading mid- to high-end residential developer in the Philippines, deriving development revenues primarily from the sale of condominium units for both primary residential use ("Primary Residential Business") and leisure purposes ("Secondary Residential Business").

SM Prime's Primary Residential Business typically launches high-rise, mid-rise and single detached housing. Projects are located in Metro Manila and key provincial cities. As of

December 31, 2025, the Primary Residential Business unit had 68 residential projects in the market, 47 of which are in Metro Manila and 21 are in key provincial cities outside of Metro Manila.

In the Secondary Residential Business, SM Prime owns and develops leisure and resort developments including properties in the vicinity of the Tagaytay Highlands and Tagaytay Midlands golf clubs in Laguna, Tagaytay City and Batangas. It is also the developer of Pico de Loro Cove residential community within Hamilo Coast, a master planned coastal resort township development in Nasugbu, Batangas encompassing 13 coves and 31 kilometers of coastline.

Primary Residential Business – Completed Residential Projects

The following projects have completed their construction and for which units are being sold by SM Prime as of December 31, 2025:

	Condominium Projects	Building Type	Location	Year Completed	No. of Units
(1)	Mezza Residences	High-rise	Quezon City	2010	2,332
(2)	Chateau Elysee	Mid-rise	Parañaque City	2011	2,820
(3)	Berkeley Residences	High-rise	Quezon City	2011	1,276
(4)	Sea Residences	High-rise	Pasay City	2012	2,899
(5)	Princeton Residences	High-rise	Quezon City	2013	1,096
(6)	Grass Residences Phase 1	High-rise	Quezon City	2014	6,003
(7)	Sun Residences	High-rise	Quezon City	2014	4,039
(8)	Blue Residences	High-rise	Quezon City	2014	1,591
(9)	Jazz Residences	High-rise	Makati City	2015	5,367
(10)	Light Residences	High-rise	Mandaluyong City	2015	4,227
(11)	M Place South Triangle	High-rise	Quezon City	2015	3,437
(12)	Mezza II Residences	High-rise	Quezon City	2015	1,324
(13)	Shine Residences	High-rise	Pasig City	2015	892
(14)	Green Residences	High-rise	Manila City	2015	3,378
(15)	Shell Residences	High-rise	Pasay City	2015	3,093
(16)	Wind Residences	Mid-rise	Tagaytay City, Cavite	2016	3,524
(17)	Breeze Residences	High-rise	Pasay City	2017	2,133
(18)	Grace Residences	Mid-rise	Taguig City	2018	3,579
(19)	Shore Residences	High-rise	Pasay City	2019	5,691
(20)	Grass Residences Phase 2	High-rise	Quezon City	2020	3,914
(21)	South Residences	Mid-rise	Las Piñas City	2020	2,010
(22)	Air Residences	High-rise	Makati City	2021	3,641
(23)	Fame Residences	High-rise	Mandaluyong City	2021	5,098
(24)	Shore 2 Residences	High-rise	Pasay City	2021	5,488
(25)	Coast Residences	High-rise	Pasay City	2021	2,197
(26)	S Residences	High-rise	Pasay City	2021	2,395
(27)	Spring Residences	Mid-rise	Parañaque City	2022	1,653
(28)	Shore 3 Residences	High-rise	Pasay City	2022	5,382
(29)	Vine Residences	Mid-rise	Quezon City	2022	2,056
(30)	Hope Residences	Mid-rise	Trece Martires City, Cavite	2022	683
(31)	Trees Residences	Mid-rise	Quezon City	2022	6,695
(32)	Lush Residences	High-rise	Makati City	2022	674
(33)	Cheer Residences	Mid-rise	Marilao City, Bulacan	2024	992
(34)	Field Residences	Mid-rise	Parañaque City	2024	4,165

Primary Residential Business – Ongoing Residential Projects

The following projects are ongoing construction and for which units are being sold by SM Prime as of December 31, 2025:

	Condominium Projects	Building Type	Location	Year Launched	No. of Units
(1)	Cool Suites	Mid-rise	Tagaytay City, Cavite	2014	1,446
(2)	Cheerful Homes	House and Lot	Mabalacat City, Pampanga	2017	2,799
(3)	Bloom Residences	Mid-rise	Parañaque City	2017	5,864
(4)	Charm Residences	Mid-rise	Cainta, Rizal	2017	3,024
(5)	Green 2 Residences	Mid-rise	Dasmariñas City, Cavite	2017	3,254
(6)	Red Residences	High-rise	Makati City	2018	1,106
(7)	Park Residences	Mid-rise	Sta. Rosa City, Laguna	2018	1,864
(8)	Leaf Residences	Mid-rise	Muntinlupa City	2018	803
(9)	Lane Residences	Mid-rise	Davao City, Davao Del Sur	2018	1,286
(10)	Hill Residences	Mid-rise	Quezon City	2018	1,717
(11)	Sail Residences	High-rise	Pasay City	2019	2,831
(12)	Glam Residences	High-rise	Quezon City	2019	2,966
(13)	Style Residences	Mid-rise	Iloilo City, Iloilo	2019	2,930
(14)	Light 2 Residences	High-rise	Mandaluyong City	2019	4,190
(15)	Gold Residences	High-rise	Parañaque City	2019	6,790
(16)	Gem Residences	High-rise	Pasig City	2020	1,463
(17)	Smile Residences	Mid-rise	Bacolod City, Negros Occidental	2020	1,191
(18)	Mint Residences	High-rise	Makati City	2020	1,966
(19)	South 2 Residences	Mid-rise	Las Piñas City	2020	1,938
(20)	Sands Residences	High-rise	Manila City	2021	2,367
(21)	Cheerful Homes 2	House and Lot	Mabalacat, Pampanga	2021	1,581
(22)	Ice Tower	High-rise	Pasay City	2021	844
(23)	Twin Residences	High-rise	Las Piñas City	2021	2,406
(24)	Joy Residences	Mid-rise	Baliwag, Bulacan	2021	2,823
(25)	Calm Residences	Mid-rise	Sta. Rosa City, Laguna	2021	2,949
(26)	Gold Residential-Offices	High-rise	Parañaque City	2021	2,050
(27)	Glade Residences	Mid-rise	Jaro, Iloilo	2021	1,929
(28)	Vail Residences	Mid-rise	Cagayan de Oro City, Misamis Oriental	2022	3,095
(29)	Now Residences	Mid-rise	Angeles City, Pampanga	2022	1,741
(30)	Zeal Residences	Mid-rise	General Trias City, Cavite	2022	2,188
(31)	Jade Residences	High-rise	Makati City	2023	1,998
(32)	Turf Residences	Mid-rise	Biñan City, Laguna	2023	998
(33)	Parkville	House and Lot	Bacolod City, Negros Occidental	2023	1,529
(34)	Symphony Homes	House and Lot	Mabalacat City, Pampanga	2025	2,155

Residential – Leisure

SM Prime owns leisure and resort developments including properties located in the Tagaytay Highlands and Tagaytay Midlands 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.

The following are projects under the leisure resorts residences developments as of December 31, 2025:

	Projects	Location	Year Launched	No. of Units
(1)	The Horizon	Talisay, Batangas	2005	108
(2)	Woodridge Place Phase 1	Tagaytay City, Cavite	2006	71
(3)	The Hillside	Calamba, Laguna	2006	156
(4)	Jacana	Nasugbu, Batangas	2007	246
(5)	Myna	Nasugbu, Batangas	2007	246
(6)	Carola	Nasugbu, Batangas	2008	248
(7)	Miranda	Nasugbu, Batangas	2008	248
(8)	Pueblo Real	Talisay, Batangas	2009	86
(9)	Woodridge Place Phase 2	Tagaytay City, Cavite	2010	177
(10)	Sierra Lago	Talisay, Batangas	2010	185
(11)	Aspenhills	Calamba, Laguna	2012	204
(12)	Vireya 1 & 2	Talisay, Batangas	2016-2017	209
(13)	Freia	Nasugbu, Batangas	2017	223
(14)	Horizon Terraces Garden Suites and Villas	Talisay, Batangas	2017-2022	219
(15)	Vireya 3	Talisay, Batangas	2018	92
(16)	The Pines at Aspenhills	Calamba, Laguna	2019	25
(17)	Provence	Talisay, Batangas	2020	119
(18)	The Woodlands Point	Tagaytay City, Cavite	2009	60
(19)	Sola	Nasugbu, Batangas	2021	53
(20)	Primrose Parks	Talisay, Batangas	2022	99
(21)	Trealva	Talisay, Batangas	2023	231
(22)	Highlands Residences 1 & 2	Calamba, Laguna	2023-2024	113
(23)	Ardea	Nasugbu, Batangas	2023	75
(24)	Balea	Nasugbu, Batangas	2023	136
(25)	M Village	Nasugbu, Batangas	2024	174

Land Bank for Residential (Primary) Development

SM Prime's existing land bank owned for development of residential (primary) as of December 31, 2025 is 1,736 hectares, 1,409 of which is strategically located on various provinces across the country.

SM Prime believes this land bank is sufficient to sustain development and sales. Moreover, its residential business unit continually seeks to increase its land bank in various parts of the Philippines for future residential development through direct acquisitions.

Land Bank for Residential (Leisure) Development

SM Prime owns 579 hectares of land located in Tagaytay City, Laguna and Batangas for leisure development as of December 31, 2025.

COMMERCIAL AND INTEGRATED COMMERCIAL DEVELOPMENTS

SM Prime's commercial business unit is engaged in the development and leasing of office buildings in prime locations in Metro Manila and in the provinces, as well as the operations and management of such buildings and other land holdings.

As of December 31, 2025, SM Prime has seven stand-alone offices and 15 mall-adjacent offices, of which 13 are in Metro Manila with a combined GFA of approximately 1.6 million sqm.

	Offices	Year Opened	Location	GFA <i>(in 000s sq. m.)</i>
	Stand-alone Offices			
(1)	SM Cyber One	2008	Makati City	22
(2)	SM Cyber Two	2008	Makati City	15
(3)	Two E-Com Center	2012	Pasay City	103
(4)	Cyber West	2014	Quezon City	38
(5)	Five E-Com Center	2015	Pasay City	138
(6)	Three E-Com Center	2018	Pasay City	121
(7)	Four E-Com Center	2022-2023	Pasay City	174
	Mall-adjacent Offices			
(1)	Mall of Asia Annex (MAAX)	2012	Pasay City	95
(2)	SM Aura Tower	2014	Taguig City	51
(3)	SM City Taytay BPO Towers	2015	Taytay, Rizal	11
(4)	Clark Tech Hub 1 and 2	2016	Angeles City, Pampanga	30
(5)	Clark Tech Hub 3	2016	Angeles City, Pampanga	9
(6)	Clark Tech Hub 4	2016	Angeles City, Pampanga	9
(7)	Clark Tech Hub 5 and 6	2016	Angeles City, Pampanga	39
(8)	Clark Tech Hub 7, 9 and 10	2022-2024	Angeles City, Pampanga	30
(9)	The Core Towers	2017, 2023-2024	Sta. Rosa City, Laguna	68
(10)	Downtown Tower	2018	Cagayan De Oro City, Misamis Oriental	20
(11)	SM Strata	2018, 2024	Iloilo City	53
(12)	SM South Tower	2018	Las Piñas City	69
(13)	Fairview Tower	2019, 2023-2024	Quezon City	154
(14)	North Towers	2020	Quezon City	109
(15)	Mega Tower	2021	Mandaluyong City	191

The SM Stores

SM Prime also owns several buildings occupied by The SM Stores with a total GFA of more than 240,000 sqm. The following table sets forth certain information regarding The SM Stores buildings as of December 31, 2025:

The SM Stores	Location	GFA <i>(in 000s sq. m.)</i>
SM Makati	Makati City	110
SM Araneta City (formerly SM Cubao)	Quezon City	110
SM Delgado	Iloilo City	27

Landbank for Commercial and Integrated Commercial Developments

SM Prime's existing land bank owned for future commercial and integrated commercial development as of December 31, 2025 is 285 hectares.

Competition

SM Prime faces competition from other key industry players listed on the Philippine Stock Exchange, that are likewise engaged in integrated commercial developments. SM Prime believes its commercial and integrated commercial developments business unit competes primarily on the location of the properties (proximity to schools, malls and public transportation) and aggressive pricing.

HOTELS AND CONVENTION CENTERS

As of December 31, 2025, the Hotels and Convention Centers Business unit is composed of 10 hotels with 2,602 saleable rooms, and six convention centers and two trade halls with approximately 42,000 sqm. Of leasable space.

Hotels

	Hotels	Location	Number of Rooms
(1)	Radisson Blu Hotel Cebu	Cebu City, Cebu	400
(2)	Conrad Manila	Pasay City	348
(3)	Park Inn by Radisson Davao	Davao City, Davao Del Sur	204
(4)	Park Inn by Radisson Clark	Mabalacat City, Pampanga	255
(5)	Park Inn by Radisson Iloilo	Iloilo City, Iloilo	200
(6)	Park Inn by Radisson North EDSA	Quezon City	239
(7)	Park Inn by Radisson Bacolod	Bacolod City, Negros Occidental	151
(8)	Lanson Place Mall of Asia	Pasay City	390
(9)	Taal Vista Hotel	Tagaytay City, Cavite	261
(10)	Pico Sands Hotel	Batangas City, Batangas	154

Convention Centers and Trade Halls

	Convention Centers and Trade Halls	Location	Gross Leasable Area <i>(in 000s sq.m.)</i>
(1)	SMX Manila	Pasay City	17
(2)	SMX Davao	Davao City, Davao Del Sur	5
(3)	SMX Aura	Taguig City	3
(4)	SMX Bacolod	Bacolod City, Negros Occidental	4
(5)	Olongapo City Convention Center	Olongapo City, Zambales	2
(6)	SMX Clark	Mabalacat City, Pampanga	4
(7)	Megatrade Hall	Mandaluyong City	4
(8)	Sky Hall SM Seaside	Cebu City, Cebu	2

Competition

The primary competitors of SM Prime's existing hotels are the Marriott for Radisson Blu Cebu; the Anvaya for Pico Sands Hotel in Batangas; the Seda Hotels for Park Inn Davao, Park Inn North EDSA, Park Inn Bacolod, and Park Inn Iloilo; Quest Hotel and Conference Center Clark for Park Inn Clark; Anya, Summit Ridge Tagaytay, and Escala Tagaytay for Taal Vista Hotel. Conrad Manila competes with other luxury properties such as: Shangri-La Makati, Shangri-La Fort, Solaire, City of Dreams, Grand Hyatt BGC and the Sofitel Manila. SM Prime's primary competitors for its convention centers and trade halls in Metro Manila are the PICC Convention Center, World Trade Center and the Marriott hotel in Resorts World and the Trade Halls in Ayala Malls in the provinces. The strong synergy between our growing portfolio of hotels and properties remains one of our key strengths.

DEVELOPMENT

SM Prime has integrated all land banking functions into Landbank Strategy Group (“LSG”), a centralized department. The business units (Malls, Residential, Commercial and Integrated Commercial Developments and Hotels and Convention Centers) coordinate with LSG on the land banking process, particularly on the use of the land. Each business unit still retains a separate engineering and project management group, as the structures and the requirements for each business unit in relation to construction and design side may be different. However, purchasing and selection of pool of contractors and suppliers may be consolidated to leverage on the size and scale of the mixed-use developments.

The Malls business unit is responsible for identifying viable sites for the construction of new malls. They determine the viability of a potential plot of land for a new mall site based on the demographics of the area, including the size of the population, its income levels, local government and the local infrastructure, particularly accessibility by public transport. For malls, once a suitable site is selected, based on the factors described above, the business unit determines the size of the mall to be constructed, which typically may range from a gross floor area of 60,000 to 150,000 sq.m. The construction and development of each mall is overseen by a third-party project management company. The average time for the planning and construction of each mall ranges from sixteen to thirty-one months, depending on the size of the mall.

For residential and commercial properties, once a suitable site is selected, based on the factors described above, the groups determine the type of development to be constructed. The construction and development of each residential condominium and commercial office building is overseen by their respective project development teams and a third-party project management company. The average time for construction is 36 to 48 months, depending on the size of the project.

SM Prime believes it benefits from its significant development experience and focus on immediately developable sites in its construction activities. SM Prime has generally financed land purchases and the construction of its developments from internal funds and borrowings.

CAPITAL EXPENDITURE

Capital expenditure (sum of real estate development cost incurred, additions to property and equipment and investment properties) for the year ended December 31, 2025 was ₱81.9 billion, with 40% for mall, 21% for residential and 39% for commercial, hotels and convention centers. Capital expenditure for the year ended December 31, 2024 was ₱81.3 billion, with 45% for mall, 29% for residential and 26% for commercial, hotels and convention centers. Capital expenditure for the year ended December 31, 2023 was ₱82.4 billion, with 44% for mall, 31% for residential and 25% for commercial, hotels and convention centers. SM Prime plans to fund its capital expenditure plan through recurring income flows and external financing. SM Prime intends to apply global corporate governance standards and risk management best and risk management best practices, as well as embark on integrated sustainability and corporate social responsibility initiatives.

FINANCING

Financing is handled by the Treasury Department, which has the primary responsibility of ensuring that SM Prime has adequate funds on a daily basis for its capital and operational expenditures including land banking, construction, capital acquisitions, interest and debt servicing. Treasury Department also plays active role with respect to fundraising as it service the needs of the other business units.

Sources of funding currently include internally generated funds, borrowings through syndicated loans, notes issuances (private placements), bilateral loans, and bond issuances. At the beginning of each year, Treasury Department coordinates with its Corporate Finance to determine the amount of funding requirements based on the annual projected receipts and disbursements.

Treasury Department is also actively engaged in investment placements, foreign exchange trading and derivative transactions to hedge SM Prime's loan portfolio for foreign exchange and interest rate risk exposure.

INSURANCE, ENVIRONMENT, HEALTH AND SAFETY

SM Prime has its insurance arrangement effected through BDO Insurance Brokers, Inc. ("BDO Insure"). SM Prime believes that it is adequately insured, both in terms of the insured risks and the amount which is covered. The commercial all risks insurance policies are underwritten by Prudential Guarantee Assurance Company, which is supported by a panel of reinsurers whose minimum rating from Standard & Poor's Rating Services, a division of The McGraw-Hill Companies, is "A."

SM Prime's policies cover any potential loss of property. Loss of revenue under the business interruption coverage resulting from fire, water damage and acts of God including earthquake, typhoon and flood is provided. Specialty stores operating inside SM Prime's malls have their own business interruption insurance cover.

Moreover, in order to protect from losses during the construction period, the companies require their contractors to provide all-risk insurance that covers property damage and third-party bodily injury or damage claims. Losses from possible default of contractors are also covered through performance and guarantee bonds. SM Prime's principal insurance counterparties are BDO Insure and Prudential Guarantee and Assurance, Inc.

In addition, the comprehensive general liability insurance coverage extends to third-party liability, including loss of life and its corresponding litigation expenses. SM Prime is also insured against terrorism.

SM Prime maintains professional indemnity insurance for its directors and executive officers. SM Prime also maintains other insurance policies including workmen's compensation and personal accident and group hospitalization and surgical insurance for its employees. SM Prime likewise maintains key personnel insurance for its directors and executive officers.

SM Prime and its subsidiaries are subject to various environmental, health and safety regulations in the course of their operations, including but not limited to the Environmental Impact Statement Law, the Toxic Substances and Nuclear Waste Act of 1990, the Philippine Clean Air Act, the Ecological Solid Waste Management Act of 2000 and the Philippine Clean Water Act of 2004.

SM Prime is, and each of its principal subsidiaries are, in material compliance with all currently applicable national and local environmental, health and safety laws and regulations.

SM Prime aims to reach net zero greenhouse gas (GHG) emissions by 2040, surpassing the global target of achieving net zero by 2050.

INTELLECTUAL PROPERTY

SM Prime has intellectual property rights on the use of various trademark and names for each of its commercial and residential development projects. The "SM" name is owned by its parent company, SMIC, and is registered with the Philippine Intellectual Property Office ("IPO"). SM Prime owns the trademark "SM Prime" which registration is set to expire in 2030. SMDC owns the trademark "SM Development Corporation", which registration will expire in 2028. Most of SM Prime's projects have been issued a Certificate of Registration by the IPO. SM Prime believes that its trademark and the names of its development projects play a significant role in its effort to create brand recall and strengthen its position in the industry.

Details of some of SM Prime's and related entities' other applicable registrations are set out below:

Registered Logo/Brand	Date of Registration
SM Mall of Asia with slogan "No other mall comes close"	September 03, 2007
The SM City	November 23, 2009
Interior Zone SM City North EDSA	October 01, 2010
Skydome SM City North Edsa Device	October 01, 2010
SM Center (inside a circle logo)	December 31, 2010
SM City	December 31, 2010
SM Prime	December 31, 2010
SM Supermalls	December 31, 2010
Pico Restaurant & Bar with device	May 11, 2012
café Veranda	September 18, 2014
Skyranch 4-2015-000811	July 16, 2015
Skyranch 4-2015-000813	July 16, 2015
SM Southmall	October 01, 2015
SM Supercenter	October 01, 2015
SM Supermalls	October 01, 2015
Taza Fresh Table	December 10, 2015
China Blue	January 07, 2016
Food on Four	January 07, 2016
SM Foodcourt Let's Meet and Eat! 4-2015-007114	January 07, 2016
SM Foodcourt Let's Meet and Eat! 4-2015-007116	January 07, 2016
SM Megamall Food Hall	January 07, 2016
SM Food Hall	April 15, 2016
SM Foodcourt Let's Meet and Eat! 4-2015-007119	April 29, 2016
C Lounge	May 05, 2016
Bru Coffee Bar with device	June 16, 2016
Braiserie on 3	August 11, 2016
SM Little Stars Logo	September 15, 2016
SM Little Star	September 22, 2016
Maison and Device	April 20, 2017
Veranda	May 25, 2017
Skyhall Seaside Cebu	November 23, 2017
Click & Collect	March 08, 2018
SM Click & Collect	March 08, 2018
Sails	April 12, 2018
Culinaire Savor.Match.Experience	May 03, 2018
SM Mall of Asia No Other Mall Comes Close	May 03, 2018
SMDC Residences: Home Beside the Mall	July 26, 2018
Style Residences	September 16, 2018
The Food Village	February 14, 2019
Snacktime	April 14, 2019
Trend Residences	July 18, 2019
Mall of Asia Complex and Logo 4-2018-018198	August 08, 2019
Mall of Asia Complex and Logo 4-2018-018199	August 08, 2019
Ani	August 18, 2019
Dash	August 18, 2019
SM Prime Logo	October 10, 2019
SM Cyber	November 14, 2019
SM Bowling	January 12, 2020
SM Offices 4-2019-001710	January 12, 2020
SM Offices 4-2019-001711	January 12, 2020
Casa Urban Table	February 10, 2020

Registered Logo/Brand	Date of Registration
Terraza on 7	February 10, 2020
OneE-com Center	March 14, 2020
SM Skating	March 30, 2020
FourE-com Center	July 17, 2020
ThreeE-com Center	July 17, 2020
TwoE-com Center	July 17, 2020
FiveE-com Center	July 19, 2020
SixE-com Center	July 19, 2020
Mega Tower	July 24, 2020
SM Seaside Complex Cebu	September 11, 2020
Director's Club by SM Cinema	September 20, 2020
Sine Sindak	September 20, 2020
SM Cinema 4-2019-019971	September 20, 2020
SM Cinema 4-2019-019972	September 20, 2020
SM Lifestyle, Inc. 4-2019-019976	September 20, 2020
SM Lifestyle, Inc. 4-2019-019977	September 20, 2020
SM Lifestyle, Inc. 4-2019-019978	September 20, 2020
SM Lifestyle, Inc. 4-2019-019979	September 20, 2020
E-plus	November 22, 2020
Esplanade Seaside Terminal	December 06, 2020
South Coast City	January 01, 2021
SM Tickets	January 17, 2021
SMDC Woods Residences	February 07, 2021
Skydome SM City North Edsa	March 12, 2021
Glee Residences	March 14, 2021
Twin Residences	March 14, 2021
Arima	June 11, 2021
South 2 Residences	June 11, 2021
Hope Residences	June 11, 2021
Pickup at SM Supermalls 04-2019-019589	July 23, 2021
Pickup at SM Supermalls 04-2019-019590	July 23, 2021
Arriba	June 04, 2022
SM Bay City	August 29, 2022
Rain the Spa	September 15, 2022
S Mall	April 29, 2023
Baguio Marketplace by SM	June 12, 2023
Baguio Marketplaza by SM	June 12, 2023
Baguio Marketsquare by SM	June 12, 2023
SM Baguio Marketplace	June 12, 2023
SM Baguio Marketplaza	June 12, 2023
SM Baguio Marketsquare	June 12, 2023
Focus	August 12, 2023
Parcel Excellence	August 19, 2023

EMPLOYEES

As of December 31, 2025, the SM Prime had 12,647 regular employees. The employees are classified as follows:

	<u>No. of Employees</u>
Rank and file	4,378
Junior/mid-level managers	7,840
Senior executive officers	429

The employees are not subject to a collective bargaining agreement. Apart from the basic employment compensation package, SM Prime does not and will not have any supplemental benefits or incentive arrangements with its employees.

