SM Prime Holdings, Inc.

Audit Committee Charter

Effective November 9, 2026

AUDIT COMMITTEE CHARTER APPROVAL SHEET

The undersigned approves the Charter, which establishes the purpose, composition, authority and responsibilities of the Audit Committee (the "Committee").

NAME	DATE	SIGNATURE
Amando M. Tetangco, Jr. Committee Chairperson	November 9, 2026	(sgd.)
J. Carlitos G. Cruz Member	November 9, 2026	(sgd.)
Darlene Marie B. Berberabe Member	November 9, 2026	(sgd.)
Jorge T. Mendiola Member	November 9, 2026	(sgd.)

This Charter establishes the purpose, authority, composition, responsibilities and operations of the Audit Committee (the "Committee").

I. PURPOSE AND AUTHORITY

The Committee assists and advises the Board of Directors in fulfilling its oversight responsibilities 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.

To allow the Audit Committee to discharge its duties and responsibilities, the Committee is authorized to call for a meeting, gain access to all relevant data/resources within the Company, obtain professional training, advice or expertise, initiate investigation of any activities within the scope of its responsibilities and may make recommendations to the Board, as it deems appropriate.

II. COMPOSITION AND MEETINGS

1. The Committee shall be composed of at least three (3) non-executive members of the Board, the majority of whom shall be independent. The Committee shall be chaired by an independent director, who is not at the same time the Chairman of the Board or of any other Board Committee. Its members shall have adequate and competent understanding of finance, accounting and auditing processes, in addition to thorough knowledge of the Company's business and industry in which it operates.

2. Members of the Committee shall be designated by the Board annually and each member shall serve until such member's successor is duly designated or until such member's resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board.

3. Members of the Committee shall attend regular and special meetings of the Committee in person or by any other technological means allowed by the Securities and Exchange Commission.

4. The Committee shall meet at least quarterly with authority to convene additional meetings, as circumstances require. All Committee members are expected to attend each meeting. The Committee may invite members of Management, heads of business units, Chief Audit Executive, and the external auditor, to attend meetings and provide pertinent information, as necessary.

5. The Corporate Secretary, under the direction of the Committee Chairman, shall prepare and provide in advance to all Committee members the notice of meeting, the meeting agenda, minutes of previous Committee meeting and the appropriate briefing materials.

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III. DUTIES AND RESPONSIBILITIES

The Committee is duty-bound to perform and carry out the following responsibilities:

a. Recommends the approval of the Internal Audit Charter (IA Charter), which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter;

b. Through the Internal Audit (IA) Department, monitors and evaluates the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets. Well-designed internal control procedures and processes that will provide a system of checks and balances shall be in place in order to (a) safeguard the Company's resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the Company's financial data, and (d) ensure compliance with applicable laws and regulations;

c. Oversees the Internal Audit Department, and recommends the appointment or removal of the internal audit head or Chief Audit Executive (CAE);

d. Approves the terms and conditions for outsourcing internal audit services;

e. Establishes and identifies the reporting line of the Internal Auditor to enable him to properly fulfil his duties and responsibilities. For this purpose, he shall directly report to the Audit Committee;

f. Reviews and monitors Management's responsiveness to the Internal Auditor's findings and recommendations;

g. Ensures there is an established process on the appointment, reappointment, removal, and fees of the External Auditor;

h. Prior to the commencement of the audit, discusses with the External Auditor the nature, scope and expenses of the audit, and ensures proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;

i. Evaluates and determines the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Corporation's overall consultancy expenses. The Committee shall disallow any non-audit work that will conflict with their duties as an External Auditor or may pose a threat to his independence[1]. The non-audit work, if allowed, shall be disclosed in the Corporation's Annual Report and Integrated Annual Corporate Governance Report;

j. Reviews and approves the Interim and Annual Financial Statements before their submission to the Board, with particular focus on the following matters;

[1] *As defined under the Code of Ethics for Professional Accountants*

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i. Any change/s in accounting policies and practices
ii. Areas where a significant amount of judgment has been exercised
iii. Significant adjustments resulting from the audit
iv. Going concern assumptions
v. Compliance with accounting standards
vi. Compliance with tax, legal and regulatory requirements

k. Reviews the disposition of the recommendations in the External Auditor's management letter;

l. Performs oversight functions over the Corporation's Internal and External Auditors. It ensures the independence of Internal and External Auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;

m. Coordinates, monitors and facilitates compliance with laws, rules and regulations;

n. Recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the Corporation, and provides an objective assurance on the manner by which the financial statements shall be prepared and presented to the stockholders;

o. Meets with the Board at least every quarter without the presence of the CEO or other Management team members, and periodically meets with the CAE; and

p. Performs other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board.

IV. PERFORMANCE EVALUATION

The Committee shall participate in the annual evaluation of its performance, including the performance of the Chairman and Committee as a whole in accordance with their respective mandates and competencies.

V. CONTINUAL REVIEW OF THE CHARTER

This Charter shall be reviewed every three years or as needed to ensure its adequacy and relevance in consonance with the Board's objectives, laws, regulations, and relevant best practices.

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