



SM PRIME HOLDINGS, INC.

(A corporation duly organized and existing under Philippine laws)

OFFER SUPPLEMENT

dated 7 February 2025

Offer of ₱20,000,000,000 Fixed Rate Bonds
With an Oversubscription Option of up to ₱5,000,000,000
Second Tranche under its ₱100,000,000,000 Debt Securities Program

consisting of

6.0282% p.a. Series Y Bonds due 2028
6.2113% p.a. Series Z Bonds due 2031
6.4784% p.a. Series AA Bonds due 2035

at an Offer Price of 100% of Face Value

to be listed and traded through
The Philippine Dealing & Exchange Corp.

A REGISTRATION STATEMENT COVERING THE ₱100,000,000,000 DEBT SECURITIES WAS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") AND WAS RENDERED EFFECTIVE ON 6 JUNE 2024 UNDER SEC MSRD ORDER NO. 46, SERIES OF 2024. THE FIRST TRANCHE HAD AN AGGREGATE PRINCIPAL AMOUNT OF ₱25,000,000,000 AND WAS ISSUED ON 24 JUNE 2024 UNDER THE PROSPECTUS DATED 4 JUNE 2024. THIS REGISTRATION STATEMENT IS ACCESSIBLE AT [HTTPS://WWW.SMPRIME.COM/CORPORATE-DISCLOSURE](https://www.smpriime.com/corporate-disclosure).

THE SEC HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS OFFER SUPPLEMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SEC.

Joint Issue Managers, Joint Lead Underwriters and Bookrunners



Joint Lead Underwriters and Bookrunners



Trustee

Philippine National Bank – Trust Banking Group

BDO Capital & Investment Corporation and China Bank Capital Corporation have been appointed as the Joint Issue Managers, Joint Lead Underwriters and Bookrunners for the Offer. These Joint Issue Managers, Joint Lead Underwriters and Bookrunners are organizationally and operationally distinct groups within SM Investments Corporation, which is the direct parent company of the SM Prime Holdings, Inc., the Issuer for this Offer. These Joint Issue Managers, Joint Lead Underwriters and Bookrunners are separate and independent from each other and the Issuer.

The rest of the Joint Lead Underwriters and Bookrunners and the Trustee are not related to the Issuer.

Philippine National Bank – Trust Banking Group, the Trustee, and PNB Capital and Investment Corporation, a Joint Lead Underwriter and Bookrunner, are related parties. PNB Capital and Investment Corporation is a wholly-owned subsidiary of Philippine National Bank while Philippine National Bank – Trust Banking Group is a unit within Philippine National Bank. These entities are organizationally and operationally distinct groups within the Philippine National Bank and are separate and independent from each other.

SM PRIME HOLDINGS, INC.

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Website: <https://smprime.com>

This Offer Supplement relates to SM Prime Holdings, Inc.'s ("SM Prime", the "Issuer", or the "Company") proposed public offer and sale of fixed-rate bonds in the aggregate principal amount of ₱20,000,000,000, with an oversubscription option of up to ₱5,000,000,000 (the "Oversubscription Option") (the "Bonds" or the "Offer"), to be issued as the second Tranche of SM Prime's ₱100,000,000,000 debt securities shelf registration which was rendered effective by the Securities and Exchange Commission ("SEC") under MSRD Order No. 46, Series of 2024, on 6 June 2024 ("Debt Securities Program"). SM Prime prepared the prospectus dated 4 June 2024 (the "Prospectus") relating to the ₱100,000,000,000 Debt Securities Program. As the context requires, the term Offer Supplement includes the Prospectus.

The Offer will be comprised of three (3)-year Series Y Bonds due 2028, six (6)-year Series Z Bonds due 2031, and ten (10)-year Series AA Bonds due 2035.

The Series Y Bonds shall have a term of three (3) years from the Issue Date, with a fixed interest rate equivalent to 6.0282% p.a. The Series Z Bonds shall have a term of six (6) years from the Issue Date, with a fixed interest rate equivalent to 6.2113% p.a. The Series AA Bonds shall have a term of ten (10) years from the Issue Date, with a fixed interest rate equivalent to 6.4784% p.a.

Interest on the Series Y Bonds, Series Z Bonds, and Series AA Bonds shall be payable semi-annually in arrear on 25 February and 25 August of each year for each Interest Payment Date at which the Bonds are outstanding, or on the subsequent Business Day without adjustment if such Interest Payment Date is not a Business Day. The Maturity Dates of the Series Y Bonds, Series Z Bonds, and Series AA Bonds shall be on 25 February 2028, 25 February 2031, and 25 February 2035, respectively, which will also be the last Interest Payment Dates for each series.

The Bonds will be repaid at 100% of Face Value on the relevant Maturity Date, unless otherwise redeemed, cancelled, or purchased prior to the relevant Maturity Date, or as otherwise set out in "Description of the Bonds – Redemption and Purchase" and "Description of the Bonds – Payment in the Event of Default" sections of this Offer Supplement.

The Series Y Bonds, Series Z Bonds, and Series AA Bonds have been rated PRS Aaa with Stable Outlook by Philippine Rating Services Corporation ("PhilRatings"). Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The Issuer's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings. A Stable Outlook, on the other hand, indicates that the rating is likely to be maintained or to remain unchanged in the next twelve (12) months. A rating is not a recommendation to buy, sell, or hold securities and may be subject to revision, suspension, or withdrawal at any time by the assigning rating organization.

For the Series Y Bonds, Series Z Bonds, and Series AA Bonds, SM Prime expects to raise gross proceeds amounting to at least ₱20,000,000,000, and up to a maximum of ₱25,000,000,000 assuming full exercise of the Oversubscription Option. Without such Oversubscription Option being exercised, the net proceeds are estimated to be at least ₱19,770,908,814 after deducting fees, commissions, and expenses relating to the issuance of the Offer. Assuming the Oversubscription Option is fully exercised, total net proceeds of the Offer is expected to amount to approximately ₱24,716,379,809. In the event that the Oversubscription Option is not fully exercised, the unexercised portion shall be placed under the shelf registration to be issued within the period prescribed by relevant regulations. Proceeds of the Offer shall be used to fund debt refinancing and capital expenditures for the expansion of SM Prime's portfolio (see "Use of Proceeds"). The Joint Issue Managers and Joint Lead Underwriters and Bookrunners shall receive an underwriting and selling fee of 0.30%

on the total face value of the Bonds issued, exclusive of applicable gross receipt taxes and inclusive of the fees to be ceded to participating underwriters and selling agents, if any.

Upon issuance, the Bonds shall constitute the direct, unconditional, unsubordinated, and unsecured obligations of SM Prime and shall at all times rank *pari passu* and rateably without any preference or priority amongst themselves and at least *pari passu* with all other present and future unsubordinated and unsecured obligations of SM Prime, other than obligations preferred by law. The Bonds shall effectively be subordinated in right of payment to all of SM Prime's secured debts, if any, to the extent of the value of the assets securing such debt and all of its debt that is evidenced by a public instrument under Article 2244(14) of the Civil Code of the Philippines.

The Debt Securities Program was authorized by a resolution of the Board of Directors of SM Prime dated 19 February 2024. A registration statement filed by SM Prime covering the Debt Securities Program was rendered effective by the SEC under MSRD Order No. 46, Series of 2024, dated 6 June 2024. A certificate of permit to offer securities for sale ("SEC Permit") for the first Tranche of the Debt Securities Program comprised of Series V Bonds, Series W Bonds, and Series X Bonds with an aggregate principal amount of ₱25,000,000,000 was issued on 6 June 2024.

The Offer was authorized by a resolution of the Board of Directors of SM Prime dated 11 November 2024. An amended registration statement covering the Bonds was filed by SM Prime with the SEC on 2 January 2025. A corresponding SEC Permit covering the Bonds is expected to be issued prior to the commencement of the public offer and sale of the Bonds.

SM Prime confirms that this Offer Supplement contains all material information relating to the Company, its affiliates and the Bonds which are in the context of the issue and offering of the Bonds (including all material information required by the applicable laws of the Republic of the Philippines). There are no other facts the omission of which would make any statement in this Offer Supplement misleading in any material respect. SM Prime confirms that it has made all reasonable inquiries in respect of the information, data, and analysis provided to it by its advisors and consultants or which is otherwise publicly available for inclusion into this Offer Supplement. SM Prime, however, has not independently verified any such publicly available information, data or analysis.

This Offer Supplement contains certain "forward-looking statements". These forward-looking statements can generally be identified by use of statements that include words or phrases such as SM Prime or its management "believes", "expects", "anticipates", "intends", "plans", "projects", "foresees", and other words or phrases of similar import. Similarly, statements that describe SM Prime's objectives, plans, and goals are also forward-looking statements. All forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statements. Nothing in this Offer Supplement is or should be relied upon as a promise or representation as to the future. The forward-looking statements included herein are made only as of the date of this Offer Supplement, and SM Prime undertakes no obligation to update such forward-looking statements publicly to reflect subsequent events or circumstances.

Neither the delivery of this Offer Supplement nor any sale made pursuant to the Offer shall, under any circumstance, create any implication that the information contained or referred to in this Offer Supplement is accurate as of any time subsequent to the date hereof. The Joint Lead Underwrites and Bookrunners do not make any representation or warranty, express or implied, as to the accuracy or completeness of the information contained in this Offer Supplement.

The contents of this Offer Supplement are not to be considered as definitive legal, business, or tax advice. Each prospective purchaser of the Bonds receiving a copy of this Offer Supplement acknowledges that he has not relied on the Joint Lead Underwriters and Bookrunners in his investigation of the accuracy of such information or in his investment decision. Prospective purchasers should consult their own counsel, accountants or other advisors as to legal, tax, business, financial and related aspects of the purchase of the Bonds, among others. Investing in the Bonds involves certain risks. For a discussion of certain factors to be

considered in respect of an investment in the Bonds, see the section entitled "Risk Factors" found in the Prospectus.

The price of securities can and does fluctuate, and any individual security may experience upward or downward movements, and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities. An investment in the Bonds described in this Offer Supplement involves a certain degree of risk. A prospective purchaser of the Bonds should carefully consider several risk factors inherent to the Company as set out in "Risk Factors" section of the Prospectus, in addition to the other information contained in this Offer Supplement, in deciding whether to invest in the Bonds.

No dealer, salesman or other person has been authorized by SM Prime and the Joint Lead Underwriters and Bookrunners to give any information or to make any representation concerning the Bonds other than as contained herein, and, if given or made, any such other information or representation should not be relied upon as having been authorized by SM Prime or the Joint Lead Underwriters and Bookrunners.

SM Prime is organized under the laws of the Philippines. Its principal office address is at the 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76, Zone 10, CBP-1A, 1300 Pasay City, Metro Manila, Philippines, with telephone number +632 8831 1000.

ALL REGISTRATION REQUIREMENTS HAVE BEEN MET AND ALL INFORMATION CONTAINED HEREIN IS TRUE AND CURRENT.

SM PRIME HOLDINGS, INC.

By:


JEFFREY C. LIM
President

FEB 07 2025

SUBSCRIBED AND SWORN to before me this ____ day of _____ 2025, affiant exhibiting to me his Philippine Passport No. P8242041B issued on 23 November 2021 at Pasay City.

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Book No. 11
Page No. 37
Series of 2025.




ATTY. HELENE D. GO

Notary Public for Pasay City

Until December 31, 2025. Commission No. 24-50

IBP OR No. 5264011 MD 2025 Roll No. 55874

PTR OR No. 844531 1/09/25/ TIN#284-270-554

MCLE Compliance No. VII - 0017244 valid until 14 April 2025

OFFER SUPPLEMENT

SMPH Series Y, Z & AA FIXED RATE BONDS DUE 2028, 2032 ans 2035

TABLE OF CONTENTS

DEFINITION OF TERMS	8
EXECUTIVE SUMMARY	16
SUMMARY OF FINANCIAL INFORMATION	20
SUMMARY OF THE OFFER	23
RISK FACTORS	26
USE OF PROCEEDS	31
DETERMINATION OF THE OFFER PRICE	34
PLAN OF DISTRIBUTION	35
DESCRIPTION OF THE BONDS	42
CAPITALIZATION AND INDEBTEDNESS	63
DESCRIPTION OF THE ISSUER	64
REGULATORY	112
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	115
DESCRIPTION OF PROPERTIES	139
BOARD OF DIRECTORS AND MANAGEMENT OF THE ISSUER	140
MARKET PRICE OF AND DIVIDENDS ON THE ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS	148
DESCRIPTION OF DEBT	152
TAXATION	153
PENDING BILLS IN CONGRESS	158
INTERESTS OF NAMED EXPERTS	160
FINANCIAL STATEMENTS	161
PARTIES TO THE OFFER	162

DEFINITION OF TERMS

This document constitutes the Offer Supplement relating to the offer described herein (the "Offer"). Terms used herein shall be deemed to be defined as set forth in the prospectus dated 4 June 2024 (the "Prospectus"). A copy of the Prospectus is available at <https://www.smprime.com/corporate-disclosure>.

In this Offer Supplement, unless the context otherwise requires, the following terms shall have the meanings set out below.

ACPAPP	Association of Certified Public Accountants in Public Practice
ADC	Associated Development Corporation
ASEAN	The Association of Southeast Asian Nations
BDO	BDO Unibank, Inc.
BDO Capital	BDO Capital & Investment Corporation
BIR	The Bureau of Internal Revenue of the Philippines
Board or Board of Directors	The board of directors of SM Prime
BOI	Board of Investments
Bond Agreements	The Trust Indenture Agreement, the Registry and Paying Agency Agreement, the Issue Management and Underwriting Agreement, and the Master Certificates of Indebtedness (inclusive of the terms and conditions), including any amendment or supplement thereto, or any document, certificate or writing contemplated thereby
Bondholder	A person or entity whose name appears, at any time, as a holder of the Bonds in the Register of Bondholders
Bonds or Offer	Collectively, the Series Y Bonds due 2028, Series Z Bonds due 2031 and Series AA Bonds due 2035 in the aggregate principal amount of ₱20,000,000,000, with an Oversubscription Option of up to ₱5,000,000,000, to be issued by SM Prime
BPI Capital	BPI Capital Corporation
BSP	Bangko Sentral ng Pilipinas, the Philippine Central Bank
Business Day	A day, other than a public non-working holiday, Saturday, or Sunday, on which the BSP's Philippine Payment and Settlement System (PhilPaSS) and the Philippine Clearing House Corporation (PCHC) (or, in the event of the discontinuance of their respective functions, their respective replacements) are open and available for clearing and settlement, and banks are open for business in Metro Manila, Philippines
By-laws	The By-laws of SM Prime
CDHI	Costa Del Hamilo Inc.

CEO	Chief Executive Officer
CHAS	CHAS Realty and Development Corporation
Chinabank Capital	China Bank Capital Corporation
Company or Issuer or SM Prime	SM Prime Holdings, Inc.
CPA	Certified Public Accountant
CPDC	Consolidated Prime Dev. Corp.
Debt Securities	Any evidence of indebtedness such as bonds, notes, debentures, commercial papers, treasury bills, treasury bonds, and other similar instruments as may be determined by the SEC.
Debt Securities Program	The Company's debt securities shelf registration with an aggregate principal amount of ₱100,000,000,000 which was rendered effective by the SEC under MSRD Order No. 46, Series of 2024
DHSUD	The Philippine Department of Human Settlements and Urban Development
Directors	Members of the Board of Directors of SM Prime
e-SIP	The e-Securities Issue Portal established and maintained by the Philippine Dealing System Holdings Corp.
EBITDA	Earnings before interest expense, income taxes, depreciation and amortization
FARDC	First Asia Realty Development Corporation
Financial Statements	SM Prime's unaudited consolidated financial statements and related notes as at 30 September 2024 and for the nine (9) months ended 30 September 2024 and 2023 and audited consolidated financial statements and related notes as at 31 December 2023, 2022, and 2021 and for each of the years ended 31 December 2023, 2022, and 2021
First Metro	First Metro Investment Corporation
FLVG	First Leisure Ventures Group, Inc.
GFA	Gross floor area
Government	The Government of the Philippines
GSIS	Government Service Insurance System
HLURB	Housing and Land Use Regulatory Board
HPI	Highlands Prime, Inc.
Ice Tower	Ice Tower Residential - Office

Joint Issue Managers	BDO Capital and Chinabank Capital
Joint Lead Underwriters and Bookrunners	BDO Capital, Chinabank Capital, BPI Capital, First Metro, LANDBANK, PNB Capital and Security Bank Capital
LANDBANK	Land Bank of the Philippines
LGU	Local government unit
Majority Bondholders	Holders of the series of the Bonds holding not less than 51% of the outstanding relevant Bond series
Malls	Includes eighty-six (86) malls in the Philippines, eight (8) malls in China, and other malls owned by SM Prime and its subsidiaries
Master Certificate of Indebtedness	The certificate to be issued by the Issuer to the Trustee evidencing and covering such amount corresponding to the Bonds
Material Subsidiary	<p>SM Development Corporation and Subsidiaries, SM Land (China) Limited and Subsidiaries, and any Subsidiary of the Issuer:</p> <ul style="list-style-type: none"> (a) whose gross revenues or (in the case of a Subsidiary which itself has subsidiaries) consolidated gross revenues, as shown by its latest audited income statement are at least 10% of the consolidated gross revenues as shown by the latest published audited consolidated income statement of the Issuer and its Subsidiaries; or (b) whose net income or (in the case of a Subsidiary which itself has subsidiaries) consolidated net income before taxation and extraordinary items, as shown by its latest audited income statement is at least 15% of the consolidated net income before taxation and extraordinary items, as shown by the latest published audited consolidated income statement of the Issuer and its Subsidiaries; or (c) whose gross assets or (in the case of a Subsidiary which itself has subsidiaries) gross consolidated assets, as shown by its latest audited balance sheet are at least 10% of the amount which equals the amount included in the consolidated gross assets of the Issuer and its Subsidiaries as shown by the latest published audited consolidated balance sheet of the Issuer and its Subsidiaries; <p>provided that, in relation to paragraphs (a), (b) or (c) above,</p> <ul style="list-style-type: none"> (i) in the case of a corporation or other business entity becoming a Subsidiary after the end of the financial period to which the latest consolidated audited accounts of the Issuer relate, the reference to the then latest consolidated audited accounts of the Issuer for the purposes of the calculation above shall, until consolidated audited accounts of the Issuer for the financial period in which the relevant corporation or

	<p>other business entity becomes a Subsidiary are published, be deemed to be a reference to the then latest consolidated audited accounts of the Issuer adjusted to consolidate the latest audited accounts (consolidated in the case of a Subsidiary which itself has Subsidiaries) of such Subsidiary in such accounts;</p> <p>(ii) if at any relevant time in relation to the Issuer or any Subsidiary which itself has Subsidiaries no consolidated accounts are prepared and audited, revenues, net income or gross assets of the Issuer and/or any such Subsidiary shall be determined on the basis of pro forma consolidated accounts prepared for this purpose by the Issuer and reviewed by the auditors for the purposes of preparing a certificate thereon to the Trustee;</p> <p>(iii) if at any relevant time in relation to any Subsidiary, no accounts are audited, its revenues, net income or gross assets (consolidated, if appropriate) shall be determined on the basis of pro forma accounts (consolidated, if appropriate) of the relevant Subsidiary prepared for this purpose by the Issuer and reviewed by the auditors for the purposes of preparing a certificate thereon to the Trustee; and</p> <p>(iv) if the accounts of any Subsidiary (not being a Subsidiary referred to in proviso (i) above) are not consolidated with those of the Issuer, then the determination of whether or not such Subsidiary is a Material Subsidiary shall be based on a pro forma consolidation of its accounts (consolidated, if appropriate) with the consolidated accounts (determined on the basis of the foregoing) of the Issuer; or</p> <p>(d) to which is transferred the whole or substantially the whole of the assets of a Subsidiary which immediately prior to such transfer was a Material Subsidiary, provided that the Material Subsidiary which so transfers its assets shall forthwith upon such transfer cease to be a Material Subsidiary and the Subsidiary to which the assets are so transferred shall not become a Material Subsidiary as at the date on which the first published audited accounts (consolidated, if appropriate) of the Issuer prepared as of a date later than such transfer are issued unless such Subsidiary will continue to be a Material Subsidiary on the basis of such accounts by virtue of the provisions of (a), (b) or (c) above.</p>
Metro Manila	The metropolitan area comprising the cities of Caloocan, Las Piñas, Makati, Malabon, Mandaluyong, Manila, Marikina, Muntinlupa, Navotas, Parañaque, Pasay, Pasig, Quezon, San Juan, Taguig and Valenzuela and the municipality of Pateros,

	which together comprise the “National Capital Region” and are commonly referred to as “Metropolitan Manila”
Mindpro	Mindpro Incorporated
MLI	Magenta Legacy, Inc.
MOA	Mall of Asia
PAS	Philippine Accounting Standards
Paying Agent	Philippine Depository & Trust Corp., the party which shall receive the funds from the Issuer for payment of principal, interest and other amounts due on the Bonds and remit the same to the Bondholders based on the records shown in the Register of Bondholders for the Series Y Bonds, Series Z Bonds, and Series AA Bonds
Payment Date	Each of the dates when payment of principal, interest and other amounts due on the Bonds are due and payable to the Bondholders; provided that, in the event any Payment Date falls on a day that is not a Business Day, the Payment Date shall be automatically extended without adjustment to interest accrued to the immediately succeeding Business Day with respect to the Series Y Bonds, Series Z Bonds, and Series AA Bonds
PCD	PCD Nominee Corporation
PCI	Premier Central, Inc.
PCPMC	Prime Commercial Property Management Corporation and Subsidiaries which composed of companies that manage and operate the Malls, including the provision of manpower, maintenance and engineering, security and promotional activities; and are wholly owned subsidiaries of SM Prime
PDEx	Philippine Dealing & Exchange Corp.
PDTC	The Philippine Depository & Trust Corp., the central depository and clearing agency of the Philippines which provides the infrastructure for handling the lodgement of the scripless Bonds and the electronic book entry transfers of the lodged Bonds in accordance with the PDTC Rules, and its successor-in-interest
PDTC Rules	The SEC-approved rules of the PDTC, including the PDTC Operating Procedures and PDTC Operating Manual, as may be amended, supplemented or modified from time to time
Person	Any individual, firm, corporation, partnership, association, joint venture, tribunal, limited liability company, trust, government or political subdivision or agency or instrumentality thereof, or any other entity or organization
Pesos or P	The lawful currency of the Philippines