REGULATION

GENERAL BUSINESS REGULATORY FRAMEWORK

SM Prime is committed to sustainable and responsible business practices enterprise-wide and throughout the project development lifecycle. This encompasses the various stages in the development and operations of all its business units.

As a publicly listed corporation, the Company adheres to the Revised Corporation Code (Republic Act No. 11232) and the Securities Regulation Code. It maintains compliance with the national and local government regulations and requirements including the Local Government Code, Philippine Competition Act, Data Privacy Act of 2012, Anti-Money Laundering Act (AMLA), and labor and employment laws, among others.

All mall establishments comply with the local government units where it operates. Through SM Supermalls, the Company ensures that local permits and licenses are secured before its operation. This includes compliance with the Fire Code (Republic Act No. 9514), occupational safety and health, sanitary permits for restaurants and food establishments, environmental permits, and other annual recurring permits.

Hotels and Convention Centers properties also comply with relevant regulation by the Department of Tourism (DOT), pursuant to the Tourism Act of 2009. Adherence to DOT requirements, including all local and national requirements, ensure continued validity of accreditation. Furthermore, the hotels and convention centers operate in accordance with the standards established in the Hotel Code of 1987 and the Hotel, Resort, Restaurant & Tourism Establishment Code (HRRTE). Recognizing the critical importance of food safety and hygiene in the hospitality industry, hotels and convention centers ensures each property has a dedicated Food Safety Officer to maintain the highest standards of food safety and quality.

Residential property developments comply with the Department of Human Settlements and Urban Development (DHSUD) regulation, pursuant to Presidential Decree 957, as amended, Batas Pambansa 220, and related laws. The development of subdivision and condominium projects can commence only after the relevant government body has issued the development permit. The issuance of a development permit is dependent on compliance with required project and technical requirements and standards, and clearances from government agencies. Hence, the Company property developments are built in compliance with national and local laws, as well as regulatory issuances from Department of Environment and Natural Resources, Department of Agrarian Reform, and Department of Energy, as applicable.

SM Prime is also engaged in the sale of residential lots and units. This requires registration and licensing of the project with DHSUD, before any sale can commence. SM Prime strictly complies with the construction and maintenance of public infrastructure such as roads, sewerage, and lighting systems, with appropriate security provision to ensure continued project permit and license validity and compliance. Noncompliance or involvement in fraud, misrepresentation, and related unlawful activities may cause suspension, cancellation, or revocation of SM Prime's license to sell. In line with this, the Company engages dealers, brokers, and salesmen, who are registered with the Professional Regulation Commission, the Anti-Money Laundering Council, and the DHSUD. This is also in accordance with the Real Estate Service Act of the Philippines (Republic Act No. 9646), and the Company requires all real estate brokers to be appropriately licensed and engaged in continuing professional education. Specific to condominium projects, the Company complies with national laws such as the Condominium Act (Republic Act No. 4726), to guide adherence with developing and selling condominium projects and the Maceda Law (Republic Act No. 6552), which protects buyers of Company's residential real estate sales where eligible installment payments are involved.

SM Prime is not aware of any pending legislation or governmental regulation that is expected to materially affect its business. The Company believes that it has obtained the required government approvals relevant for each project at its current state of development.

RISKS RELATING TO SM PRIME

SM Prime has established an Enterprise Risk Management (ERM) Framework that integrates key principles and methodologies to effectively identify, assess, and manage risks at both the enterprise and business unit levels. The framework is anchored on a well-defined risk governance structure that starts with the Board of Directors, through its Risk Oversight Committee, and is operationalized using the *Three Lines of Defense* model. The ERM program is further strengthened by the Company's continued efforts to promote a risk-conscious culture that supports responsible risk-taking and reinforces risk ownership.

At the core of the framework is a consistent risk management process aligned with ISO 31000:2018 standard. The process begins with establishing the scope, criteria, and context that will guide the assessment. Within this defined framework, risks are systematically identified, analyzed, and evaluated based on their likelihood and potential impact. Risks are then prioritized in line with the Company's risk appetite. Corresponding treatment strategies, whether to accept, mitigate, transfer, or avoid the risks, are applied to ensure that residual risk exposures remain within acceptable levels.

Risks are reviewed, monitored, and reported regularly through structured sessions with relevant stakeholders, including BU heads who serve as the ultimate risk owners. Risks assessed as moderate to high are escalated to the Board.

The Company's key risk exposures include:

1. Strategic Risk

Risks arising from external and internal factors that may affect the Company's long-term direction, competitive position, or ability to achieve its strategic objectives. These include macroeconomic shifts, geopolitical developments, regulatory changes, evolving market dynamics, changes in consumer behavior, competitive pressures, and risks related to major investments and large-scale developments.

2. Operational Risk

A significant and constant source of exposure for the Company. These risks stem from human error, process or system failures, or external events that may disrupt operations. This includes legal and

compliance risks, safety and security risks, process execution risks, and business continuity risks, among others.

3. Financial Risk

Risks that may affect the Company's liquidity, profitability, capital structure, and long-term financial stability. These include interest rate risk, foreign currency risk, liquidity risk, credit risk, and equity price risk.

4. Reputational Risk

Risks stemming from events or circumstances that may lead to negative public perception and a loss of trust and confidence in the Company.

5. Information Security and Technology Risk

Risks to IT assets, including systems, applications, infrastructures and data, that may adversely impact the Company and its operations.

6. Sustainability and Climate Risk

Risks associated with the impacts of climate change and the Company's relatively carbon-intensive operations, which may affect long-term growth, resilience, and sustainability performance.

B. DESCRIPTION OF PROPERTIES

Properties Owned

The Company's principally owned properties consist of commercial spaces or properties held for rental and/or capital appreciation, right-of-use assets, and land held for future development.

Please refer to the details of the properties under "A. DESCRIPTION OF BUSINESS".

Leased Properties

As at 31 December 2025, the SM Prime had thirty (30) leased properties with the details set forth below.

Leased Properties	Annual Lease (in ₱ millions)	Expiration Date	Renewal Option
SM Center Valenzuela	34	July 2043	No provision
SM City Baguio	127	October 2053	No provision
SM Center Muntinlupa	25	March 2055	No provision
SM Center Pasig	73	August 2026	No provision
SM City Bacoar	11	December 2043; December 2044	Automatically renewed for another 25 years
SM City San Lazaro	9	July 2028	Renewable for another 25 years
SM City Calamba	39	February 2054; April 2060	No provision
SM City San Pablo	33	November 2054	Automatically renewed for another 25 years
SM City Tarlac	13	April 2054	No provision
SM City Naga	21	August 2055	No provision
SM City Taytay	39	January 2055; August 2059	No provision
SM Aura Premier	152	November 2032; July 2033	No provision
SM City Consolacion	45	September 2060	Automatically renewed for another 25 years
SM City Olongapo	8	December 2059	Automatically renewed for another 25 years
SM City Clark	194	June 2053; May 2059	Renewable; No provision
SM By the Bay	134	April 2031	No provision
SM Center Molino	45	May 2056	Automatically renewed for another 25 years
SM City Manila	35	April 2025	Automatically renewed for another 25 years
SM San Mateo	29	July 2037	No provision; Renewable
SM City Dasmariñas	14	June 2050	No provision
SM Savemore Nagtahan	8	December 2034	No provision
SM Hypermarket Sucat-Lopez	9	July 2035	Renewable for another 25 years
SM Marketmall Dasmariñas	10	March 2060	No provision
SM City Daet	28	December 2068	No provision
SM City Pampanga	15	October 2053	No provision
SM City Masinag	2	April 2035	No provision
SM Cubao	115	January 2039	No provision
SM Makati	207	January 2039	No provision
SM Delgado	52	August 2031	No provision
SM Savemore Jaro	9	July 2039	No provision
Total Lease Payments	1,535		

C. LEGAL PROCEEDINGS

SM Prime may be subject to various legal proceedings and claims that arise in the ordinary course of business. Legal proceedings that are considered to be material by SM Prime are those involving amounts equivalent to at least 5% of SM Prime's earnings before income tax. There is no known direct or contingent financial obligation that is material to SM Prime, including any default or acceleration of an obligation.

D. MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY

A. *Principal Market where the Registrant's Common equity is traded.*

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

Stock Prices	2025		2024	
	High	Low	High	Low
First Quarter	₱26.05	₱21.85	₱35.40	₱31.20
Second Quarter	25.55	21.70	33.50	25.70
Third Quarter	25.30	22.25	33.45	27.65
Fourth Quarter	23.80	18.84	33.35	24.25

As of February 28, 2026, the closing price of the Company's shares of stock is ₱21.50/share. For the month ending February 28, 2026, stock prices of SMPH were at a high of ₱22.25/share and a low of ₱20.60/share.

B. *Holders*

The number of shareholders of record as of February 28, 2026 was 2,312. Capital stock issued and outstanding as of February 28, 2026 was 28,784,998,494.

The top 20 stockholders of the Company as of February 28, 2026 are as follows:

Name	No. of Shares Held	% to Total
1. SM Investments Corporation	14,353,464,952	49.8644
2. PCD Nominee Corp. (Non-Filipino)	6,384,956,303	22.1815
3. PCD Nominee Corp. (Filipino)	3,561,891,317	12.3741
4. Harley T. Sy	695,936,131	2.4177
5. Hans T. Sy	682,414,201	2.3707
6. Teresita T. Sy	667,272,021	2.3181
7. Elizabeth T. Sy	667,166,537	2.3178
8. Herbert T. Sy	666,953,011	2.3170
9. Syntrix Holdings, Inc.	317,827,673	1.1041
10. Sysmart Corporation	317,775,948	1.1040
11. Henry T. Sy Jr.	291,611,915	1.0131
12. Belle Corporation	61,795,413	0.2147
13. TANSY Holdings Inc.	52,734,818	0.1832
14. Sybase Equity Investments Corp.	52,365,504	0.1819
15. SM Development Corporation	22,820,276	0.0793
16. Cutad, Inc.	19,694,544	0.0684
17. HSBB, Inc.	19,694,400	0.0684
18. William T. Gabaldon	1,000,000	0.0035
19. Henry III Tamesis Sy	912,575	0.0032
20. Lucky Securities, Inc.	910,000	0.0032

C. Dividends

CASH DIVIDEND PER SHARE - ₱0.480 in 2025, ₱0.346 in 2024 and ₱0.237 in 2023.

As of the date of this report, cash dividends for 2026 have not yet been declared. This will be discussed in a Board meeting prior to the annual stockholders' meeting.

In 2025, the Board approved the declaration of cash dividend of ₱0.480 per share or amounting to ₱13.9 billion to stockholders of record as of May 14, 2025, ₱11 million of which was received by SMDC. This was paid on May 28, 2025. In 2024, the Board 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.

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, 2025, and 2024, there are no restrictions that would limit the ability of the Company to pay dividends to the common stockholders, except with respect to Note 17 of the audited consolidated financial statements.

D. Recent Sales of Unregistered Securities

The Company registered with the SEC the ₱17.00 billion fixed rate bonds issued on November 17, 2025. The issue consists of the 5-year or Series AB Bonds amounting to ₱6.00 billion with a fixed interest equivalent to 5.9096% per annum due on 2030, the 7-year or Series AC Bonds amounting to ₱5.00 billion with a fixed interest equivalent to 6.0858% per annum due on 2032 and the 10-year or Series AD Bonds amounting to ₱6.00 billion with a fixed interest equivalent to 6.2855% per annum due on 2035.

The Company registered with the SEC the ₱25.00 billion fixed rate bonds issued on February 25, 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.

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.

E. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Income Statements

Years Ended December 31				
(in ₱ thousands, except for percentages)	2025	2024	Increase (Decrease)	
	(Audited)		in ₱	in %
REVENUE				
Rent	₱83,566,635	₱78,673,921	₱4,892,714	6%
Real estate sales	40,632,813	45,904,595	(5,271,782)	(11%)
Others	16,907,567	15,812,356	1,095,211	7%
	141,107,015	140,390,872	716,143	1%
COSTS AND EXPENSES	69,376,249	72,353,754	(2,977,505)	(4%)
INCOME FROM OPERATIONS	71,730,766	68,037,118	3,693,648	5%
OTHER INCOME (CHARGES)				
Interest expense	(13,076,365)	(13,934,024)	857,659	(6%)
Interest and dividend income	2,392,172	2,228,723	163,449	7%
Others – net	(48,632)	510,648	(559,280)	(110%)
	(10,732,825)	(11,194,653)	461,828	(4%)
INCOME BEFORE INCOME TAX	60,997,941	56,842,465	4,155,476	7%
PROVISION FOR INCOME TAX				
Current	9,706,871	9,034,395	672,476	7%
Deferred	1,564,537	1,268,634	295,903	23%
	11,271,408	10,303,029	968,379	9%
NET INCOME	₱49,726,533	₱46,539,436	₱3,187,097	7%
Attributable to				
Equity holders of the Parent	₱48,847,730	₱45,631,764	₱3,215,966	7%
Non-controlling interests	878,803	907,672	(28,869)	(3%)
	₱49,726,533	₱46,539,436	₱3,187,097	7%

Revenues

SM Prime recorded consolidated revenues of ₱141.11 billion in 2025, increased by 1% from ₱140.39 billion in 2024, primarily due to the following:

Rent

SM Prime recorded consolidated revenues from rent of ₱83.57 billion in 2025, a 6% increase from ₱78.67 billion. 86% is contributed by the malls while 14% is from offices and hotels and convention centers.

Real Estate Sales

SM Prime's real estate sales is at ₱40.63 billion in 2025 coming from sales take-up and construction accomplishment of ongoing projects, including Gold Towers Residential-Offices and Ice Tower in Parañaque, Calm Residences in Laguna, Joy Residences in Bulacan, and Jade Residences in Makati.

Other Revenues

SM Prime's other revenues is at ₱16.91 billion in 2025, an increase of 7% from ₱15.81 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 movies shown during the year includes Final Destination: Bloodlines, The Conjuring: Last Rites, Demon Slayer-Kimetsu no Yaiba-Infinity Castle, Avatar: Fire and Ash and Wicked: For Good.

Costs and Expenses

SM Prime recorded consolidated costs and expenses of ₱69.38 billion in 2025, a decrease of 4% from ₱72.35 billion, mainly from operating expenses which includes depreciation and amortization, taxes and licenses, marketing and selling expenses, utilities and manpower costs. Gross profit margin on real estate is 57% in 2025.

Other Income (Charges)

Interest Expense

SM Prime's consolidated interest expense is at ₱13.08 billion in 2025. This is related to the interest-bearing debt used for various capital expenditure requirements and to refinance existing debt, net of capitalized interest on proceeds used for construction and development of investment properties.

Interest, Dividend and Others - net

Interest, dividend and others - net is at ₱2.34 billion in 2025 compared to ₱2.74 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 - net

SM Prime's consolidated provision for income tax is at ₱11.27 billion in 2025 compared to ₱10.30 billion.

Net income attributable to Parent

SM Prime's net income attributable to Parent increased by 7% to ₱48.85 billion in 2025 compared to ₱45.63 billion.

Income Statements

Years Ended December 31				
(in ₱ thousands, except for percentages)	2024	2023	Increase (Decrease)	
	(Audited)		in ₱	in %
REVENUE				
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%
COSTS AND EXPENSES	72,353,754	66,818,300	5,535,454	8%
INCOME FROM OPERATIONS	68,037,118	61,279,241	6,757,877	11%
OTHER INCOME (CHARGES)				
	(13,934,024)	(13,963,271)	29,247	(0%)
Interest expense	2,228,723	2,185,156	43,567	2%
Interest and dividend income	510,648	338,693	171,955	51%
Others – net	(11,194,653)	(11,439,422)	244,769	(2%)
INCOME BEFORE INCOME TAX	56,842,465	49,839,819	7,002,646	14%
PROVISION FOR INCOME TAX				
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%
NET INCOME	₱46,539,436	₱40,863,845	₱5,675,591	14%
Attributable to				
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, except for percentages)	Years Ended December 31			
	2023	2022	Increase (Decrease)	
	(Audited)		in ₱	in %
REVENUE				
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%
COSTS AND EXPENSES	66,818,300	56,542,322	10,275,978	18%
INCOME FROM OPERATIONS	61,279,241	49,243,313	12,035,928	24%
OTHER INCOME (CHARGES)				
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%
INCOME BEFORE INCOME TAX	49,839,819	38,714,004	11,125,815	29%
PROVISION FOR INCOME TAX				
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%
NET INCOME	₱40,863,845	₱30,743,129	₱10,120,716	33%
Attributable to				
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.

Balance Sheet

(in ₱ thousands, except for percentages)	December 31, 2025	December 31, 2024	Increase (Decrease)	
	(Audited)		in ₱	in %
ASSETS				
Current Assets				
Cash and cash equivalents	₱27,645,144	₱31,246,171	(₱3,601,027)	(12%)
Receivables and contract assets	86,190,422	92,506,904	(6,316,482)	(7%)
Real estate inventories	74,107,710	76,927,527	(2,819,817)	(4%)
Equity instruments at fair value through other comprehensive income (FVOCI)	717,171	794,433	(77,262)	(10%)
Derivative assets	3,298,744	780,087	2,518,657	323%
Prepaid expenses and other current assets	19,242,478	28,426,708	(9,184,230)	(32%)
Total Current Assets	211,201,669	230,681,830	(19,480,161)	(8%)
Noncurrent Assets				
Derivative assets - net of current portion	287,182	3,990,740	(3,703,558)	(93%)
Equity instruments at FVOCI - net of current portion	18,290,879	20,392,800	(2,101,921)	(10%)
Investment properties	665,641,251	601,339,921	64,301,330	11%
Investments in associates and joint ventures	35,534,519	33,108,359	2,426,160	7%
Property and equipment	1,666,905	1,493,295	173,610	12%
Deferred tax assets - net	1,905,912	1,634,307	271,605	17%
Other noncurrent assets	159,350,348	126,789,478	32,560,870	26%
Total Noncurrent Assets	882,676,996	788,748,900	93,928,096	12%
	₱1,093,878,665	₱1,019,430,730	₱74,447,935	7%
LIABILITIES AND EQUITY				
Current Liabilities				
Loans payable	₱13,762,649	₱17,312,356	₱3,549,707)	(21%)
Accounts payable and other current liabilities	104,777,023	103,788,961	988,062	1%
Current portion of long-term debt	85,531,993	89,287,442	(3,755,449)	(4%)
Current portion of derivative liabilities	39,354	-	39,354	0%
Income tax payable	943,694	1,606,324	(662,630)	(41%)
Total Current Liabilities	205,054,713	211,995,083	(6,940,370)	(3%)
Noncurrent Liabilities				
Long-term debt – net of current portion	323,459,597	283,320,341	40,139,256	14%
Tenants’ and customers’ deposits – net of current portion	31,420,483	30,528,879	891,604	3%
Deferred tax liabilities – net	15,709,068	13,923,287	1,785,781	13%
Derivative liabilities – net of current portion	286,564	50,447	236,117	468%
Other noncurrent liabilities	48,869,553	43,372,203	5,497,350	13%
Total Noncurrent Liabilities	419,745,265	371,195,157	48,550,108	13%
Total Liabilities	₱624,799,978	₱583,190,240	₱41,609,738	7%

Equity Attributable to Equity Holders of the Parent				
Capital stock	₱33,166,300	₱33,166,300	₱–	0%
Additional paid-in capital – net	38,068,655	38,164,173	(95,518)	0%
Cumulative translation adjustment	5,368,753	3,135,756	2,232,997	71%
Net fair value changes of equity instruments at FVOCI	15,628,583	17,807,766	(2,179,183)	(12%)
Net fair value changes on cash flow hedges	(586,197)	604,031	(1,190,228)	(197%)
Remeasurement loss on defined benefit obligation	(852,161)	(792,229)	(59,932)	8%
Retained earnings:				
Appropriated	170,000,000	100,000,000	70,000,000	70%
Unappropriated	208,990,805	243,991,970	(35,001,165)	(14%)
Treasury stock	(4,227,113)	(2,984,695)	(1,242,418)	42%
Total Equity Attributable to Equity Holders of the Parent	465,557,625	433,093,072	32,464,553	7%
Non-controlling Interests	3,521,062	3,147,418	373,644	12%
Total Equity	469,078,687	436,240,490	32,838,197	8%
	₱1,093,878,665	₱1,019,430,730	₱74,447,935	7%

SM Prime's total assets increased by 7% to ₱1,093.88 billion from ₱1,019.43 billion as of December 31, 2025 and December 31, 2024, respectively.

Cash and cash equivalents decreased to ₱27.65 billion from ₱31.25 billion as of December 31, 2025 and December 31, 2024, respectively, mainly due to various capital expenditures and payments of dividends and maturing debts, net of collections from operations.

Receivables and contract assets decreased to ₱86.19 billion from ₱92.51 billion as of December 31, 2025 and December 31, 2024, respectively, mainly due to collections made for the year.

Equity instruments at FVOCI decreased to ₱19.01 billion from ₱21.19 billion as of December 31, 2025 and December 31, 2024, with equivalent decrease of 12% in net fair value changes of equity instruments at FVOCI to ₱15.63 billion from ₱17.81 billion as of December 31, 2025 and December 31, 2024, respectively, due to changes in fair values under this portfolio.

Derivatives - net decreased to ₱3.26 billion from ₱4.72 billion as of December 31, 2025 and December 31, 2024, respectively, mainly due to net fair value changes on interest rate and foreign exchange swap transactions and maturities during the year. Net fair value changes on cash flow hedges decreased to ₱0.59 billion unrealized loss from ₱0.60 billion unrealized gain as of December 31, 2025 and December 31, 2024, respectively.

Prepaid expenses and other current assets decreased to ₱19.24 billion from ₱28.43 billion as of December 31, 2025 and December 31, 2024, respectively. This consist of advances to contractors and suppliers, and current portion of input and creditable withholding taxes. In 2025, input and creditable withholding taxes, carried over from December 31, 2024, amounting to ₱11.31 billion are classified as other noncurrent assets.

Investment properties increased to ₱665.64 billion from ₱601.34 billion as of December 31, 2025 and December 31, 2024, respectively, primarily due to ongoing integrated commercial developments, construction of new malls and hotels and convention centers and redevelopment of existing malls, net of depreciation expense for the year.

Investments in associates and joint ventures increased to ₱35.53 billion from ₱33.11 billion as of December 31, 2025 and December 31, 2024, respectively, due to equity in net earnings of associates and joint ventures, net of dividends received.

Property and equipment increased by 12% to ₱1.67 billion from ₱1.49 billion as of December 31, 2025 and December 31, 2024, respectively, primarily due to additions, net of depreciation during the year.

Deferred tax asset - net increased to ₱1.91 billion from ₱1.63 billion as of December 31, 2025 and December 31, 2024, respectively. Deferred tax liabilities - net increased to ₱15.71 billion from ₱13.92 billion as of December 31, 2025 and December 31, 2024, respectively, mainly due to unrealized gross profit on sale of real estate for income tax purposes.

Other noncurrent assets increased to ₱159.35 billion from ₱126.79 billion as of December 31, 2025 and December 31, 2024, respectively. This account includes noncurrent portion of receivables from sale of real estate, bonds and deposits for real estate acquisition and noncurrent portion of input and creditable withholding taxes.

Income tax payable decreased to ₱0.94 billion from ₱1.61 billion as of December 31, 2025 and December 31, 2024, respectively, mainly due to payments, net of provisions for the year.

Long-term debt and loans payable increased to ₱422.75 billion from ₱389.92 billion as of December 31, 2025 and December 31, 2024, respectively, mainly due to new loan availments, net of payments of matured loans during the year.

Other noncurrent liabilities increased to ₱48.87 billion from ₱43.37 billion as of December 31, 2025 and December 31, 2024, respectively, due to increase in retention payable related to ongoing integrated commercial developments and deferred output VAT related to sale of residential projects.

Cumulative translation adjustment increased to ₱5.37 billion from ₱3.14 billion as of December 31, 2025 and December 31, 2024, respectively, as a result of foreign exchange movement between periods. While, remeasurement loss on defined benefit obligation increased by 8% to ₱0.85 billion from ₱0.79 billion as of December 31, 2025 and December 31, 2024, respectively, due to actuarial loss for the year.

Treasury stock increased to ₱4.23 billion from ₱2.98 billion as of December 31, 2025 and December 31, 2024, respectively, due to buy back of shares for the year.

Non-controlling interests increased to ₱3.52 billion from ₱3.15 billion as of December 31, 2025 and December 31, 2024, respectively, due to increase in net income attributable to non-controlling interests, net of dividends declared 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, 2025, the retained earnings appropriated amounted to ₱170 billion to fund the capital expenditures of the planned construction projects and land banking activities from 2026 to 2029.

Balance Sheet

(in ₪ thousands, except for percentages)	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%

Equity Attributable to Equity Holders of the Parent				
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%
Non-controlling Interests	3,147,418	2,690,417	457,001	17%
Total Equity	436,240,490	398,887,036	37,353,454	9%
	₱1,019,430,730	₱943,327,575	₱76,103,155	8%

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, the retained earnings appropriated for the capital expenditures on planned construction projects and land banking activities amounted to ₱100 billion. The appropriation is expected to be utilized within 2025.

Balance Sheet

	December 31, 2023	December 31, 2022	Increase (Decrease)	
(in ₱ thousands, except for percentages)			in ₱	in %
	(Audited)			
ASSETS				
Current Assets				
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%)
Noncurrent Assets				
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%
LIABILITIES AND EQUITY				
Current Liabilities				
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%
Noncurrent Liabilities				
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%

Equity Attributable to Equity Holders of the Parent				
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%
Non-controlling Interests	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 (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 land banking, 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.

KEY PERFORMANCE INDICATORS

The following are the major financial ratios of the Company as at and for the years ended December 31, 2025, 2024 and 2023:

	Year ended December 31		
	2025	2024	2023
Current ratio ⁽¹⁾	2.00	2.19	2.17
Acid test ratio ⁽²⁾	1.08	1.18	1.09
Solvency ratio ⁽³⁾	1.75	1.75	1.73
Debt-to-equity ratio ⁽⁴⁾	48:52	47:53	48:52
Net-debt-to-equity ratio ⁽⁵⁾	46:54	45:55	46:54
Return on equity ⁽⁶⁾	11%	11%	11%
Net income margin ⁽⁷⁾	35%	33%	31%
Asset to equity ratio ⁽⁸⁾	2.35	2.35	2.38
Interest coverage ratio ⁽⁹⁾	6.61	5.90	5.31
Debt to EBITDA ⁽¹⁰⁾	4.89	4.75	4.95

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 liabilities (sum of loans payable and long-term debt (current and noncurrent) to equity attributable to equity holders of the Parent;
- (5) Net debt to equity which measures the ratio of interest-bearing liabilities (sum of loans payable and long-term debt (current and noncurrent) 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 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 liabilities;

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 11 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, 2025, 2024 and 2023:

	2025	2024	2023
SMDC	8%	23%	19%
FARDC	6%	6%	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, 2025, 2024 and 2023 are as follows:

	SMDC			FARDC		
	2025	2024	2023	2025	2024	2023
Current ratio	3.10	3.36	3.30	2.85	2.88	2.33
Debt-to-equity	47:53	48:52	50:50	2.98	6:94	7:93
Net debt-to-equity	47:53	48:52	49:51	-140:240	-95:195	-64:164
Return on equity	3%	8%	7%	27%	31%	35%
Net income margin	13%	25%	23%	57%	56%	55%

F. 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.



**2026 ANNUAL STOCKHOLDERS'
MEETING**

April 28, 2026 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 23, 2026**, by registering at <https://asmportal.smprime.com/SMPH/Registration> 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 Office of the Corporate Secretary at +632-8479-2190 and 91 or via e-mail at corporatesecretary@smprime.com.

Online Voting

Stockholders who have successfully registered their intention to attend the meeting remotely shall be notified via email of their unique voting link 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 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 voting link. 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.

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 2026 Open Forum" to info@smprime.com on or before April 27, 2026. 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 Office of the Corporate Secretary at +632-8479-2190 and 91 or via e-mail at corporatesecretary@smprime.com.

Please visit www.smprime.com/annual-stockholders-meeting for more complete information on the annual 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.

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 23 2026 in Taguig City.

ELMER B. SERRANO
Corporate Secretary ^{Ar}

SUBSCRIBED AND SWORN to before me this FEB 23 2026 in TAGUIG CITY City, affiant exhibited to me his Tax Identification No. [REDACTED]

Doc No. 383;
Page No. 78;
Book No. E;
Series of 2026.

DERIC ROBERT E. SIOQUIAN
Appointment No. 225 (2025-2026)
Notary Public for Taguig City
Until December 31, 2026
Roll of Attorneys No. 78710

IBP No. INV 575209 - 12/29/2025 - Makati Chapter
PTR Receipt No. A-6769411 - 01/05/2026 - Taguig City
MCLE Compliance No. VIII-0029026 - 04/21/2025
1105 Tower 2 High Street South Corporate Plaza
26th Street, Bonifacio Global City, Taguig City

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **AMANDO M. TETANGCO, JR.** 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 (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 not related to any director/officer/substantial shareholder of **SM Prime Holdings, Inc.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the SRC.

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		

¹ 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.

² 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 AMLC's 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 without prejudice to refile.

³ 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, no resolution/order relative to the Petition for Review from the DOJ has been received 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 24 2026 day of _____, at PASAY CITY

AMANDO M. TETANGCO, JR.
Affiant

SUBSCRIBED AND SWORN to before me this FEB 24 2026 day of PASAY CITY,
affiant personally appeared before me and exhibited to me his Philippine Passport No. _____
issued at _____ valid until _____

Doc. No. 114
Page No. 24
Book No. VI
Series of 2026

Notary Public for Sec. 81 of
the RA 9006 (amending Sec. 189
of the RA 9006) attested on Notary
Public's copy, with no. 16302109
on FEB 24 2026

ATTY. RONHEL VINN A. PAPA

Notary Public for Pasay City

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

IBP OR No. 563343 12/05/2025 / Roll No. 73157

PTR OR No. 9232351 01/08/2026 / TIN# 743-448-049

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

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ESTELA M. PERLAS-BERNABE**, 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
Aboitiz Power Corporation (PLC)	Independent Director	April 28, 2025 to present
BDO Private Bank	Independent Director	April 21, 2025 to present
Singapore International Arbitration Centre	Member, Panel of Arbitrators	February 7, 2025 to present
PHILJA (Philippine Judicial Academy) Development Center, Inc.	Director	November 13, 2023 to present
Converge Information and Communications Technology Solutions, Inc. (PLC)	Independent Director	May 26, 2023 to present
Petrogen Insurance Corporation	Independent Director	March 23, 2023 to present
Foundation for Liberty and Prosperity	Trustee	December 6, 2022 to present
San Miguel Food and Beverage, Inc. (PLC)	Independent Director	August 3, 2022 to present
BDO Unibank, Inc. (PLC)	Independent Director	July 31, 2022 to 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 not related to any director/officer/substantial shareholder of **SM Prime Holdings, Inc.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

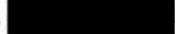
NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
Not Applicable		

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 16 2026 day of _____, at PASAY CITY.


ESTELA M. PERLAS-BERNABE
Affiant

SUBSCRIBED AND SWORN to before me this FEB 16 2026 day of _____ at PASAY CITY,
affiant personally appeared before me and exhibited to me her Passport No.  issued at 
 valid until 

Doc. No. 52;
Page No. 12;
Book No. VII;
Series of 2024;




ATTY. RONHEL VINN A. PAPA

Notary Public for Pasay City

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

IBP OR No. 563343 12/05/2025 / Roll No. 73157

PTR OR No. 9232351 01/08/2026 / TIN# 743-448-049

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

FEB 16 2026

CERTIFICATION OF INDEPENDENT DIRECTOR

I, J. CARLITOS G. CRUZ, 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:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Forbes Lending Solutions Corporation	Independent Director	1 year
Annapolis Finance, Inc.	Independent Director	1 year
Global Cebuana Finance Inc.	Independent Director	2 years
Cebuana Cycle Financing, Inc.	Independent Director	2 years
AFC SME Finance Inc.	Independent Director	2 years
Global SME Loans, Inc.	Independent Director	2 years
Wisefund Finance Corp.	Independent Director	2 years
Cycle Financing Corp.	Independent Director	2 years
Surecycle Financing Corp.	Independent Director	2 years
Cepat Kredit Financing, Inc.	Independent Director	2 years
MPIC Beneficial Trust Fund	Independent Trustee	3 years
Vivant Corporation (PLC)	Independent Director	4 years
Asialink Finance Corporation	Independent Director	4 years
Global Dominion Financing Incorporated	Independent Director	4 years
South Asialink Finance Corporation	Independent Director	4 years
MarCoPay Inc.	Independent Director	5 years
MCP Finance, Inc.	Independent Director	5 years
MCP Insurance Management and Agency, Inc.	Independent Director	5 years
Transnational Diversified Group, Inc.	Independent Director	5 years
Federal Land, Inc.	Independent Director	5 years
Makati Business Club	Member	8 years
Association of CPAs in Public Practice	Member	15 years
Management Association of the Philippines	Member	25 years
Philippine Institute of Certified Public Accountants	Member	43 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 not related to any director/officer/substantial shareholder of **SM Prime Holdings, Inc.** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

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 16 2026 day of _____, at PASAY CITY.

I. CARLOS G. CRUZ
Affiant

SUBSCRIBED AND SWORN to before me this FEB 16 2026 day of _____ at PASAY CITY
affiant personally appeared before me and exhibited to me his Passport No. _____ valid until _____

Doc. No. 51;
Page No. 12;
Book No. VII;
Series of 2024;



FEB 16 2026

ATTY. RONHEL VINN A. PAPA
Notary Public for Pasay City

Until December 31, 2026. Commission No. 25-19
IBP OR No. 563343 12/05/2025 / Roli No. 73157
PTR OR No. 9232351 01/08/2026 / 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, 2025

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, 2025 and 2024
- D. Consolidated Statements of Income
For the Years ended December 31, 2025, 2024 and 2023
- E. Consolidated Statements of Comprehensive Income
For the Years ended December 31, 2025, 2024 and 2023
- F. Consolidated Statements of Changes in Equity
For the Years ended December 31, 2025, 2024 and 2023
- G. Consolidated Statements of Cash Flows
For the Years ended December 31, 2025, 2024 and 2023
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- 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
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- 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, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, 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.

A large, stylized handwritten signature in black ink, consisting of several overlapping loops and curves.

Henry T. Sy, Jr.
Chairman

A handwritten signature in black ink, appearing as a series of connected, slightly slanted strokes.

Jeffrey C. Lim
President

A handwritten signature in black ink, featuring a prominent 'J' and 'N' followed by several loops.

John Nai Peng C. Ong
Chief Finance Officer

Signed this 16th of February, 2026

SUBSCRIBED AND SWORN to before me this FEB 16 2026 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. 49 ;
Page No. II ;
Book No. VII ;
Series of 2026



FEB 16 2026

ATTY. RONHEL VINN A. PAPA

Notary Public for Pasay City
Unti December 31, 2026. Commission No. 25-19
IBP OR No. 563343 12/05/2025 / Roll No. 73157
PTR OR No. 9232351 01/08/2026 / TIN# 743-448-049
MCLE Compliance No. VIII-0017246 valid until April 14, 2028

COVER SHEET

for

AUDITED FINANCIAL STATEMENTS

SEC Registration Number

A S 0 9 4 - 0 0 0 0 8 8

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 , 1 3 0 0 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

Department requiring the report

Secondary License Type, If Applicable

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number

8831-1000

Mobile Number

No. of Stockholders

2,310

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, 1300 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, 1300 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, 2025 and 2024, 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, 2025, 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, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for each of the three years in the period ended December 31, 2025 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 (the Code of Ethics), as applicable to the audits of the financial statements of public interest entities, together with the ethical requirements that are relevant to the audits of financial statements of public interest entities 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) application of the output method as the measure of progress in determining revenue from sale of real estate; (3) determination of the costs incurred as cost of real estate sold; and (4) 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 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 costs incurred to be recognized as cost of real estate sold, the Company accumulates materials, labor and overhead costs, including 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 application of the output method as the measure of progress 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 determination of the costs incurred as cost of real estate sold, we selected projects and traced the costs accumulated during the year, including those incurred but not yet billed costs, to supporting documents such as contractors billing invoices, certificates of progress acceptance, POC reports, official receipts and accomplishment reports, among others.

For the recognition of 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, 2025, 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, 2025 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.

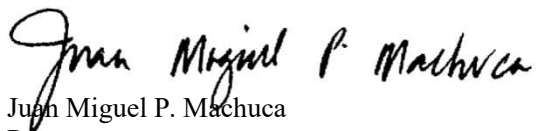


We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

SEC Partner Accreditation No. 116998-SEC (Group A)

Valid to cover audit of 2020 to 2024 financial statements,
with extension up to audit of 2025 financial statements

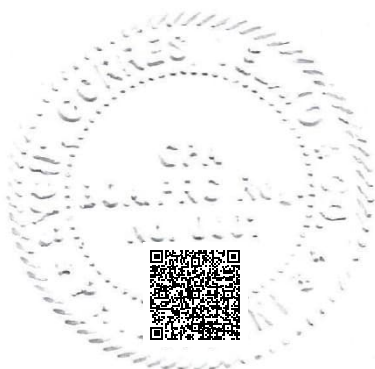
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

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

PTR No. 10765073, January 2, 2026, Makati City

February 16, 2026



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

	December 31	
	2025	2024
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 5, 18, 25 and 26)	₱27,645,144	₱31,246,171
Receivables and contract assets (Notes 6, 18, 25 and 26)	86,190,422	92,506,904
Real estate inventories (Note 7)	74,107,710	76,927,527
Equity instruments at fair value through other comprehensive income (FVOCI) (Notes 8, 25 and 26)	717,171	794,433
Derivative assets (Notes 25 and 26)	3,298,744	780,087
Prepaid expenses and other current assets (Note 9)	19,242,478	28,426,708
Total Current Assets	211,201,669	230,681,830
Noncurrent Assets		
Derivative assets - net of current portion (Notes 25 and 26)	287,182	3,990,740
Equity instruments at FVOCI - net of current portion (Notes 8, 18, 25 and 26)	18,290,879	20,392,800
Investment properties (Notes 11, 16, 24 and 26)	665,641,251	601,339,921
Investments in associates and joint ventures (Note 12)	35,534,519	33,108,359
Property and equipment (Note 10)	1,666,905	1,493,295
Deferred tax assets - net (Note 23)	1,905,912	1,634,307
Other noncurrent assets (Notes 6, 9, 13, 18, 22, 25 and 26)	159,350,348	126,789,478
Total Noncurrent Assets	882,676,996	788,748,900
	₱1,093,878,665	₱1,019,430,730
LIABILITIES AND EQUITY		
Current Liabilities		
Loans payable (Notes 14, 18, 25 and 26)	₱13,762,649	₱17,312,356
Accounts payable and other current liabilities (Notes 15, 18, 25 and 26)	104,777,023	103,788,961
Current portion of long-term debt (Notes 16, 18, 25 and 26)	85,531,993	89,287,442
Current portion of derivative liabilities (Notes 25 and 26)	39,354	—
Income tax payable	943,694	1,606,324
Total Current Liabilities	205,054,713	211,995,083
Noncurrent Liabilities		
Long-term debt - net of current portion (Notes 16, 18, 25 and 26)	323,459,597	283,320,341
Tenants' and customers' deposits - net of current portion (Notes 15, 24, 25 and 26)	31,420,483	30,528,879
Deferred tax liabilities - net (Note 23)	15,709,068	13,923,287
Derivative liabilities - net of current portion (Notes 25 and 26)	286,564	50,447
Other noncurrent liabilities (Notes 15, 22, 25 and 26)	48,869,553	43,372,203
Total Noncurrent Liabilities	419,745,265	371,195,157
Total Liabilities	624,799,978	583,190,240

(Forward)



	December 31	
	2025	2024
Equity Attributable to Equity Holders of the Parent		
Capital stock (Notes 17 and 27)	₱33,166,300	₱33,166,300
Additional paid-in capital - net (Note 17)	38,068,655	38,164,173
Cumulative translation adjustment	5,368,753	3,135,756
Net fair value changes of equity instruments at FVOCI (Note 8)	15,628,583	17,807,766
Net fair value changes on cash flow hedges	(586,197)	604,031
Remeasurement loss on defined benefit obligation - net (Note 22)	(852,161)	(792,229)
Retained earnings (Note 17):		
Appropriated	170,000,000	100,000,000
Unappropriated	208,990,805	243,991,970
Treasury stock (Notes 17 and 27)	(4,227,113)	(2,984,695)
Total Equity Attributable to Equity Holders of the Parent	465,557,625	433,093,072
Non-controlling Interests	3,521,062	3,147,418
Total Equity	469,078,687	436,240,490
	₱1,093,878,665	₱1,019,430,730

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		
	2025	2024	2023
REVENUE			
Rent (Notes 11, 18 and 24)	₱83,566,635	₱78,673,921	₱72,113,957
Real estate sales (Note 7)	40,632,813	45,904,595	42,040,409
Others (Notes 18 and 19)	16,907,567	15,812,356	13,943,175
	141,107,015	140,390,872	128,097,541
COSTS AND EXPENSES (Notes 18, 20 and 22)	69,376,249	72,353,754	66,818,300
INCOME FROM OPERATIONS	71,730,766	68,037,118	61,279,241
OTHER INCOME (CHARGES)			
Interest expense (Notes 6, 14, 16, 18 and 21)	(13,076,365)	(13,934,024)	(13,963,271)
Interest and dividend income (Notes 5, 6, 8, 13, 18 and 21)	2,392,172	2,228,723	2,185,156
Others - net (Notes 7, 10, 11, 12, 15 and 16)	(48,632)	510,648	338,693
	(10,732,825)	(11,194,653)	(11,439,422)
INCOME BEFORE INCOME TAX	60,997,941	56,842,465	49,839,819
PROVISION FOR INCOME TAX (Note 23)			
Current	9,706,871	9,034,395	8,211,259
Deferred	1,564,537	1,268,634	764,715
	11,271,408	10,303,029	8,975,974
NET INCOME	₱49,726,533	₱46,539,436	₱40,863,845
Attributable to:			
Equity holders of the Parent (Notes 17 and 27)	₱48,847,730	₱45,631,764	₱40,010,501
Non-controlling interests (Note 17)	878,803	907,672	853,344
	₱49,726,533	₱46,539,436	₱40,863,845
Basic/Diluted earnings per share (Note 27)	₱1.694	₱1.581	₱1.387
Dividend per share (Note 17)	₱0.480	₱0.346	₱0.237

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		
	2025	2024	2023
NET INCOME	₱49,726,533	₱46,539,436	₱40,863,845
OTHER COMPREHENSIVE INCOME (LOSS)			
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 FVOCI (Note 8)	(2,179,183)	869,974	2,705,989
Remeasurement gain (loss) on defined benefit obligation (Note 22) - net of tax	(61,551)	272,552	(134,611)
	(2,240,734)	1,142,526	2,571,378
Items that may be reclassified to profit or loss in subsequent periods:			
Cumulative translation adjustment	2,232,997	579,617	(879,032)
Net fair value changes on cash flow hedges	(1,190,228)	(475,063)	(1,905,511)
	(1,197,965)	1,247,080	(213,165)
TOTAL COMPREHENSIVE INCOME	₱48,528,568	₱47,786,516	₱40,650,680
Attributable to:			
Equity holders of the Parent (Note 17)	₱47,651,384	₱46,876,500	₱39,798,392
Non-controlling interests	877,184	910,016	852,288
	₱48,528,568	₱47,786,516	₱40,650,680

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, 2025, 2024 AND 2023
(Amounts in Thousands)

	Equity Attributable to Equity Holders of the Parent											
				Net Fair Value Changes of Equity Instruments at FVOCI (Note 8)	Net Fair Value Changes on Cash Flow Hedges	Remeasurement Loss on Defined Benefit Obligation - Net (Note 22)	Retained Earnings (Note 17)		Treasury Stock (Notes 17 and 27)		Non-controlling Interests	Total Equity
	Capital Stock (Notes 17 and 27)	Additional Paid-in Capital - Net (Note 17)	Cumulative Translation Adjustment				Appropriated	Unappropriated		Total		
At January 1, 2025	₱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
Net income for the year	—	—	—	—	—	—	—	48,847,730	—	48,847,730	878,803	49,726,533
Other comprehensive income (loss)	—	—	2,232,997	(2,179,183)	(1,190,228)	(59,932)	—	—	—	(1,196,346)	(1,619)	(1,197,965)
Total comprehensive income (loss) for the year	—	—	2,232,997	(2,179,183)	(1,190,228)	(59,932)	—	48,847,730	—	47,651,384	877,184	48,528,568
Cash dividends (Note 17)	—	—	—	—	—	—	—	(13,859,849)	—	(13,859,849)	—	(13,859,849)
Cash dividends received by a subsidiary (Note 17)	—	—	—	—	—	—	—	10,954	—	10,954	—	10,954
Cash dividends received by non-controlling interests	—	—	—	—	—	—	—	—	—	—	(529,580)	(529,580)
Reversal of appropriation (Note 17)	—	—	—	—	—	—	(100,000,000)	100,000,000	—	—	—	—
Appropriation during the year (Note 17)	—	—	—	—	—	—	170,000,000	(170,000,000)	—	—	—	—
Sale of non-controlling interest (Note 17)	—	458	—	—	—	—	—	—	—	458	142	600
Equity reserve from common control acquisition of asset (Note 2)	—	(95,976)	—	—	—	—	—	—	—	(95,976)	25,898	(70,078)
Acquisition of treasury shares (Note 17)	—	—	—	—	—	—	—	—	(1,242,418)	(1,242,418)	—	(1,242,418)
At December 31, 2025	₱33,166,300	₱38,068,655	₱5,368,753	₱15,628,583	(₱586,197)	(₱852,161)	₱170,000,000	₱208,990,805	(₱4,227,113)	₱465,557,625	₱3,521,062	₱469,078,687
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 17)	—	—	—	—	—	—	—	(9,992,214)	—	(9,992,214)	—	(9,992,214)
Cash dividends received by a subsidiary (Note 17)	—	—	—	—	—	—	—	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 (Note 17)	—	—	—	—	—	—	(42,200,000)	42,200,000	—	—	—	—
Appropriation during the year (Note 17)	—	—	—	—	—	—	100,000,000	(100,000,000)	—	—	—	—
Sale of non-controlling interest (Note 17)	—	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