PFRS	Philippine Financial Reporting Standards which includes statements named PFRS and PAS issued by the Financial Reporting Standards Council and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC)
Philippines	The Republic of the Philippines
PhilRatings	Philippine Rating Services Corporation
PMI	Prime Metroestate, Inc.
PNB Capital	PNB Capital and Investment Corporation
PRC	People's Republic of China
Prospectus	Prospectus dated 4 June 2024 relating to the Debt Securities Program and any amendments, supplements and addenda thereto relating to the public offer for sale, distribution, and issuance of Debt Securities within the Shelf Period
PSC	Premier Southern Corp.
PSE	The Philippine Stock Exchange, Inc.
Public Debt	Any present or future indebtedness in the form of, or represented by bonds, notes, debentures, loan stock or other securities that are at the time, or are of the type customarily quoted, listed or ordinarily dealt in on any stock exchange, over the counter or other securities market
Register of Bondholders	The electronic record of the issuances, sales and transfers of the Bonds to be maintained by the Registrar pursuant to and under the terms of the Registry and Paying Agency Agreement
Registrar	The Philippine Depository & Trust Corp., being the registrar appointed by the Issuer to maintain the Register of Bondholders pursuant to the Registry and Paying Agency Agreement
SCIDC	SM Smart City Infrastructure and Development Corporation
SEC	The Securities and Exchange Commission of the Philippines
Security Bank Capital	Security Bank Capital Investment Corporation
Series or Tranche	Issuance of Debt Securities pursuant to the Debt Securities Program under the terms and conditions as contained in the Prospectus and in this Offer Supplement
Simply Prestige	Simply Prestige Limited and Subsidiaries
SLHC	San Lázaro Holdings Corporation
SM China Malls	SM Xiamen, SM City Jinjiang, SM City Chengdu, SM City Zibo, SM City Chongqing, SM City Suzhou, SM City Tianjin and SM City Yangzhou

SM Group	The group of companies owned by SMIC
SM Hotels	SM Hotels and Conventions Corp.
SM Land	SM Land, Inc. (formerly Shoemart, Inc.) which was merged with SM Prime in October 2013
SM Land China	SM Land (China) Limited and Subsidiaries
SM Supermalls	SM City North EDSA, SM City Sta. Mesa, SM Megamall, SM City Cebu, SM Southmall, SM City Bacoor, SM City Fairview, SM City Iloilo, SM City Manila, SM City Pampanga, SM City Sucat, SM City Davao, SM City Cagayan de Oro, SM City Bicutan, SM City Lucena, SM City Baguio, SM City Marilao, SM City Dasmariñas, SM City Batangas, SM City San Lazaro, SM Center Valenzuela, SM Center Molino, SM City Sta. Rosa, SM City Clark, SM Mall of Asia, SM Center Pasig, SM City Lipa, SM City Bacolod, SM City Taytay, SM Center Muntinlupa, SM City Marikina, SM City Rosales, SM City Baliwag, SM City Naga, SM Center Las Piñas, SM City Rosario, SM City Tarlac, SM City San Pablo, SM City Calamba, SM City Novaliches, SM City Masinag, SM City Olongapo, SM City Consolacion, SM City San Fernando, SM City General Santos, SM Lanang Premier, SM Aura Premier, SM City BF Parañaque, SM City Cauayan, SM Center Angono, SM Megacenter Cabanatuan, SM City San Mateo, SM City Cabanatuan, SM Center Sangandaan, SM Cherry Shaw, SM Seaside City Cebu, SM City San Jose Del Monte, SM City Trece Martires, SM Cherry Congressional, SM City East Ortigas, SM CDO Downtown Premier, S Maison, SM Cherry Antipolo, SM Puerto Princesa, SM Center Tuguegarao Downtown, SM Center Pulilan, SM Center Lemery, SM Center Imus, SM Urdaneta Central, SM City Telabastagan, SM City Legazpi, SM Center Ormoc, SM Olongapo Central, SM Center Dagupan, SM City Butuan, SM City Mindpro, SM City Daet, SM City Grand Central, SM City Roxas, SM City Tanza, SM City Sorsogon, SM City Tuguegarao, SM City Bataan, SM Center San Pedro, SM City San Pedro, SM City Sto. Tomas, SM City Caloocan
SMACC	SM Arena Complex Corporation
SMDC	SM Development Corporation
SMIC	SM Investments Corporation, the parent company of SM Prime
SPC	Southernpoint Properties Corp.
sq. m.	Square meter
SRC	Republic Act No. 8799, The Securities Regulation Code of the Philippines
Subsidiary	At any particular time, any company or other business entity which is then directly or indirectly controlled, or more than 50%, of whose issued equity share capital (or equivalent) is then beneficially owned, by the Issuer and/or one or more of its Subsidiaries. For a company to be “controlled” by another means that the other (whether directly or indirectly and whether by the

	ownership of share capital, the possession of voting power, contract or otherwise) has the power to appoint and/or remove all or the majority of the members of the board of directors or other governing body of that company or otherwise controls or has a power to control the affairs and policies of that company and control shall be construed accordingly
Sy family	Mr. Henry Sy, Sr., his wife, Mrs. Felicidad T. Sy, and their children Teresita T. Sy, Elizabeth T. Sy, Henry T. Sy, Jr., Hans T. Sy, Herbert T. Sy, and Harley T. Sy
Tax Code	The amended Philippine National Internal Revenue Code of 1997 and its implementing rules and regulations
The SM Stores	The retail department stores operated by the Group under the "SM" name which presently include SM Makati, SM Cubao, SM City North EDSA, SM City Sta. Mesa, SM Megamall, SM City Cebu, SM Southmall, SM City Bacoor, SM City Fairview, SM City Iloilo, SM City Manila, SM City Pampanga, SM City Davao, SM City Cagayan de Oro, SM City Bicutan, SM City Lucena, SM City Baguio, SM City Marilao, SM City Dasmariñas, SM City Batangas, SM Delgado, SM City San Lazaro, SM Center Valenzuela, SM City Molino, SM City Sucat, SM City Sta. Rosa, SM City Clark, SM Mall of Asia, SM City Lipa, SM City Bacolod, SM City Taytay, SM City Marikina, SM City Baliwag, SM City Naga, SM City Rosales, SM City Rosario, SM City Tarlac, SM City San Pablo, SM City Calamba, SM City Novaliches, SM City Masinag, SM City Olongapo, SM City Consolacion, SM Lanang Premier, SM City General Santos, SM City San Fernando, SM Aura Premier, SM City BF Parañaque, SM City Cauayan, SM Megacenter Cabanatuan, SM City San Mateo, SM City Cabanatuan, SM Seaside City Cebu, SM City San Jose Del Monte, SM City Trece Martires, SM City East Ortigas, SM CDO Downtown Premier, SM Puerto Princesa, SM City Telebastagan, SM City Urdaneta Central, SM City Legazpi, SM Olongapo Central, SM City Butuan, SM City Daet, SM City Grand Central, SM City Roxas, SM City Tanza, SM City Sorsogon, SM City Tuguegarao, SM City Bataan, SM City Sto. Tomas, SM City Caloocan
TRDC	Tagaytay Resort Development Corporation
Trustee	Shall refer to Philippine National Bank – Trust Banking Group
VAT	Value-added tax

EXECUTIVE SUMMARY

The following section discusses updates to the executive summary after the date of the Prospectus and must be read in conjunction with the Prospectus. The summary below is only intended to provide a limited overview of information described in more detail elsewhere in this Offer Supplement. As it is a summary, it does not contain all of the information that may be important to investors and terms defined elsewhere in this Offer Supplement shall have the same meanings when used in this summary. Prospective investors should therefore read this Offer Supplement in its entirety.

OVERVIEW

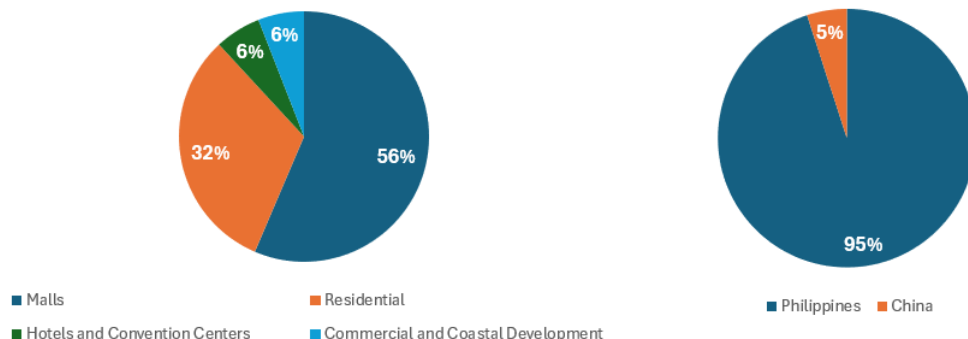
SM Prime was incorporated in the Philippines and registered with the SEC on 6 January 1994. It is a leading integrated Philippine real estate company with business units focused on malls, residential, commercial, and hotels and convention centers.

As at 30 September 2024, SM Prime's consolidated total assets stood at ₱998.8 billion, consolidated total liabilities were at ₱573.1 billion, with net debt-to-equity ratio (being the ratio of aggregate consolidated interest-bearing indebtedness (sum of loans payable and long-term debt (current and noncurrent portion) net of cash and cash equivalent over equity attributable to the equity holders of the parent) of 45:55.

The Company has four (4) business segments, namely, malls, residential, commercial and coastal development, and hotels and convention centers. The table below sets out each business unit's contribution to SM Prime's consolidated revenue for the nine (9) months ended 30 September 2024 and 2023 and for the years ended 31 December 2023, 2022, and 2021.

(in ₱ millions)	Nine months ended 30 September		For the years ended 31 December		
	Unaudited		Audited		
	2024	2023	2023	2022	2021
Malls	56,635	52,614	72,123	55,541	30,079
Residential	32,307	30,258	43,100	40,083	45,897
Commercial and Coastal Development	5,567	5,026	6,897	6,123	5,010
Hotels and Convention Centers	5,515	4,932	6,288	4,344	1,587
Eliminations	(260)	(227)	(310)	(305)	(258)
Consolidated Total	99,764	92,603	128,098	105,786	82,315

The charts below display the composition of SM Prime's combined revenue by segment and geographical region as of and for the nine (9) months ended 30 September 2024.



SM Prime is listed on the PSE and, as at 30 September 2024, was 49.70% directly owned by SMIC. SM Prime had a market capitalization of ₱932.8 billion as of 30 September 2024.

COMPETITIVE STRENGTHS

SM Prime believes that its principal strengths are the following:

- Integrated real estate platform with strong track record across segments
- Leading retail malls business
- Access to a prime large-scale land bank
- Strong balance sheet and access to capital
- Experienced management team with strong corporate governance practices

Please refer to the section entitled “Description of the Issuer - Competitive Strengths” for a more detailed discussion.

BUSINESS STRATEGIES

SM Prime intends to achieve its objectives through the following strategies:

- Continue to expand SM Prime’s land bank and develop integrated lifestyle cities
- Leverage retail malls to anchor lifestyle city developments
- Optimize existing properties by adding complementary developments
- Continue aggressive rollout of BPO office development
- Focus on a “one product-one market” strategy for the residential business
- Maintain a strong balance sheet, prudent risk and capital management and good governance

Please refer to the section entitled “Description of the Issuer – Business Strategies” of the Prospectus for a more detailed discussion.

Capital expenditure for 2024 is approximately ₱100.0 billion, ₱60.1 billion of which has been spent in the nine (9) months ended 30 September 2024. Capital expenditure for 2025 is approximately ₱100.0 billion to ₱110.0 billion, with 30% for malls, 30% for bay city, 30% for residential, 5% for commercial and 5% for 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 practices, as well as embark on integrated sustainability and corporate social responsibility initiatives.

RISKS OF INVESTING

Before making an investment decision, investors should carefully consider the risks associated with an investment in the Bonds. These risks include:

Risks Relating to the Company

- SM Prime faces risks from public health epidemics or outbreaks of disease that could have an adverse effect on economic activity in the Philippines

- The Philippine property market is cyclical and can be affected by domestic and global economic conditions
- SM Prime may face challenges of title to land
- SM Prime's rights and title to reclaimed land may be challenged
- SM Prime will continue to compete with other mall operators and commercial and residential developers
- SM Prime is exposed to risks associated with the operation of its malls and commercial businesses
- SM Prime faces numerous risks including reputational risk and operational risks relating to its residential and commercial businesses
- SM Prime is exposed to general risks associated with the ownership and management of real estate
- SM Prime's reputation may be affected by the operations of some of its affiliates
- SM Prime is effectively controlled by the Sy family and their interests may differ significantly from the interests of other shareholders
- SM Prime may enter into and expects to enter into material agreements and other arrangements with the Sy family and its affiliated companies and persons
- SM Prime's leasing operations depend on key tenants, which are affiliates of the SM Group
- SM Prime depends on retaining the services of its senior management team and its ability to attract and retain talented personnel
- Malls and other commercial properties owned by SM Prime may be subject to an increase in operating and other expenses
- SM Prime faces risks relating to the management of its land bank
- SM Prime operates in a highly regulated environment and it is affected by the development and application of regulations in the Philippines
- Zoning restrictions and local opposition may delay or preclude construction
- Infringement of intellectual property rights could have a material adverse effect on SM Prime's business
- Land and/or real property may be subject to compulsory acquisition
- Fluctuations in interest rates, changes in Government borrowing patterns and Government regulations could have a material adverse effect on SM Prime's and its customers' ability to obtain financing
- SM Prime faces risks inherent in joint venture structures and/or funds
- Construction defects and other building-related claims may be asserted against SM Prime, and SM Prime may be subject to liability for such claims
- SM Prime may suffer material losses in excess of insurance proceeds
- SM Prime faces property development risk

- SM Prime will continue to face certain risks related to the cancellation of sales involving its residential projects
- The loss of certain tax exemptions and incentives for residential home sales may increase the price of SM Prime's residential units and may lead to a reduction in sales
- A domestic asset price bubble could adversely affect the Company's business

Risks Relating to the Philippines

- Substantially all of the Company's operations and assets are based in the Philippines; a slowdown in economic growth in the Philippines could materially adversely affect its businesses
- Any political instability in the future may have a negative effect on SM Prime's financial results
- SM Prime's businesses may be disrupted by terrorist acts, crime, and natural disasters or fears of such occurrences in Metro Manila or other parts of the Philippines
- Volatility in the value of the Peso against the U.S. dollar and other currencies could adversely affect SM Prime's businesses
- Tensions with China and other neighboring countries may adversely affect the Philippine economy and business environment
- Corporate governance and disclosure standards in the Philippines may differ from those in more developed countries

Risks Relating to the Debt Securities

- The priority of debt evidenced by a public instrument
- An active trading market for the Debt Securities may not develop
- The Issuer may be unable to redeem the Debt Securities
- Investors may be subject to reinvestment risk
- There can be no assurance that the rating of the Debt Securities will be retained over its life

Please refer to the "Risk Factors" section of the Prospectus which, while not intended to be an exhaustive enumeration of all risks, must be considered in connection with a purchase of the Bonds.

COMPANY INFORMATION

SM Prime's registered principal office is at 7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP-1A, 1300 Pasay City, Metro Manila, Philippines. Its telephone number +632 8831 1000 and its corporate website is www.smprime.com.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary consolidated financials of the Issuer as at and for the periods indicated. The unaudited financial information as at 30 September 2024 and for the nine (9) months ended 30 September 2024 and 2023 and audited financial information as at 31 December 2023, 2022, and 2021 and for the years ended 31 December 2023, 2022, and 2021 presented below have been derived from the Issuer's reviewed consolidated interim financial statements and audited consolidated financial statements, respectively. The information set out below should be read in conjunction with, and is qualified in its entirety by reference to, the relevant consolidated financial statements of the Issuer, including the notes thereto, included elsewhere in this Offer Supplement.

CONSOLIDATED BALANCE SHEETS

	As at 30 September	As at 31 December		
(in thousands)	2024 Unaudited	2023 Audited	2022 Audited	2021 Audited
ASSETS				
Current assets				
Cash and cash equivalents	₱39,364,651	₱31,816,802	₱42,060,082	₱39,775,852
Receivables and contract assets	80,253,898	76,952,202	82,560,354	73,019,966
Real estate inventories	78,175,303	77,886,781	70,500,025	56,575,047
Equity instruments at fair value through other comprehensive income (FVOCI)	776,157	747,840	534,865	547,041
Derivative assets	231,972	2,247,073	585,576	753,506
Prepaid expenses and other current assets	26,441,793	27,804,930	25,767,334	24,993,357
Total Current Assets	225,243,774	217,455,628	222,008,236	195,664,769
Noncurrent assets				
Equity instruments at FVOCI – net of current portion	22,503,173	19,570,212	17,077,198	17,400,372
Investment properties	581,238,151	545,074,746	489,266,042	467,391,988
Investments in associates and joint ventures	34,259,321	32,431,195	30,578,320	29,187,435
Property and equipment	1,501,001	1,554,990	1,399,840	1,372,276
Deferred tax assets – net	1,636,643	1,492,359	931,366	734,975
Derivative assets – net of current portion	2,086,228	3,276,971	6,752,744	1,043,670
Other noncurrent assets	130,336,155	122,471,474	106,200,906	91,607,795
Total Noncurrent Assets	773,560,672	725,871,947	652,206,416	608,738,511
Total Assets	₱998,804,446	₱943,327,575	₱874,214,652	₱804,403,280

	As at 30 September	As at 31 December		
(in thousands)	2024 Unaudited	2023 Audited	2022 Audited	2021 Audited
LIABILITIES AND EQUITY				
Current Liabilities				
Loans payable	₱22,741,643	₱4,288,964	₱5,422,524	₱6,487,427
Accounts payable and other current liabilities	104,367,960	99,077,428	88,122,597	91,377,717
Current portion of long-term debt	69,886,404	67,746,351	50,839,776	42,261,601
Derivative liabilities	110,848	7,423	19,496	335,367
Income tax payable	1,731,234	1,295,842	765,909	563,387
Total Current Liabilities	198,838,089	172,416,008	145,170,302	141,025,499
Noncurrent Liabilities				
Long-term debt – net of current portion	293,033,563	294,622,256	296,134,836	264,969,216
Tenants' and customers' deposits – net of current portion	27,159,338	25,301,504	23,799,162	21,458,281
Liability for purchased land – net of current portion	539,959	539,959	1,129,719	2,540,050
Deferred tax liabilities – net	13,333,665	12,458,096	11,140,040	9,688,555
Derivative liabilities – net of current portion	499,060	265,013	294,403	1,748,186
Other noncurrent liabilities	39,671,845	38,837,703	31,394,584	28,612,720
Total Noncurrent Liabilities	374,237,430	372,024,531	363,892,744	329,017,008
Total Liabilities	573,075,519	544,440,539	509,063,046	470,042,507
Capital stock	33,166,300	33,166,300	33,166,300	33,166,300
Additional paid-in capital – net	38,164,173	38,159,900	38,124,193	38,056,016
Cumulative translation adjustment	3,463,796	2,556,139	3,435,171	3,083,184
Net fair value changes of equity instruments at FVOCI	19,899,863	16,938,503	14,232,514	14,708,368
Net fair value changes on cash flow hedges	(131,974)	1,079,094	2,984,605	(432,883)
Remeasurement loss on defined benefit obligation	(1,062,437)	(1,062,437)	(928,882)	(548,643)
Retained earnings:				
Appropriated	42,200,000	42,200,000	42,200,000	42,200,000
Unappropriated	290,038,465	266,143,815	232,972,284	205,671,557
Treasury stock	(2,984,695)	(2,984,695)	(2,984,695)	(2,984,695)
Total Equity Attributable to Equity Holders of the Parent	422,753,491	396,196,619	363,201,490	332,919,204
Non-controlling Interests	2,975,436	2,690,417	1,950,116	1,441,569
Total Equity	425,728,927	398,887,036	365,151,606	334,360,773
Total Liabilities and Equity	₱998,804,446	₱943,327,575	₱874,214,652	₱804,403,280

CONSOLIDATED STATEMENTS OF INCOME

	For the nine (9) months ended 30 September		For the years ended 31 December		
<i>(in thousands except per share data)</i>	2024 Unaudited	2023 Unaudited	2023 Audited	2022 Audited	2021 Audited
Revenue					
Rent	₱57,237,426	₱52,648,960	₱72,113,957	₱58,243,913	₱34,694,185
Real estate sales	31,798,173	29,795,838	42,040,409	39,046,514	45,116,120
Others	10,728,059	10,158,075	13,943,175	8,495,208	2,505,179
	99,763,658	92,602,873	128,097,541	105,785,635	82,315,484
Costs and Expenses	52,095,542	48,080,658	66,818,300	56,542,322	49,900,933
Income from Operations	47,668,116	44,522,215	61,279,241	49,243,313	32,414,551
Interest expense	(9,357,282)	(8,893,541)	(13,963,271)	(11,465,787)	(9,357,616)
Interest and dividend income	1,660,044	1,621,697	2,185,156	1,775,740	1,025,066
Others – net	1,785,744	642,318	338,693	(839,262)	3,651,524
	(5,911,494)	(6,629,526)	(11,439,422)	(10,529,309)	(4,681,026)
Income Before Income Tax	41,756,622	37,892,689	49,839,819	38,714,004	27,733,525
Provision for income tax					
Current	6,435,709	6,134,549	8,211,259	6,783,913	2,816,720
Deferred	769,622	990,599	764,715	1,186,962	3,005,402
	7,205,331	7,125,148	8,975,974	7,970,875	5,822,122
Net Income	₱34,551,291	₱30,767,541	₱40,863,845	₱30,743,129	₱21,911,403
Attributable to:					
Equity holders of the Parent	₱33,878,257	₱30,126,310	₱40,010,501	₱30,099,799	₱21,786,516
Non-controlling interests	673,034	641,231	853,344	643,330	124,887
	₱34,551,291	₱30,767,541	₱40,863,845	₱30,743,129	₱21,911,403
Basic/Diluted earnings per share	₱1.174	₱1.044	₱1.387	₱1.043	₱0.755
Dividend per share	₱0.346	₱0.237	₱0.237	₱0.097	₱0.082

SUMMARY OF THE OFFER

This Offer Supplement contains the terms of this Offer and must be read in conjunction with the Prospectus. Full information on the Issuer and this offering is only available on the basis of the combination of this Offer Supplement and the Prospectus. All information contained in the Prospectus are deemed incorporated by reference in this Offer Supplement. In case of conflict between the Prospectus and this Offer Supplement, this Offer Supplement shall prevail in respect of the Series Y Bonds, Series Z Bonds, and Series AA Bonds.