	Equity Attributable to Equity Holders of the Parent											
	Capital Stock (Notes 17 and 27)	Additional Paid-in Capital - Net (Note 17)	Cumulative Translation Adjustment	Net Fair Value Changes of Equity Instruments at FVOCI (Note 8)	Net Fair Value Changes on Cash Flow Hedges	Remeasurement Loss on Defined Benefit Obligation - net (Note 22)	Retained Earnings (Note 17)		Treasury Stock (Notes 17 and 27)	Total	Non-controlling Interests	Total Equity
							Appropriated	Unappropriated				
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 17)	—	—	—	—	—	—	—	(6,844,378)	—	(6,844,378)	—	(6,844,378)
Cash dividends received by a subsidiary (Note 17)	—	—	—	—	—	—	—	5,408	—	5,408	—	5,408
Cash dividends received by non-controlling interests	—	—	—	—	—	—	—	—	—	—	(324,450)	(324,450)
Additional investment of non-controlling interest	—	—	—	—	—	—	—	—	—	—	201,000	201,000
Sale of non-controlling interest (Note 17)	—	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

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		
	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	₱60,997,941	₱56,842,465	₱49,839,819
Adjustments for:			
Depreciation and amortization (Notes 10, 11, 20 and 24)	15,536,382	15,037,788	13,656,773
Interest expense (Notes 6, 14, 16, 18 and 21)	13,076,365	13,934,024	13,963,271
Interest and dividend income (Notes 5, 6, 8, 13, 18 and 21)	(2,392,172)	(2,228,723)	(2,185,156)
Equity in net earnings of associates and joint ventures (Note 12)	(2,785,499)	(2,043,010)	(2,162,611)
Loss (gain) on:			
Disposals and derecognition of investment properties and property and equipment (Notes 10, 11 and 15)	(32,264)	(24,556)	148,140
Unrealized foreign exchange and fair value changes on derivatives - net	(69,966)	417,027	76,370
Operating income before working capital changes	84,330,787	81,935,015	73,336,606
Decrease (increase) in:			
Receivables and contract assets	(9,299,693)	(23,886,248)	(16,337,056)
Real estate inventories	3,569,906	1,117,977	(5,437,721)
Prepaid expenses and other current assets (Note 9)	(2,045,436)	(1,684,842)	(2,068,144)
Increase in:			
Accounts payable and other liabilities	7,980,960	13,338,858	19,253,318
Tenants' and customers' deposits - net of current portion	758,343	5,194,630	1,573,478
Cash generated from operations	85,294,867	76,015,390	70,320,481
Income tax paid	(10,383,734)	(8,726,437)	(7,665,012)
Net cash provided by operating activities	74,911,133	67,288,953	62,655,469
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received	1,866,622	1,595,754	1,922,233
Dividends received from investments at FVOCI and in associates and joint ventures	989,295	1,960,828	724,446
Proceeds from disposals of investment properties and property and equipment (Note 11)	12,347	464,443	90,067
Additions to:			
Investment properties (Note 11)	(76,221,138)	(69,571,345)	(63,772,055)
Property and equipment (Note 10)	(425,208)	(154,288)	(341,106)
Acquisition of a subsidiary (Note 2)	(50,000)	—	—
Decrease (increase) in other noncurrent assets (Notes 9 and 13)	(6,115,813)	1,150,456	(5,338,058)
Net cash used in investing activities	(79,943,895)	(64,554,152)	(66,714,473)

(Forward)



	Years Ended December 31		
	2025	2024	2023
CASH FLOWS FROM FINANCING ACTIVITIES			
Availments of bank loans and long-term debt (Notes 14 and 16)	₱197,104,510	₱165,601,237	₱111,562,913
Payments of:			
Long-term debt (Note 16)	(85,571,225)	(72,198,246)	(66,701,374)
Loans payable (Note 14)	(80,967,352)	(73,673,067)	(29,563,823)
Dividends to stockholders and non-controlling interests (Note 17)	(14,378,475)	(10,438,750)	(7,163,420)
Interest	(12,765,016)	(14,086,273)	(13,782,271)
Lease liabilities	(896,042)	(897,760)	(874,140)
Acquisition of treasury shares (Note 17)	(1,242,418)	—	—
Proceeds from matured derivatives - net	130,950	2,396,042	294,800
Net cash provided by (used in) financing activities	1,414,932	(3,296,817)	(6,227,315)
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	16,803	(8,615)	43,039
NET DECREASE IN CASH AND CASH EQUIVALENTS	(3,601,027)	(570,631)	(10,243,280)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	31,246,171	31,816,802	42,060,082
CASH AND CASH EQUIVALENTS AT END OF YEAR	₱27,645,144	₱31,246,171	₱31,816,802

See accompanying Notes to Consolidated Financial Statements.



SM PRIME HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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, 1300 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 16, 2026.

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	Place of Incorporation	Percentage of Ownership	
		2025	2024
<i>Malls</i>			
A. Canicosa Holdings, Inc.	Philippines	100.0	100.0
AD Canicosa Properties, Inc.	- 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
MOA Esplanade Port, Inc.	- do -	100.0	100.0
Premier Central, Inc. and Subsidiary	- do -	100.0	100.0
Premier Clark Complex, Inc.	- do -	100.0	100.0
Premier Southern Corp.	- 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
SMPHI SG Holdings Pte. Ltd.**	Singapore	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
Nagtahan Property Holdings, Inc.*	- do -	99.7	—
First Asia Realty Development Corporation	- do -	74.2	74.2
Mindpro, Incorporated	- do -	70.0	70.0
SM GUUN ENVIRONMENTAL COMPANY, INC.***	Philippines	70.0	70.0
First Leisure Ventures Group Inc. (FLVGI)	- do -	50.0	50.0
<i>Residential</i>			
SM Development Corporation and Subsidiaries	- 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
<i>Hotels and Convention Centers</i>			
SM Hotels and Conventions Corp. and Subsidiaries	- do -	100.0	100.0
<i>Commercial, Integrated Commercial Developments</i>			
Associated Development Corporation	- do -	100.0	100.0
Magenta Legacy, Inc.	- do -	100.0	100.0
Prime Metroestate, Inc. and Subsidiary	- 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

*In 2025, Nagtahan Property Holdings, Inc., a landholding company, was acquired by the Parent Company from SMIC. This was accounted for as common control asset acquisition with recognized equity reserve amounting to P96 million.

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

***In 2024, SM GUUN ENVIRONMENTAL COMPANY, INC. was incorporated to be engaged in recycling and repurposing waste of any kind.



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 (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.

Revenue Recognition Method and Measure of Progress. The Company concluded that revenue from sale of completed real estate projects is to be recognized at a point in time upon meeting the threshold of buyer's equity whereas revenue from sale of real estate projects under pre-completion stage 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 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 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.

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.

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 ₱40,633 million, ₱45,905 million and ₱42,040 million for the years ended December 31, 2025, 2024 and 2023, respectively, while the cost of real estate sold amounted to ₱17,619 million, ₱19,141 million and ₱16,661 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 20).



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 ₱74,108 million and ₱76,928 million as at December 31, 2025 and 2024, respectively (see Note 7).

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 ₱6,132 million and ₱6,047 million as at December 31, 2025 and 2024, respectively (see Note 23).

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 26.

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 amendments to Philippine Accounting Standards (PAS) 21, *Lack of Exchangeability* starting January 1, 2025. Adoption of this pronouncement did not have any material impact on the Company's financial position or performance.

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, 2026

- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*
- Annual Improvements to PFRS Accounting Standards—Volume 11
 - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
 - Amendments to PFRS 7, *Gain or Loss on Derecognition*
 - Amendments to PFRS 9, *Lessee Derecognition of Lease Liabilities and Transaction Price*



- Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
- Amendments to PAS 7, *Cost Method*

Effective beginning on or after January 1, 2027

- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*, the standard 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 statement of profit or loss
 - Disclosure of management-defined performance measures
 - Guidance on aggregation and disaggregation

The Company is ongoing assessment on the impact of PFRS 18 on its consolidated financial statements.

- PFRS 19, *Subsidiaries without Public Accountability*
- Amendments to PAS 21, *Translation to a Hyperinflationary Presentation Currency*

Deferred effectivity

- Amendments to PFRS 10 and PAS 28, *Sale or Contribution of Assets between an Investor and its 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 financial assets 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.

Subsequent measurement. For purposes of subsequent measurement, financial assets are classified in the following 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 effective interest rate (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 ₱5,081 million and ₱3,803 million as at December 31, 2025 and 2024, respectively (see Note 26).

- *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.

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.

As at December 31, 2025 and 2024, the Company has no financial assets classified 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 ₱19,008 million and ₱21,187 million as at December 31, 2025 and 2024, respectively (see Note 26).

As at December 31, 2025 and 2024, the Company has no financial assets classified at FVOCI (*debt instruments*).

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 expected credit loss (ECL) 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 ECLs 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, gross domestic product and unemployment 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 Republic Act No. 6552 or the *Realty Installment Buyer Protection Act* (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. As at December 31, 2025 and 2024, the Company has no financial liabilities classified at FVTPL.

- *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 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 ₱371,089 million and ₱323,283 million as at December 31, 2025 and 2024, respectively (see Note 26).

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. 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. 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.

Real estate sales cancellations are accounted for as modification of the contract (i.e., from non-cancellable to being cancellable). Revenue from sale of real estate and cost of real estate sold previously recognized shall be reversed in the period of cancellation and the inventory shall be reinstated at cost. Income from forfeitures, except accounts covered by Maceda Law, is presented under "Others - net" in the consolidated statements of income.

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. The amounts are non-interest bearing and 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 and equipment. 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	

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, right-of-use asset (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	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 which is upon launching of the real estate project subsequent to undertaking of necessary activities such as obtaining appropriate permits (i.e., license to sell) and technical due diligence (i.e., topography studies), and is supported 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, input and creditable withholding taxes - net of current portion and others.

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.

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.

Revenue 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 completed real estate projects are recognized at a point in time upon meeting the threshold of buyer's equity whereas revenue from the sale of 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 the 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 determines if its transaction price on sale of real estate includes significant financing component.

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

Cost of Real Estate Sold. In determining the costs incurred to be recognized as cost of real estate sold, the Company accumulates costs on materials, labor and overhead which include costs that were incurred but not yet billed by the contractor. 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 percentage of completion 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.



Sale of Cinema, Event and Amusement Tickets and Merchandise. Revenue is recognized upon receipt of payment from the customer which coincides with the rendering of services or the delivery of merchandise. Revenue from sale of cinema, event and 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, Sale of 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.

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 incremental borrowing rate 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 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 or "Other noncurrent 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 segments as follows: malls, residential, hotels and convention centers, and commercial and integrated commercial developments.

Malls 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 commercial 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 hotels 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.

In 2025, the Company revised its business segment information to reflect changes on how the Executive Committee monitors business units' performance. The change affects only the inter-segment presentation and has no impact on the Company's consolidated profit, assets, liabilities and equity.

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

	2025					
	Malls	Residential	Hotels and Convention Centers	Commercial and Integrated Commercial Developments	Eliminations	Consolidated Balances
	<i>(In Thousands)</i>					
Revenue:						
External customers	₱84,923,460	₱42,520,171	₱8,455,767	₱5,207,617	₱-	₱141,107,015
Inter-segment	131,560	-	-	146,184	(277,744)	-
	₱85,055,020	₱42,520,171	₱8,455,767	₱5,353,801	(₱277,744)	₱141,107,015
Segment results:						
Income before income tax	₱43,720,657	₱11,685,206	₱1,757,973	₱3,834,105	₱-	₱60,997,941
Provision for income tax	(7,684,906)	(2,683,328)	(301,164)	(602,010)	-	(11,271,408)
Net income	₱36,035,751	₱9,001,878	₱1,456,809	₱3,232,095	₱-	₱49,726,533
Net income attributable to:						
Equity holders of the Parent	₱35,167,788	₱8,991,038	₱1,456,809	₱3,232,095	₱-	₱48,847,730
Non-controlling interests	867,963	10,840	-	-	-	878,803
Segment assets	₱535,061,956	₱379,985,226	₱28,008,229	₱152,341,419	(₱1,518,165)	₱1,093,878,665
Segment liabilities	₱331,067,175	₱210,461,843	₱2,495,994	₱82,293,131	(₱1,518,165)	₱624,799,978
Other information:						
Capital expenditures*	₱32,662,637	₱16,934,360	₱2,265,824	₱30,008,050	₱-	₱81,870,871
Depreciation and amortization	13,525,373	303,259	835,735	872,015	-	15,536,382

*Excludes capitalized interest



2024						
	Malls	Residential	Hotels and Convention Centers	Commercial and Integrated Commercial Developments	Eliminations	Consolidated Balances
<i>(In Thousands)</i>						
Revenue:						
External customers	P79,521,978	P47,759,281	P7,783,329	P5,326,284	P-	P140,390,872
Inter-segment	130,866	4,583	-	123,667	(259,116)	-
	P79,652,844	P47,763,864	P7,783,329	P5,449,951	(P259,116)	P140,390,872
Segment results:						
Income before income tax	P35,241,414	P16,124,881	P1,556,405	P3,919,765	P-	P56,842,465
Provision for income tax	(6,548,954)	(2,868,184)	(296,160)	(589,731)	-	(10,303,029)
Net income	P28,692,460	P13,256,697	P1,260,245	P3,330,034	P-	P46,539,436
Net income attributable to:						
Equity holders of the Parent	P27,796,667	P13,244,818	P1,260,245	P3,330,034	P-	P45,631,764
Non-controlling interests	895,793	11,879	-	-	-	907,672
Segment assets	P504,464,466	P372,076,920	P24,508,688	P119,893,646	(P1,512,990)	P1,019,430,730
Segment liabilities	P324,128,201	P209,997,490	P1,944,473	P48,633,066	(P1,512,990)	P583,190,240
Other information:						
Capital expenditures*	P36,627,203	P23,135,556	P1,936,888	P19,551,738	P-	P81,251,385
Depreciation and amortization	13,038,409	268,253	793,659	937,467	-	15,037,788

*Excludes capitalized interest

2023						
	Malls	Residential	Hotels and Convention Centers	Commercial and Integrated Commercial Developments	Eliminations	Consolidated Balances
<i>(In Thousands)</i>						
Revenue:						
External customers	P72,451,429	P43,730,565	P6,678,914	P5,236,633	P-	P128,097,541
Inter-segment	114,757	-	-	111,865	(226,622)	-
	P72,566,186	P43,730,565	P6,678,914	P5,348,498	(P226,622)	P128,097,541
Segment results:						
Income before income tax	P29,919,542	P14,595,764	P1,256,699	P4,067,814	P-	P49,839,819
Provision for income tax	(5,592,288)	(2,441,863)	(293,913)	(647,910)	-	(8,975,974)
Net income	P24,327,254	P12,153,901	P962,786	P3,419,904	P-	P40,863,845
Net income attributable to:						
Equity holders of the Parent	P23,488,102	P12,139,709	P962,786	P3,419,904	P-	P40,010,501
Non-controlling interests	839,152	14,192	-	-	-	853,344
Segment assets	P483,546,404	P347,430,470	P20,919,522	P92,959,630	(P1,528,451)	P943,327,575
Segment liabilities	P326,494,585	P195,717,997	P1,376,358	P22,380,050	(P1,528,451)	P544,440,539
Other information:						
Capital expenditures*	P36,548,758	P25,489,383	P1,779,226	P18,567,551	P-	P82,384,918
Depreciation and amortization	11,947,192	242,802	674,242	792,537	-	13,656,773

*Excludes capitalized interest

For the years ended December 31, 2025, 2024 and 2023, 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. The disaggregation of revenues based on nature (type of goods or service) is presented in the consolidated statement of income (i.e., rent and real estate sales). Nature of other revenues is further disaggregated in Note 19 to the consolidated financial statements. The timing of material revenue is disclosed in Notes 3 and 7 to the consolidated financial statements.



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. Cash and Cash Equivalents

This account consists of:

	2025	2024
	<i>(In Thousands)</i>	
Cash on hand and in banks (see Note 18)	₱4,464,410	₱4,396,389
Temporary investments (see Note 18)	23,180,734	26,849,782
	₱27,645,144	₱31,246,171

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 ₱1,355 million, ₱1,418 million and ₱1,450 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 21).

6. Receivables and Contract Assets

This account consists of:

	2025	2024
	<i>(In Thousands)</i>	
Trade:		
Sale of real estate (billed and unbilled)*	₱163,713,207	₱152,492,378
Rent:		
Third parties	10,204,432	10,745,461
Related parties (see Note 18)	3,734,393	3,704,992
Accrued interest (see Note 18)	302,141	370,865
Nontrade and others (see Note 18)	3,274,337	5,031,479
	181,228,510	172,345,175
Less allowance for ECLs	735,876	774,250
	180,492,634	171,570,925
Less noncurrent portion of trade receivables from sale of real estate (see Note 13)	94,302,212	79,064,021
	₱86,190,422	₱92,506,904

*Includes unbilled revenue from sale of real estate amounting to ₱137,787 million and ₱133,475 million as at December 31, 2025 and 2024, respectively.



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

- Rent receivables from tenants are non-interest bearing and are normally collectible on a 30 to 90 days' term. 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 ₱13,188 million and ₱6,967 million for the years ended December 31, 2025 and 2024, respectively (see Note 18).

The discount on sale of receivable amounted to ₱336 million, ₱78 million and ₱717 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 21).

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

Interest income earned from receivables totaled ₱301 million, ₱171 million and ₱232 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 21).

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 receivables from sale of real estate (billed and unbilled) and other receivables as of December 31, 2025 and 2024 (see Note 25). The movements in the allowance for ECLs related to receivables from rent are as follows:

	2025	2024
	<i>(In Thousands)</i>	
At beginning of year	₱774,250	₱777,378
Reversals - net of provision	(38,374)	(3,128)
At end of year	₱735,876	₱774,250

The aging analysis as at December 31 are as follows:

	2025	2024
	<i>(In Thousands)</i>	
Neither past due nor impaired	₱151,410,257	₱152,472,997
Past due:		
Less than 30 days	6,257,983	4,696,082
31–90 days	9,059,567	4,941,344
91–120 days	4,814,065	3,363,747
Over 120 days	8,950,762	6,096,755
Impaired	735,876	774,250
	₱181,228,510	₱172,345,175

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 ₱46,281 million and ₱41,525 million as at December 31, 2025 and 2024, respectively, are expected to be recognized over the construction period ranging from one to five years.

7. 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, 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 20)	(11,962,498)	(7,178,027)	(19,140,525)
Transfers	(3,074,344)	3,074,344	—
Reclassifications from investment properties (see Note 11)	142,699	—	142,699
Translation adjustment and others	—	16,024	16,024
Balance as at December 31, 2024	55,782,795	21,144,732	76,927,527
Development cost incurred	14,049,487	—	14,049,487
Cost of real estate sold (see Note 20)	(10,734,523)	(6,884,870)	(17,619,393)
Transfers	(2,043,328)	2,043,328	—
Reclassifications from investment properties (see Note 11)	297,595	—	297,595
Translation adjustment and others	239,032	213,462	452,494
Balance as at December 31, 2025	₱57,591,058	₱16,516,652	₱74,107,710

Land and development pertain to the Company's on-going residential units and condominium projects. Estimated cost to complete the projects amounted to ₱96,122 million and ₱107,880 million as at December 31, 2025 and 2024, respectively.

Condominium and residential units for sale pertain to completed projects. These are stated at cost as at December 31, 2025 and 2024.

Contract fulfillment assets, included under land and development pertain to unamortized portion of land cost totaling ₱2,406 million and ₱2,031 million as at December 31, 2025 and 2024, respectively.

Real estate sales amounted to ₱40,633 million, ₱45,905 million and ₱42,040 million in December 31, 2025, 2024 and 2023, respectively, of which ₱15,186 million, ₱19,617 million and ₱9,262 million pertains to sale of completed projects.

Income from forfeitures, except accounts covered by Maceda Law, amounted to ₱1,636 million, ₱2,061 million and ₱2,149 million for the years ended December 31, 2025, 2024 and 2023, respectively, presented under "Others - net" account in the consolidated statements of income.



8. Equity Instruments at FVOCI

This account consists of investments in:

	2025	2024
	<i>(In Thousands)</i>	
Shares of stock:		
Listed (see Note 18)	₱18,998,972	₱21,181,916
Unlisted	9,078	5,317
	19,008,050	21,187,233
Less noncurrent portion	18,290,879	20,392,800
	₱717,171	₱794,433

- 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 ₱594 million, ₱527 million and ₱440 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 18).

The movements in the “Net fair value changes of equity instruments at FVOCI” account are as follows:

	2025	2024
	<i>(In Thousands)</i>	
At beginning of the year	₱17,807,766	₱16,938,503
Unrealized gain (loss) due to changes in fair value - net of transfers	(2,179,183)	869,263
At end of the year	₱15,628,583	₱17,807,766

9. Prepaid Expenses and Other Current Assets

This account consists of:

	2025	2024
	<i>(In Thousands)</i>	
Input and creditable withholding taxes	₱19,841,629	₱14,646,268
Advances and deposits	9,384,252	8,797,734
Prepaid taxes and other prepayments	4,719,955	4,565,703
Supplies and inventories	418,409	433,328
Others	269,545	590,625
	34,633,790	29,033,658
Less noncurrent portion of input and creditable withholding taxes (see Note 13)	15,391,312	606,950
	₱19,242,478	₱28,426,708

In 2025, input and creditable withholding taxes, carried over from December 31, 2024, amounting to ₱11,306 million are classified as other noncurrent assets as these were not expected to be utilized within 12 months from December 31, 2025 (see Note 13).



10. Property and Equipment

The movements in this account are as follows:

	Buildings, Land and Leasehold Improvements	Furniture, Fixtures and Other Equipment	Construction in Progress	Total
<i>(In Thousands)</i>				
Cost				
Balance at December 31, 2023	₱2,595,796	₱1,543,091	₱—	₱4,138,887
Additions	50,837	103,451	—	154,288
Disposals	(30,173)	(8,188)	—	(38,361)
Balance at December 31, 2024	2,616,460	1,638,354	—	4,254,814
Additions	152,325	248,803	24,080	425,208
Disposals	(1,122)	(3,794)	—	(4,916)
Balance at December 31, 2025	₱2,767,663	₱1,883,363	₱24,080	₱4,675,106
Accumulated Depreciation and Amortization				
Balance at December 31, 2023	₱1,329,394	₱1,254,503	₱—	₱2,583,897
Depreciation and amortization (see Note 20)	103,007	105,102	—	208,109
Disposals	(22,331)	(8,156)	—	(30,487)
Balance at December 31, 2024	1,410,070	1,351,449	—	2,761,519
Depreciation and amortization (see Note 20)	121,944	128,586	—	250,530
Disposals	(1,103)	(2,745)	—	(3,848)
Balance at December 31, 2025	₱1,530,911	₱1,477,290	₱—	₱3,008,201
Net Book Value				
As at December 31, 2024	₱1,206,390	₱286,905	₱—	₱1,493,295
As at December 31, 2025	₱1,236,752	₱406,073	₱24,080	₱1,666,905

The Company disposed certain properties and equipment in 2025 and 2024. The gain on disposals is recognized under “Others - net” account in the consolidated statements of income.



11. Investment Properties

The movements in this account are as follows:

	Land, Building and Leasehold Improvements	Building Equipment, Furniture and Others	ROUA	Construction in Progress	Total
	<i>(In Thousands)</i>				
Cost					
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 Notes 7 and 13)	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	527,000,795	67,358,735	33,810,131	120,466,054	748,635,715
Additions	7,525,174	3,008,172	18,498	65,260,923	75,812,767
Reclassifications (see Notes 7 and 13)	21,452,484	3,715,702	—	(25,235,797)	(67,611)
Translation adjustment	3,762,613	339,975	1,152,443	502,787	5,757,818
Disposals/Derecognition	(543,478)	(78,106)	(547,223)	—	(1,168,807)
Balance as at December 31, 2025	₱559,197,588	₱74,344,478	₱34,433,849	₱160,993,967	₱828,969,882
Accumulated Depreciation and Amortization					
Balance as at December 31, 2023	₱90,506,475	₱38,908,252	₱3,265,222	₱—	₱132,679,949
Depreciation and amortization (see Note 20)	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	100,189,629	42,998,504	4,107,661	—	147,295,794
Depreciation and amortization (see Note 20)	9,985,846	4,482,113	817,893	—	15,285,852
Translation adjustment	1,049,753	182,711	81,404	—	1,313,868
Disposals/Derecognition	(392,943)	(70,821)	(103,119)	—	(566,883)
Balance as at December 31, 2025	₱110,832,285	₱47,592,507	₱4,903,839	₱—	₱163,328,631
Net Book Value					
As at December 31, 2024	₱426,811,166	₱24,360,231	₱29,702,470	₱120,466,054	₱601,339,921
As at December 31, 2025	₱448,365,303	₱26,751,971	₱29,530,010	₱160,993,967	₱665,641,251



In 2025 and 2024, the Company disposed certain investment properties. In 2025, the Company acquired certain leased properties, hence, the related ROUA and lease liabilities were derecognized (see Note 15). The gain on disposals and derecognition is recognized under “Others - net” account in the consolidated statements of income.

Portions of investment properties located in China with total carrying value of P1,543 million and P1,539 million as at December 31, 2025 and 2024, respectively are mortgaged as collaterals to secure domestic borrowings (see Note 16).

Consolidated rent income from investment properties amounted to P83,567 million, P78,674 million and P72,114 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Consolidated costs and expenses from investment properties amounted to P40,601 million, P42,263 million and P40,120 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 20).

Construction in progress includes commercial and integrated commercial development cost, construction of new malls, hotels and convention centers and redevelopment of existing malls amounting to P160,944 million and P120,466 million as at December 31, 2025 and 2024, respectively.

The outstanding contracts with various contractors related to the construction of on-going projects are valued at P39,120 million and P63,362 million as at December 31, 2025 and 2024, respectively, inclusive of overhead, cost of labor and materials and all other costs necessary for the proper execution of the works.

Additions include interest capitalized to the construction of investment properties amounting to P10,176 million, P7,446 million and P5,791 million for the years ended December 31, 2025, 2024 and 2023, respectively. Capitalization rates used range from 1.93% to 6.59%, from 1.71% to 5.76%, and from 2.27% to 5.38% for the years ended December 31, 2025, 2024 and 2023, 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 market values using income approach and market value 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 (see Note 26).

Other than those investment properties held as collateral, the Company has no restriction on the realizability of its investment properties.



12. Investments in Associates and Joint Ventures

This account mainly consists of the following:

Company	Country of Incorporation	Percentage of Ownership	
		2025	2024
Associates			
Feihua Real Estate (Chongqing) Company Ltd. (FHREC)	People's Republic of China	50.00	50.00
Ortigas Land Corporation (OLC)	Philippines	39.96	39.96
Joint Ventures*			
Winsome Development Corporation**	Philippines	51.00	51.00
Willin Sales, Inc.**	- do -	51.00	51.00
Willimson, Inc. **	- do -	51.00	51.00
Walmart Ventures, Inc. **	- do -	51.00	51.00
WM Development, Inc. **	- do -	51.00	51.00
WM Shopping Center Management Inc.**	- do -	51.00	51.00
Metro Rapid Transit Service Inc.	- do -	51.00	51.00
ST 6747 Resources Corporation (STRC)	- do -	50.00	50.00

*the contractual arrangement between the Company and other shareholders establishes joint control

**collectively, Waltermart

The movements in this account are as follows:

	Associates	Joint Ventures	Total
		(In Thousands)	
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	22,104	48,331	70,435
Balance as at December 31, 2024	21,839,560	11,268,799	33,108,359
Equity in net earnings	1,823,191	962,308	2,785,499
Dividends	(227,900)	(170,339)	(398,239)
Translation and others	18,187	20,713	38,900
Balance as at December 31, 2025	₱23,453,038	₱12,081,481	₱35,534,519

The carrying value of investment in FHREC amounted to ₱313 million and ₱295 million as at December 31, 2025 and 2024, respectively. The dividend received from FHREC amounted to nil and ₱1,095 million as at December 31, 2025 and 2024, respectively.

The carrying value of investment in OLC amounted to ₱23,140 million and ₱21,544 million as at December 31, 2025 and 2024, 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 ₱1,596 million, ₱929 million and ₱1,142 million for the years ended December 31, 2025, 2024 and 2023, respectively.

The carrying values of investments in Waltermart amounted to ₱9,329 million and ₱8,710 million as at December 31, 2025 and 2024, respectively. The aggregate share in profit and total comprehensive income, net of dividends received amounted to ₱619 million, ₱558 million and ₱513 million for the years ended December 31, 2025, 2024 and 2023, respectively.



The carrying value of investment in STRC amounted to ₱2,753 million and ₱2,559 million as at December 31, 2025 and 2024, respectively. The aggregate share in profit and total comprehensive income amounted to ₱194 million, ₱263 million and ₱248 million for the years ended December 31, 2025, 2024 and 2023, respectively.

13. Other Noncurrent Assets

This account consists of:

	2025	2024
	<i>(In Thousands)</i>	
Receivables from sale of real estate - net of current portion* (see Note 6)	₱94,302,212	₱79,064,021
Bonds and deposits	44,044,928	42,946,111
Input and creditable withholding taxes - net of current portion (see Note 9)	15,391,312	606,950
Escrow and time deposits (see Note 18)	5,080,646	3,803,029
Others (see Note 22)	531,250	369,367
	₱159,350,348	₱126,789,478

**Pertains to noncurrent portion of unbilled revenue from sale of real estate.*

- 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 ₱230 million and ₱2,986 million were reclassified to investment properties as at December 31, 2025 and 2024, respectively (see Note 11).
- Cash in escrow amounting to ₱903 million and ₱690 million as at December 31, 2025 and 2024, 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 ₱39 million, ₱40 million and ₱25 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 21).
- Time deposits amounting to ₱4,178 million and ₱3,113 million as at December 31, 2025 and 2024, respectively, were used as collateral for use of credit lines obtained by the Company (see Note 14). Interest income earned amounted to ₱103 million, ₱71 million and ₱38 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 21).



14. Loans Payable

This account consists of:

	2025	2024
	<i>(In Thousands)</i>	
Philippine peso-denominated loans (see Note 18)	₱11,450,000	₱16,030,000
China yuan renminbi-denominated loans*	2,312,649	1,282,356
	₱13,762,649	₱17,312,356

*secured by time deposits (see Note 13)

These loans have maturities of less than one year, with weighted average interest rates of 4.49% and 5.35% in 2025 and 2024, respectively.

Interest expense incurred from loans payable amounted to ₱723 million, ₱662 million and ₱258 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 21).

15. Accounts Payable and Other Current Liabilities

This account consists of:

	2025	2024
	<i>(In Thousands)</i>	
Trade:		
Third parties	₱57,902,383	₱58,241,655
Related parties (see Note 18)	144,372	129,449
Tenants' and customers' deposits* (see Note 24)	45,425,847	43,023,059
Deferred output VAT	18,904,128	17,410,460
Accrued operating expenses	16,602,410	17,868,320
Retention payable	15,436,120	11,084,821
Lease liabilities	12,353,909	13,150,290
Accrued interest (see Note 18)	2,986,200	2,674,852
Liability for purchased land	2,591,507	3,005,332
Payable to government agencies	1,979,996	1,049,077
Nontrade	501,252	432,467
Others	2,121,114	2,319,562
	176,949,238	170,389,344
Less noncurrent portion	72,172,215	66,600,383
	₱104,777,023	₱103,788,961

* Includes unearned revenue from sale of real estate amounting to ₱6,998 million and ₱9,023 million as at December 31, 2025 and 2024, respectively, out of which ₱5,324 million and ₱2,095 million were recognized as revenue in 2025 and 2024, 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.



- 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 ₱18,182 million and ₱16,588 million as at December 31, 2025 and 2024, respectively.
- Accrued operating expenses are normally settled throughout the financial period. Accrued operating expenses consist of:

	2025	2024
	<i>(In Thousands)</i>	
Payable to contractors	₱9,007,616	₱11,406,989
Utilities	1,703,443	2,375,023
Marketing, advertising and others	5,891,351	4,086,308
	₱16,602,410	₱17,868,320

- 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. Retention payable included in "Other noncurrent liabilities" amounted to ₱10,350 million and ₱6,491 million as at December 31, 2025 and 2024, respectively.
- Lease liabilities included in "Other noncurrent liabilities" amounted to ₱12,219 million and ₱12,991 million as at December 31, 2025 and 2024, respectively. Interest on lease liabilities included under "Others - net" in the consolidated statements of income amounted to ₱261 million, ₱336 million and ₱366 million for the years ended December 31, 2025, 2024 and 2023, respectively. Lease liabilities amounting to ₱614 million were derecognized in 2025 (see Note 11).
- Liability for purchased land, payable to government agencies, accrued interest and other payables are normally settled throughout the financial period.



16. Long-term Debt

This account consists of:

	Availment Date	Maturity Date	Weighted Average Interest Rate	Outstanding Balance	
				2025	2024
				(In Thousands)	
Philippine peso-denominated loans	November 25, 2015 - December 26, 2025	January 30, 2025 - November 17, 2035	Floating BVAL + margin; Fixed - 5.83%	₱313,861,730	₱287,331,190
U.S. dollar-denominated loans*	January 29, 2021 - September 16, 2025	March 21, 2025 - September 16, 2030	SOFR + spread; quarterly; Fixed - 4.75%	86,208,413	76,161,303
China yuan renminbi-denominated loans**	May 6, 2021 - December 30, 2025	April 20, 2026 - June 24, 2037	LPR, SOFR; annually; Fixed - 3.65%	10,834,128	10,830,711
				410,904,271	374,323,204
Less debt issue cost				1,912,681	1,715,421
				408,991,590	372,607,783
Less current portion				85,531,993	89,287,442
				₱323,459,597	₱283,320,341

BVAL – Bloomberg Valuation Service

SOFR – Secured Overnight Financing Rate

LPR – Loan Prime Rate

**Hedged against foreign exchange and interest rate risks using derivative instruments*

*** Hedged against foreign exchange and interest rate risks using derivative instruments and secured by portions of investment properties located in China (see Note 11)*



Debt Issue Cost

The movements in unamortized debt issue cost of the Company follow:

	2025	2024
	<i>(In Thousands)</i>	
Balance at beginning of the year	₱1,715,421	₱1,885,738
Additions	990,223	655,334
Amortization	(792,963)	(825,651)
Balance at end of the year	₱1,912,681	₱1,715,421

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	₱86,061,111	₱529,118	₱85,531,993
More than 1 year to 5 years	229,235,033	1,258,320	227,976,713
More than 5 years	95,608,127	125,243	95,482,884
	₱410,904,271	₱1,912,681	₱408,991,590

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, 2025 and 2024, the Company is in compliance with the terms of its loan covenants.

Interest expense incurred from long-term debt amounted to ₱12,017 million, ₱13,194 million and ₱12,989 million for the years ended December 31, 2025, 2024 and 2023, respectively (see Note 21).

17. **Equity**

Capital Stock

As at December 31, 2025 and 2024, 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.

As at December 31, 2025 and 2024, the Company has 28,798 million and 28,856 million outstanding shares, respectively.

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 2,310 and 2,313 as at December 31, 2025 and 2024, respectively.

Additional Paid-in Capital - Net

Following represents the nature of the consolidated “Additional paid-in capital - net”:

	2025	2024
	<i>(In Thousands)</i>	
Paid-in subscriptions in excess of par value	₱33,549,808	₱33,549,808
Net equity adjustments from common control business combinations (see Note 2)	9,258,084	9,354,060
Arising from acquisition of non-controlling interests	(4,739,237)	(4,739,695)
As presented in the consolidated balance sheets	₱38,068,655	₱38,164,173

Retained Earnings

On April 29, 2025, the BOD approved the declaration of cash dividend of ₱0.480 per share or ₱13,860 million to stockholders of record as of May 14, 2025, ₱11 million of which was received by SM Development Corporation (SMDC). This was paid on May 28, 2025.

On April 23, 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.

On April 25, 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.

On December 1, 2025, the BOD approved the appropriation of retained earnings amounting to ₱170,000 million to fund the capital expenditures of the planned construction projects and land banking activities from 2026 to 2029. On the same date, the BOD approved the reversal of appropriated retained earnings amounting to ₱100,000 million.

On December 9, 2024, the BOD approved the appropriation of retained earnings amounting to ₱100,000 million for planned construction projects and land banking activities in 2025. On the same date, the BOD approved the reversal of appropriated retained earnings amounting to ₱42,200 million.

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 of the Parent Company available for dividend declaration amounted to ₱35,213 million and ₱77,131 million as at December 31, 2025 and 2024, respectively.



Treasury Stock

On December 9, 2024, the BOD approved a share buyback program ranging from ₱5 billion to ₱10 billion. As of December 31, 2025, the Company has purchased a total of 58 million shares at an average price of ₱21.28 for a total consideration of ₱1,242 million under its share buyback program.

As at December 31, 2025 and December 31, 2024, the Company has 4,368 million and 4,310 million shares of treasury stock, respectively. This includes reacquired capital stock and shares held by a subsidiary, stated at acquisition cost of ₱4,227 million and ₱2,985 million as at December 31, 2025 and 2024, respectively.

18. 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, 2025 and 2024, 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
	2025	2024	2023	2025	2024		
(In Thousands)							
Ultimate Parent							
Rent income	₱82,199	₱75,287	₱69,449	₱–	₱–		
Rent receivable	–	–	–	14,149	9,752	Non-interest bearing	Unsecured; not impaired
Other revenue	27,737	36,504	36,414	–	–		
Other receivable	–	–	–	2,924	3,832	Non-interest bearing	Unsecured; not impaired
Rent expense	71,247	67,362	86,787	–	–		
Trade payable	–	–	–	(67,323)	(72,330)	Non-interest bearing	Unsecured
Dividend income	1,899	1,315	1,096	–	–		
Equity instruments at FVOCI	–	–	–	102,201	131,348		
Banking and Retail Group							
Cash and cash equivalents	145,338,909	166,265,094	123,293,354	26,197,964	28,105,695	Interest bearing based on prevailing rates	Unsecured; not impaired
Rent income	19,449,257	18,656,542	17,707,839	–	–		
Rent receivable	–	–	–	3,644,386	3,612,659	Non-interest bearing	Unsecured; not impaired
Other revenue	86,815	76,379	90	–	–		
Other receivable	–	–	–	31,746	41,002	Non-interest bearing	Unsecured; not impaired



	Amount of Transactions			Outstanding Amount [Asset (Liability)]		Terms	Conditions
	2025	2024	2023	2025	2024		
	(In Thousands)						
Interest income	₱1,390,732	₱1,208,452	₱1,231,347	₱-	₱-		
Accrued interest receivable	-	-	-	58,543	204,768	Non-interest bearing	Unsecured; not impaired
Dividend income	467,808	405,110	324,088	-	-		
Equity instruments at FVOCI	-	-	-	14,517,071	15,556,215		
Escrow and time deposits	215,932	355,967	373,065	1,567,882	1,351,950	Interest bearing and based on prevailing rates	Unsecured; not impaired
Receivable financed	13,187,971	6,966,786	4,130,907	-	-	Without recourse	Unsecured
Loans payable and long-term debt	47,803,498	20,500,000	4,496,888	(26,688,411)	(28,065,587)	Interest bearing	Unsecured
Interest expense	1,682,786	1,436,293	1,716,133	-	-		
Accrued interest payable	-	-	-	(158,790)	(211,032)	Non-interest bearing	Unsecured
Other expense	265,250	225,640	220,182	-	-		
Trade payable	-	-	-	(65,727)	(47,253)	Non-interest bearing	Unsecured
Other Related Parties							
Rent income	467,577	437,784	392,116	-	-		
Rent receivable	-	-	-	75,858	82,581	Non-interest bearing	Unsecured; not impaired
Other revenue	16,009	15,660	90,652	-	-		
Other receivable	-	-	-	13,242	13,613	Non-interest bearing	Unsecured; not impaired
Rent expense	557	565	663	-	-		
Trade payable	-	-	-	(11,322)	(9,866)	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.

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 5).

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 14 and 16).

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 2025 and 2024.

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, 2025, 2024 and 2023 consist of short-term employee benefits amounting to ₱1,696 million, ₱1,531 million and ₱1,495 million, respectively, and post-employment benefits (pension benefits) amounting to ₱224 million, ₱222 million and ₱298 million, respectively.

19. Other Revenues

Details of other revenues follows:

	2025	2024	2023
	<i>(In Thousands)</i>		
Cinema and event ticket sales	₱4,361,412	₱4,773,138	₱4,020,155
Merchandise sales	3,711,571	3,641,275	3,263,194
Food and beverages	2,877,275	2,661,034	2,339,039
Amusement income	1,390,752	1,328,655	1,337,200
Bowling and ice skating fees	534,855	546,470	471,316
Others	4,031,702	2,861,784	2,512,271
	₱16,907,567	₱15,812,356	₱13,943,175

Others include advertising income, service fees, parking terminal, sponsorships, commissions and membership revenue.

20. Costs and Expenses

This account consists of:

	2025	2024	2023
	<i>(In Thousands)</i>		
Cost of real estate sold (see Note 7)	₱17,619,393	₱19,140,525	₱16,660,910
Depreciation and amortization (see Notes 10, 11 and 24)	15,536,382	15,037,788	13,656,773
Administrative (see Note 22)	15,473,739	17,720,115	17,450,432
Marketing and selling	6,910,007	6,568,920	7,056,076
Business taxes and licenses	6,448,539	6,126,914	5,303,596
Film rentals	2,233,569	2,538,310	2,036,632
Rent (see Notes 18 and 24)	1,558,722	1,414,534	1,324,430
Insurance	387,878	470,513	634,148
Others (see Note 18)	3,208,020	3,336,135	2,695,303
	₱69,376,249	₱72,353,754	₱66,818,300

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.



21. Interest Income and Interest Expense

The details of the sources of interest income and interest expense follow:

	2025	2024	2023
	<i>(In Thousands)</i>		
Interest income on:			
Cash and cash equivalents (see Note 5)	₱1,354,722	₱1,418,363	₱1,450,318
Escrow and time deposits (see Note 13)	142,320	111,485	62,574
Others (see Note 6)	300,856	171,400	232,335
	₱1,797,898	₱1,701,248	₱1,745,227
	2025	2024	2023
	<i>(In Thousands)</i>		
Interest expense on:			
Long-term debt (see Note 16)	₱12,017,254	₱13,194,308	₱12,988,734
Loans payable (see Note 14)	722,923	661,599	257,559
Others (see Note 6)	336,188	78,117	716,978
	₱13,076,365	₱13,934,024	₱13,963,271

22. 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, 2025.

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")

	2025	2024	2023
	<i>(In Thousands)</i>		
Current service cost	₱463,650	₱475,599	₱427,647
Past service cost	—	—	8,897
Interest - net	25,631	55,459	59,301
	₱489,281	₱531,058	₱495,845

The changes in the present value of the defined benefit obligation are as follows:

	2025	2024
	<i>(In Thousands)</i>	
Balance at beginning of the year	₱4,852,645	₱4,759,511
Interest cost	295,390	293,221
Current service cost	463,650	475,599
Actuarial loss (gain) on:		
Changes in financial assumptions	89,078	(819,782)
Changes in demographic assumptions	6,580	29,477
Experience adjustments	(114,277)	337,380
Benefits paid	(237,883)	(226,213)
Transfers	3,049	3,452
Balance at end of the year	₱5,358,232	₱4,852,645



The changes in the fair value of plan assets are as follows:

	2025	2024
	<i>(In Thousands)</i>	
Balance at beginning of year	₱4,274,088	₱3,635,359
Contributions	590,383	694,616
Interest income	270,952	238,934
Transfers	3,049	3,452
Benefits paid	(237,883)	(226,213)
Remeasurement loss	(92,600)	(72,060)
Balance at end of year	₱4,807,989	₱4,274,088

The changes in the effect of asset ceiling limit are as follows:

	2025	2024
	<i>(In Thousands)</i>	
Balance at beginning of year	₱19,792	₱19,166
Interest cost	1,193	1,172
Remeasurement loss (gain)	3,629	(546)
Balance at end of year	₱24,614	₱19,792

The net pension asset (liability) are presented in the consolidated balance sheets as follows:

	2025	2024
	<i>(In Thousands)</i>	
Net pension asset (included under “Other noncurrent assets” account)	₱108,121	₱55,817
Net pension liability (included under “Other noncurrent liabilities” account)	(₱682,978)	(₱654,166)

The carrying amounts of the plan assets below equal to its fair values as at December 31, 2025 and 2024.

	2025	2024
	<i>(In Thousands)</i>	
Cash and cash equivalents	₱238,916	₱134,865
Investments in:		
Government securities	2,516,739	2,217,294
Common trust funds	1,758,015	1,591,698
Debt and other securities	257,204	297,279
Other financial assets	37,115	32,952
	₱4,807,989	₱4,274,088

- 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:

	2025	2024
	<i>(In Thousands)</i>	
Cash and cash equivalents	₱238,916	₱134,865
Interest income from cash and cash equivalents	8,419	2,962
Investments in common trust funds	1,758,015	1,591,698
Gain from investments in common trust funds	25,471	50,467

The principal assumptions used in determining pension obligations for the Company's plan are shown below:

	2025	2024
Discount rate	5.9%–6.6%	6.0%–6.1%
Future salary increases	3.0%–8.0%	3.0%–6.0%

Remeasurement effects recognized in OCI at December 31 follow:

	2025	2024	2023
	<i>(In Thousands)</i>		
Actuarial loss (gain)	₱73,981	(₱380,865)	₱165,783
Remeasurement loss (gain) - excluding amounts recognized in net interest cost	3,629	(546)	(13,330)
	₱77,610	(₱381,411)	₱152,453



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, 2025 and 2024, respectively, assuming all other assumptions were held constant:

	Increase (Decrease) in Basis Points	Increase (Decrease) in Defined Benefit Obligation <i>(In Thousands)</i>
2025		
Discount rates	100	(₱336,525)
	(100)	385,705
Future salary increases	100	384,017
	(100)	(341,240)
2024		
Discount rates	100	(₱297,165)
	(100)	340,850
Future salary increases	100	338,292
	(100)	(301,410)

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, 2025 and 2024, respectively:

Year 2025	Amount
	<i>(In Thousands)</i>
2026	₱1,600,209
2027	430,371
2028–2029	962,461
2030–2035	3,721,429
Year 2024	Amount
	<i>(In Thousands)</i>
2025	₱1,443,278
2026	450,807
2027–2028	906,840
2029–2034	3,486,189

The Company expects to contribute about ₱633 million to its defined benefit pension plan in 2026.

The weighted average duration of the defined benefit obligation is 7.5 years and 7.7 years as of December 31, 2025 and 2024, respectively.