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information appearing in the Prospectus.

Issuer	SM Prime Holdings, Inc.
Offer	<p>Fixed rate bonds constituting the direct, unconditional, unsecured, and unsubordinated obligations of SM Prime Holdings, Inc. (the "Bonds"), to be issued as the second Tranche from the ₱100,000,000,000 Debt Securities Program registered with the Securities and Exchange Commission ("SEC") under shelf registration pursuant to SEC MSRD Order No. 46, Series of 2024 (the "Debt Securities Program"), with a remaining unissued amount of ₱75,000,000,000 as of the date of this Offer Supplement.</p> <p>The Offer will consist of three (3) series: three (3)-year Bonds due 2028 (the "Series Y Bonds"); six (6)-year Bonds due 2031 (the "Series Z Bonds"); and ten (10)-year Bonds due 2035 (the "Series AA Bonds").</p>
Issue Size	<p>Twenty Billion Pesos (₱20,000,000,000), with an option to increase the issue size by up to Five Billion Pesos (₱5,000,000,000) in the event of oversubscription (the "Oversubscription Option")</p> <p>In the event that the Oversubscription Option is not fully exercised, the unexercised portion shall form part of the remaining Debt Securities in the shelf available for issuance within the Shelf Period.</p>
Manner of Distribution	SEC-registered domestic public offering
Use of Proceeds	To fund debt refinancing and capital expenditures for the expansion of the Issuer's portfolio (see "Use of Proceeds")
Issue Price	At par (or 100% of face value)
Form and Denomination of the Bonds	The Bonds shall be issued in scripless form in minimum denominations of ₱20,000 each, and in multiples of ₱10,000 thereafter, and traded in denominations of ₱10,000 in the secondary market.
Offer Period	The public offer of the Bonds shall commence at 9:00 a.m. on 12 February 2025 and end at 5:00 p.m. on 18 February 2025.
Issue Date	25 February 2025
Maturity Date	<p>Series Y Bonds: Three (3) years from the Issue Date</p> <p>Series Z Bonds: Six (6) years from the Issue Date</p> <p>Series AA Bonds: Ten (10) years from the Issue Date</p>

Interest Rate

Series Y Bonds: 6.0282% per annum

Series Z Bonds: 6.2113% per annum

Series AA Bonds: 6.4784% per annum

Interest Computation & Payment

Interest on the Bonds shall be calculated on a 30/360-day count basis and shall be paid semi-annually in arrear commencing on 25 August 2025 and on 25 February and 25 August of each year thereafter, or the next Business Day if such date falls on a non-Business Day, for as long as the Bonds remain outstanding (each, an "Interest Payment Date").

Optional Redemption

Prior to the Maturity Date of the Bonds, the Issuer shall have a one-time option, but shall not be obligated, to redeem in whole, and not in part, the outstanding relevant series of the Bonds, in accordance with the following schedule:

Bonds	Optional Redemption Dates	Optional Redemption Price
Series Y Bonds	Fourth (4 th) and fifth (5 th) Interest Payment Dates	100.0%
Series Z Bonds	Sixth (6 th) and seventh (7 th) Interest Payment Dates	101.0%
	Eighth (8 th) and ninth (9 th) Interest Payment Dates	101.0%
	Tenth (10 th) and eleventh (11 th) Interest Payment Dates	100.0%
Series AA Bonds	Fourteenth (14 th) and fifteenth (15 th) Interest Payment Dates	101.0%
	Sixteenth (16 th) and seventeenth (17 th) Interest Payment Dates	101.0%
	Eighteenth (18 th) and nineteenth (19 th) Interest Payment Dates	100.0%

The Issuer shall give no less than thirty (30) nor more than sixty (60) calendar days' prior written notice of its intention to redeem such series of the Bonds on such Optional Redemption Date, which notice shall be irrevocable and binding upon the Issuer to effect such early redemption of the relevant series of the Bonds at the Interest Payment Date stated in such notice.

The amount payable to the Bondholders in respect of such redemption shall be calculated as the sum of: (i) the relevant Optional Redemption Price applied to the principal amount of the then outstanding series of the Bonds being redeemed; and (ii) all accrued interest on such series of the Bonds as of the relevant Optional Redemption Date.

Final Redemption	Unless otherwise earlier redeemed or previously purchased and cancelled by the Issuer, the Bonds will be redeemed at par or 100% of face value on the relevant Maturity Date.
Bond Rating	The Bonds are rated PRS Aaa with Stable Outlook by the Philippine Rating Services Corporation.
Trustee	Philippine National Bank – Trust Banking Group
Registrar & Paying Agent	Philippine Depository & Trust Corp.
Taxation of Bond Interest	<p>Interest income derived by Philippine citizens or resident foreign individuals from the Bonds is subject to income tax, which is withheld at source, at the rate of twenty percent (20%). Interest on the Bonds received by non-resident foreign individuals engaged in trade or business in the Philippines is subject to a twenty percent (20%) final withholding tax while that received by non-resident foreign individuals not engaged in trade or business is subject to a twenty-five percent (25%) final withholding tax. Interest income received by domestic corporations and resident foreign corporations is taxed at the rate of twenty percent (20%). Interest income received by non-resident foreign corporations is subject to a twenty-five percent (25%) final withholding tax. The tax withheld constitutes a final settlement of Philippine income tax liability with respect to such interest.</p> <p>Bondholders who are exempt from or are not subject to final withholding tax on interest income or are covered by a lower final withholding tax rate by virtue of a tax treaty may claim such exemption or lower rate, as the case may be, by submitting the necessary documents as required by the Bureau of Internal Revenue and the Issuer.</p>
Ranking	The Bonds shall constitute the direct, unconditional, unsecured, and unsubordinated obligations of the Issuer and will rank <i>pari passu</i> and ratably without any preference or priority among themselves and with all other present and future unsecured and unsubordinated obligations of the Issuer, other than obligations preferred by law.
Listing	The Bonds are intended to be listed on the Philippine Dealing & Exchange Corp., or such other securities exchange licensed as such by the SEC on which the trading of debt securities in significant volume occurs.
Governing Law	Philippine Law

RISK FACTORS

The following section discusses updates to the Risk Factors after the date of the Prospectus, and must be read in conjunction with the Prospectus. This section is qualified in its entirety by the more detailed information and financial statements and notes thereto appearing elsewhere in this Offer Supplement.

RISKS RELATING TO THE COMPANY

SM Prime faces risks from future public health epidemics or outbreaks of disease that could have an adverse effect on economic activity in the Philippines.

Please refer to page 21 of the Prospectus.

The Philippine property market is cyclical and can be affected by domestic and global economic conditions.

Please refer to page 22 of the Prospectus.

SM Prime may face challenges of title to land.

Please refer to pages 22 to 23 of the Prospectus.

SM Prime's rights and title to reclaimed land may be challenged.

Please refer to page 23 of the Prospectus.

SM Prime will continue to compete with other mall operators and commercial and residential developers.

Please refer to page 24 of the Prospectus.

SM Prime is exposed to risks associated with the operation of its mall and commercial businesses.

Please refer to page 25 of the Prospectus.

SM Prime faces numerous risks including reputational risk and operational risks relating to its residential and commercial businesses.

Please refer to pages 25 to 26 of the Prospectus.

SM Prime is exposed to general risks associated with the ownership and management of real estate.

Please refer to page 26 of the Prospectus.

SM Prime's reputation may be affected by the operations of some of its affiliates.

Please refer to pages 26 to 27 of the Prospectus.

SM Prime is effectively controlled by the Sy family and their interests may differ significantly from the interests of other shareholders.

The Sy family holds voting power over 15.44% of the outstanding share capital of SM Prime as of 30 September 2024. In addition, members of the Sy family currently hold three seats on the Board of Directors. As a result, the Sy family effectively controls SM Prime, including in relation to major policy decisions such as its overall strategic and investment decisions, dividend plans, capital raisings and other financings, mergers and disposals, amendments to its Articles of Incorporation and By-laws, election of members of its Board of Directors, appointment of its senior managers and other significant corporate actions.

The Sy family owns a variety of commercial interests aside from the controlling interest in SM Prime. Conflicts of interest may therefore arise between the Sy family, on the one hand, and SM Prime, on the other, in a number of areas, including:

- major business combinations involving SM Prime;
- plans to develop the businesses of SM Prime; and
- business opportunities that may be attractive to both the Sy family's other interests and to SM Prime.

There can be no assurance that the Sy family will not cause SM Prime to take actions which might differ from the interests of other shareholders of SM Prime.

SM Prime may enter into and expects to enter into material agreements and other arrangements with the Sy family and its affiliated companies and persons.

Please refer to page 27 of the Prospectus.

SM Prime's leasing operations depend on key tenants, which are affiliates of the SM Group.

Please refer to pages 27 to 28 of the Prospectus.

SM Prime depends on retaining the services of its senior management team and its ability to attract and retain talented personnel.

Please refer to page 28 of the Prospectus.

Malls and other commercial properties owned by SM Prime may be subject to an increase in operating and other expenses.

Please refer to page 28 of the Prospectus.

SM Prime faces risks relating to the management of its land bank.

Please refer to pages 28 to 29 of the Prospectus.

SM Prime operates in a highly regulated environment and it is affected by the development and application of regulations in the Philippines.

Please refer to pages 29 to 30 of the Prospectus.

Zoning restrictions and local opposition may delay or preclude construction.

Please refer to page 30 of the Prospectus.

Infringement of intellectual property rights could have a material adverse effect on SM Prime's business.

Please refer to pages 30 to 31 of the Prospectus.

Land and/or real property may be subject to compulsory acquisition.

Please refer to page 31 of the Prospectus.

Fluctuations in interest rates, changes in Government borrowing patterns and Government regulations could have a material adverse effect on SM Prime's and its customers' ability to obtain financing.

Please refer to page 31 of the Prospectus.

SM Prime faces risks inherent in joint venture structures and/or funds.

Please refer to page 32 of the Prospectus.

Construction defects and other building-related claims may be asserted against SM Prime, and SM Prime may be subject to liability for such claims.

Please refer to page 32 of the Prospectus.

SM Prime may suffer material losses in excess of insurance proceeds.

Please refer to pages 32 to 33 of the Prospectus.

SM Prime faces property development risk.

Please refer to page 33 of the Prospectus.

SM Prime will continue to face certain risks related to the cancellation of sales involving its residential projects.

Please refer to pages 33 to 34 of the Prospectus.

The loss of certain tax exemptions and incentives for residential home sales may increase the price of SM Prime's residential units and may lead to a reduction in sales.

Please refer to page 34 of the Prospectus.

A domestic asset price bubble could adversely affect the Company's business.

Please refer to pages 34 to 35 of the Prospectus.

RISKS RELATING TO THE PHILIPPINES

Substantially all of the Company's operations and assets are based in the Philippines; a slowdown in economic growth in the Philippines could materially adversely affect its businesses.

Please refer to page 35 of the Prospectus.

Any political instability in the future may have a negative effect on SM Prime's financial results.

The Philippines has from time to time experienced political and social and instability.

The Company may be affected by political and social developments in the Philippines and changes in the political leadership and/or government policies in the Philippines. Such political or regulatory changes may include (but are not limited to) the introduction of new laws and regulations that could impact the Company's business.

The elections held on 9 May 2022, resulting in the presidential election of Ferdinand R. Marcos Jr., as well as the upcoming mid-term elections in May 2025, may result to developments that may impact the Company's operations. There can be no assurance that the current administration will continue to implement the economic policies favored by the previous administration. Major deviations from the policies of the previous administration or fundamental change of direction, including with respect to Philippine foreign policy, may lead to an increase in political or social uncertainty and instability. Any potential instability could have an adverse effect on the Philippine economy, which may impact the Company's business, prospects, financial condition, and results of operations.

No assurance can be given that the future political environment in the Philippines will be stable or that current or future Governments will adopt economic policies conducive to sustaining economic growth. Political instability in the Philippines could negatively affect the general economic conditions in the Philippines which could have a material impact on the financial results of the Group. In addition, such adverse factors may affect the Philippine tourism industry, which is the focus of one element of the Group's growth strategy.

Historically, the Group has remained apolitical and cooperates with the country's duly constituted government. The Group supports and contributes to nation-building.

SM Prime's businesses may be disrupted by terrorist acts, crime, and natural disasters or fears of such occurrences in Metro Manila or other parts of the Philippines.

Please refer to pages 36 to 37 of the Prospectus.

Volatility in the value of the Peso against the U.S. dollar and other currencies could adversely affect SM Prime's businesses.

Please refer to page 37 of the Prospectus.

Tensions with China and other neighboring countries may adversely affect the Philippine economy and business environment.

Please refer to pages 37 to 38 of the Prospectus.

Corporate governance and disclosure standards in the Philippines may differ from those in more developed countries.

While a principal objective of the Philippine securities laws, SEC regulations and PSE disclosure rules is to promote full and fair disclosure of material corporate information, there may be less publicly available information about Philippine public companies, such as the Issuer, than is regularly made available by public companies in the United States and other countries. The Philippines securities market is generally subject to less strict regulatory oversight than securities markets in more developed countries. Improper trading activities could affect the value of securities and concerns about inadequate investor protection may limit participation by foreign investors in the Philippine securities market. Furthermore, although the Issuer complies with the requirements of the SEC and PSE with respect to corporate governance standards, these standards may differ from those applicable in other jurisdictions. For example, the Philippine Securities Regulation Code requires the Issuer to have at least two independent directors or such number of independent directors as is equal to twenty percent (20%) of the Board, whichever is the lower number. The Issuer currently has three independent directors. Many other jurisdictions require significantly more independent directors.

SM Prime has been receiving awards consistently for good corporate governance, the latest of which is the Five Golden Arrow Award, the highest corporate governance distinction in the Golden Arrow Recognition organized by the Institute of Corporate Directors, in partnership with the SEC, held in September 2024. Further, SM Prime bagged the Asia's Best CEO (Investor Relations – Jeffrey C. Lim), Asia's Best CFO (Investor Relations – John Nai Peng Ong), Best Investor Relations Professional (Alexander Pomento), Best Investor Relations Company in the Philippines and the Sustainable Asia Award at the 14th Asian Excellence Award of Corporate Governance Asia.

RISKS RELATING TO THE DEBT SECURITIES

The priority of debt evidenced by a public instrument.

Please refer to page 39 of the Prospectus.

An active trading market for the Debt Securities may not develop.

Please refer to pages 39 to 40 of the Prospectus.

The Issuer may be unable to redeem the Debt Securities.

Please refer to page 40 of the Prospectus.

Investors may be subject to reinvestment risk.

Please refer to page 40 of the Prospectus.

There can be no assurance that the rating of the Debt Securities will be retained over its life.

Please refer to page 40 of the Prospectus.

USE OF PROCEEDS

The Issuer estimates that the net proceeds from the issuance of the Bonds, without the Oversubscription Option, is approximately ₱19,771 million after deducting fees, commissions and expenses. Assuming the Oversubscription Option of up to ₱5,000 million is fully exercised, the Issuer expects total net proceeds of approximately ₱24,716 million after deducting fees, commissions and expenses.

Net proceeds from the Offer are estimated to be at least as follows:

For a ₱20.0 billion Issue Size		
Estimated proceeds from the sale of Bonds		₱20,000,000,000
Less: Estimated expenses		
Documentary Stamp Tax	150,000,000	
SEC Registration Expenses	6,312,530	
Underwriting and Selling Fees ¹	64,516,129	
Auditor's Fees	2,400,000	
Rating Fee	3,600,000	
Listing Application Fee	450,000	
Trustee Fees	250,000	
Paying Agency and Registry Fees	762,500	
Miscellaneous fees ²	800,000	229,091,159
Estimated net proceeds for ₱20.0 billion Issue		₱19,770,908,841
For the ₱5.0 billion Oversubscription Option		
Estimated proceeds from the sale of Bonds		₱5,000,000,000
Less: Estimated expenses		
Documentary Stamp Tax	37,500,000	
Selling Fees ¹	16,129,032	
Rating Fee	900,000	54,529,032
Estimated net proceeds for ₱5.0 billion Oversubscription Option		₱4,945,470,968
Total estimated net proceeds (inclusive of Oversubscription Option)		₱24,716,379,809

Aside from the foregoing one-time costs, SM Prime expects the following annual expenses related to the Bonds:

1. The Issuer will be charged the first year Annual Listing Maintenance Fee in advance upon the approval of the Listing;
2. The Issuer will pay a yearly retainer fee to the Trustee amounting to ₱200,000 per annum;
3. After the Issue Date, a Paying Agency fee amounting to ₱100,000 is payable every interest payment date; and
4. The Registrar will charge a quarterly maintenance fee for each series of the Bonds based on the face value of each series of the Bonds and the number of Bondholders.

¹ The Joint Issue Managers and Joint Lead Underwriters and Bookrunners shall receive an underwriting and selling fee of 0.30% on the total face value of the Bonds issued. This amount includes gross receipt taxes estimated at 7.00% of the gross value of the underwriting and selling fees.

² Miscellaneous fees pertain to allowances for marketing expenses such as advertising placements, if any.

The net proceeds of the Offer of ₱19,771 million, assuming an Issue Size of up to ₱20,000 million, shall be used primarily to fund debt refinancing as set out below:

<i>(Amount in millions)</i>	Amount
Debt Refinancing	
Series I Bonds due on 1 March 2025	₱10,000
Series K Bonds due on 25 March 2025	9,771

If the ₱5,000 million Oversubscription Option is fully exercised, the additional net proceeds of ₱4,945 million from the Oversubscription Option shall be used to fund debt refinancing and capital expenditures for the expansion of the Issuer's portfolio.

<i>(Amount in millions)</i>	Amount
Debt Refinancing	
Series K Bonds due on 25 March 2025	₱1,602

<i>(Amounts in millions)</i>	Amount and schedule of disbursement 2025	Remaining amount needed to complete the project	Target completion date	Percentage completion¹
SM Seaside City Arena	₱2,403	₱2,399	1 st half of 2026	49%
SM City Sta. Rosa Yulo	941	₱1,296	1 st half of 2026	25%
Total	₱3,344	₱3,695		

Note 1: Percentage completion as of the date of this Offer Supplement.

In case less than all of the Bonds to be offered will be sold, the order of priority of the use of proceeds shall be as follows:

1. refinancing of debt; and
2. construction of new malls.

Any shortfall in the net proceeds for the intended uses described above shall be funded by the Issuer from internal sources such as cash flows generated from operations and/or availments from credit facilities provided to the Issuer by various financial institutions.

Any excess in the net proceeds for the intended uses described above shall be used to fund the Issuer's acquisition of land bank and other opportunistic acquisitions not covered by the estimated proceeds of the Offer.

Debt refinancing

Debt	Amount of the original debt	Outstanding amount to be refinanced	Interest rate	Maturity date
	<i>(Amounts in millions)</i>			
Series I Bonds due 2025	₱10,000	₱10,000	6.0804% per annum	1 March 2025
Series K Bonds due 2025	₱11,373	₱11,373	4.8643% per annum	25 March 2025

The proceeds from the Series I Bonds were used to finance capital expenditures for the expansion of the Issuer's commercial and residential operations. A copy of the offer supplement with further details on the use of proceeds of the Series I Bonds can be accessed through the following link: https://www.smpprime.com/wp-content/uploads/2021/07/SMPH-T3_Offer-Supplement_Final.pdf

The proceeds from the Series K Bonds were used to finance capital expenditures for the expansion of the Issuer's mall operations. A copy of the prospectus with further details on the use of proceeds of the Series

K Bonds can be accessed through the following link: https://www.smprime.com/wp-content/uploads/2021/11/SMPH-Debt-Securities-Program-OC-as-of-27-February-2020-clean_0.pdf

Expansion of Property Portfolio

SM Seaside Cebu Arena is set to open in the first half of 2026 with approximately 66,000 square meters of gross floor area. Boasting of a 16,000-seat capacity which will be the largest venue in the province, the Arena is envisioned to be the next generation of SM Arenas, in anticipation of another feat, following the achievement attained by MOA Arena in Metro Manila.

SM City Sta. Rosa Yulo is set to open in the first half of 2026 with approximately 190,000 square meters of gross floor area. The anchor tenants will be SM Store and SM Supermarket.

Pending the above uses, the Issuer intends to invest the net proceeds from the Offer in short-term and medium-term liquid investments including, but not limited to, short-term government securities, bank deposits, and money market placements which are expected to earn prevailing market rates.

The net proceeds from the Offer will not be used to reimburse any officer, director, employee, or shareholder for services rendered, assets previously transferred, money loaned or advanced, or otherwise.

The Issuer undertakes that it will not use the net proceeds from the Offer for any purpose, other than as discussed above. However, the Issuer's plans may change, based on factors including changing macroeconomic and market conditions, or new information regarding the cost or feasibility of these plans. The Issuer's cost estimates may also change as these plans are developed further, and actual costs may be different from budgeted costs. For these reasons, timing and actual use of the net proceeds may vary from the foregoing discussion and the Issuer's management may find it necessary or advisable to reallocate the net proceeds within the categories described above, or to alter its plans, including modifying the projects described in the foregoing and/or pursuing different projects. In the event of any substantial deviation/adjustment in the planned uses of proceeds as approved by the Issuer's Board of Directors, the Issuer shall make the necessary disclosures, as may be required under applicable laws and regulations and shall inform: (i) the SEC and the stockholders within thirty (30) days prior to its utilization; and (ii) the Bondholders, in accordance with the terms of the Trust Indenture Agreement.

DETERMINATION OF THE OFFER PRICE

The Bonds shall be issued at par or one hundred percent (100%) of principal amount or face value.

The interest rate of the Series Y Bonds shall be based on the sum of (a) the simple average of the three (3)-year PHP BVAL Reference Rate as published on the website of the Philippine Dealing System ("PDS") Group or, if unavailable, the PDEX page of Bloomberg (or such successor website or page of the publication agent or electronic service provider) at approximately 5:00 p.m., for the three (3) consecutive Business Days immediately preceding and inclusive of the Interest Rate Setting Date and (b) the applicable final spread, determined via a bookbuilding process.

The interest rate of the Series Z Bonds shall be based on the sum of (a) the simple average of the interpolated six (6)-year PHP BVAL Reference Rate based on the five (5)-year and seven (7)-year PHP BVAL Reference Rates as published on the website of the PDS Group or, if unavailable, the PDEX page of Bloomberg (or such successor website or page of the publication agent or electronic service provider) at approximately 5:00 p.m., for the three (3) consecutive Business Days immediately preceding and inclusive of the Interest Rate Setting Date and (b) the applicable final spread, determined via a bookbuilding process.

The interest rate of the Series AA Bonds shall be based on the sum of (a) the simple average of the ten (10)-year PHP BVAL Reference Rate as published on the website of the PDS Group or, if unavailable, the PDEX page of Bloomberg (or such successor website or page of the publication agent or electronic service provider) at approximately 5:00 p.m., for the three (3) consecutive Business Days immediately preceding and inclusive of the Interest Rate Setting Date and (b) the applicable final spread, determined via a bookbuilding process.

PLAN OF DISTRIBUTION

SM Prime plans to issue the Bonds to institutional and retail investors in the Philippines through a public offering to be conducted through the Joint Lead Underwriters and Bookrunners. The Offer does not include an international offering. The Bonds will be issued as the second tranche of the Debt Securities Program with an aggregate principal amount of ₱20,000,000,000 and an Oversubscription Option of up to ₱5,000,000,000.

BDO Capital & Investment Corporation and China Bank Capital Corporation have been appointed as the Joint Issue Managers for the Offer and as such, manage and coordinate the various workstreams to ensure the successful execution of the Offer.

The Joint Issue Managers together with BPI Capital Corporation, First Metro Investment Corporation, Land Bank of the Philippines, PNB Capital and Investment Corporation, and Security Bank Capital Investment Corporation pursuant to an Issue Management and Underwriting Agreement with the Issuer executed on 7 February 2025 (the "Issue Management and Underwriting Agreement"), have agreed to act as the Joint Lead Underwriters and Bookrunners for the Offer and as such, distribute and sell the Bonds at the Offer Price, and have also committed to underwrite ₱20,000,000,000 on a firm basis, in either case subject to the satisfaction of certain conditions and in consideration for certain fees and expenses.

Each of the Joint Lead Underwriters and Bookrunners has committed to underwrite the Offer on a firm basis up to the amount indicated below:

Joint Lead Underwriters and Bookrunners	Amount
BDO Capital	₱3,750,000,000
Chinabank Capital	₱3,750,000,000
BPI Capital	₱2,500,000,000
First Metro	₱2,500,000,000
LANDBANK	₱2,500,000,000
PNB Capital	₱2,500,000,000
Security Bank Capital	₱2,500,000,000
Total	₱20,000,000,000

There is no allocation of the Oversubscription Option among the Joint Lead Underwriters and Bookrunners. The Issuer and the Joint Lead Underwriters and Bookrunners have the right but not the obligation to exercise such Oversubscription Option.

There is no arrangement for the Joint Lead Underwriters and Bookrunners to return to the Issuer any unsold Bonds. The Issue Management and Underwriting Agreement may be terminated in certain circumstances prior to payment of the net proceeds of the Offer being made to the Issuer. There is no arrangement as well giving the Joint Lead Underwriters and Bookrunners the right to designate or nominate any member to the Board of Directors of the Issuer.

The Issuer will pay the Joint Issue Managers, Joint Lead Underwriters and Bookrunners an underwriting and selling fee of 0.30% on the final aggregate nominal principal amount of the Bonds issued, which is exclusive of applicable gross receipt taxes and inclusive of the fee to be ceded to any participating underwriters and selling agents. No fees will be given to broker-dealers selling the Bonds.

The Joint Lead Underwriters and Bookrunners are duly licensed by the SEC to engage in underwriting and distribution of securities to the public. The Joint Lead Underwriters and Bookrunners may, from time to

time, engage in transactions with and perform services in the ordinary course of business with the Issuer, its parent company, SMIC, or other members of the SM Group.

BDO Capital & Investment Corporation is the wholly-owned investment banking subsidiary of BDO Unibank, Inc., which, in turn, is an associate of the SM Group. BDO Capital & Investment Corporation is a full-service investment house primarily involved in securities underwriting and trading, loan syndication, financial advisory, private placement of debt and equity, project finance, and direct equity investment. Incorporated in December 1998, BDO Capital & Investment Corporation commenced operations in March 1999. As of 31 December 2023, it has total assets of ₱4.62 billion and a capital base of ₱4.45 billion.

China Bank Capital Corporation is the wholly owned investment banking subsidiary of China Banking Corporation. It was registered and licensed as an investment house on 27 November 2015, with SEC Company Registration No. CS201522558 and SEC Investment House License No. CR 01-2015-00279 (renewed on 18 November 2022), as a result of the spin-off of China Banking Corporation's Investment Banking Group. The firm offers a full suite of investment banking solutions that enable clients to achieve their fundraising objectives and strategic goals. The firm's services include arranging, managing, and underwriting debt and equity transactions, such as bond offerings, corporate notes issuances, initial public offerings and follow-on offerings of common and preferred shares, private placement of securities, structured loans, project finance, real estate investment trusts, and asset securitizations. Chinabank Capital also provides financial advisory services, such as deal structuring, valuation, and execution of mergers, acquisitions, divestitures, joint ventures, and other corporate transactions. As of 31 December 2023, it has total assets of ₱3.62 billion and a capital base of ₱3.54 billion.

BDO Capital and Chinabank Capital are organizationally and operationally distinct groups within SM Investments Corporation, which is the direct parent company of the Issuer. BDO Capital and Chinabank Capital are separate and independent from each other and the Issuer.

BPI Capital Corporation offers investment banking services in the areas of financial advisory, mergers and acquisitions, debt and equity underwriting, private placements, project finance and loan syndication. Founded in December 1994, BPI Capital is duly licensed by the Philippine SEC to engage in the underwriting and distribution of securities. As of 31 December 2023, BPI Capital had total assets of ₱3.83 billion, total liabilities of ₱0.22 billion and total equity of ₱3.61 billion. The firm operates as a wholly owned subsidiary of the Bank of the Philippine Islands.

First Metro Investment Corporation is a leading investment bank in the Philippines with sixty-one (61) years of service in the development of the country's capital markets. It is a subsidiary of Metropolitan Bank & Trust Company ("Metrobank") with a 99.3% ownership and is the investment banking arm of the Metrobank Group, one of the largest financial conglomerates in the country. First Metro is licensed by the SEC to engage in underwriting and distribution of securities to the public. First Metro and its subsidiaries offer a wide range of services, from debt and equity underwriting to loan syndication, project finance, financial advisory, equity brokering, online trading, and research. First Metro has established itself as a leading bond house with key strengths in origination, structuring, and execution. As of 30 September 2024, its total assets stood at ₱22.31 billion with a capital base amounting to ₱15.84 billion.

Land Bank of the Philippines is a government financial institution organized and existing pursuant to Republic Act No. 3844, otherwise known as the Agricultural Land Reform Code, as amended. Established in 1963, LANDBANK operates as a universal bank, providing a wide range of financial services to support the growth of the agriculture sector, rural communities, and other priority sectors of the economy such as infrastructure and utilities; power; micro, small and medium enterprises; healthcare and education; and environment and natural resources management, among others. Present in all 82 provinces in the country, LANDBANK is the largest development financial institution in the Philippines that promotes financial inclusion, digital transformation, and sustainable national development. LANDBANK is licensed by the SEC as an Investment House Engaged in Dealing Government Securities under Certificate of Registration (C.R.)

No.: 01-2008-00243. As of 30 September 2024, total assets of LANDBANK amounted to ₱3.41 trillion, with a capital of ₱271.43 billion.

PNB Capital and Investment Corporation is a wholly-owned subsidiary of the Philippine National Bank, and offers a spectrum of investment banking services, including loan syndications and project finance, bond offerings, private placements, public offering of shares, securitization, financial advisory and mergers and acquisitions. It was incorporated on 30 July 1997 and commenced operations on 8 October 1997. PNB Capital is licensed by the SEC to operate as an investment house with a non-quasi-banking license. As of 31 December 2023, it had an authorized capital of ₱2.00 billion and paid-up capital of ₱1.50 billion. PNB Capital is authorized to buy and sell, for its own account, securities issued by private corporations and the Philippine Government. As of 31 December 2023, total assets of PNB Capital were at ₱2.15 billion while total capital was at ₱1.94 billion.

Security Bank Capital Investment Corporation (formerly, SB Capital Investment Corporation) is a Philippine corporation organized in October 1995 as a wholly-owned subsidiary of Security Bank Corporation. It obtained its license to operate as an investment house in 1996 and is licensed by the SEC to engage in underwriting and distribution of securities to the public. Security Bank Capital provides a wide range of investment banking services including underwriting of debt and equity securities, project finance, loan syndications, mergers and acquisitions and other corporate/financial advisory services. Security Bank Capital is also involved in equity trading through its wholly-owned stock brokerage subsidiary, SB Equities, Inc. Its senior executives have extensive experience in the capital markets and were involved in a lead role in a substantial number of major debt and equity issues. As of 31 December 2023, it has total assets of ₱1.93 billion and a capital base of ₱1.88 billion.

SALE AND DISTRIBUTION

The distribution and sale of the Bonds shall be undertaken by the Joint Lead Underwriters and Bookrunners who shall sell and distribute the Bonds to third-party buyers/investors. Nothing herein shall limit the rights of the Joint Lead Underwriters and Bookrunners from purchasing the Bonds for their own respective accounts.

There are no persons to whom the Bonds are allocated or designated. The Bonds shall be offered to the public at large and without preference. No finders are involved in the distribution of the Bonds.

The obligations of each of the Joint Lead Underwriters and Bookrunners will be several, and not solidary, and nothing in the Issue Management and Underwriting Agreement shall be deemed to create a partnership or joint venture between and among any of the Joint Lead Underwriters and Bookrunners. Unless otherwise expressly provided in the Issue Management and Underwriting Agreement, the failure by a Joint Lead Underwriter and Bookrunner to carry out its obligations thereunder shall neither relieve the other Joint Lead Underwriters and Bookrunners of their obligations under the same Issue Management and Underwriting Agreement, nor shall any Joint Lead Underwriter and Bookrunner be responsible for the obligation of another Joint Lead Underwriter and Bookrunner.

OFFER PERIOD

The Offer Period for the Bonds shall commence at 9:00 a.m. of 12 February 2025, and end at 5:00 p.m. of 18 February 2025.

APPLICATION TO PURCHASE

Applicants may purchase the Bonds during the Offer Period by submitting to the Joint Lead Underwriters and Bookrunners properly completed Applications to Purchase, whether originally signed or electronically submitted through e-SIP, together with all applicable supporting documentation in the prescribed form and

submitted in the prescribed manner, with full payment of the purchase price of the Bonds in the manner provided therein.

Corporate and institutional applicants must also submit, in addition to the foregoing, a copy of their SEC Certificate of Registration of Articles of Incorporation and By-Laws, Articles of Incorporation, By-Laws, and the appropriate authorization by their respective boards of directors and/or committees or bodies authorizing the purchase of the Bonds and designating the authorized signatory(ies) thereof.

Individual applicants must also submit, in addition to accomplished Applications to Purchase and its required attachments, a photocopy of any one of the following valid identification cards (ID), subject to verification with the original ID: passport, driver's license, postal ID, company ID, SSS/GSIS ID and/or Senior Citizen's ID.

A corporate and institutional investor who is exempt from withholding tax, or is subject to a preferential withholding tax rate shall be required to submit the following requirements to the Registrar, subject to acceptance by the Issuer as being sufficient in form and substance:

- (i) a current and valid BIR-certified true copy of the tax exemption certificate, ruling or opinion addressed to the relevant applicant or Bondholder, confirming its exemption or preferential rate as required under BIR Revenue Memorandum Circular No. 8-2014 including any clarification, supplement or amendment thereto, and certified by the Corporate Secretary of the Bondholder that: (a) the original is in the possession of the Corporate Secretary as the duly authorized custodian of the same; and (b) the Corporate Secretary has personal knowledge based on his official functions of any amendment, revocation, expiration, change or any circumstance affecting the said certification's validity. Should the submitted tax exemption certificate, ruling or opinion expire during the Offer Period, the Bondholder must submit an updated/revalidated tax exemption certificate;
- (ii) with respect to tax treaty relief, (a) prior to the payment of the initial interest due, (i) three (3) originals of the duly executed and apostilled/consularized BIR Form 0901-I (Interest Income) or Application Form for Treaty Purposes filed by the Bondholder or, if the Bondholder is a fiscally transparent entity, each of the Bondholder's owners or beneficiaries with the proof of receipt by the concerned office of the BIR, as required under BIR Revenue Memorandum Order No. 14-2021, (ii) one (1) original of the apostilled/consularized Tax Residency Certificate duly issued by the respective foreign tax authority of the country of residence of the Bondholder or, if the Bondholder is a fiscally transparent entity, the country of residence of each of the Bondholder's owners or beneficiaries, in the form acceptable for recognition under Philippine law, (iii) the relevant provision of the tax treaty providing for the claimed tax exemption or preferential tax rate, in a form acceptable to the Issuer, and (iv) three (3) originals of the duly notarized, consularized or apostilled (as the case may be), if executed outside of the Philippines, Special Power of Attorney executed by the Bondholder or the Bondholder's owners or beneficiaries, as may be applicable, in favor of the authorized representative (if the Application Form for Treaty Purposes and other documents are accomplished by an authorized representative) and confirmation acceptable to the Issuer that the Bondholder or the Bondholder's owners or beneficiaries is/are not doing business in the Philippines to support the applicability of a tax treaty relief; (b) prior to the payment of subsequent interests due, (i) three (3) originals of the duly executed and apostilled/consularized new or updated BIR Form 0901-I (Interest Income) or Application Form for Treaty Purposes, as the Issuer deems applicable, and (ii) one (1) original of the apostilled/consularized Tax Residency Certificate duly issued by the respective foreign tax authority of the country of residence of the Bondholder or, if the Bondholder is a fiscally transparent entity, the country of residence of each of the Bondholder's owners or beneficiaries, in the form acceptable for recognition under

Philippine law, if the validity period of the previously issued tax residency certificate has already lapsed; and (c) other additional documents as may be required by the Issuer or pursuant to applicable tax regulations, which shall be submitted by the Bondholder/Registrar to the Issuer no later than the 1st day of the month when such initial or subsequent interest payment/s shall fall due and, if applicable, including any clarification, supplement or amendment thereto;

- (iii) a duly notarized undertaking executed by (1) the Corporate Secretary or any authorized representative of such applicant or Bondholder, who has personal knowledge of the exemption based on his official functions, if the applicant purchases, or the Bondholder holds, the Bonds for its account, or (2) the Trust Officer, if the applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchase the Bonds pursuant to its management of tax-exempt entities (i.e. Employee Retirement Fund, etc.), declaring and warranting such entities' tax-exempt status or preferential rate entitlement, undertaking to immediately notify the Issuer, the Registrar, and the Paying Agent of any suspension or revocation of the tax exemption certificate, ruling or opinion issued by the BIR, executed using the prescribed form, with a declaration and warranty of its tax-exempt status or entitlement to a preferential tax rate, and agreeing to indemnify and hold the Issuer, the Registrar, the Paying Agent, the Joint Lead Underwriters and Bookrunners, and the selling agents, if any, free and harmless against any claims, actions, suits, and liabilities resulting from the non-withholding or reduced withholding of the required tax; and
- (iv) such other documentary requirements as may be reasonably required by the Issuer, the Registrar, or the Paying Agent, or as may be required under the applicable regulations of the relevant taxing or other authorities, e.g. BIR Revenue Memorandum Order No. 14-2021, which for purposes of claiming tax treaty withholding rate benefits, shall include, among others, evidence of the applicability of a tax treaty and consularized or apostilled (as the case may be) proof of the Bondholder's legal domicile in the relevant treaty state, and confirmation acceptable to the Issuer that the Bondholder is not doing business in the Philippines; provided, that the Issuer shall have the exclusive discretion to decide whether the documents submitted are sufficient for purposes of applying the exemption or the reduced rate being claimed by the Bondholder on the interest payments to such Bondholder; provided further, that all sums payable by the Issuer to tax-exempt entities shall be paid in full without deductions for taxes, duties, assessments, or government charges subject to the submission by the Bondholder claiming the benefit of any exemption of the required documents and of additional reasonable evidence of such tax-exempt status to the Registrar.

Completed Applications to Purchase and corresponding payments must reach the Joint Lead Underwriters and Bookrunners prior to the end of the Offer Period, or such earlier date as may be specified by the Joint Lead Underwriters and Bookrunners. Acceptance by the Joint Lead Underwriters and Bookrunners of the completed Application to Purchase shall be subject to the availability of the Bonds and the acceptance by the Issuer. In the event that any check payment is returned by the drawee bank for any reason whatsoever or the nominated bank account to be debited is invalid, the Application to Purchase shall be automatically canceled and any prior acceptance of the Application to Purchase shall be deemed revoked.

MINIMUM PURCHASE

A minimum purchase of Twenty Thousand Pesos (₱20,000) for each series of the Bonds shall be considered for acceptance. Purchases for each series of the Bonds in excess of the minimum shall be in multiples of Ten Thousand Pesos (₱10,000) for each series.

ALLOTMENT OF THE BONDS

If the Bonds are insufficient to satisfy all Applications to Purchase, the available Bonds shall be allotted in accordance with the chronological order of submission of properly completed and appropriately accomplished Applications to Purchase on a first-come, first-served basis, without prejudice and subject to the Issuer's exercise of its right of rejection.