23. Income Tax

The details of the Company's deferred tax assets and liabilities are as follows:

	2025	2024
	<i>(In Thousands)</i>	
Deferred tax assets:		
Lease liabilities	₱1,978,880	₱2,096,231
NOLCO	2,242,572	2,153,337
Excess of fair value over cost of investment properties	476,753	500,095
Unrealized foreign exchange losses	408,340	409,533
Excess MCIT over RCIT	593,421	504,076
Unamortized past service cost	192,711	180,293
Provision for ECLs on receivables	21,569	21,875
Others	217,345	181,624
	6,131,591	6,047,064
Deferred tax liabilities:		
Unrealized gross profit on sale of real estate	(15,195,017)	(13,397,984)
Undepreciated capitalized interest	(3,056,241)	(3,161,656)
ROUA	(1,367,017)	(1,479,025)
Pension asset	(13,184)	(24,414)
Others	(303,288)	(272,965)
	(19,934,747)	(18,336,044)
Net deferred tax liabilities	(₱13,803,156)	(₱12,288,980)

The net deferred tax assets and liabilities are presented in the consolidated balance sheets as follows:

	2025	2024
	<i>(In Thousands)</i>	
Deferred tax assets - net	₱1,905,912	₱1,634,307
Deferred tax liabilities - net	(15,709,068)	(13,923,287)
	(₱13,803,156)	(₱12,288,980)

The current provision for income tax presented in the consolidated statements of income represents RCIT and MCIT.

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:

	2025	2024	2023
Statutory tax rate	25.00%	25.00%	25.00%
Income tax effects of:			
Equity in net earnings of associates and joint ventures	(1.14)	(0.90)	(1.08)
Interest income subjected to final tax and dividend income exempt from income tax	(0.98)	(0.98)	(0.84)
Others - net	(4.40)	(4.99)	(5.07)
Effective tax rates	18.48%	18.13%	18.01%



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 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.

Pillar Two Model Rules

The Organization for Economic Co-operation and Development (OECD) has issued the Global Anti-Base Erosion (GLoBE) Model Rules (Pillar Two), which establish a 15% minimum effective tax rate on a jurisdictional basis. The rules apply to Multinational Enterprise (MNE) groups with consolidated annual revenues of at least €750 million in at least two (2) of the four (4) fiscal years immediately preceding the tested fiscal year. The Company is within the scope of the Pillar Two.

Pillar Two legislation has been enacted in certain jurisdictions where certain subsidiaries of the Company operate and is effective for financial years beginning on or after January 1, 2025. Based on the Company's assessment using 2025 financial information of its subsidiaries, the effective tax rates exceed 15%, and the Company qualifies for applicable safe harbour relief. Accordingly, no additional provision for income tax is recognized.

The Company applies the temporary exception under PAS 12, *Income Taxes* from recognizing and disclosing deferred taxes related to Pillar Two income taxes. The Company continues to monitor legislative developments to assess potential future impacts on its consolidated financial statements.

24. 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:

	2025	2024
	<i>(In Thousands)</i>	
Within one year	₱6,956,218	₱6,169,363
After one year but not more than five years	11,551,062	10,138,289
After more than five years	1,374,556	6,517,536
	₱19,881,836	₱22,825,188

Consolidated rent income amounted to ₱83,567 million, ₱78,674 million and ₱72,114 million for the years ended December 31, 2025, 2024 and 2023, 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:

	2025	2024	2023
	<i>(In Thousands)</i>		
Rent expense (see Note 20)	₱1,558,722	₱1,414,534	₱1,324,430
Depreciation on ROUA (see Notes 10, 11 and 20)	817,893	830,532	759,413
Interest expense on lease liabilities (see Note 15)	261,043	335,730	365,867
	₱2,637,658	₱2,580,796	₱2,449,710

The maturity analysis of the undiscounted lease payments as at December 31, 2025 and 2024, respectively, are presented in Note 25 to the consolidated financial statements.

25. 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.



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, 2025 and 2024, after considering the effect of interest rate swaps, approximately 54% and 70%, respectively, of its long-term borrowings, are at a fixed rate of interest.



The following tables set out the carrying amount, by maturity, of the Company's long-term debt that are exposed to interest rate risk as at December 31, 2025 and 2024:

		2025					Total
	Interest Rate	1-<2 Years	2-<3 Years	3-<4 Years	4-<5 Years	=>5 Years	
Philippine peso-denominated loans	BVAL+margin%	₱11,635,000	₱12,923,750	₱24,095,000	₱10,717,500	₱76,612,000	₱135,983,250
U.S. dollar-denominated loans	SOFR + spread	\$370,000	\$50,000	–	\$280,000	–	42,115,912
China yuan renminbi-denominated loans	LPR	¥322,658	¥169,796	¥34,653	¥47,910	¥585,967	9,767,360
							187,866,522
Less debt issue cost							652,431
							₱187,214,091

		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



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 (In Thousands)
2025	100	(P58,135)
	50	(29,067)
	(100)	58,135
	(50)	29,067
2024	100	(P55,016)
	50	(27,508)
	(100)	55,016
	(50)	27,508

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\$5 million (P299 million) as at December 31, 2025 and US\$15 million (P849 million) as at December 31, 2024.

In translating the foreign currency-denominated monetary assets and liabilities to peso amounts, the exchange rates used were P58.79 to US\$1.00 and P57.85 to US\$1.00, the Philippine peso to U.S. dollar exchange rate as at December 31, 2025 and 2024, 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 (In Thousands)
2025	1.50	P7,618
	1.00	5,078
	(1.50)	(P7,618)
	(1.00)	(5,078)



	Appreciation (Depreciation) of \$	Effect on Income Before Tax
		<i>(In Thousands)</i>
2024	1.50	₱22,018
	1.00	14,678
	(1.50)	(₱22,018)
	(1.00)	(14,678)

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 ₱27,645 million and ₱717 million, respectively, as at December 31, 2025 and ₱31,246 million and ₱794 million, respectively, as at December 31, 2024 (see Notes 5 and 8). 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:

	2025			
	Within 1 Year	More than 1 Year to 5 Years	More than 5 Years	Total
	<i>(In Thousands)</i>			
Loans payable (including interest)	₱13,836,279	₱–	₱–	₱13,836,279
Accounts payable and other current liabilities*	88,400,985	–	–	88,400,985
Long-term debt (including current portion and interest)	99,779,189	230,010,390	142,602,135	472,391,714
Derivative liabilities	39,354	–	286,564	325,918
Tenants' deposits - net of current portion**	–	5,270,259	24,573,900	29,844,159
Lease liabilities	873,684	3,401,235	25,080,056	29,354,975
Other noncurrent liabilities***	–	12,977,164	4,808,473	17,785,637
	₱202,929,491	₱251,659,048	₱197,351,128	₱651,939,667



	2024			Total
	Within 1 Year	More than 1 Year to 5 Years	More than 5 Years	
	<i>(In Thousands)</i>			
Loans payable (including interest)	₱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

* Excluding nonfinancial liabilities and lease liabilities amounting to ₱16,376 million and ₱14,097 million as at December 31, 2025 and 2024, respectively.

** Excluding residential customers' deposits amounting to ₱1,576 million and ₱3,705 million as at December 31, 2025 and 2024, respectively.

*** Excluding nonfinancial liabilities and lease liabilities amounting to ₱31,084 million and ₱30,233 million as at December 31, 2025 and 2024, 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 5, 6, 8, 9 and 13).

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 26. For receivables from real estate sale (billed and unbilled), 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 (see Note 6). 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, 2025 and 2024, the financial assets, except for certain receivables, are generally viewed by management as good and collectible considering the credit history of the counterparties. The aging analysis of receivables and unbilled revenue from sale of real estate is presented in Note 6 to the consolidated financial statements. 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, 2025 and 2024, the credit quality of the Company's financial assets is as follows:

	2025			
	Neither Past Due nor Impaired			
	High Quality	Standard Quality	Past Due	Total
	(In Thousands)			
Financial assets at amortized cost				
Cash and cash equivalents*	₱27,528,628	₱—	₱—	₱27,528,628
Receivables**	302,141	13,321,275	29,082,377	42,705,793
Escrow and time deposits (included under “Other noncurrent assets”)	5,080,646	—	—	5,080,646
Derivative assets	3,585,926	—	—	3,585,926
Financial assets at FVOCI				
Equity instruments	18,998,972	9,078	—	19,008,050
	₱55,496,313	₱13,330,353	₱29,082,377	₱97,909,043

* Excluding cash on hand amounting to ₱117 million

** Excluding unbilled revenue from sale of real estate (see Note 6)

	2024			Total
	Neither Past Due nor Impaired		Past Due	
	High Quality	Standard Quality	but not Impaired	
(In Thousands)				
Financial assets at amortized cost				
Cash and cash equivalents*	₱31,135,445	₱—	₱—	₱31,135,445
Receivables**	232,934	18,764,699	19,097,928	38,095,561
Cash in escrow (included under “Other noncurrent assets”)	3,803,029	—	—	3,803,029
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	₱18,770,016	₱19,097,928	₱98,992,095

* Excluding cash on hand amounting to ₱111 million

** Excluding unbilled revenue from sale of real estate (see Note 6)

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, 2025 and 2024) due to a possible change in equity indices, based on historical trend of PSE index, with all other variables held constant is as follows:

2025		
	Change in Equity Price	Effect on Equity
		<i>(In Millions)</i>
Equity instruments at FVOCI	+1.28%	₱252
	-1.28%	(252)
2024		
	Change in Equity Price	Effect on Equity
		<i>(In Millions)</i>
Equity instruments at FVOCI	+1.09%	₱242
	-1.09%	(242)

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:

	2025	2024
	<i>(In Thousands)</i>	
Loans payable	₱13,762,649	₱17,312,356
Current portion of long-term debt	85,531,993	89,287,442
Long-term debt - net of current portion	323,459,597	283,320,341
Less cash and cash equivalents	(27,645,144)	(31,246,171)
Total net interest-bearing debt (a)	395,109,095	358,673,968
Total equity attributable to equity holders of the parent	465,557,625	433,093,072
Total net interest-bearing debt and equity attributable to equity holders of the parent (b)	₱860,666,720	₱791,767,040
Gearing ratio (a/b)	46%	45%



26. 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, 2025				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	(In Thousands)				
Financial Assets					
Derivative assets	₱3,585,926	₱3,585,926	₱—	₱3,585,926	₱—
Financial assets at amortized cost:					
Escrow and time deposits (included under “Other noncurrent assets”)	5,080,646	5,134,182	—	5,134,182	—
Financial assets at FVOCI:					
Equity instruments	19,008,050	19,008,050	18,998,972	—	9,078
Nonfinancial Assets* (see Note 11)	665,641,251	2,505,428,940	—	—	2,505,428,940
	₱693,315,873	₱2,533,157,098	₱18,998,972	₱8,720,108	₱2,505,438,018
Financial Liabilities					
Derivative liabilities	₱325,918	₱325,918	₱—	₱325,918	₱—
Loans and borrowings:					
Long-term debt - net of current portion	323,459,597	316,880,465	—	—	316,880,465
Tenants’ deposits - net of current portion**	29,844,159	30,189,754	—	—	30,189,754
Other noncurrent liabilities***	17,785,636	17,669,853	—	—	17,669,853
	₱371,415,310	₱365,065,990	₱—	₱325,918	₱364,740,072

*Consists of investment properties

**Excluding residential customers’ deposits amounting to ₱1,576 million as at December 31, 2025.

***Excluding lease liabilities and nonfinancial liabilities amounting to ₱31,084 million as at December 31, 2025.

	December 31, 2024				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	(In Thousands)				
Financial Assets					
Derivative assets	₱4,770,827	₱4,770,827	₱—	₱4,770,827	₱—
Financial assets at amortized cost:					
Escrow and time deposits (included under “Other noncurrent assets”)	3,803,029	3,886,915	—	3,886,915	—
Financial assets at FVOCI:					
Equity instruments	21,187,233	21,187,233	21,181,916	—	5,317
Nonfinancial Assets* (see Note 11)	601,339,921	2,419,846,377	—	—	2,419,846,377
	₱631,101,010	₱2,449,691,352	₱21,181,916	₱8,657,742	₱2,419,851,694
Financial Liabilities					
Derivative liabilities	₱50,447	₱50,447	₱—	₱50,447	₱—
Loans and borrowings:					
Long-term debt - net of current portion	283,320,341	274,954,185	—	—	274,954,185
Tenants’ deposits - net of current portion**	26,823,915	26,464,167	—	—	26,464,167
Other noncurrent liabilities***	13,138,778	13,064,037	—	—	13,064,037
	₱323,333,481	₱314,532,836	₱—	₱50,447	₱314,482,389

*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.

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, 2025 and 2024, there were no transfers between Level 1 and Level 2 fair value measurements and no significant 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.

Nonfinancial Assets. For fair values based on income approach, the significant assumptions used in the most recent valuation as at December 31, 2024 are discount rates of 9% to 10% and average growth rate of 5.00%, respectively. Fair values based on market approach were assessed using sales comparison of similar asset with adjustments ranging ($\pm$)5% to ($\pm$)30%. As at December 31, 2025, management believes that the carrying values of additions to investment properties subsequent to the most recent valuation date would approximate their fair values.

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, 2025 and 2024.
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, 2025 and 2024 up to the next repricing date. Discount rates used is based on the prevailing market rate.

Tenants' Deposits 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 1.34% to 6.85% and 1.08% to 7.03% as at December 31, 2025 and 2024, 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.



Derivative Instruments Accounted for as Cash Flow Hedges

Details of outstanding arrangements to hedge both foreign currency and interest rate exposure on its foreign currency denominated debts follow:

December 31, 2025						
	Notional Amount	Agreed Equivalent	Fair Value	Swap Rate	Interest Rate	Maturity
	<i>(In Thousands)</i>					
Foreign Exchange Forward Swaps	\$948,000	₱53,717,220	₱2,198,617	₱55.10-₱60.39	—	2026
Principal Only Swaps	\$220,000	¥1,434,535	745,889	¥6.47-¥6.68	—	2026-2027
Interest Rate Swaps	\$570,000	₱—	370,111	₱—	2.29%-2.66%	2026
Cross Currency Swaps	\$280,000	¥1,991,925	(54,609)	¥7.09-¥7.13	3.39%-3.46%	2029
			₱3,260,008			

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			

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:

	December 31, 2025	December 31, 2024
	<i>(In Thousands)</i>	
Balance at beginning of period	₱4,720,380	₱5,251,608
Net changes in fair value during the period	(680,285)	1,803,201
Fair value of settled derivatives	(780,087)	(2,334,429)
Balance at end of year	₱3,260,008	₱4,720,380

27. EPS Computation

Basic/diluted EPS is computed as follows:

	2025	2024	2023
	<i>(In Thousands, Except Per Share Data)</i>		
Net income attributable to equity holders of the parent (a)	₱48,847,730	₱45,631,764	₱40,010,501
Common shares issued (see Note 17)	33,166,300	33,166,300	33,166,300
Less weighted average number of treasury stock	4,322,657	4,309,888	4,309,888
Weighted average number of common shares outstanding (b)	28,843,643	28,856,412	28,856,412
Earnings per share (a/b)	₱1.694	₱1.581	₱1.387



28. Change in Liabilities Arising from Financing Activities

Movements in loans payable, long-term debt and lease liabilities accounts are as follows (see Notes 14, 15 and 16):

	2025			2024			2023		
	Loans Payable	Long-term Debt	Lease Liabilities	Loans Payable	Long-term Debt	Lease Liabilities	Loans Payable	Long-term Debt	Lease Liabilities
	<i>(In Thousands)</i>								
Balance at beginning of year	₱17,312,356	₱372,607,783	₱13,150,290	₱4,288,964	₱362,368,607	₱13,313,112	₱5,422,524	₱346,974,612	₱13,473,170
Availments	77,350,017	119,754,493	–	86,630,583	78,970,654	–	28,516,941	83,045,972	–
Payments	(80,967,352)	(85,571,225)	(896,042)	(73,673,067)	(72,198,246)	(897,760)	(29,563,823)	(66,701,374)	(874,140)
Cumulative translation adjustment and foreign exchange movement	67,628	2,200,539	–	65,876	3,466,768	–	(86,678)	(950,603)	–
Derecognition	–	–	(613,598)	–	–	–	–	–	–
Others	–	–	713,259	–	–	734,938	–	–	714,082
Balance at end of year	₱13,762,649	₱408,991,590	₱12,353,909	₱17,312,356	₱372,607,783	₱13,150,290	₱4,288,964	₱362,368,607	₱13,313,112

There are no non-cash changes in accrued interest and dividends payable.

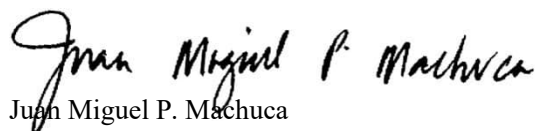


INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

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, 1300 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, 2025, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated February 16, 2026. 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

SEC Partner Accreditation No. 116998-SEC (Group A)

Valid to cover audit of 2020 to 2024 financial statements,
with extension up to audit of 2025 financial statements

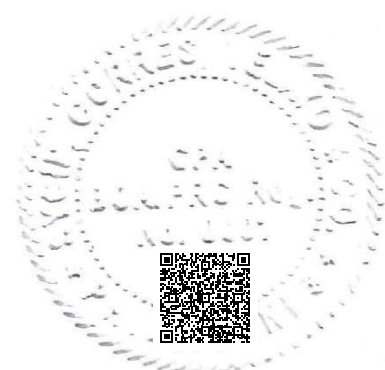
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

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

PTR No. 10765073, January 2, 2026, Makati City

February 16, 2026

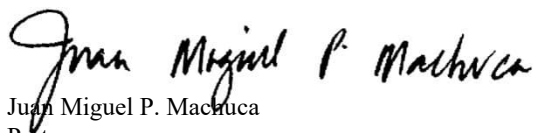


INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

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, 1300 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, 2025 and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated February 16, 2026. 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, 2025 and for each of the three years in the period ended December 31, 2025 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

SEC Partner Accreditation No. 116998-SEC (Group A)

Valid to cover audit of 2020 to 2024 financial statements,
with extension up to audit of 2025 financial statements

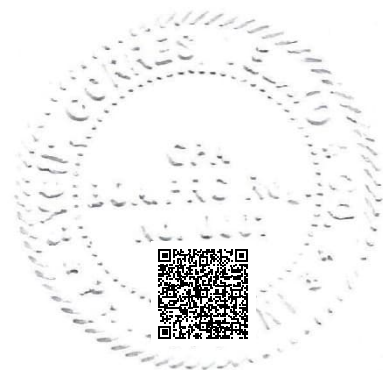
SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements

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

PTR No. 10765073, January 2, 2026, Makati City

February 16, 2026



SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
INDEX TO THE SUPPLEMENTARY SCHEDULES
December 31, 2025

Annex A. Reconciliation of Retained Earnings Available for Dividend Declarations

Annex B. Supplementary Schedules required by Annex 68-J

- Schedule A. Financial Assets
- Schedule B. Amounts Receivable from Directors, Officers, Employees 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 1-A, 1300 Pasay City, Metro Manila, Philippines

Reconciliation of Retained Earnings Available for Dividend Declaration For the reporting period ended December 31, 2025

Unappropriated Retained Earnings as at January 1, 2025	₱77,130,631
Add: Items that are directly credited to	
Unappropriated Retained Earnings	
Reversal of Retained Earnings Appropriation	100,000,000
Less: Items that are directly debited to	
Unappropriated Retained Earnings	
Dividend declaration during the reporting period	(13,859,849)
Retained Earnings appropriated during the reporting period	(170,000,000) <u>(183,859,849)</u>
Unappropriated Retained Earnings, as adjusted	(6,729,218)
Add: Net Income for the current year	48,983,360
Less: Unrealized income recognized in the profit	
or loss during the reporting period (net of tax)	
Equity in net income of subsidiaries, associates and joint ventures, net of dividends declared	(5,735,059)
Add: Other items that should be excluded	
from the determination of the amount of available for dividends distribution	
Net movement in treasury shares	(1,242,418)
Net movement in deferred tax asset	596
Net movement in deferred tax asset and deferred tax liabilities related to set-up of right of use assets and lease liabilities	<u>(64,591)</u>
Subtotal	<u>(7,041,472)</u>
Total Retained Earnings as at December 31, 2025 available for dividend declaration	<u>₱35,212,670</u>

ANNEX B

SM Prime Holdings, Inc. and Subsidiaries
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

Supplementary Schedules As Required by SRC Rule 68, Annex 68-J
December 31, 2025

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
Financial Assets at Amortized Cost			
Temporary investments (under cash and cash equivalents):			
BDO Unibank, Inc. (BDO)	₱23,030,745	₱23,030,745	
China Banking Corporation (CHIB)	₱85,834	85,834	
Industrial and Commercial Bank of China (ICBC)	¥400	3,365	
Others	₱60,790	60,790	
		₱23,180,734	
Escrow and time deposits (under Other Noncurrent Assets)			
ICBC	¥417,540	3,512,764	
BDO	₱651,875	651,875	
CHIB	₱916,007	916,007	
		5,080,646	
		₱28,261,380	₱1,433,416
Derivative assets			
	₱3,585,926	₱3,585,926	₱–
Financial Assets at Fair Value through Other Comprehensive Income			
BDO	109,023,766 shares	₱14,517,071	
Ayala Corporation	7,690,430 shares	3,599,121	
Shang Properties, Inc.	189,350,548 shares	670,300	
SM Investments Corporation	146,104 shares	102,200	
ACEN Corporation	23,071,290 shares	62,754	
Republic Glass Holdings Corporation	14,230,000 shares	45,536	
Prime Media Holdings, Inc.	500,000 shares	650	
Benguet Corporation	266,757 shares	1,334	
Philippine National Bank	112 shares	6	
Others	48,082,270 shares	9,078	
		₱19,008,050	₱594,274
		₱50,855,356	₱2,027,690

ANNEX B**Schedule B. Amounts Receivable 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)*

Name and Designation of Debtor	Balance at Beginning of Period	Net movement	Amounts Written Off	Current	Not Current	Balance at End of Period
SM Land (China) Limited and Subsidiaries	₱19,899	₱1,280,595	₱–	₱1,600,494	₱–	₱1,600,494
San Lazaro Holdings Corporation	1,397,342	(32,948)	–	1,364,394	–	1,364,394
Costa del Hamilo, Inc. and Subsidiary	760,222	3,764	–	763,986	–	763,986
Premier Clark Complex, Inc	355,112	345,049	–	700,161	–	700,161
SM Development Corporation and Subsidiaries	684,716	(47,894)	–	636,822	–	636,822
Mindpro Incorporated	479,210	5,016	–	484,226	–	484,226
Prime Commercial Property Management Corp. and Subsidiaries	254,208	(18,510)	–	235,698	–	235,698
SM Prime Holdings, Inc.	441,289	(357,884)	–	83,405	–	83,405
First Asia Realty Development Corporation	22,537	41,714	–	64,251	–	64,251
Associated Development Corporation	48,304	–	–	48,304	–	48,304
Tagaytay Resort and Development Corporation	35,366	1,297	–	36,663	–	36,663
Premier Central, Inc. and Subsidiary	26,673	5,540	–	32,213	–	32,213
Consolidated Prime Dev Corp.	9,399	16,137	–	25,536	–	25,536
Premier Southern Corp.	4,940	17,278	–	22,218	–	22,218
Southernpoint Properties Corp.	4,302	11,314	–	15,616	–	15,616
SM Arena Complex Corporation	12,641	(691)	–	11,950	–	11,950
SM Hotels and Conventions Corp. and Subsidiaries	11,529	(5,412)	–	6,117	–	6,117
MOA Esplanade Port Inc.	9,991	(3,891)	–	6,100	–	6,100
First Leisure Ventures Group Inc.	2,239	3,120	–	5,359	–	5,359
Highlands Prime, Inc.	8,910	(5,407)	–	3,503	–	3,503
CHAS Realty and Development Corporation and Subsidiaries	3,571	(3,259)	–	312	–	312
Prime Metroestate, Inc.	1,198	(914)	–	284	–	284
SMPHI SG Holdings Pte. Ltd.	532	(532)	–	–	–	–
	₱4,894,130	1,253,482	₱–	₱6,147,612	₱–	₱6,147,612