ACCEPTANCE OF APPLICATIONS

The Issuer and the Joint Lead Underwriters and Bookrunners reserve the right to accept or reject applications to purchase the Bonds, and in case of oversubscription, allocate the Bonds available to the applicants in a manner they deem appropriate.

REFUNDS

If any application is rejected or accepted in part only, the application money or the appropriate portion thereof shall be returned without interest to such applicant through the relevant Joint Lead Underwriter and Bookrunner with whom such application to purchase the Bonds was made.

PAYMENTS

The Paying Agent shall open and maintain a Payment Account, which shall be operated solely and exclusively by the said Paying Agent in accordance with the Registry and Paying Agency Agreement, provided that beneficial ownership of the Payment Account shall always remain with the Bondholders. The Payment Account shall be used exclusively for the payment of the relevant interest and principal on each Payment Date.

The Paying Agent shall maintain the Payment Account for six (6) months from Maturity Date or the date of early redemption. Upon closure of the Payment Account, any balance remaining in such Payment Account shall be returned to the Issuer and shall be held by the Issuer in trust and for the irrevocable benefit of the Bondholders with unclaimed interest and principal payments.

PURCHASE AND CANCELLATION

The Issuer may purchase the Bonds at any time in the open market or by tender or by contract at market price, in accordance with PDEX Rules, without any obligation to make pro-rata purchases from all Bondholders. Bonds so purchased shall be redeemed and cancelled and may not be re-issued.

Upon listing of the Bonds on PDEX, the Issuer shall disclose any such transactions in accordance with the applicable PDEX disclosure rules.

SECONDARY MARKET

The Issuer intends to list the Bonds on PDEX. The Issuer may purchase the Bonds at any time without any obligation to make pro-rata purchases of Bonds from all Bondholders.

REGISTRY OF BONDHOLDERS

The Bonds shall be issued in scripless form. A Master Certificate of Indebtedness representing the Bonds sold in the Offer shall be issued to and registered in the name of the Trustee, on behalf of the Bondholders.

Legal title to the Bonds shall be shown in the Register of Bondholders to be maintained by the Registrar. Initial placement of the Bonds and subsequent transfers of interests in the Bonds shall be subject to

applicable prevailing Philippine selling restrictions. The names and addresses of the Bondholders and the particulars of the Bonds held by them and of all transfers of Bonds shall be entered into the Register of Bondholders. Transfers of ownership shall be effected through book-entry transfers in the scripless Register of Bondholders.

DESCRIPTION OF THE BONDS

The following does not purport to be a complete listing of all the rights, obligations, or privileges of the Bonds. Some rights, obligations, or privileges may be further limited or restricted by other documents. Prospective investors are enjoined to carefully review the Articles of Incorporation, By-Laws, and resolutions of the Board of Directors and Shareholders of the Issuer, the information contained in the Prospectus, this Offer Supplement, the Bond Agreements, and other agreements relevant to the Offer.

A registration statement filed by the Issuer covering the Debt Securities Program was rendered effective by the SEC under its MSRD Order No. 46, Series of 2024, on 6 June 2024. The first Tranche consisting of Series V Bonds, Series W Bonds, and Series X Bonds with an aggregate principal amount of ₱25,000,000,000 was issued on 24 June 2024 under the Prospectus dated 4 June 2024.

The Bonds covered by this Offer Supplement and described in this Offer Supplement are offered by the Issuer as the second Tranche of Fixed Rate Bonds under its ₱100,000,000,000 Debt Securities Program.

The Bonds shall be issued on the Issue Date. The Series Y Bonds, Series Z Bonds, and Series AA Bonds shall have a term of three (3) years, six (6) years, and ten (10) years, respectively, from the Issue Date.

The Bonds shall be constituted by a Trust Indenture Agreement to be executed on or about 7 February 2025 (the "Trust Indenture Agreement") entered into between the Issuer and Philippine National Bank – Trust Banking Group as the trustee (the "Trustee"), which term shall, wherever the context permits, include all other persons or companies for the time being acting as trustee or trustees under the Trust Indenture Agreement. The description of the terms and conditions of the Bonds set out below includes summaries of, and is subject to, the detailed provisions of the Trust Indenture Agreement. The Trustee has no interest in or relation to the Issuer which may conflict with its role as Trustee for the Bonds. Philippine National Bank – Trust Banking Group, the Trustee, and PNB Capital and Investment Corporation, are related parties. PNB Capital and Investment Corporation is a wholly-owned subsidiary of Philippine National Bank while Philippine National Bank – Trust Banking Group is a unit within Philippine National Bank.

A registry and paying agency agreement shall be executed on or about 7 February 2025 (the "Registry and Paying Agency Agreement") in relation to the Bonds between the Issuer and Philippine Depository & Trust Corp. as registrar (the "Registrar") and as paying agent (the "Paying Agent"). The Registrar and Paying Agent has no interest in or relation to the Issuer which may conflict with its role as Registrar for the Offer.

Copies of the Trust Indenture Agreement and the Registry and Paying Agency Agreement are available for inspection during normal business hours at the specified offices of the Trustee. The holders of the Bonds (the "Bondholders") are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Indenture Agreement and are deemed to have notice of those provisions of the Registry and Paying Agency Agreement applicable to them.

FORM, DENOMINATION AND TITLE

Form and Denomination

The Bonds shall be issued in scripless form and shall be offered and sold through a general public offering in the Philippines. The Bonds shall be issued in minimum denominations of Twenty Thousand Pesos (₱20,000) each, and in multiples of Ten Thousand Pesos (₱10,000) thereafter, and shall be traded in denominations of Ten Thousand Pesos (₱10,000) in the secondary market.

Title

Legal title to the Bonds shall be shown in the Register of Bondholders maintained by the Registrar. A notice confirming the principal amount of the Bonds purchased by each applicant in the Offer shall be issued by the Registrar to all Bondholders following the Issue Date. Upon any assignment, title to the Bonds shall pass by recording of the transfer from the transferor to the transferee in the electronic Register of Bondholders maintained by the Registrar. Settlement in respect of such transfer or change of title to the Bonds, including the settlement of any cost arising from such transfers, including, but not limited to, documentary stamp taxes, if any, arising from subsequent transfers, shall be for the account of the relevant Bondholder. If e-SIP is used for the Offer, the operational guidelines, and procedures for the use of e-SIP shall govern.

BOND RATING

The Bonds have been rated PRS Aaa with Stable Outlook by PhilRatings. Obligations rated PRS Aaa are of the highest quality with minimal credit risk. The obligor's capacity to meet its financial commitment on the obligation is extremely strong. PRS Aaa is the highest rating assigned by PhilRatings. A Stable Outlook, on the other hand, indicates that the rating is likely to be maintained or to remain unchanged in the next twelve (12) months.

The rating was arrived at after considering the following factors: the Issuer's sustained recovery in profitability, strong liquidity, sound capitalization, well-experienced shareholders and seasoned management, and solid brand equity.

The rating is subject to regular annual reviews, or more frequently as market developments may dictate, for as long as the Bonds are outstanding. After the Issue Date, the Trustee shall monitor the compliance of the Bonds with the regular annual reviews.

A rating is not a recommendation to buy, sell, or hold securities and may be subject to revision, suspension, or withdrawal at any time by the assigning rating organization.

TRANSFER OF THE BONDS

Register of Bondholders

The Issuer shall cause the Register of Bondholders to be kept by the Registrar, in electronic form. The names and addresses of the Bondholders and the particulars of the Bonds held by them and of all transfers of Bonds shall be entered into the Register of Bondholders. As required by Circular No. 428-04 issued by the BSP, the Registrar shall send each Bondholder a written statement of registry holdings at least quarterly (at the cost of the Issuer), and a written advice confirming every receipt or transfer of the Bonds that is effected in the Registrar's system. Such statement of registry holdings shall serve as the confirmation of ownership of the relevant Bondholder as of the date thereof. Any requests of Bondholders for certifications, reports or other documents from the Registrar, except as provided herein, shall be for the account of the requesting Bondholder. No transfer of the Bonds may be made during the period commencing on a Record Date as defined in this section on "Interest Payment Dates".

Transfers; Tax Status

The Registrar shall ultimately and conclusively determine all matters regarding the evidence necessary to effect any such transfers. Settlement in respect of such transfers or change of title to the Bonds, including the settlement of any documentary stamp taxes, if any, arising from subsequent transfers, shall be settled

directly between the transferee and/or the transferor Bondholders.

Transfers across tax categories shall not be allowed except on Interest Payment Dates that fall on a Business Day. Restricted transfers include, but are not limited to, transfers on a non-Interest Payment Date (1) between taxable and non-taxable entities, (2) between taxable entities of different tax categories (where tax-withheld entities with different final withholding tax rates (e.g. 20%, 25%) are considered as belonging to different tax categories), or (3) between parties who claim the benefit of a tax treaty; provided, however, that transfers from a tax-exempt category to a taxable tax category on a non-Interest Payment Date shall be allowed using the applicable tax-withheld series name to ensure that the computation is based on the final withholding tax rate of the taxable party to the trade. For such transactions, the tax-exempt entity shall be treated as belonging to the same tax category as its taxable counterpart for the interest period within which such transfer occurred.

A Bondholder claiming tax-exempt status is required to submit a written notification of the sale or purchase to the Trustee and the Registrar, including the tax status of the transferor or transferee, as appropriate, together with the supporting documents specified under the Registry and Paying Agency Agreement upon submission of the account opening documents to the Registrar. Transfers taking place in the Register of Bondholders after the Bonds are listed on PDEX shall be allowed between tax-exempt and non tax-exempt entities without restriction and observing the tax exemption of tax-exempt entities, if and/or when so allowed under and in accordance with the relevant rules, conventions and guidelines of PDEX and PDTC.

Secondary Trading of the Bonds

The Issuer intends to list the Bonds on PDEX for secondary market trading. The Bonds will be traded in a minimum board lot size of Ten Thousand Pesos (₱10,000) as a minimum, and in multiples of Ten Thousand Pesos (₱10,000) in excess thereof for so long as any of the Bonds are listed on PDEX. Secondary market trading in PDEX shall follow the applicable PDEX rules and conventions and guidelines, including rules, conventions and guidelines governing trading and settlement between Bondholders of different tax status, and shall be subject to the relevant fees of PDEX and PDTC.

RANKING

The Bonds shall constitute the direct, unconditional, unsubordinated, and unsecured obligations of the Issuer ranking at least *pari passu* and ratably without any preference or priority among themselves and with all its other present and future direct, unconditional, unsubordinated, and unsecured obligations (other than subordinated obligations and those preferred by mandatory provisions of law).

INTEREST

Interest Payment Dates

The Bonds shall bear interest on its principal amount from and including the Issue Date at the rate of 6.0282% p.a. for the Series Y Bonds, 6.2113% p.a. for the Series Z Bonds, and 6.4784% p.a. for the Series AA Bonds, payable semi-annually in arrear starting on 25 August 2025 for the first Interest Payment Date, and on 25 February and 25 August of each year for each subsequent Interest Payment Date at which the Bonds are outstanding, or the subsequent Business Day, without adjustment for accrued interest, if such Interest Payment Date is not a Business Day. If the Issue Date is set at a date other than 25 February 2025, then the Interest Payment Dates will be automatically adjusted to the numerically corresponding dates at every six (6) months following the actual Issue Date.

The cut-off date in determining the existing Bondholders entitled to receive interest or principal amount

due shall be two (2) Business Days prior to the relevant Interest Payment Dates (the "Record Date"), which shall be the reckoning date in determining the Bondholders entitled to receive interest, principal or any other amount due under the Bonds. No transfers of the Bonds may be made during this period intervening between and commencing on the Record Date and the relevant Interest Payment Dates.

Interest Accrual

The Bonds shall cease to bear interest from and including the relevant Maturity Date, as defined in the discussion on "Final Redemption" below, unless, upon due presentation, payment of the principal in respect of the Bonds then outstanding is not made, is improperly withheld or refused, in which case the Penalty Interest (see "Penalty Interest" below) shall apply.

Determination of Interest Amount

The interest shall be calculated on the basis of a 360-day year consisting of twelve (12) months of thirty (30) days each and, in the case of an incomplete month, the number of days elapsed on the basis of a month of thirty (30) days.

REDEMPTION AND PURCHASE

Final Redemption

Unless otherwise earlier redeemed or previously purchased and cancelled by the Issuer, the Bonds shall be redeemed at par or one hundred percent (100%) of face value on each series' relevant Maturity Date. However, if the Maturity Date is not a Business Day, payment of all amounts due on such date will be made by the Issuer through the Paying Agent, without adjustment for accrued interest, on the succeeding Business Day.

Redemption for Taxation Reasons

If payments under the Bonds become subject to additional or increased taxes other than the taxes and rates of such taxes prevailing on the Issue Date as a result of certain changes in law, rule or regulation, or in the interpretation thereof, and such additional or increased rate of such tax cannot be avoided by use of reasonable measures available to the Issuer, the Issuer may redeem the Bonds in whole, but not in part, on any Interest Payment Date (having given not more than sixty (60) nor less than thirty (30) days' notice) at par plus accrued interest.

Optional Redemption

Prior to the Maturity Date of the Bonds, the Issuer shall have a one-time option, but shall not be obligated, to redeem in whole, and not a part only, the outstanding series of the Bonds, in accordance with the schedule set forth below.

Bonds	Optional Redemption Dates	Optional Redemption Price
Series Y Bonds	Fourth (4 th) and fifth (5 th) Interest Payment Dates	100.0%
	Sixth (6 th) and seventh (7 th) Interest Payment Dates	101.0%
Series Z Bonds	Eighth (8 th) and ninth (9 th) Interest Payment Dates	101.0%
	Tenth (10 th) and eleventh (11 th) Interest Payment Dates	100.0%
Series AA Bonds	Fourteenth (14 th) and fifteenth (15 th) Interest Payment Dates	101.0%
	Sixteenth (16 th) and seventeenth (17 th) Interest Payment Dates	101.0%
	Eighteenth (18 th) and nineteenth (19 th) Interest Payment Dates	100.0%

The Issuer shall give no less than thirty (30) nor more than sixty (60) calendar days' prior written notice of its intention to redeem the Bonds, which notice shall be irrevocable and binding upon the Issuer to effect such early redemption of the relevant series of the Bonds at the Interest Payment Date stated in such notice. The amount payable to the Bondholders in respect of such redemption shall be calculated as the sum of: (i) the relevant Optional Redemption Price applied to the principal amount of the outstanding series of Bonds being redeemed; and (ii) accrued interest on the relevant series of the Bonds as of the relevant Optional Redemption Date.

Purchase and Cancellation

Upon listing of the Bonds on PDEX, the Issuer shall disclose any such transactions in accordance with the applicable PDEX disclosure rules.

The Issuer may at any time purchase any of the Bonds at market price in the open market or by tender or by contract at market price, in accordance with PDEX Rules, without any obligation to purchase Bonds pro-rata from all Bondholders. Any Bonds so purchased shall be redeemed and cancelled and may not be re-issued.

Change in Law or Circumstance

The following events shall be considered as changes in law or circumstances as it refers to the obligations of the Issuer and the rights and interests of the Bondholders under the Trust Indenture Agreement and the Bonds:

- (a) Any government and/or non-government consent, license, authorization, registration, or approval now or hereafter necessary to enable the Issuer to comply with its obligations under the Trust Indenture Agreement or the Bonds shall be modified, withdrawn or withheld in a manner which, in the reasonable opinion of the Trustee, will materially and adversely affect the ability of the Issuer to comply with such obligations;
- (b) Any provision of the Trust Indenture Agreement or any of the related documents is or becomes, for any reason, invalid, illegal or unenforceable to the extent that it becomes for any reason unlawful for the Issuer to give effect to its rights or obligations thereunder, or to enforce any provisions of the Trust Indenture Agreement or any of the related documents in whole or in part; or any law is introduced or any applicable existing law is modified or rendered ineffective or inapplicable to prevent or restrain the performance by the parties thereto of their obligations under the Trust Indenture Agreement or any other related documents; or
- (c) Any concessions, permits, rights, franchise, or privileges required for the conduct of the business and operations of the Issuer shall be revoked, cancelled or otherwise terminated, or the free and continued use and exercise thereof shall be curtailed or prevented, in such manner as to materially and adversely affect the financial condition or operations of the Issuer.

Upon the occurrence of a Change in Law or Circumstance (as enumerated above), the Issuer may redeem the Bonds in whole, but not in part, on any Interest Payment Date (having given not more than sixty (60) nor less than thirty (30) days' notice) at par plus accrued interest.

Payments

The principal of, interest on, and all other amounts payable on, the Bonds shall be paid to the Bondholders by crediting of the settlement accounts designated by each of the Bondholders. The principal of, and interest on, the Bonds shall be payable in Philippine Pesos. The Issuer shall ensure that so long as any of the Bonds remains outstanding, there shall at all times be a Paying Agent for purposes of disbursing payments on the Bonds. In the event the Paying Agent shall be unable or unwilling to act as such, the Issuer shall appoint a qualified financial institution in the Philippines authorized to act in its place. The Paying Agent may not resign its duties or be unreasonably removed without a successor having been appointed. In case of resignation of the Paying Agent, the procedure in Section 10.2 of the Registry and Paying Agency Agreement shall be followed.

Payment of Additional Amounts - Taxation

Interest income on the Bonds is subject to a withholding tax at rates of between twenty percent (20%) and twenty-five percent (25%) depending on the tax status of the relevant Bondholder under relevant law, regulation or tax treaty. Except for such withholding tax and as otherwise provided, all payments of principal and interest are to be made free and clear of any deductions or withholding for or on account of any present or future taxes or duties imposed by or on behalf of Republic of the Philippines, including, but not limited to, issue, registration or any similar tax or other taxes and duties, including interest and penalties, if any. If such taxes or duties are imposed, the same shall be for the account of the Issuer; provided however that, the Issuer shall not be liable for the following:

- a) The withholding tax applicable on interest earned on the Bonds prescribed under the Tax Code, as amended, and its implementing rules and regulations as may be in effect from time to time. An investor who is exempt from the aforesaid withholding tax, or is subject to a preferential withholding tax rate shall be required to submit the following requirements to the Registrar, subject to acceptance by the Issuer as being sufficient in form and substance:
 - (i) a current and valid BIR-certified true copy of the tax exemption certificate, ruling or opinion addressed to the relevant applicant or Bondholder, confirming its exemption or preferential rate as required under BIR Revenue Memorandum Circular No. 8-2014 including any clarification, supplement or amendment thereto, and certified by the Corporate Secretary of the Bondholder that: (a) the original is in the possession of the Corporate Secretary as the duly authorized custodian of the same; and (b) the Corporate Secretary has personal knowledge based on his official functions of any amendment, revocation, expiration, change or any circumstance affecting the said certification's validity. Should the submitted tax exemption certificate, ruling or opinion expire during the Offer Period, the Bondholder must submit an updated/revalidated tax exemption certificate;
 - (ii) with respect to tax treaty relief, (a) prior to the payment of the initial interest due, (i) three (3) originals of the duly executed and apostilled/consularized BIR Form 0901-I (Interest Income) or Application Form for Treaty Purposes filed by the Bondholder or, if the Bondholder is a fiscally transparent entity, each of the Bondholder's owners or beneficiaries with the proof of receipt by the concerned office of the BIR, as required under BIR Revenue Memorandum Order No. 14-2021, (ii) one (1) original of the apostilled/consularized Tax Residency Certificate duly issued by the respective foreign

tax authority of the country of residence of the Bondholder or, if the Bondholder is a fiscally transparent entity, the country of residence of each of the Bondholder's owners or beneficiaries, in the form acceptable for recognition under Philippine law, (iii) the relevant provision of the tax treaty providing for the claimed tax exemption or preferential tax rate, in a form acceptable to the Issuer, and (iv) three (3) originals of the duly notarized, consularized or apostilled (as the case may be), if executed outside of the Philippines, Special Power of Attorney executed by the Bondholder or the Bondholder's owners or beneficiaries, as may be applicable, in favor of the authorized representative (if the Application Form for Treaty Purposes and other documents are accomplished by an authorized representative) and confirmation acceptable to the Issuer that the Bondholder or the Bondholder's owners or beneficiaries is/are not doing business in the Philippines to support the applicability of a tax treaty relief; (b) prior to the payment of subsequent interests due, (i) three (3) originals of the duly executed and apostilled/consularized new or updated BIR Form 0901-I (Interest Income) or Application Form for Treaty Purposes, as the Issuer deems applicable, and (ii) one (1) original of the apostilled/consularized Tax Residency Certificate duly issued by the respective foreign tax authority of the country of residence of the Bondholder or, if the Bondholder is a fiscally transparent entity, the country of residence of each of the Bondholder's owners or beneficiaries, in the form acceptable for recognition under Philippine law, if the validity period of the previously issued tax residency certificate has already lapsed; and (c) other additional documents as may be required by the Issuer or pursuant to applicable tax regulations, which shall be submitted by the Bondholder/Registrar to the Issuer no later than the 1st day of the month when such initial or subsequent interest payment/s shall fall due and, if applicable, including any clarification, supplement or amendment thereto;

- (iii) a duly notarized undertaking executed by (1) the Corporate Secretary or any authorized representative of such applicant or Bondholder, who has personal knowledge of the exemption based on his official functions, if the applicant purchases, or the Bondholder holds, the Bonds for its account, or (2) the Trust Officer, if the applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchase the Bonds pursuant to its management of tax-exempt entities (i.e. Employee Retirement Fund, etc.), declaring and warranting such entities' tax-exempt status or preferential rate entitlement, undertaking to immediately notify the Issuer, the Registrar, and the Paying Agent of any suspension or revocation of the tax exemption certificate, ruling or opinion issued by the BIR, executed using the prescribed form, with a declaration and warranty of its tax-exempt status or entitlement to a preferential tax rate, and agreeing to indemnify and hold the Issuer, the Registrar, the Paying Agent, the Joint Lead Underwriters and Bookrunners, and the selling agents, if any, free and harmless against any claims, actions, suits, and liabilities resulting from the non-withholding or reduced withholding of the required tax; and
- (iv) such other documentary requirements as may be reasonably required by the Issuer, the Registrar, or the Paying Agent, or as may be required under the applicable regulations of the relevant taxing or other authorities, e.g. BIR Revenue Memorandum Order No. 14-2021, which for purposes of claiming tax treaty withholding rate benefits, shall include, among others, evidence of the applicability of a tax treaty and consularized or apostilled (as the case may be) proof of the Bondholder's legal domicile in the relevant treaty state, and confirmation acceptable to the Issuer that the Bondholder is not doing business in the Philippines; provided, that the Issuer shall have the exclusive discretion to decide whether the documents submitted are sufficient for purposes of applying the exemption or the reduced rate being claimed by the Bondholder on the interest payments to such Bondholder; provided further, that all

sums payable by the Issuer to tax-exempt entities shall be paid in full without deductions for taxes, duties, assessments, or government charges subject to the submission by the Bondholder claiming the benefit of any exemption of the required documents and of additional reasonable evidence of such tax-exempt status to the Registrar;

- b) Gross Receipts Tax under Section 121 of the Tax Code;
- c) Taxes on the overall income of any securities dealer or Bondholder, whether or not subject to withholding; and
- d) Value Added Tax ("VAT") under Sections 106 to 108 of the Tax Code, and as amended by Republic Act No. 9337.