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	₱360,805,000	July 26, 2016 - December 26, 2025	February 5, 2026 - November 17, 2035	Floating BVAL + margin; Fixed 3.80% - 6.97%	Quarterly/ Upon maturity	₱37,873,000	₱275,988,730
U.S. Dollar denominated loans	\$1,550,000	January 29, 2021 - September 16, 2025	January 25, 2026 - September 16, 2030	SOFR + spread; quarterly; Fixed - 4.75%	Upon maturity	45,268,307	40,940,106
China yuan renminbi-denominated loans	¥2,922,100	May 6, 2021 - December 30, 2025	April 20, 2026 - June 24, 2037	LPR; annually; Fixed - 3.65%	Semi-annual	2,919,804	7,914,324
						₱86,061,111	₱324,843,160
Less debt issue cost						529,118	1,383,563
						₱85,531,993	₱323,459,597

BVAL – Bloomberg Valuation Service
SOFR – Secured Overnight Financing Rate
LPR – Loan Prime Rate

Schedule E. Indebtedness to Related Parties

Not Applicable

Schedule F. Guarantees of Securities of Other Issuers

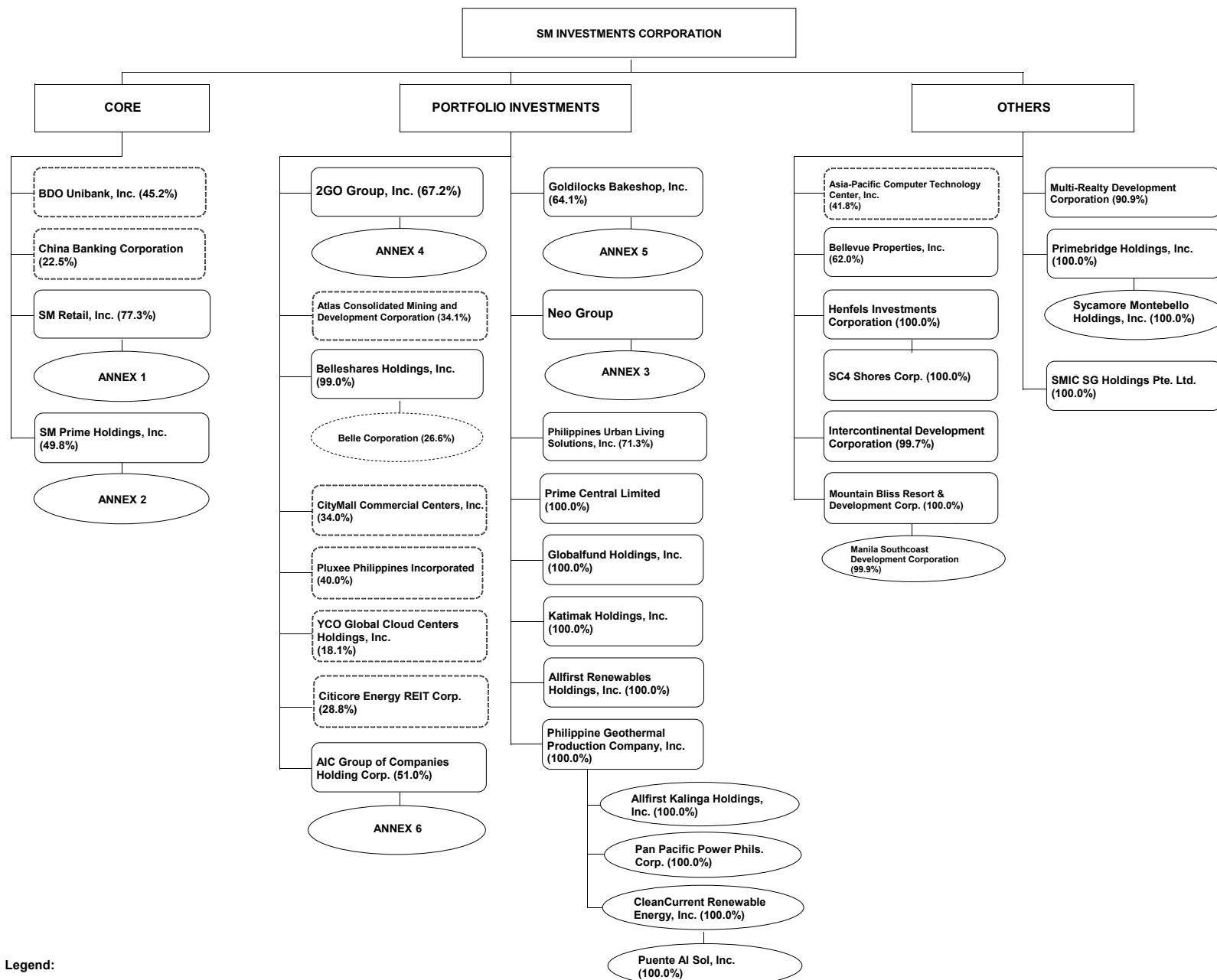
Not Applicable

Schedule G. Capital Stock

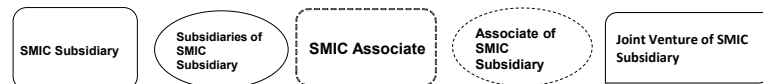
(Shares in Thousand)

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	28,798,039	15,838,582	2,976,641	9,982,816

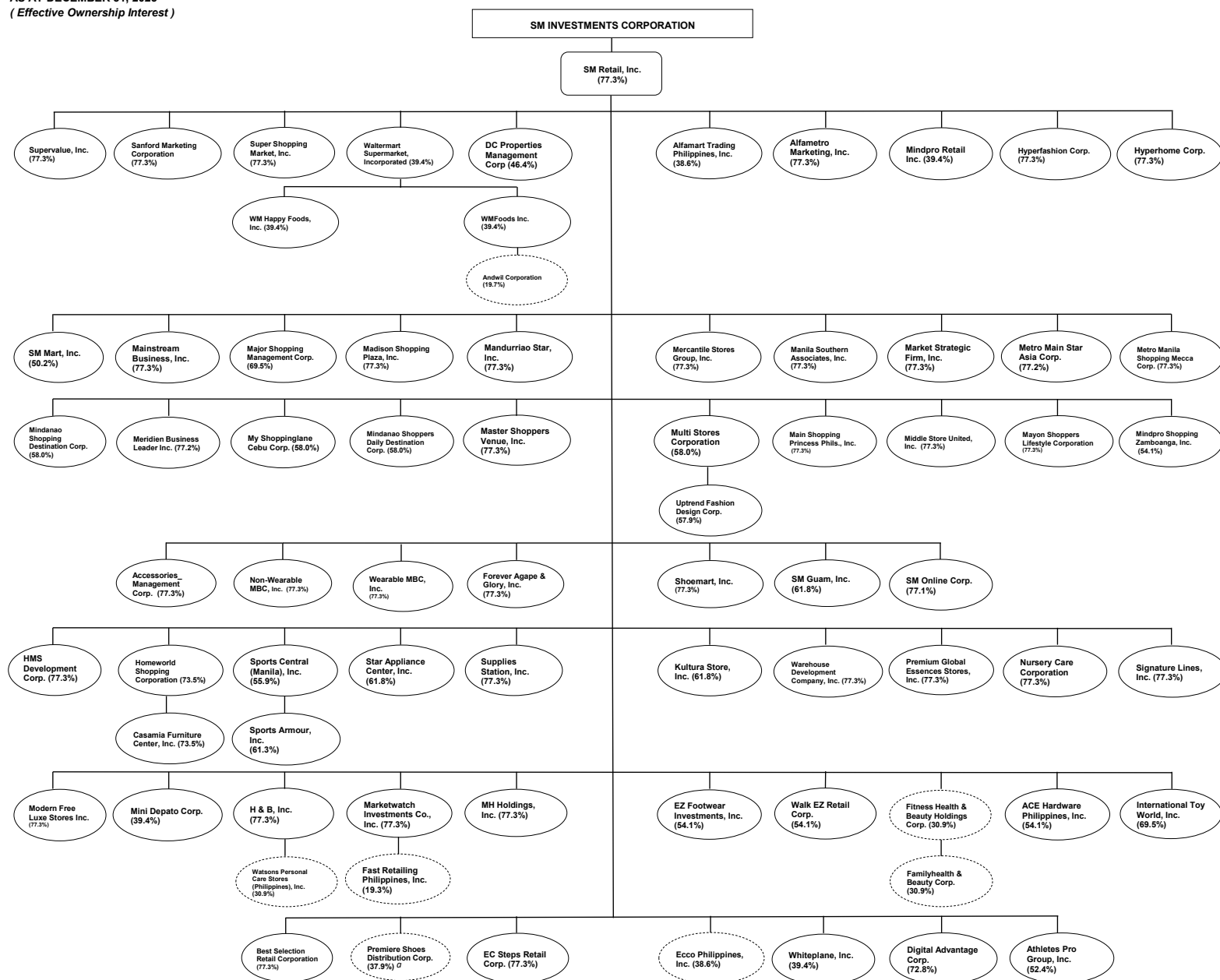
SM INVESTMENTS CORPORATION AND SUBSIDIARIES
CONGLOMERATE MAP
AS AT DECEMBER 31, 2025
(Effective Ownership Interest)



Legend:



**SM INVESTMENTS CORPORATION AND SUBSIDIARIES
CONGLOMERATE MAP
AS AT DECEMBER 31, 2025
(Effective Ownership Interest)**



Legend:

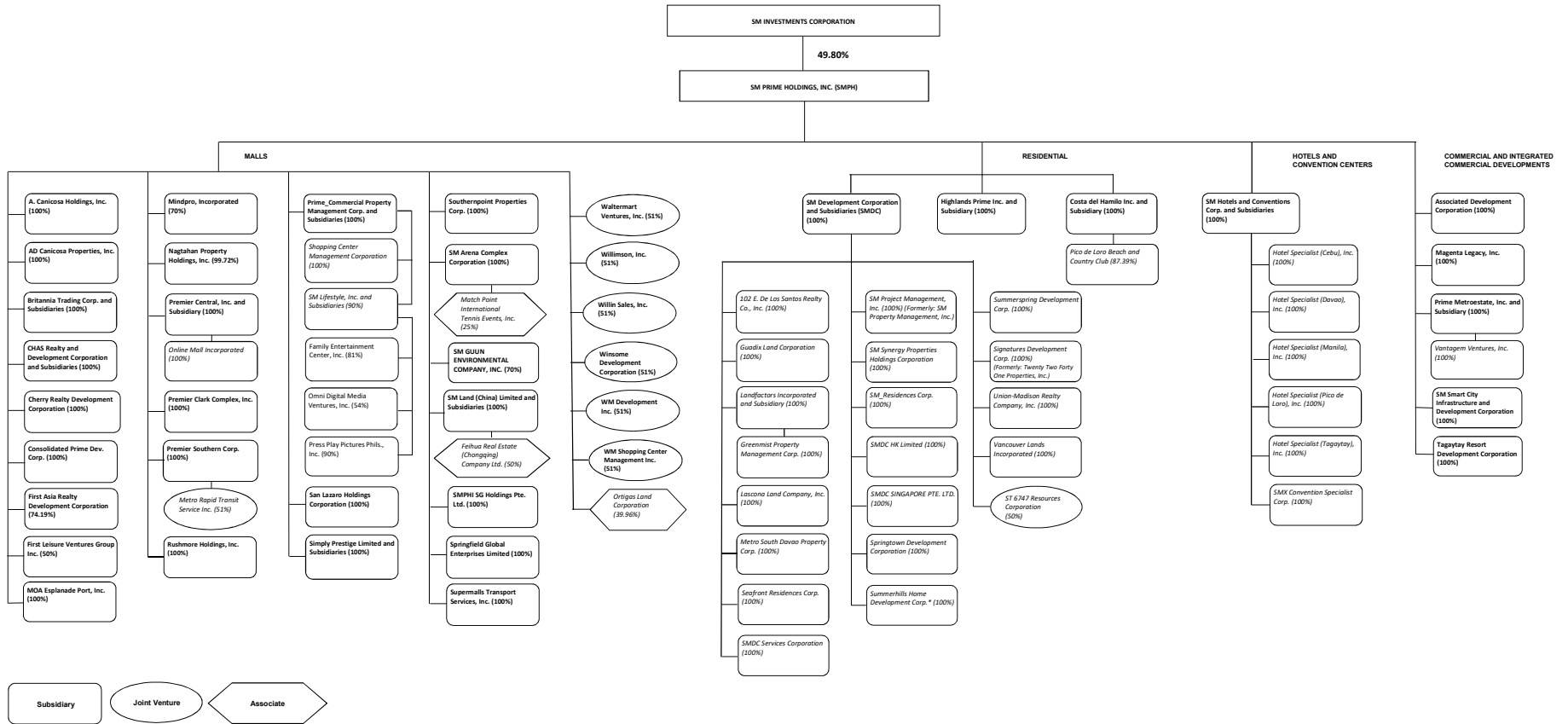
SMIC
Subsidiary

Subsidiaries of
SM Retail

Associates of
SM Retail

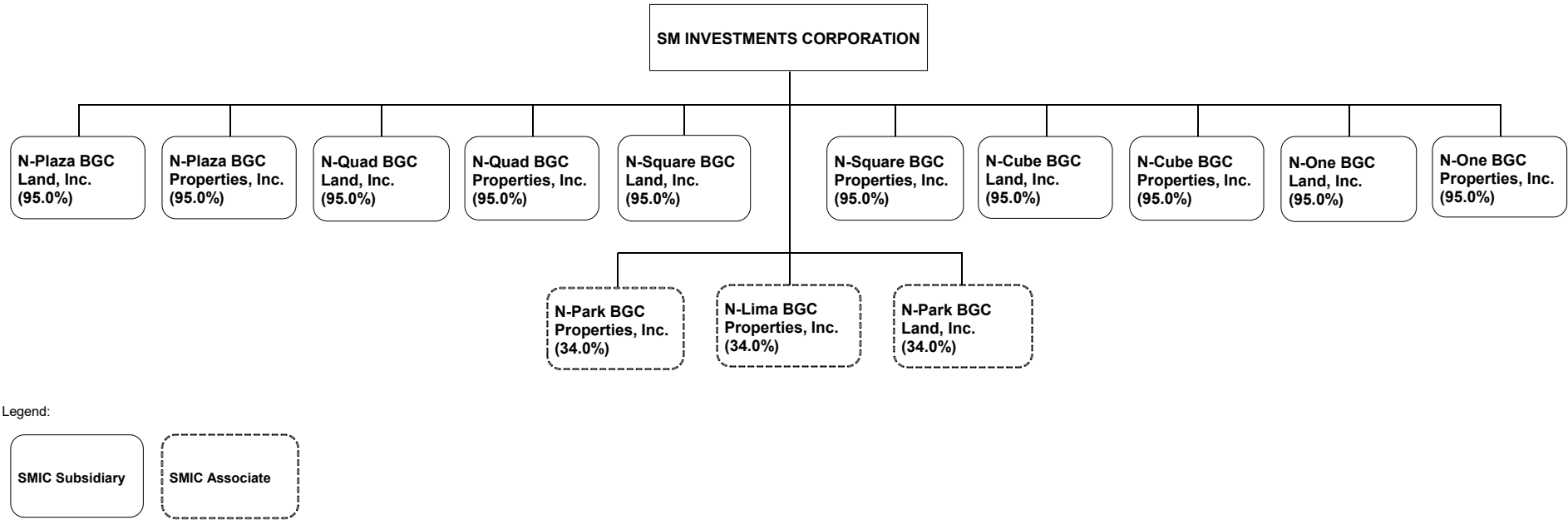
^a Corporate life ended effective November 30, 2023; pending return of capital

SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
MAP OF RELATIONSHIPS OF THE COMPANIES WITHIN THE GROUP
As of December 31, 2025

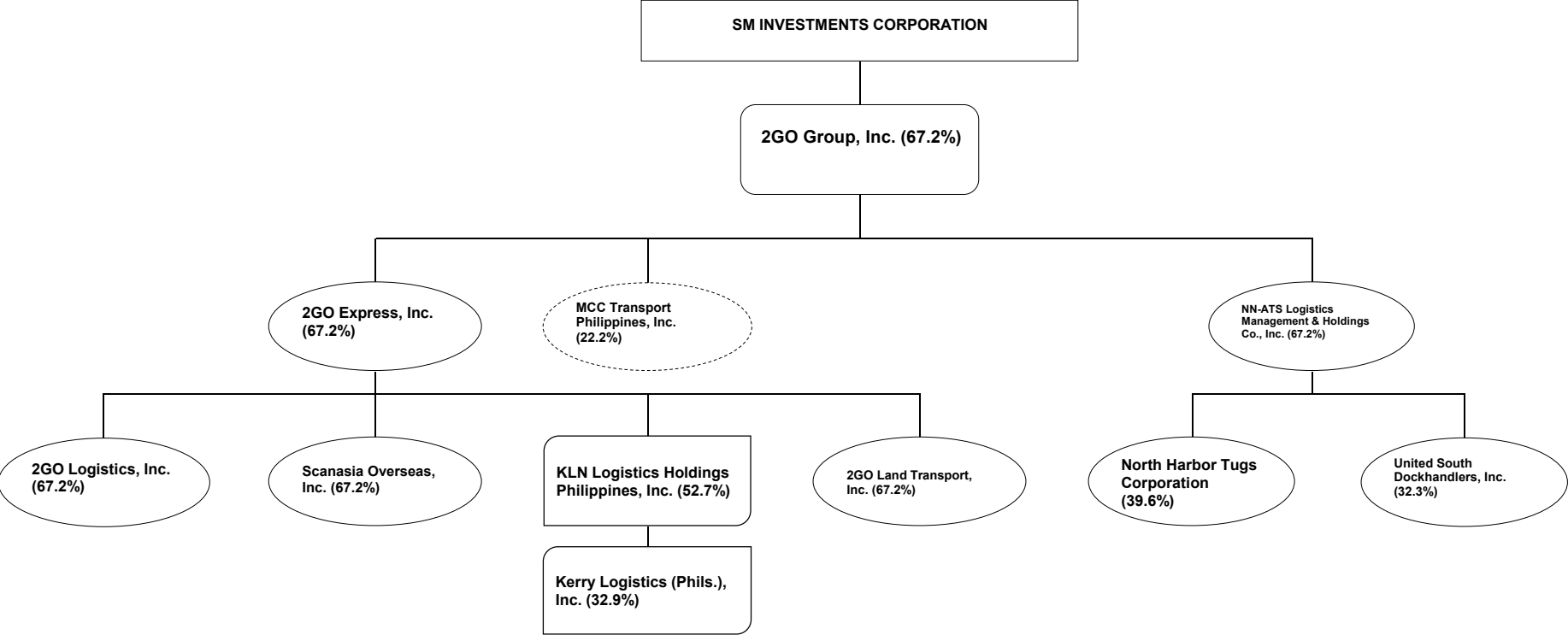


* Summerhills Home Development Corp. is 79.6% owned by SMDC and 20.4% owned by SMPH
Note: % Refers to Effective Ownership

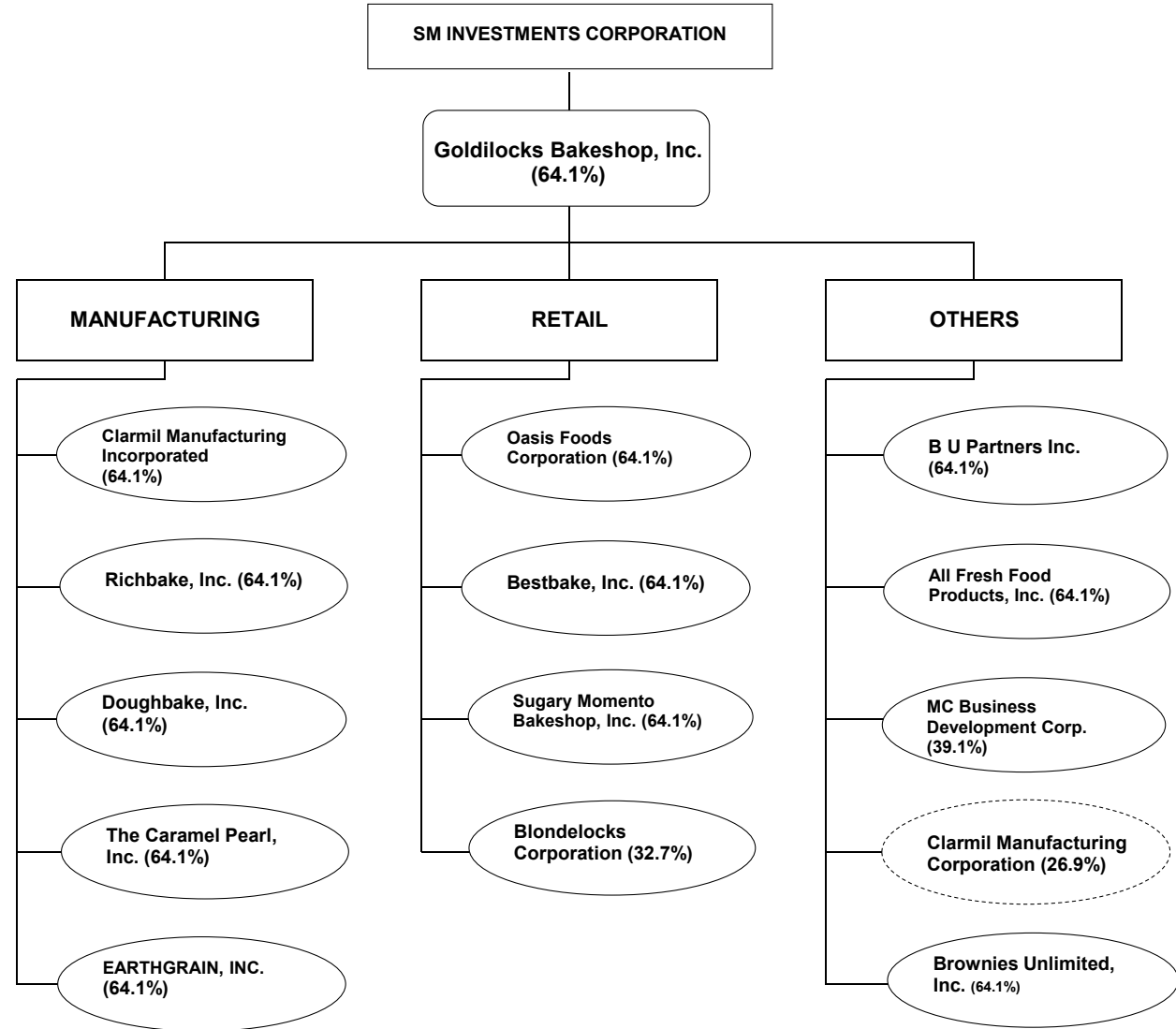
SM INVESTMENTS CORPORATION AND SUBSIDIARIES
CONGLOMERATE MAP
AS AT DECEMBER 31, 2025
(Effective Ownership Interest)



SM INVESTMENTS CORPORATION AND SUBSIDIARIES
CONGLOMERATE MAP
AS AT DECEMBER 31, 2025
(Effective Ownership Interest)