Documentary stamp tax for the primary issue of the Bonds and the execution of the Bond Agreements, if any, shall be for the Issuer's account.

FINANCIAL RATIOS

The Issuer shall maintain the following financial ratios:

- a) Debt-to-Equity Ratio of not more than 70:30; and
- b) Interest Coverage Ratio of not less than 2.5x.

There are no other regulatory ratios that the Issuer is required to comply with.

NEGATIVE PLEDGE

So long as the Bonds remain outstanding (as defined in the Trust Indenture Agreement):

- (i) the Issuer will not create or permit to subsist any lien upon the whole or any part of its undertaking, assets or revenues present or future to secure any Indebtedness or any guarantee of or indemnity in respect of any Indebtedness;
- (ii) the Issuer shall procure that its Material Subsidiaries will not create or permit to subsist any lien upon the whole or any part of any Material Subsidiary's undertaking, assets or revenues present or future to secure any Public Debt or any guarantee of or indemnity in respect of any Public Debt;
- (iii) the Issuer will procure that no other Person creates or permits to subsist any lien or gives any guarantee of, or indemnity upon the whole or any part of the undertaking, assets or revenues present or future of that other Person to secure any Public Debt of the Issuer, or any Material Subsidiary or to secure any guarantee of or indemnity in respect of the Public Debt of the Issuer or any of its Material Subsidiaries;
- (iv) the Issuer will procure that no Person gives any guarantee of, or indemnity in respect of, the Public Debt of the Issuer or any of its Material Subsidiaries; and
- (v) Except as required by Applicable Law or any Governmental Authority, the Issuer shall not:
 - (a) make or permit any material change in the nature of its business from that being carried on as of the date hereof; or
 - (b) engage in any business operation or activity other than

that for which it is presently authorized, expressly or impliedly, by its articles of incorporation or by Applicable Law.

The Negative Covenants set forth in Sections 5.2 (a), (b), (c), and (d) of the Trust Indenture Agreement shall not apply if, at the same time or prior thereto, the Issuer's obligations under the Bonds and the Trust Indenture Agreement: (a) are secured equally and ratably therewith or benefit from a guarantee or indemnity in substantially identical terms thereto, as the case may be; or (b) have the benefit of such other security, guarantee, indemnity or other arrangement as the Trustee in its absolute discretion shall deem to be not materially less beneficial to the Bondholders or as shall be approved by the majority of the Bondholders; and provided that this paragraph shall not apply to liens: (aa) arising by operation of law; (bb) created in respect of Indebtedness (for the avoidance of doubt, including Indebtedness in respect of which there is a preference or priority under Article 2244 of the Civil Code of the Philippines as the same may be amended from time to time) in aggregate principal amount not exceeding fifteen percent (15%) of the Fair Market Value of Consolidated Assets as determined in the Issuer's latest audited consolidated financial statements; (cc) encumbrance to secure contracts (other than Indebtedness) in the ordinary course of business; (dd) encumbrance on deposits and/or financial instruments made by the Issuer with the proceeds of any loan facility made to it by any bank or financial institution for the purpose of hedging transactions; or (ee) encumbrance on an asset for taxes, assessments, governmental charges or levies on such asset, which are being contested in good faith and by appropriate proceedings diligently pursued.

EVENTS AND CONSEQUENCES OF DEFAULT

If any of the following events occurs (the "Events of Default") and is continuing, the Trustee shall give notice to the Issuer that the Bonds are, and they shall immediately become, due and payable at their principal amount together with accrued interest:

- (a) The Issuer shall fail to pay, when due, the principal of or interest on or any amount payable under the Bonds, and such failure to pay is not remedied within ten (10) Business Days from due date thereof;
- (b) The Issuer shall default in the due performance, observance of, or compliance with any other covenant contained in the Trust Indenture Agreement or the Bonds, and such default shall remain unremedied for a period of thirty (30) days after the Issuer shall have received written notice thereof from the Trustee;
- (c) Any statement, representation, or warranty made by the Issuer in the Trust Indenture Agreement or in any other document delivered or made pursuant thereto shall prove to be incorrect or untrue in any material respect as and when made and the circumstances which cause such representation or warranty to be incorrect or misleading continue for more than thirty (30) days (or such longer period as the Majority Bondholders shall approve) after receipt of written notice from the Trustee to that effect;
- (d) The Issuer or any of its Subsidiaries fails to pay or defaults in the payment of any installment of the principal or interest relative to, or fails to comply with or to perform, any other obligation, or commits a breach or violation of any of the terms, conditions or stipulations, of any agreement, contract or document relating to any of their respective Indebtedness, including without limitation any credit extended by Bondholders or any third Person or Persons and under the terms of which such agreement, contract or document, shall constitute an event of default thereunder, but allowing for all applicable grace periods thereunder; *provided*, however, that no Event of Default will occur under this paragraph unless the aggregate amount of Indebtedness in respect of which one or more of the events above-mentioned has or have occurred equals or is in excess of fifteen percent

(15%) of the Fair Market Value of Consolidated Assets as determined and recognized in the Issuer's latest audited consolidated financial statements;

- (e) The Issuer or any of its Subsidiaries shall:
 - (i) become insolvent or unable to pay its Indebtedness as they mature;
 - (ii) stop or suspend all or a material part of (or a particular type of) its Indebtedness;
 - (iii) propose or make any agreement for the deferral, rescheduling or other readjustment of all of (or all of a particular type of) its Indebtedness, unless such deferral, rescheduling or other readjustment is not due to its inability to pay its Indebtedness and the Issuer gives prior notice of such deferral, rescheduling or other readjustment and the reasons therefor to the Bondholders through the Trustee and secure the required consent to effect such;
 - (iv) propose or make a general assignment or an arrangement or composition with or for the benefit of relevant creditors in respect of any of such Indebtedness, unless such general assignment, arrangement or composition is not due to its inability to pay its Indebtedness and the Issuer gives prior notice of such general assignment, arrangement or composition and the reasons therefor to the Bondholders through the Trustee;
 - (v) take advantage of insolvency, moratorium, corporate rehabilitation or other laws for the relief of debtors;
 - (vi) there shall be commenced against the Issuer or any Subsidiary any proceeding under such laws, or any judgment or order is entered by a court of competent jurisdiction for the appointment of a receiver, trustee or the like to take charge of all or substantially all of the assets of the Issuer, and such proceedings shall not have been discharged or stayed within a period of sixty (60) days or such longer period as the Issuer satisfies the Majority Bondholders as appropriate under the circumstances;
- (f) Any act or deed or judicial or administrative proceeding in the nature of an expropriation, confiscation, nationalization, intervention, acquisition, seizure, or condemnation of or with respect to the whole or any material portion of the business and operations, capital stock, property, or assets of the Issuer or any of its Material Subsidiary, shall be undertaken or instituted by any governmental authority, unless such act, deed or proceedings are otherwise contested in good faith by the Issuer or the Subsidiary concerned;
- (g) An attachment or garnishment of or levy upon a material part of the properties of the Issuer or any of its Material Subsidiary is made and is not discharged, stayed or fully bonded, within sixty (60) days (or such longer period as the Issuer satisfies the Majority Bondholders as appropriate under the circumstances);
- (h) Any of the Trust Indenture Agreement or the Bonds or any material portion thereof is declared to be illegal or unenforceable, unless such illegality or enforceability is remedied within thirty (30) days of the occurrence or declaration of the illegality or unenforceability, as the case may be;
- (i) Any of the concessions, permits, rights, franchises, or privileges required for the conduct of the business and operations of the Issuer or any Subsidiary shall be revoked, canceled

or otherwise terminated, or the free and continued use and exercise thereof shall be curtailed or prevented in such manner as shall have a material adverse effect, and such continues unremedied for a period of sixty (60) days from the date of such revocation, cancellation, termination or curtailment;

- (j) A final judgment, decree or order has been entered against the Issuer or any Subsidiary by a court of competent jurisdiction from which no appeal may be made or is taken for the payment of money in excess of Five Billion Pesos (P5,000,000,000), and any relevant period specified for payment of such judgment, decree or order shall have expired without it being satisfied, discharged or stayed;
- (k) Any lien created or assumed by the Issuer or any Subsidiary becomes unenforceable and any step is taken to enforce it (including the taking possession or the appointment of a receiver, manager or other similar person) and the Indebtedness secured by the lien is not discharged or such steps stayed within sixty (60) days of such steps being so taken unless and for so long as the Bondholders are satisfied that it is being contested in good faith with due diligence and by appropriate proceedings;
- (l) The Issuer shall contest in writing the validity or enforceability of the Trust Indenture Agreement or the Bonds or shall deny generally in writing the liability of the Issuer under the Trust Indenture Agreement or the Bonds; or
- (m) Any event occurs which under the law has an analogous effect to any of the events referred to in the foregoing paragraphs of this section.

Notice of Default

The Trustee shall, within five (5) days after the occurrence of any Event of Default, give to the Bondholders written notice of such default known to it, unless the same shall have been cured before the giving of such notice; provided that, in the case of payment default, as described in item (a) of "Events and Consequences of Default" above, the Trustee shall immediately notify the Bondholders upon the occurrence of such payment default. The existence of a written notice required to be given to the Bondholders hereunder shall be published in a newspaper of general circulation in the Philippines for two (2) consecutive days, further indicating in the published notice that the Bondholders or their duly authorized representatives may obtain an important notice regarding the Bonds at the principal office of the Trustee upon presentation of sufficient and acceptable identification.

Penalty Interest

In case any amount payable by the Issuer under the Bonds, whether for principal, interest, fees due to Trustee or Registrar or otherwise, is not paid on due date, the Issuer shall, without prejudice to its obligations to pay the said principal, interest and other amounts, pay penalty interest on the defaulted amount(s) at the rate of two percent (2.0%) p.a. (the "Penalty Interest") from the time the amount falls due until it is fully paid.

Payment in the Event of Default

The Issuer covenants that upon the occurrence of any Event of Default, the Issuer shall pay to the Bondholders, through the Paying Agent, the whole amount which shall then have become due and payable on all such outstanding Bonds with interest at the rate borne by the Bonds on the overdue principal and with Penalty Interest as described above, and in addition thereto, the Issuer shall pay to the Trustee such further amounts as shall be determined by the Trustee to be sufficient to cover the cost and expenses of collection, including reasonable compensation to the Trustee, its agents, attorneys and counsel, and any

reasonable expenses or liabilities incurred without negligence or bad faith by the Trustee hereunder.

Application of Payments

Any money collected or delivered to the Paying Agent, and any other funds held by it, subject to any other provision of the Trust Indenture Agreement and the Registry and Paying Agency Agreement relating to the disposition of such money and funds, shall be applied by the Paying Agent in the order of preference as follows: *first*, to the payment to the Trustee, the Paying Agent and the Registrar, of the costs, expenses, fees and other charges of collection, including reasonable compensation to them, their agents, attorneys and counsel, and all reasonable expenses and liabilities incurred or disbursements made by them, without gross negligence or bad faith; *second*, to the payment of the interest in default, in the order of the maturity of such interest with Penalty Interest; *third*, to the payment of the whole amount then due and unpaid upon the Bonds for principal, and interest, with Penalty Interest; and *fourth*, the remainder, if any shall be paid to the Issuer, its successors or assigns, or to whoever may be lawfully entitled to receive the same, or as a court of competent jurisdiction may direct. Except for any interest and principal payments, all disbursements of the Paying Agent in relation to the Bonds shall require the conformity of the Trustee and this conformity, once given, shall constitute as an irrevocable instruction of the Issuer. The Paying Agent shall render a monthly account of such funds under its control.

Prescription

Claims in respect of principal and interest or other sums payable hereunder shall prescribe unless made within ten (10) years (in the case of principal or other sums) or five (5) years (in the case of interest) from the date on which payment becomes due.

Remedies

All remedies conferred by the Trust Indenture Agreement to the Trustee and the Bondholders shall be cumulative and not exclusive and shall not be so construed as to deprive the Trustee or the Bondholders of any legal remedy by judicial or extra judicial proceedings appropriate to enforce the conditions and covenants of the Trust Indenture Agreement, subject to the discussion below on "Ability to File Suit".

No delay or omission by the Trustee or the Bondholders to exercise any right or power arising from or on account of any default hereunder shall impair any such right or power, or shall be construed to be a waiver of any such default or an acquiescence thereto; and every power and remedy given by the Trust Indenture Agreement to the Trustee or the Bondholders may be exercised from time to time and as often as may be necessary or expedient.

Ability to File Suit

No Bondholder shall have any right by virtue of or by availing of any provision of the Trust Indenture Agreement to institute any suit, action or proceeding for the collection of any sum due from the Issuer hereunder on account of principal, interest and other charges, or for the appointment of a receiver or trustee, or for any other remedy hereunder, unless: (i) such Bondholder previously shall have given to the Trustee written notice of an Event of Default and of the continuance thereof and the related request for the Trustee to convene a meeting of the Bondholders to take up matters related to their rights and interests under the Bonds; (ii) the Majority Bondholders shall have decided and made the written request upon the Trustee to institute such action, suit or proceeding in the latter's name; (iii) the Trustee for sixty (60) days after the receipt of such notice and request shall have neglected or refused to institute any such action, suit or proceeding; and (iv) no directions inconsistent with such written request shall have been given under a waiver of default by the Bondholders, it being understood and intended, and being expressly covenanted by every Bondholder with every other Bondholder and the Trustee, that no one or more Bondholders shall have any right in any manner whatever by virtue of or by availing of any provision of the

Trust Indenture Agreement to affect, disturb or prejudice the rights of the holders of any other such Bonds or to obtain or seek to obtain priority over or preference to any other such holder or to enforce any right under the Trust Indenture Agreement, except in the manner herein provided and for the equal, ratable and common benefit of all the Bondholders.

Waiver of Default by the Bondholders

The Majority Bondholders may direct the time, method, and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred upon the Trustee, or the Majority Bondholders may decide for and in behalf of the Bondholders to waive any past default, except the events of default defined as a payment default, breach of representation or warranty default, expropriation default, insolvency default, or closure default, and its consequences, which would require the unanimous waiver of all the Bondholders. In case of any such waiver, the Issuer, the Trustee, and the Bondholders shall be restored to their former positions and rights hereunder; provided however that, no such waiver shall extend to any subsequent or other default or impair any right consequent thereto. Any such waiver by the Majority Bondholders shall be conclusive and binding upon all Bondholders and upon all future holders and owners thereof, irrespective of whether or not any notation of such waiver is made upon the certificate representing the Bonds.

SUBSTITUTION

Substitution of the Bonds is not contemplated.

TRUSTEE; NOTICES

Notice to the Trustee

All documents required to be submitted to the Trustee pursuant to the Trust Indenture Agreement, this Offer Supplement and all correspondences addressed to the Trustee shall be delivered to:

To the Trustee:	Philippine National Bank Trust Banking Group
Attention:	Joy Jasmin Santos / Maria Victoria Mendoza
Address:	3 rd Floor, PNB Financial Center Diosdado Macapagal Boulevard, Pasay City
Subject:	SM Prime Series Y/Z/AA Bonds
E-mail:	mendozamc@pnb.com.ph

All documents and correspondence not sent to the above-mentioned address shall be considered as not to have been sent at all.

For any inquiries and complaints, the Issuer or any of the Bondholders may send an e-mail to Trust_CustomerCare@pnb.com.ph. The Trustee shall respond within forty-eight (48) hours or two (2) Business Days and resolve the complaint within twenty (20) Business Days. The Trustee shall notify the Issuer or the Bondholders, as applicable, in case the complaint cannot be resolved within twenty (20) Business Days.

For urgent concerns, the Issuer or the Bondholders may call the Trustee's Customer Care Hotline at (632) 8573 8888 available from 8 a.m. to 8 p.m., Monday to Sunday.

The Trustee is regulated by the BSP with e-mail address at consumeraffairs@bsp.gov.ph.

Notice to the Bondholders

The Trustee shall send all notices to Bondholders to their mailing address as set forth in the Register of Bondholders. Except where a specific mode of notification is provided for herein, notices to Bondholders shall be sufficient when made in writing and transmitted in any one of the following modes: (i) registered mail; (ii) surface mail; (iii) by one-time publication in a newspaper of general circulation in the Philippines; or (iv) personal delivery to the address of record in the Register of Bondholders. The Trustee shall rely on the Register of Bondholders in determining the Bondholders entitled to notice. All notices shall be deemed to have been received: (i) ten (10) days from posting if transmitted by registered mail; (ii) fifteen (15) days from mailing if transmitted by surface mail; (iii) on date of publication; or (iv) on date of delivery, for personal delivery.

Binding and Conclusive Nature

Except as provided in the Trust Indenture Agreement, all notifications, opinions, determinations, certificates, calculations, quotations, and decisions given, expressed, made, or obtained by the Trustee for the purposes of the provisions of the Trust Indenture Agreement, shall (in the absence of willful default, bad faith or manifest error) be binding on the Issuer, and all Bondholders and (in the absence as referred to above) no liability to the Issuer, the Paying Agent, or the Bondholders shall attach to the Trustee in connection with the exercise or non-exercise by it of its powers, duties, and discretions under the Trust Indenture Agreement.

Duties and Responsibilities of the Trustee

- (a) The Trustee is appointed as trustee for and on behalf of the Bondholders and accordingly shall perform such duties and shall have such responsibilities as provided in the Trust Indenture Agreement and inform the Bondholders of any event which has a material adverse effect on the ability of the Issuer to comply with its obligations to the Bondholders, breach of representations and warranties, and Events of Default within a reasonable period from the time that the Trustee learns or is informed of such events.
- (b) The Trustee shall have custody of and hold in its name, for and in behalf of the Bondholders, the Master Certificates of Indebtedness for the total issuance of the Bonds.
- (c) The Trustee shall promptly and faithfully carry out the instructions or decisions of the Majority Bondholders issued or reached in accordance with the terms and conditions of the Trust Indenture Agreement.
- (d) The Trustee shall, in accordance with the terms and conditions of the Trust Indenture Agreement, monitor the compliance or non-compliance by the Issuer with all its representations and warranties, and the observance by the Issuer of all its covenants and performance of all its obligations, under and pursuant to the Trust Indenture Agreement.
- (e) The Trustee shall, prior to the occurrence of an Event of Default or after the curing of all such defaults which may have occurred, perform only such duties as are specifically set forth in the Trust Indenture Agreement. In case of default, the Trustee shall exercise such rights and powers vested in it by the Trust Indenture Agreement, and use such judgment and care under the circumstances then prevailing that individuals of prudence, discretion and intelligence, and familiar with such matters exercise in the management of their own affairs.
- (f) The Trustee, in the performance of its duties, shall observe due diligence in exercising such rights and powers vested in it under the Trust Indenture Agreement, and use the same degree of care and skill in their exercise, as a prudent man would exercise or use under the circumstances in the

conduct of his own affairs under similar circumstances. For the avoidance of doubt, notwithstanding any actions that the Trustee may take, the Trustee shall remain to be the party responsible to the Bondholders, and to whom the Bondholders shall communicate with in respect to any matters that must be taken up with the Issuer.

- (g) The Trustee shall perform such other powers and functions as provided for elsewhere under the Trust Indenture Agreement.

Liability of the Trustee

- (a) No provision of the Trust Indenture Agreement shall be construed to relieve the Trustee from liability for its own grossly negligent action, its own grossly negligent failure to act, or its willful misconduct, or that of its directors, officers, or employees, provided that:
 - (i) The Trustee shall not be liable other than the performance of such duties as are specifically set forth in the Trust Indenture Agreement;
 - (ii) In the absence of bad faith on the part of the Trustee, the Trustee may conclusively rely upon, as to the truth of the statements and the correctness of the opinion of the expressed in, any certificate or opinion furnished to the Trustee conforming to the requirements of the Trust Indenture Agreement;
 - (iii) The Trustee shall not be liable for any error of judgment made in good faith by its responsible officer or officers, unless it shall be proven that the Trustee was grossly negligent in ascertaining the pertinent facts, as determined by a final non-appealable judgement of a court of competent jurisdiction; and
 - (iv) The Trustee shall not be liable with respect to any action taken or omitted to be taken by it in good faith in accordance with the direction of the Majority Bondholders relating to the time, method, and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred upon the Trustee under the Trust Indenture Agreement.
- (b) None of the provisions contained in the Trust Indenture Agreement, or this Offer Supplement, shall require or be interpreted to require the Trustee to expend or risk its own funds or otherwise incur personal financial liability in the performance of any of its duties or in the exercise of any of its rights or powers.

Ability to Consult Counsel

- (a) The Trustee may consult with counsel in connection with the duties to be performed by the Trustee under the Trust Indenture Agreement and any opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or omitted to be taken by the Trustee hereunder in good faith and in accordance with such opinion; provided that, prior to taking or not taking such action for which opinion of counsel is sought, the Trustee shall inform the Issuer of the relevant opinion of counsel; provided further that, the Trustee shall not be bound by the foregoing condition to inform the Issuer of counsel's opinion if the opinion of counsel which is being sought by the Trustee pertains to, or involves actions to be undertaken due to, an Event of Default or issues pertaining thereto.
- (b) Notwithstanding any provision of the Trust Indenture Agreement authorizing the Trustee conclusively to rely upon any certificate or opinion, the Trustee may, before taking or refraining from the taking of any action in reliance thereon, require further evidence or make any further

investigation as to the facts or matters stated therein which it may in good faith deem reasonable under the circumstances, and the Trustee shall require such further evidence or make such further investigation as may reasonably be requested in writing by the Majority Bondholders.

The Trustee as Holder or Owner of the Bonds

The Trustee, in its individual or any other capacity, may become a holder or owner of the Bonds with the same rights it would have if it were not the Trustee and the Trustee shall otherwise deal with the Issuer in the same manner and to the same extent as though it were not the Trustee hereunder, provided, that such ownership shall not be considered a conflict of interest under Section 8.10 of the Trust Indenture Agreement requiring resignation or change of the Trustee under Section 8.5(b) of the Trust Indenture Agreement.

Resignation and Change of Trustee

- (a) The Trustee may at any time resign by giving ninety (90) days prior written notice to the Issuer and to the Bondholders of such resignation.
- (b) Upon receiving such notice of resignation of the Trustee, the Issuer shall immediately appoint a successor trustee by written instrument in duplicate, executed by its authorized officers, one (1) copy of which instrument shall be delivered to the resigning Trustee and one (1) copy to the successor trustee. If no successor shall have been so appointed and have accepted appointment within thirty (30) days after the giving of such notice of resignation, the resigning Trustee may petition any court of competent jurisdiction for the appointment of a successor, or any Bondholder who has been a *bona fide* holder for at least six (6) months (the "*bona fide* Bondholder") may, on behalf of himself and all other Bondholders, petition any such court for the appointment of a successor. Such court may thereupon after notice, if any, as it may deem proper, appoint a successor trustee. Subject to the provision of Subsection (e) below, such a successor trustee should possess all the qualifications required under pertinent laws, otherwise, the incumbent trustee shall continue to act as such.
- (c) In case at any time the Trustee shall become incapable of acting, or has acquired conflicting interest, or shall be adjudged as bankrupt or insolvent, a receiver for the Trustee or of its property shall be appointed, or any public officer shall take charge or control of the Trustee or of its properties or affairs for the purpose of rehabilitation, conservation or liquidation, then the Issuer may within thirty (30) days remove the Trustee, and appoint a successor trustee, by written instrument in duplicate, executed by its authorized officers, one (1) copy of which instrument shall be delivered to the Trustee so removed and one (1) copy to the successor trustee. If the Issuer fails to remove the Trustee and appoint a successor trustee, any *bona fide* Bondholder may petition any court of competent jurisdiction for the removal of the Trustee and the appointment of a successor trustee. Such court may thereupon after such notice, if any, as it may deem proper, remove the Trustee and appoint a successor trustee. Subject to the provisions of Subsection (e) below, such successor trustee should possess all the qualifications required under pertinent laws; otherwise, the incumbent Trustee shall continue to act as such until a successor trustee is duly appointed.
- (d) The Majority Bondholders may at any time remove the Trustee for cause, and appoint a successor trustee, by the delivery to the Trustee so removed, to the successor trustee and to the Issuer of the required evidence under the provisions on Evidence Supporting the Action of the Bondholders in the terms and conditions.
- (e) Without prejudice to any liabilities of the Trustee which have accrued, any resignation or removal of the Trustee and the appointment of a successor trustee pursuant to any of the provisions of this Subsection shall become effective upon the earlier of: (i) acceptance of appointment by the successor trustee as provided in the Trust Indenture Agreement; or (ii) effectivity of the resignation

notice sent by the Trustee under Section 8.5 (a) of the Trust Indenture Agreement (the "Resignation Effective Date"); provided, however, that after the Resignation Effective Date and, as relevant, until such successor trustee is qualified and appointed (the "Holdover Period"), the resigning trustee shall discharge duties and responsibilities solely as a custodian of records for turnover to the successor trustee promptly upon the appointment thereof by the Issuer provided further that the resigning trustee shall be entitled to the payment of the fee stipulated in Section 2.2 of the Trust Indenture Agreement during the Holdover Period.

Successor Trustee

- (a) Any successor trustee appointed shall execute, acknowledge and deliver to the Issuer and to its predecessor trustee an instrument accepting such appointment, and thereupon the resignation or removal of the predecessor trustee shall become effective and such successor trustee, without further act, deed or conveyance, shall become vested with all the rights, powers, trusts, duties and obligations of its predecessor in the trusteeship with like effect as if originally named as trustee in the Trust Indenture Agreement. The foregoing notwithstanding, on the written request of the Issuer or of the successor trustee, the trustee ceasing to act as such shall execute and deliver an instrument transferring to the successor trustee, all the rights, powers and duties of the trustee so ceasing to act as such. Upon request of any such successor trustee, the Issuer shall execute any and all instruments in writing as may be necessary to fully vest in and confer to such successor trustee all such rights, powers and duties. Upon effectivity of the removal or resignation of the trustee as provided above, such trustee's liabilities and obligations shall immediately cease.
- (b) Upon acceptance of the appointment by a successor trustee, the Issuer shall notify the Bondholders in writing of the succession of such trustee to the trusteeship. If the Issuer fails to notify the Bondholders within ten (10) days after the acceptance of appointment by the successor trustee, the latter shall cause the Bondholders to be notified at the expense of the Issuer.

Merger or Consolidation

Any corporation into which the Trustee may be merged or with which it may be consolidated or any corporation resulting from any merger or consolidation to which the Trustee shall be a party or any corporation succeeding to the business of the Trustee shall be the successor of the Trustee hereunder without the execution or filing of any paper or any further act on the part of any of the parties hereto, anything herein to the contrary notwithstanding, provided that, such successor trustee shall be eligible under the provisions of the Trust Indenture Agreement and the SRC, and has none of the conflict of interest under Section 8.10 of the Trust Indenture Agreement; however, where such successor trustee is not qualified under the pertinent Law, then the provisions of Section 8.5(d) of the Trust Indenture Agreement shall apply.

Reliance

In the performance of its obligations under the Trust Indenture Agreement, the Trustee is entitled to rely on the records of the Registrar, but shall exercise such judgment and care under the circumstances then prevailing, that individuals of prudence, discretion and intelligence, and familiar with such matters exercise in the management of their own affairs.

In addition, the Trustee shall not be held liable for any of its act or omission unless such act or omission was committed with fraud, evident bad faith, gross or willful negligence, or the Trustee shall have failed to exercise the prudence, care or diligence required by law and under the circumstances.

Bond

The Trustee and each successor trustee shall be exempt from giving a surety or performance bond in respect of the execution of the trust or of the powers herein provided for or otherwise in respect of the premises.

Conflict of Interest

- (a) If the Trustee has or acquires any conflicting interest, as defined in Section 8.10(c) of the Trust Indenture Agreement, the Trustee shall, within sixty (60) days after ascertaining that it has such conflicting interest, either eliminate such conflicting interest or resign as Trustee in the manner and with the effect specified in Section 8.5 of the Trust Indenture Agreement.
- (b) In the event that the Trustee shall fail to comply with the provisions of Section 8.10(a) of the Trust Indenture Agreement, the Trustee shall within ten (10) days after expiration of the aforesaid sixty (60)-day period transmit notice of such failure to the Bondholders and the Issuer; provided that, any delay or failure to transmit such notice shall not prejudice any of the rights or remedies of the Bondholders or Issuer under Section 8.5 of the Trust Indenture Agreement.
- (c) For the purpose of this section, the Trustee shall be deemed to have a conflicting interest if the Trustee directly or indirectly controls or is directly or indirectly controlled by or is under direct or indirect common control of the Issuer.

Reports to the Bondholders

The Trustee shall submit to the Bondholders on or before 28 February of each year from the relevant Issue Date, until full payment of the Bonds, a brief report dated 31 December of the immediately preceding year with respect to:

- (i) The funds, if any, physically in the possession of the Paying Agent held in trust for the Bondholders on the date of such report; and
- (ii) Any action taken by the Trustee in the performance of its duties under the Trust Indenture Agreement which it has not previously reported and which in its opinion materially affects the Bonds, except action in respect of a default, notice of which has been or is to be withheld by it.

The Trustee shall submit to the Bondholders a brief report within ninety (90) days from the making of any advance for the reimbursement of which it claims or may claim a lien or charge which is prior to that of the Bondholders on the property or funds held or collected by the Paying Agent with respect to the character, amount and the circumstances surrounding the making of such advance; provided that, such advance remaining unpaid amounts to at least ten percent (10%) of the aggregate outstanding principal amount of the Bonds at such time.

Inspection of Documents

The following pertinent documents may be inspected during regular business hours on any Business Day at the principal office of the Trustee:

1. Trust Indenture Agreement;
2. Registry and Paying Agency Agreement;
3. Articles of Incorporation and By-Laws of the Issuer; and
4. Registration Statement of the Issuer with respect to the Bonds.

MEETINGS OF BONDHOLDERS

A meeting of the Bondholders may be called at any time for the purpose of taking any actions authorized to be taken by or in behalf of the Bondholders of any specified aggregate principal amount of the Bonds under any other provisions of the Trust Indenture Agreement or under the law and such other matters related to the rights and interests of the Bondholders under the Bonds.

Notice of Meetings

The Trustee may at any time call a meeting of the Bondholders, or the holders of at least twenty-five percent (25%) of the aggregate outstanding principal amount of Bonds may direct in writing the Trustee to call a meeting of the Bondholders, to take up any allowed action, to be held at such time and at such place as the Trustee shall determine. Notice of every meeting of the Bondholders, setting forth the time and the place of such meeting and the purpose of such meeting in reasonable detail, shall be sent by the Trustee to the Issuer and to each of the registered Bondholders not earlier than forty-five (45) days nor later than fifteen (15) days prior to the date fixed for the meeting. However, the Trustee shall send notices in respect of any meeting called by the Issuer to obtain consent of the Bondholders to an amendment of the Trust Indenture Agreement in the following manner, a notice shall be sent to Bondholders detailing the amendments proposed and consents requested by the Issuer not earlier than sixty (60) days nor later than forty-five (45) days prior to the date fixed for the meeting, if the Bondholder fails to respond as required by such notice, the Trustee shall send a second notice to such Bondholder not later than fifteen (15) days prior to the date fixed for the meeting. Each of such notices shall be published in a newspaper of general circulation as provided in the Trust Indenture Agreement. All reasonable costs and expenses incurred by the Trustee for the proper dissemination of the requested meeting shall be reimbursed by the Issuer within ten (10) days from receipt of the duly supported billing statement.

Failure of the Trustee to Call a Meeting

In case at any time the Issuer, pursuant to a resolution of its Board of Directors or executive committee, or the holders of at least twenty-five percent (25%) of the aggregate outstanding principal amount of the Bonds shall have requested the Trustee to call a meeting of the Bondholders by written request setting forth in reasonable detail the purpose of the meeting, and the Trustee shall not have mailed and published, in accordance with the notice requirements, the notice of such meeting, then the Issuer or the Bondholders in the amount above specified may determine the time and place for such meeting and may call such meeting by mailing and publishing notice thereof.

Quorum

The Trustee shall determine and record the presence of the Majority Bondholders, personally or by proxy. The presence of the Majority Bondholders shall be necessary to constitute a quorum to do business at any meeting of the Bondholders except for any meeting called by the Issuer solely for the purpose of obtaining the consent of the Bondholders to an amendment of the Trust Indenture Agreement, where the failure of any Bondholder to transmit an objection to such proposal of the Issuer after at least two (2) notices to such Bondholder have been sent by the Trustee, will be considered by the Trustee as an affirmative vote (and such Bondholder will be considered present for quorum purposes by the Trustee) for the proposal of the Issuer.

Procedure for Meetings

- (a) The Trustee shall preside at all the meetings of the Bondholders, unless the meeting shall have been called by the Issuer or by the Bondholders, in which case the Issuer or the Bondholders

calling the meeting, as the case may be, shall in like manner move for the election of the chairman and secretary of the meeting.

- (b) Any meeting of the Bondholders duly called may be adjourned for a period or for periods not to exceed in the aggregate of one (1) year from the date for which the meeting shall originally have been called and the meeting as so adjourned may be held without further notice. Any such adjournment may be ordered by persons representing a majority of the aggregate principal amount of the Bonds represented at the meeting and entitled to vote, whether or not a quorum shall be present at the meeting.

Voting Rights

To be entitled to vote at any meeting of the Bondholders, a person shall be a registered holder of one (1) or more Bonds or a person appointed by an instrument in writing as proxy by any such holder as of the date of the said meeting. Bondholders shall be entitled to one vote for every Ten Thousand Pesos (₱10,000) interest. The only persons who shall be entitled to be present or to speak at any meeting of the Bondholders shall be the persons entitled to vote at such meeting and any representatives of the Issuer and its legal counsel.

Voting Requirement

All matters presented for resolution by the Bondholders in a meeting duly called for the purpose shall be decided or approved by the affirmative vote of the Majority Bondholders present or represented in a meeting at which there is a quorum except as otherwise provided in the Trust Indenture Agreement (please refer to the discussion on "Quorum"). Any resolution of the Bondholders which has been duly approved with the required number of votes of the Bondholders as herein provided shall be binding upon all the Bondholders and the Issuer as if the votes were unanimous.

Role of the Trustee in Meetings of the Bondholders

Notwithstanding any other provisions of the Trust Indenture Agreement, the Trustee may make such reasonable regulations as it may deem advisable for any meeting of the Bondholders, in regard to proof of ownership of the Bonds, the appointment of proxies by registered holders of the Bonds, the election of the chairman and the secretary, the appointment and duties of inspectors of votes, the submission and examination of proxies, certificates and other evidences of the right to vote and such other matters concerning the conduct of the meeting as it shall deem fit.

Amendments

The Issuer and the Trustee may amend the terms and conditions or the Bonds without notice to any Bondholder but with the written consent of the Majority Bondholders (including consents obtained in connection with a tender offer or exchange offer for the Bonds). However, without the consent of each Bondholder affected thereby, an amendment may not:

- (1) reduce the amount of Bondholder that must consent to an amendment or waiver;
- (2) reduce the rate of or extend the time for payment of interest on any Bonds;
- (3) reduce the principal of or extend the Maturity Date of any Bonds;
- (4) impair the right of any Bondholder to receive payment of principal of and interest on their Bonds on or after the due dates therefore or to institute suit for the enforcement of any payment on or with respect to such Bondholders;

- (5) reduce the amount payable upon the redemption or repurchase of any Bonds under the terms and conditions or change the time at which any Bonds may be redeemed;
- (6) make any Bonds payable in money other than that stated in the Bonds;
- (7) subordinate the Bonds to any other obligation of the Issuer;
- (8) release any Bond interest that may have been granted in favor of the Bondholders;
- (9) amend or modify the Payment of Additional Amounts, Taxation, the Events of Default of the terms and conditions or the Waiver of Default by the Bondholders; or
- (10) make any change or waiver of the aforementioned conditions.

It shall not be necessary for the consent of the Bondholders under this condition to approve the particular form of any proposed amendment, but it shall be sufficient if such consent approves the substance thereof. After an amendment under this condition becomes effective, the Issuer shall send a notice briefly describing such amendment to the Bondholders in the manner provided in the section entitled "Notices".

Evidence Supporting the Action of the Bondholders

Wherever in the Trust Indenture Agreement it is provided that the holders of a specified percentage of the aggregate outstanding principal amount of the Bonds may take any action (including the making of any demand or requests and the giving of any notice or consent or the taking of any other action), the fact that at the time of taking any such action the holders of such specified percentage have joined therein may be evidenced by: (i) any instrument executed by the Bondholders in person or by the agent or proxy appointed in writing; (ii) the duly authenticated record of voting in favor thereof at the meeting of the Bondholders duly called and held in accordance herewith; or (iii) a combination of such instrument and any such record of meeting of the Bondholders.

Non-Reliance

Each Bondholder also represents and warrants to the Trustee that it has independently and, without reliance on the Trustee, made its own credit investigation and appraisal of the financial condition and affairs of the Issuer on the basis of such documents and information as it has deemed appropriate and that he has subscribed to the Issue on the basis of such independent appraisal, and each Bondholder represents and warrants that it shall continue to make its own credit appraisal without reliance on the Trustee. The Bondholders agree to indemnify and hold the Trustee harmless from and against any and all liabilities, damages, penalties, judgments, suits, expenses and other costs of any kind or nature against the Trustee in respect of its obligations hereunder, except for its gross negligence or wilful misconduct.

GOVERNING LAW

The Bond Agreements are governed by and are construed in accordance with Philippine law.

CAPITALIZATION AND INDEBTEDNESS

As at 30 September 2024, the authorized capital stock of the Issuer was ₱40.00 billion divided into 40 billion common shares each with ₱1.00 par value per share, and its issued capital stock was ₱33.17 billion consisting of 33.166 billion common shares of ₱1.00 par value each. As at 30 September 2024 and 31 December 2023, the Issuer has 28.856 billion outstanding shares and 4.310 billion treasury shares.

The following table sets forth the consolidated capitalization and indebtedness of the Issuer as at 30 September 2024 and as adjusted to give effect to the issue of the Bonds. This table should be read in conjunction with the Issuer's unaudited consolidated financial statements as at 30 September 2024 and notes thereto, included elsewhere in this Offer Supplement.

	As at 30 September 2024		
	Actual (Unaudited)	Adjusted ¹ to assume ₱20.00 billion Issue Size (Unaudited)	Adjusted ¹ to assume ₱25.00 billion Issue Size (Unaudited)
<i>(in millions)</i>			
Short-term debt			
Loans payable	₱22,742	₱22,742	₱22,742
Current portion of long-term debt	69,886	69,886	69,886
Total short-term debt	92,628	92,628	92,628
Long-term debt - net of current portion			
Banks and other financial institutions	293,034	293,034	293,034
The Bonds to be issued	-	19,771	24,716
Total long-term debt - net of current portion	293,034	312,805	317,750
Equity Attributable to Equity Holders of the Parent			
Capital stock	33,166	33,166	33,166
Additional paid-in capital - net	38,164	38,164	38,164
Cumulative translation adjustment	3,464	3,464	3,464
Net fair value changes of equity instruments at fair value through other comprehensive income	19,900	19,900	19,900
Net fair value changes on cash flow hedges	(132)	(132)	(132)
Remeasurement loss on defined benefit obligation	(1,062)	(1,062)	(1,062)
Retained earnings			
Appropriated	42,200	42,200	42,200
Unappropriated	290,038	290,038	290,038
Treasury stock	(2,985)	(2,985)	(2,985)
Total Equity Attributable to Equity Holders of the Parent	422,753	422,753	422,753
Total capitalization²	₱808,415	₱828,186	₱833,131

Notes:

- (1) Adjusted amount as at 30 September 2024 includes gross proceeds of the principal amount of the Bonds offered hereunder, net of expenses related to the proceeds, accounted for as contra-liability of the long-term debt account and subsequently amortized as expense during the term of the debt.
- (2) Total capitalization is the sum of short-term debt, long-term debt and equity attributable to the equity holders of the parent.