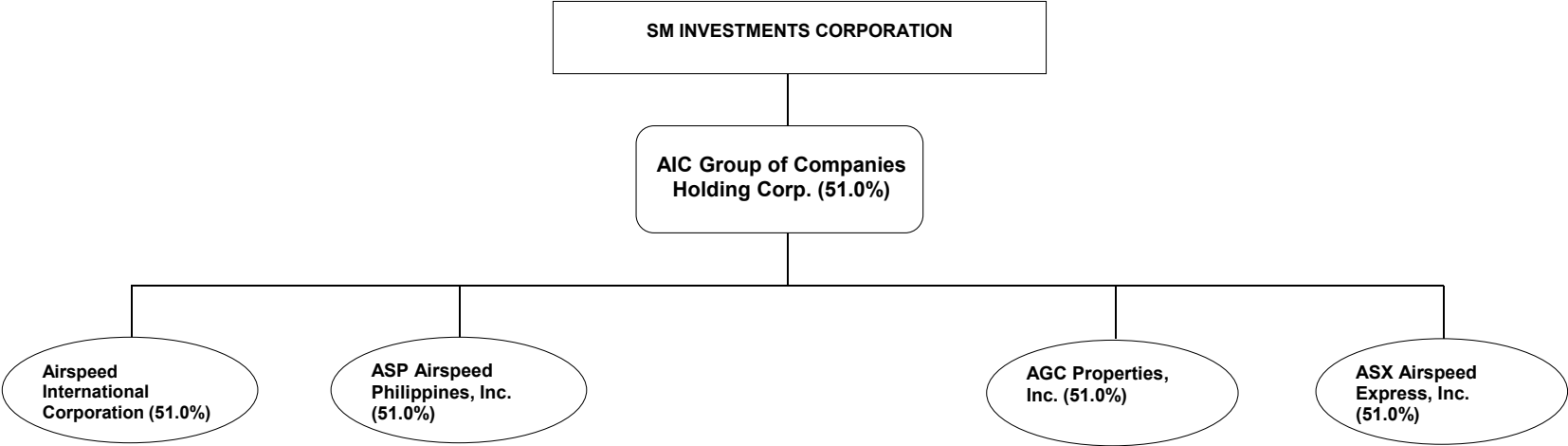
SM INVESTMENTS CORPORATION AND SUBSIDIARIES
CONGLOMERATE MAP
AS AT DECEMBER 31, 2025
(Effective Ownership Interest)



Legend:



SM INVESTMENTS CORPORATION AND SUBSIDIARIES
CONGLOMERATE MAP
AS AT DECEMBER 31, 2025
(Effective Ownership Interest)



Legend:



SM PRIME HOLDINGS, INC. AND SUBSIDIARIES
FINANCIAL RATIOS AND KEY PERFORMANCE INDICATORS
AS OF DECEMBER 31, 2025 and DECEMBER 31, 2024

Ratio	Formula	December 31, 2025 (Audited)	December 31, 2024 (Audited)
<i>(amounts in thousands, except ratios)</i>			
Current Ratio	Total Current Assets divided by Total Current Liabilities		
	Total current assets	₱211,201,669	₱230,681,830
	Current liabilities	205,054,713	211,995,083
	Less: Loans payable*	(13,762,649)	(17,312,356)
	Current portion of long-term debt*	(85,531,993)	(89,287,442)
	Divide by: Current liabilities excluding loans payable and current portion of long-term debt	105,760,071	105,395,285
	Current ratio	2.00	2.19
	<i>*due for refinancing</i>		
Acid Test Ratio	Quick Assets divided by Total Current Liabilities		
	Cash and cash equivalents	₱27,645,144	₱31,246,171
	Receivables and contract assets	86,190,422	92,506,904
	Equity instruments at fair value through other comprehensive income - current	717,171	794,433
	Quick assets	114,552,737	124,547,508
	Divide by: Current liabilities excluding loans payable and current portion of long-term debt	105,760,071	105,395,285
	Acid test ratio	1.08	1.18
Solvency Ratio	Total Assets divided by Total Liabilities		
	Total assets	₱1,093,878,665	₱1,019,430,730
	Divided by: Total liabilities	624,799,978	583,190,240
	Asset to liabilities ratio	1.75	1.75
Debt-to-Equity Ratio	Total Interest-Bearing Debt divided by Total Equity Attributable to the Equity Holders of the Parent and Total Interest-Bearing Debt		
	Loans payable	₱13,762,649	₱17,312,356
	Current portion of long-term debt	85,531,993	89,287,442
	Long-term debt - net of current portion	323,459,597	283,320,341
	Total interest-bearing debt (a)	422,754,239	389,920,139
	Add: Total equity attributable to equity holders of the parent (b)	465,557,625	433,093,072
	Total interest-bearing debt and equity attributable to equity holders of the parent (c)	888,311,864	823,013,211
	Debt to equity ratio (a/c):(b/c)	48:52	47:53

Ratio	Formula	December 31, 2025 (Audited)	December 31, 2024 (Audited)
<i>(amounts in thousands, except ratios)</i>			
Net Debt-to-Equity Ratio	Total Interest-Bearing Debt less Cash and Cash Equivalents divided by Total Equity Attributable to the Equity Holders of the Parent		
	Total interest-bearing debt	₱422,754,239	₱389,920,139
	Less: Cash and cash equivalents	(27,645,144)	(31,246,171)
	Total net interest-bearing debt (a)	395,109,095	358,673,968
	Add: Total equity attributable to equity holders of the parent (b)	465,557,625	433,093,072
	Total net interest-bearing debt and equity attributable to equity holders of the parent (c)	860,666,720	791,767,040
	Net debt-to-equity ratio (a/c):(b/c)	46:54	45:55
Return on Equity	Net Income divided by Average Total Equity Attributable to the Equity Holders of the Parent		
	Net income attributable to equity holders of the parent	₱48,847,730	₱45,631,764
	Divide by: Average total equity attributable to equity holders of the parent	449,325,349	414,644,844
	Return on equity	11%	11%
Net Income Margin	Net Income divided by Total Revenue		
	Net income attributable to equity holders of the parent	₱48,847,730	₱45,631,764
	Divide by: Total revenue	141,107,015	140,390,872
	Net income margin	35%	33%
Asset to Equity Ratio	Total Assets divided by Total Equity Attributable to the Equity Holders of the Parent		
	Total assets	₱1,093,878,665	₱1,019,430,730
	Divide by: Total equity attributable to equity holders of the parent	465,557,625	433,093,072
	Asset to equity ratio	2.35	2.35
Interest Coverage Ratio	Earnings Before Interest, Taxes and Depreciation and Amortization (EBITDA) divided by Total Interest Expense		
	Income from operations	₱71,730,766	₱68,037,118
	Less: Net income attributable to non-controlling interest	(878,803)	(907,672)
	Add: Depreciation and amortization	15,536,382	15,037,788
	EBITDA	86,388,345	82,167,234
	Divide by: Interest expense	13,076,365	13,934,024
	Interest coverage ratio	6.61	5.90

Ratio	Formula	December 31, 2025 (Audited)	December 31, 2024 (Audited)
<i>(amounts in thousands, except ratios)</i>			
Debt-to-EBITDA	Total interest-bearing liabilities divided by EBITDA		
	Total interest-bearing liabilities	₱422,754,239	₱389,920,139
	Divide by: EBITDA	86,388,345	82,167,234
	Debt to EBITDA	4.89	4.75

SM Prime Holdings, Inc. and Subsidiaries
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

Supplementary Schedule of External Auditor Fee-Related Information
December 31, 2025

Amounts in millions	
Total Audit Fees	₱16
Non-audit service fees:	
Other assurance services	11
Tax services	3
Total Non-audit Fees	14
Total Audit and Non-audit Fees	₱30

SM PRIME HOLDINGS, INC.
Retail Bond – Series AB, AC and AD Bonds
As of December 31, 2025

(1) Gross and Net Proceeds as Disclosed in the Final Offer Supplement

	<u>Amounts in millions</u>
Gross Proceeds	₱17,000
Estimated Expenses	(196)
Net Proceeds	<u>₱16,804</u>

(2) Actual Gross and Net Proceeds

	<u>Amounts in millions</u>
Gross Proceeds	₱17,000
Actual Expenses	(201)
Net Proceeds	<u>₱16,799</u>

(3) Each Expenditure Item where the Proceeds were Used

The net proceeds were used to fund debt refinancing as follows:

<u>Description</u>	<u>Amounts in millions</u>
Retail bond Series S due on November 23, 2025	₱16,031
Retail bond Series E due on November 25, 2025	768
<u>TOTAL</u>	<u>₱16,799</u>

As of December 31, 2025, ₱16,799 million of the proceeds from retail bond had been fully utilized to refinance long-term debt.

MINUTES OF THE ANNUAL MEETING OF THE
STOCKHOLDERS OF

SM PRIME HOLDINGS, INC.

Held on April 29, 2025 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:

HENRY T. SY, JR.	Chairperson of the Board Member, Executive Committee
AMANDO M. TETANGCO, JR.	Vice Chairperson and Lead Independent Director Chairperson, Audit Committee Member, Risk Oversight Committee Member, Corporate Governance Committee Member, Related Party Transactions Committee
DARLENE MARIE B. BERBERABE	Independent Director Chairperson, Corporate Governance Committee Chairperson, Related Party Transactions Committee Member, Audit Committee
J. CARLITOS G. CRUZ	Independent Director Chairperson, Risk Oversight Committee Member, Corporate Governance Committee Member, Audit Committee
HANS T. SY	Director Chairperson, Executive Committee
HERBERT T. SY	Director Member, Executive Committee
JORGE T. MENDIOLA	Non-Executive Director Member, Audit Committee Member, Risk Oversight Committee Member, Related Party Transactions Committee
JEFFREY C. LIM	Director and President Member, Executive Committee

OFFICERS PRESENT:

JOHN NAI PENG C. ONG	Chief Finance Officer/ Corporate Information Officer/ Chief Compliance Officer
ELMER B. SERRANO	Corporate Secretary
ARTHUR A. SY	Assistant Corporate Secretary
MARVIN PERRIN L. PE	Chief Audit Executive
JOANA B. TIANGCO	Chief Risk Officer
ALEXANDER D. POMENTO	Vice President - Investor Relations

ALSO PRESENT:

TERESITA T. SY-COSON	Adviser to the Board
-----------------------------	----------------------

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.

BELINDA T. BENG-HUI
JUAN MIGUEL P. MACHUCA

Stockholders present in person or
represented by proxy

25,660,872,251 shares (Please see Record of
Attendance here attached as **Annex A**)

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 2025 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 14, 2025 and posted on the Company's website, also beginning March 14, 2025.

In addition, the notice of meeting was published in the Business Sections of The Philippine Star and the Philippine Daily Inquirer on March 21 & 22, 2025, 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 25,660,872,251 common shares, constituting 88.86% of the total outstanding capital stock of the Company as of record date March 19, 2025. 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 April 23, 2024

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 April 23, 2024. 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	%
25,660,810,951	100.00	0	0	61,300	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 April 23, 2024 are approved."

4. **Approval of 2024 Annual Report and 2024 Audited Financial Statements**

The Chairman then requested Mr. Jeffrey C. Lim, President, to present his report on the results of operations for 2024. The President reported as follows:

"Good afternoon, everyone. To our valued shareholders, Chairman Henry Sy, Jr., esteemed members of the Board and our trusted advisors, our hardworking management team, ladies and gentlemen, it is my privilege to welcome you to the 2025 Annual Stockholders' Meeting of SM Prime Holdings. Thank you for being here today as we review our company's performance and discuss the roadmap for our continued growth.

2024 was a defining chapter in our corporate history. We marked our 30th year with strong momentum, and delivered record-breaking results for the second year in a row. We also reached significant milestones and earned multiple recognitions, affirming our industry leadership and commitment to excellence.

Across three decades of shaping the Filipino experience, we have repeatedly turned complexity into opportunity—and our business outcomes in 2024 stood as another testament to that enduring adaptability. Despite headwinds in the residential and office sectors, we leveraged the strength and synergies of the SM ecosystem to deliver sustained growth in all segments of our portfolio.

As a result, we recorded double-digit growth in consolidated revenue and net income. Equally important, we managed our operating costs, allowing margins to improve. Year-on-year, our topline grew 10 percent to over 140 billion pesos while our bottom line expanded 14 percent to an all-time high of over 45 billion pesos. Our exceptional performance was driven by strong rental income growth, higher residential revenue recognition and increased uptake of our service and experiential offerings.

Malls remained the cornerstone of our financial performance, contributing the largest share of both revenues and net income. Meanwhile, our residential, office and hotel businesses together represented over 40 percent of our consolidated results.

Let me now go over the individual performance of each segment. Our mall business advanced 9 percent, nearing 70 billion pesos, driven by strong gains in rental income and entertainment revenues. Momentum was propelled by higher foot traffic, the opening of two new malls, the entry of international retail brands, a strong cinema lineup and a growing demand for immersive, experience-led spaces. These trends reaffirm the continued relevance of malls in the Philippines. Since the pandemic, SM malls have evolved into integrated lifestyle centers—offering a mix of everyday essentials and discretionary retail, alongside civic services, dining, entertainment and social spaces that meet the evolving needs of communities.

Our residential segment grew over 9 percent to nearly 48 billion pesos, driven by higher construction progress and recognition of prior-year sales. To address mid-market housing demand outside Metro Manila, we launched new units in

Cagayan de Oro, Iloilo and Tagaytay. We also extended our leisure offerings with new developments in Hamilo Coast and Tagaytay Highlands.

2024 was a banner year for our hotels and convention centers, marking their best performance to date. Revenues rose 17 percent to 7.8 billion pesos—driven by higher hotel occupancy and room rates, increased MICE bookings and strong F&B sales.

Our office and warehouse portfolio sustained its upward trajectory in 2024. Revenues grew 13 percent to 7.7 billion pesos, supported by improved office occupancy and full take-up across our warehouse facilities.

Sustainability remains a core priority at SM Prime. In 2024, we deepened our commitment to climate action and circularity through renewable energy investments and large-scale community engagement. We launched our largest self-used solar photovoltaic system at SM City Santa Rosa, generating 4.3 gigawatt-hours of renewable energy annually.

Last September, we mobilized 23,000 volunteers for our biggest International Coastal Cleanup, collecting over 135,000 kilograms of trash across 15 malls nationwide. These initiatives reflect our deliberate efforts to embed sustainability into the core of our business strategy—creating long-range value that supports both current performance and the well-being of future generations.

For the second year in a row, we earned the prestigious Five Golden Arrow Award from the Institute of Corporate Directors—the highest recognition in Philippine corporate governance. This award reflects our unwavering dedication to fairness, clarity and responsibility—upholding the rights of shareholders, fostering trust through transparency and empowering a board culture rooted in accountability and foresight. Our Board of Directors and management team continue to work in close alignment, ensuring that decisions are guided by sound judgment, long-term value creation and environmental stewardship.

As we navigate 2025, we see a year of both challenges and opportunities for our company. Global issues—such as geopolitical tensions, trade disputes and climate risks—may continue to create downward pressure. However, domestic factors like the mid-term elections, easing inflation, wage increases and interest rate cuts are expected to support consumer spending, business activity and investor confidence.

With sustainable value in mind and a strong belief in the country's growth, we are investing 100 billion pesos this year to expand and enhance our portfolio. This capital spending will be funded through a balanced mix of internal cash and debt, including drawdowns from our 100-billion peso SEC-approved bond shelf registration.

As discussed by our Chairman in the integrated report, our growth strategy for the coming years will be three-pronged. First, we will drive organic growth by expanding our footprint, upgrading existing assets, and introducing new experiential features throughout our portfolio. Every project aims to elevate the way Filipinos experience life, work and community.

Second, we are widening our geographic reach. We are bringing the SM experience to emerging regional centers—ensuring that our growth story is inclusive, and that progress reaches more communities outside Metro Manila.

Third, we are diversifying in bold new directions. We are entering markets that reflect a better way of life for our country—from upscale primary residences to smart, large-scale, master-planned urban centers. These ventures are designed to integrate sustainability, innovation and resilience, setting a higher standard for what future cities can become.

In the coming months, we will unveil a new premium brand under the SM Residences banner. This yet-to-be-named brand will complement our existing portfolio of core, leisure and affordable housing products. It will also unlock the value of our extensive land bank and cater to a growing market of homeowners seeking elevated living experiences in prime locations.

As growth continues to branch out beyond Metro Manila, we plan to develop central business districts in key areas across the country. Each district will include a mall, residential spaces and civic features that address the needs of the local community. Depending on the unique profile and potential of each location, we will strategically integrate offices, hotels and convention centers to optimize growth and support regional development. These investments will draw on the expertise and insights we gained from developing the Mall of Asia Complex, building upon its success to create even more impactful integrated property developments.

Pasay 360 is our most ambitious integrated development to date. We are on track to complete horizontal sand filling by end-2025. In parallel, we are finalizing the master plan to allow infrastructure works to begin as soon as possible. Documentation for land titling is progressing as planned, with full project handover to the national government and the Pasay City LGU targeted for 2028. Once completed, this IPD will be six times larger than the MOA Complex. It will have smart city and climate-resilient features to enhance livability, improve mobility and create value that lasts beyond the present generation.

Before I end my report, I would like to extend my sincere gratitude to our Chairman, Board of Directors and Advisers for their strategic guidance and support. To our management team and nearly 13,000 employees nationwide—thank you for your dedication, ingenuity and relentless drive to deliver results. And to our shareholders, customers, partners and regulators—thank you for 30 remarkable years of partnership, progress and shared success.

Ladies and gentlemen, 2024 was a focal period for our company. Beyond delivering historic results, we laid the groundwork for a new era of growth and opportunity. Guided by focused strategy, disciplined execution and a firm commitment to nation-building, we are confident that the road ahead will create greater value for our stakeholders and the communities we serve. Let us move forward with purpose, resilience and a unified vision for a more inclusive and sustainable future. Thank you and good afternoon."

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	%
25,653,430,948	99.97	0	0	7,441,303	0.03

With the above votes in favor, the following resolution was passed and adopted:

"RESOLVED, that the 2024 Annual Report and the 2024 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 amounting to 25% of the Corporation's 2024 net income, plus, an additional 5% special dividend, or a total of Php0.48 per share. This amounts to a total of approximately Php13.86 Billion Pesos in favor of all stockholders of record as of May 14, 2025, and payable on May 28, 2025. 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	%
25,654,765,635	99.98	316,300	0	5,790,316	0.02

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 2025-2026

The next item in the agenda is the election of directors for the year 2025-2026. 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 2025-2026:

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.	24,777,746.981.00
Hans T. Sy	24,739,731.682.00
Herbert T. Sy	24,740,652.482.00
Jeffrey C. Lim	25,577,384.568.00
Jorge T. Mendiola	24,407,791.502.00
Amando M. Tetangco, Jr.	24,754,591.748.00
J. Carlitos G. Cruz	24,763,505.997.00
Darlene Marie B. Berberabe	24,778,469.762.00

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 2025-2026, 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 2025. 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 2025.

The Corporate Secretary then announced the results of voting:

In Favor		Against		Abstain	
No. of Shares	%	No. of Shares	%	No. of Shares	%
24,898,017,632	97.03	762,792,453	2.97	62,166	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 2025 is approved."

9. 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 2025 Open Forum" to <info@smprime.com> not later than April 28, 2025. 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 Mr. Ronhel Vinn A. Papa, who first congratulated the directors and the Management for a strong 2024. Mr. Papa asked about the key driver of SM Prime's growth over the next three to five years beyond malls. Mr. Lim responded that the malls will continue to anchor the growth of the Company, but outside of the malls, the Corporation is looking at its integrated property developments and premium residences to contribute significantly in the next three to five years.

The next question came from Ms. Niobe Verena M. Vidal, who also congratulated the Company for its good year and asked what their view is on the Philippine real estate market under current economic conditions. The Chairman answered that while there is a small oversupply in the high-rise buildings for residential real estate, if you look at the totality of the real estate business, there is high demand for affordable housing, thus providing the Company a big

opportunity to move in, especially since the Company is integrating everything including malls, schools, and everything else in one area.

Next, Mr. Iñigo Victor M. Rojas asked that with the market being so volatile, does SM Prime see this as a good time to step up its share buy-back efforts. The Chairman replied that the Company stepped up its share buy-back program. The company just bought back approximately 2.7 million shares in April and the Company will continue to do that if the share price falls to a level where the Board thinks it is undervalued.

Last, Ms. Elvira M. Cruz asked for updates on SM Prime's pipeline of provincial township and mixed-use developments and how these align with the Company's long-term real estate growth strategy. The Chairman responded that for around 10 years, SM has started to grow into a township project, which means that there are malls, commercial, residential, hotels, universities, and—in the future—hospitals. The difference between our Company's township compared to others is due to the size and popularity of our malls. That is why the Company is very confident in establishing more townships especially in the provinces, so people can live, shop, and work in a better environment than what we have now.

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.

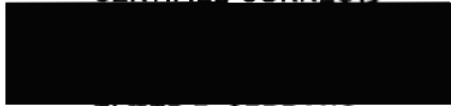
10. Other Matters

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.

11. Adjournment

There being no further business to transact, the Chairman thanked everyone who joined the meeting. Thereafter, the meeting was adjourned.

CERTIFIED CORRECT ✓


ELMER B. SERRANO
Corporate Secretary 

ATTESTED BY:

HENRY T. SY, JR.
Chairman

DRAFT SUBJECT TO SH APPROVAL

SM Prime Holdings, Inc.
Annual Stockholders' Meeting
29 April 2025, 2:30 p.m.

Record of Attendance

Total number of voting shares outstanding	28,877,996,894
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Total number of shares represented in person, by participant brokers, and by proxies	25,660,872,251
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Attendance percentage	88.86
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List of Stockholders Who Attended the Meeting¹

Abillon, Erbito G.
 Alignay, Dante A.
 Almeda, Anthony S.
 Alvarez, Roderick Alain
 Amboya, Johanna Rose E.
 Antiquiera, Anthony Gilbert L.
 Ariston, Francisco Roman Mendoza
 Asuncion, Victor J.
 Barja, Edward
 Barja, Nora
 Bautista, Mariejo P.
 BDO Securities Corporation
 Berberabe, Darlene Marie B.
 Borcelis Jr., Eпитacio B.
 BPI Securities Corporation
 Burton, Manny Lynne
 Calixto, Gregorio I.
 Calixto, Socorro Maria I.
 Caluban, Kevin Matthew G.
 Casanova, Mark Anthony
 Chan, Jacinto
 Citibank, N.A.
 Co, Peterson
 Cruz, Bernardo
 Cruz, Elvira M.
 Cruz, J. Carlitos G.
 Dela Cruz, Sonia for Janelle Bianca C. Ting
 Desamero, Karisma L.
 Deutsche Bank AG Manila
 Dimacali, Ma. Lourdes S.
 Dumas, Imelda for John Brian Ting
 Evangelista, Kevin S.
 Faustino, Cecile L.
 Fuster, Linda F.
 Gaspar, Anna Liza M.

¹ In compliance with SEC Memorandum Circular No. 11 s. 2024.

Gelera, Shiela D.
Horca, Edmund A.
Juco, Martin Jerald P.
Juliano, Marilyn R.
Lim, Jeffrey C.
Lucky Securities, Inc.
Macasaddu, Mhel Luis B. for John Paul Fuster
Magtajas, Paolo Miguel P.
Mangahis, Joel C.
Mendiola, Jorge T.
Monte, Danilo L.
Ong, Marites for Edgardo C. Ting
Onglatco, Mary Lou U.
Pascual, Alvin Jimenez
Plantilla III, Valeriano Pedro O.
Plantilla, Nimfa R.
Ramos, Godofredo R.
Regina Capital Development Corporation
Reyes Jaybee C.
RTG & Company, Inc
Sibal, Ellenry N.
SM Investments Corporation
Standard Chartered Bank
Sy, Abigail C.
Sy, Elizabeth T.
Sy, Hans T.
Sy, Harley T.
Sy, Henry T. Jr.
Sy, Herbert T.
Sy, Jessica Bianca Tamesis
Sy, Teresita T.
Sybase Investments Corporation
Syntrix Holdings, Inc
Sysmart Corporation
Talosig, Candido R. Jr.
Talosig, Candido R. Jr. ITF 1
Talosig, Candido R. Jr. ITF 2
Talosig, Candido R. Jr. ITF 3
Tansy Holdings Inc
Telosa, Jan Emmet N.
Tetangco, Amando M. Jr.
The Hongkong And Shanghai Banking Corp. Ltd.
Tiangco, Joana B.
Timbol, Alex
Villanueva, Myrna P.
Yao, Edward C.
Yenilmez, Kaan