DESCRIPTION OF THE ISSUER

The following section discusses updates to the Description of the Issuer after the date of the Prospectus and must be read in conjunction with the Prospectus. This section is qualified in its entirety by the more detailed information and financial statements and notes thereto appearing elsewhere in this Offer Supplement.

OVERVIEW

SM Prime was incorporated in the Philippines and registered with the SEC on 6 January 1994. It is a leading integrated Philippine real estate company with business units focused on malls, residential, commercial, and hotels and convention centers.

As at 30 September 2024, SM Prime's consolidated total assets stood at ₱998.8 billion, consolidated total liabilities were at ₱573.1 billion, with net debt-to-equity ratio (being the ratio of aggregate consolidated indebtedness (sum of loans payable and long-term debt (current and noncurrent portion) net of cash and cash equivalent over equity attributable to the equity holders of the parent) of 45:55.

The table below sets out each business unit's contribution to SM Prime's consolidated revenue for the nine (9) months ended 30 September 2024 and 2023 and for the years ended 31 December 2023, 2022 and 2021.

(in ₱ millions)	Nine months ended 30 September		For the years ended 31 December		
	Unaudited		Audited		
	2024	2023	2023	2022	2021
Malls	56,635	52,614	72,123	55,541	30,079
Residential	32,307	30,258	43,100	40,083	45,897
Commercial and Coastal Development	5,567	5,026	6,897	6,123	5,010
Hotels and Convention Centers	5,515	4,932	6,288	4,344	1,587
Eliminations	(260)	(227)	(310)	(305)	(258)
Consolidated Total	99,764	92,603	128,098	105,786	82,315

Subsidiaries

The subsidiaries of the Company are as follows:

Name of company	Place of incorporation	Year of incorporation	Percentage ownership
MALLS			
A. Canicosa Holdings, Inc.	Philippines	2008	100.0
AD Canicosa Properties, Inc.	Philippines	2008	100.0
ADC	Philippines	1950	100.0
Britannia Trading Corp. and Subsidiaries	Philippines	2001	100.0
CHAS and Subsidiaries	Philippines	1995	100.0
Cherry Realty Development Corporation	Philippines	1977	100.0
CPDC	Philippines	1998	100.0
MLI	Philippines	2006	100.0

Name of company	Place of incorporation	Year of incorporation	Percentage ownership
PCI and Subsidiary	Philippines	1998	100.0
PSC	Philippines	1998	100.0
PMI and Subsidiary	Philippines	1995	100.0
PCPMC	Philippines	2009	100.0
Rushmore Holdings, Inc.	Philippines	1994	100.0
SLHC	Philippines	2001	100.0
Simply Prestige	British Virgin Islands	2013	100.0
SMACC	Philippines	2012	100.0
SM Land China	Hong Kong	2006	100.0
SPC	Philippines	2008	100.0
Springfield Global Enterprises Limited	British Virgin Islands	2007	100.0
Supermalls Transport Services, Inc.	Philippines	2017	100.0
FARDC	Philippines	1987	74.2
Mindpro	Philippines	1970	70.0
FLVG	Philippines	2007	50.0
RESIDENTIAL			
SMDC and Subsidiaries	Philippines	1974	100.0
CDHI and Subsidiary	Philippines	2006	100.0
HPI and Subsidiary	Philippines	2001	100.0
COMMERCIAL, COASTAL DEVELOPMENT AND OTHERS			
MOA Esplanade Port, Inc.	Philippines	2014	100.0
Premier Clark Complex, Inc.	Philippines	2019	100.0
SCIDC	Philippines	2019	100.0
TRDC	Philippines	1988	100.0
SMPHI SG Holdings Pte. Ltd.	Singapore	2024	100.0
HOTELS AND CONVENTION CENTERS			
SM Hotels and Subsidiaries	Philippines	2008	100.0

Please refer to pages 76 to 78 of the Prospectus for the contribution of SM Prime and its subsidiaries to the Company's total consolidated revenues and net income attributable to equity holders of the Parent.

The Company's operations in China account for a portion of the SM Prime's consolidated revenues and net income. The contribution of the Company's China operations to its consolidated revenues and net income for each of the last three (3) years and for the nine (9) months period ended 30 September 2024 is set out below.

For the period ended	Contribution to Revenues	Contribution to Net Income
31 December 2021	12%	12%
31 December 2022	14%	4%
31 December 2023	5%	1%
30 September 2024	5%	1%

SM Prime is listed on the PSE and as at 30 September 2024 was 49.70% directly-owned by SMIC. SM Prime had a market capitalization of ₱932.8 billion as of 30 September 2024.

COMPETITIVE STRENGTHS

Integrated real estate platform with strong track record across segments

SM Prime benefits from a strong track record in the Philippine real estate industry, including being the number one shopping mall developer and operator in the Philippines based on both gross floor area and number of malls, a leading residential developer in the Philippines in terms of condominium units sold, and operating growing office, hotel, and leisure segments.

SM Prime possesses end-to-end capabilities across the integrated real estate value chain, encompassing land banking, master planning, construction, retailing and operations. SM Prime is able to leverage on the diverse skill sets of each of its business units while optimizing value through more efficient planning and control over its developments. SM Prime believes it can maximize the existing plots of its retail developments that may be underutilized or unutilized by adding residential, commercial and hospitality developments, thereby providing customers with an attractive “live, work, play” lifestyle.

SM Prime is one of the largest integrated real estate developers in Southeast Asia that offers innovative and sustainable lifestyle cities with the development of malls, residences, offices, hotels and convention centers. SM Prime believes it is the largest shopping mall developer in the Philippines in terms of gross leasable area. SM Prime believes that it is well positioned to take advantage of greater demand for residential homes resulting from the growth of the Philippine economy and increasing demand from expatriate Filipinos, among other factors.

Leading retail malls business

As of 30 September 2024, SM Prime was the largest mall operator in the Philippines, with eighty-six (86) malls in the Philippines and eight (8) malls in the PRC. SM Prime’s track record of operating malls dates back to 1985 when the first SM Mall was opened.

Drawing on its relationship with key tenants, SM Prime believes it is able to establish an appropriate mix of tenants in its malls and hence attract retail foot traffic. SM Prime enjoys long-standing relationships with anchor tenants such as The SM Stores, SM Markets, and Jollibee in the Philippines and Walmart and Vanguard in the PRC. In addition, SM Prime has long-term relationships with an extensive base of international and domestic tenants and has access to a wide leasing network, with approximately 23,307 tenants in the Philippines and 2,152 tenants in the PRC across multiple segments as of 30 September 2024. These tenants include well-known Philippine brands such as Jollibee and Bench as well as international brands such as Uniqlo, Forever 21, H&M, Starbucks, KFC, McDonald’s, Miniso, and IKEA.

SM Prime’s diverse network of tenants allows it to pursue a dynamic leasing and marketing strategy. For example, international brands such as Uniqlo, Forever 21, H&M, Miniso and IKEA have chosen SM Supermalls as the locations to open their flagship stores in the Philippines. SM Prime’s diverse network of tenants generally also allows it to achieve high occupancy levels in a short period time following the opening of new malls. Significant demand backlog gives SM Prime the flexibility to optimize its tenant mix, ensuring steady foot traffic and consistent same store sales growth at its malls.

SM Prime believes that in its thirty-nine (39) years of operating history, the SM Malls have established strong brand equity. SM Supermalls was recognized as Reader’s Digest Most Trusted Brand in the Philippines in 2019.

SM Prime's retail malls provide an anchor for its lifestyle city projects, generating steady foot traffic and enhancing the value of its mixed-use developments.

Access to a prime large-scale land bank

SM Prime aims to have a significant growth pipeline as underscored by its large and diversified land bank consisting of retail, commercial, and residential land in prime locations across the Philippines. As of 30 September 2024, SM Prime possessed a land bank of 2,918 hectares including around the MOA complex, South Road Properties in Cebu, and SMDC properties in Metro Manila, among others, which SM Prime believes is among the largest land banks in the country.

SM Prime believes that its well-established presence and reputation in the Philippines, as well as its expansion into China, enable it to gain access to additional quality land bank. SM Prime also has a track record of implementing a proactive land banking strategy, for example, the master plan for the 600-hectare reclamation project in Pasay and Parañaque is already in process. In addition, SMIC has granted a non-binding right of first refusal to SM Prime to purchase additional land from SMIC to support further development initiatives.

Strong balance sheet and access to capital

SM Prime believes that it has access to capital from a wide variety of sources and thus is not dependent on any one source for its funding needs. As a well-established PSE-listed company, SM Prime has access to the domestic and international capital markets for potential issuances of equity, debt or other securities. SM Prime is also able to secure debt financing at what it believes to be competitive rates, including revolving bank loans and medium-term notes.

SM Prime believes that its strong balance sheet boosted by a large asset and equity base ensures that it is able to move quickly to acquire real estate assets and additional land bank. As of 30 September 2024, SM Prime had consolidated total assets of ₱998.8 billion and a total equity attributable to equity holders of the Parent of ₱422.8 billion. As of 30 September 2024, SM Prime's consolidated net debt-to-equity ratio was 45:55, providing sufficient debt headroom flexibility for current and future capital expenditure and expansion plans.

SM Prime believes that its stable real estate portfolio contributes to its liquidity and strong mix of recurring income from its mall and office operations. For the year ended 30 September 2024, 62% of SM Prime's consolidated revenue was derived from mall and commercial. SM Prime believes that its long-term leases help to create a steady stream of cash flow.

Experienced management team with strong corporate governance practices

SM Prime's senior management team comprises Mr. Henry T. Sy, Jr. as Chairman of the Board, and Mr. Jeffrey C. Lim and Mr. Hans T. Sy as President and Chairman of the Executive Committee, respectively. Each of these individuals has been with SM Prime or its component businesses for at least thirty (30) years.

SM Prime adheres to strong corporate governance practices, with three (3) out of the eight (8) members of its Board of Directors being independent directors. The Company's commitment to uphold excellence in corporate governance has again been confirmed and recognized through the prestigious award it received for 2024. In particular, Five Golden Arrow Award, the highest corporate governance distinction in the Golden Arrow Recognition organized by the Institute of Corporate Directors, in partnership with the SEC, held on 19 September 2024.

Please refer to pages 80 to 82 of the Prospectus.

The chart below shows the current shareholding of SM Prime and its four (4) business segments.



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 30 September 2024, the malls business unit has eighty-six (86) malls in the Philippines with 9.3 million sq.m. of GFA and eight (8) shopping malls in China with 1.7 million sq.m. of GFA.

SM Prime plans to continue to expand its existing malls and develop new ones, with a target of opening approximately at least three (3) malls in the Philippines in 2025, subject to market conditions, which will provide an addition of 0.3 million sq.m. 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 sixty-one (61) malls and holds an additional of 366 hectares plot of land available for development, all of which are owned.

In 2024, SM Prime opened two new malls in the Philippines, namely SM City Caloocan and SM City J Mall. These new malls provided an addition of 0.2 million square meters of GFA.

Approximately 55% 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 22% (P12.2 billion) of SM Prime's consolidated mall revenues as of 30 September 2024.

Please refer to page 84 of the Prospectus.

The following is a brief summary of each of SM Prime's current malls.

Metro Manila

SM Supermalls	Location	GFA (In 000s sq. m.)
SM City North EDSA	Quezon City	477
SM City Sta. Mesa	Quezon City	133
SM Megamall	Mandaluyong City	474
SM Southmall	Las Piñas City	198
SM City Fairview	Quezon City	280
SM City Manila	Manila City	159
SM City Sucat	Parañaque City	88
SM City Bicutan	Parañaque City	116
SM City San Lazaro	Manila City	168
SM Center Valenzuela	Valenzuela City	68
SM Mall of Asia	Pasay City	497
SM Center Pasig	Pasig City	30
SM Center Muntinlupa	Muntinlupa City	35
SM City Marikina	Marikina City	126
SM Center Las Piñas	Las Piñas City	49
SM City Novaliches	Quezon City	55
SM Aura Premier	Taguig City	200
SM City BF Parañaque	Parañaque City	121

SM Supermalls	Location	GFA (In 000s sq. m.)
SM Center Sangandaan	Caloocan City	36
SM Cherry Shaw	Mandaluyong City	36
SM Center Congressional	Quezon City	12
SM City East Ortigas	Pasig City	65
S Maison	Pasay City	42
SM City Grand Central	Caloocan City	136
SM City Caloocan	Caloocan City	94

Provincial

Luzon

SM Supermalls	Location	GFA (In 000s sq. m.)
SM City Bacoar	Bacoar City	120
SM City Pampanga	San Fernando City	132
SM City Lucena	Lucena City	79
SM City Baguio	Baguio City	190
SM City Marilao	Marilao, Bulacan	82
SM City Dasmariñas	Dasmariñas City	198
SM City Batangas	Batangas City	77
SM City Molino	Bacoar City	75
SM City Santa Rosa	Santa Rosa City	137
SM City Clark	Angeles City	154
SM City Lipa	Lipa City	144
SM City Taytay	Taytay, Rizal	99
SM City Rosales	Rosales, Pangasinan	65
SM City Baliwag	Baliwag City	100
SM City Naga	Naga City	76
SM City Rosario	Rosario, Cavite	61
SM City Tarlac	Tarlac City	99
SM City San Pablo	San Pablo City	53
SM City Calamba	Calamba City	63
SM City Masinag	Antipolo City	88
SM City Olongapo	Olongapo City	51
SM City San Fernando Downtown	San Fernando City	38
SM City Cauayan	Cauayan City	56
SM Center Angono	Angono, Rizal	36
SM Megacenter Cabanatuan	Cabanatuan City	46
SM City San Mateo	San Mateo, Rizal	70
SM City Cabanatuan	Cabanatuan City	143
SM City San Jose Del Monte	San Jose Del Monte City	97
SM City Trece Martires	Trece Martires City	68
SM Center Antipolo Downtown	Antipolo City	27

SM Supermalls	Location	GFA (In 000s sq. m.)
SM City Puerto Princesa	Puerto Princesa City	54
SM Center Tuguegarao Downtown	Tuguegarao City	34
SM Center Pulilan	Pulilan, Bulacan	27
SM Center Lemery	Lemery, Batangas	25
SM Center Imus	Imus City	13
SM City Urdaneta Central	Urdaneta City	68
SM City Telabastagan	San Fernando City	54
SM City Legazpi	Legazpi City	73
SM City Olongapo Central	Olongapo City	93
SM Center Dagupan	Dagupan City	24
SM City Daet	Daet, Camarines Norte	47
SM City Tanza	Tanza, Cavite	60
SM City Sorsogon	Sorsogon City	40
SM City Tuguegarao	Tuguegarao City	62
SM City Bataan	Balanga City	46
SM Center San Pedro	San Pedro	31
SM City Sto. Tomas	Santo Tomas City	75

Visayas

SM Supermalls	Location	GFA (In 000s sq. m.)
SM City Cebu	Cebu City	268
SM City Iloilo	Iloilo City	144
SM City Bacolod	Bacolod City	128
SM City Consolacion	Lamac, Consolacion	98
SM Seaside City Cebu	Cebu City	407
SM Center Ormoc	Ormoc City	44
SM City Roxas	Roxas City	41

Mindanao

SM Supermalls	Location	GFA (In 000s sq. m.)
SM City Davao	Davao City	120
SM City Cagayan de Oro	Cagayan de Oro City	113
SM City General Santos	General Santos City	132
SM Lanang Premier	Davao City	133
SM CDO Downtown Premier	Cagayan de Oro City	128
SM City Butuan	Butuan City	48
SM City Mindpro	Zamboanga City	59

SM China Malls

Malls	Location	GFA (In 000s sq. m.)
SM Xiamen	Xiamen City	411
SM Jinjiang	Jinjiang City	168
SM Chengdu	Chengdu City	167
SM Suzhou	Suzhou City	73
SM Chongqing	Chongqing City	149
SM Zibo	Zibo City	152
SM Tianjin	Tianjin City	338
SM Yangzhou	Yangzhou	222

Please refer to page 87 of the Prospectus.

Sky Ranch

Please refer to page 87 of the Prospectus.

The SM Stores and SM Markets

SM Prime also owns several The SM Store and SM Markets buildings with a total GFA of almost 300,000 sq. m. The following table sets forth certain information regarding SM Stores and SM Markets buildings as at 30 September 2024:

The SM Stores	Location	GFA (In 000s sq. m.)
SM Store Makati	Makati City	110
SM Store Cubao	Quezon City	110
SM Store Delgado	Iloilo City	27

SM Markets	Location	GFA (In 000s sq. m.)
Marketmall Dasmariñas	Dasmariñas City	30
Savemore Tacloban	Tacloban City	15
Savemore Market Malabon	Malabon City	13
Hypermarket Sucat	Parañaque City	8
Hypermarket Lapu-Lapu	Lapu-lapu City	8
Savemore Market Apalit	Apalit	6
Savemore Nagtahan Market	Manila	5
Savemore Novaliches	Quezon City	4
Savemore Jaro	Iloilo City	4

Except for Savemore Jaro, SM Prime also owns the land on which the retail establishments listed in the table above are situated.

MOA Arena

Please refer to page 88 of the Prospectus.

Land Bank for Malls Development

SM Prime's existing land bank owned for development of new malls as at 30 September 2024 is 373 hectares, 353 hectares of which is strategically located on various provinces across the country.

Principal Tenants

Please refer to page 88 of the Prospectus.

Leasing Policies

Please refer to page 89 of the Prospectus.

Management of the Malls

Please refer to page 89 of the Prospectus.

Competition

Please refer to page 89 of the Prospectus.

RESIDENTIAL (PRIMARY)

As of 30 September 2024, primary residential business unit has sixty-seven (67) residential projects in the market, forty-seven (47) of which are in Metro Manila and twenty (20) are outside Metro Manila.

Completed Residential Projects

Please refer to page 90 of the Prospectus.

Ongoing Residential Projects

Condominium Projects	Building Type	Location	Year Launched	No. of Units
Cheer Residences	Mid-rise	Marilao City, Bulacan	2016	995
Cheerful Homes	House and Lot	Mabalacat City, Pampanga	2017	2,816
Bloom Residences	Mid-rise	Parañaque City	2017	5,890
Red Residences	High-rise	Makati City	2018	1,106
Park Residences	Mid-rise	Sta. Rosa City, Laguna	2018	1,864
Leaf Residences	Mid-rise	Muntinlupa City	2018	804
Lane Residences	Mid-rise	Davao City	2018	3,712
Field Residences	Mid-rise	Parañaque City	2019	4,165
Green 2 Residences	Mid-rise	Dasmariñas City, Cavite	2019	3,254
Hill Residences	Mid-rise	Quezon City	2019	1,717
Sail Residences	High-rise	Pasay City	2019	2,832
Glam Residences	High-rise	Quezon City	2019	2,966
Style Residences	Mid-rise	Iloilo City, Iloilo	2019	2,935

Condominium Projects	Building Type	Location	Year Launched	No. of Units
Light 2 Residences	High-rise	Mandaluyong City	2019	4,190
Gold Residences	High-rise	Parañaque City	2019	6,790
Charm Residences	Mid-rise	Cainta, Rizal	2020	3,027
Gem Residences	High-rise	Pasig City	2020	1,463
Smile Residences	Mid-rise	Bacolod City	2020	1,192
Mint Residences	High-rise	Makati City	2020	1,966
South 2 Residences	Mid-rise	Las Piñas City	2020	1,938
Sands Residences	High-rise	Malate, Manila	2021	2,367
Cheerful Homes 2	House and Lot	Mabalacat, Pampanga	2021	1,586
Ice Tower	High-rise	Pasay City	2021	844
Twin Residences	High-rise	Las Piñas City	2021	2,406
Joy Residences	Mid-rise	Baliwag, Bulacan	2021	2,823
Calm Residences	Mid-rise	Sta. Rosa City, Laguna	2021	2,949
Gold Residential-Offices	High-rise	Parañaque City	2021	2,050
Glade Residences	Mid-rise	Jaro, Iloilo	2021	1,929
Vail Residences	Mid-rise	Cagayan de Oro City	2022	3,183
Now Residences	Mid-rise	Angeles City, Pampanga	2022	1,741
Zeal Residences	Mid-rise	General Trias City	2022	2,188
Jade Residences	High-rise	Makati City	2023	1,998
Turf Residences	Mid-rise	Biñan City, Laguna	2023	998
Parkville	House and Lot	Bacolod City, Bacolod	2023	1,529

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.

As of 30 September 2024, secondary (leisure) residential business unit has twenty-five (25) residential projects in the market.

Projects	Location	Year Launched	No. of Units
The Horizon	Talisay, Batangas	2005 - 2021	108
Woodridge Place Phase 1	Tagaytay City	2006	71
The Hillside	Calamba, Laguna	2006	156
Jacana	Nasugbu, Batangas	2007	246
Myna	Nasugbu, Batangas	2007	246
Carola	Nasugbu, Batangas	2008	248

Projects	Location	Year Launched	No. of Units
Miranda	Nasugbu, Batangas	2008	248
Pueblo Real	Talisay, Batangas	2009	86
Woodridge Place Phase 2	Tagaytay City	2010	177
Sierra Lago	Talisay, Batangas	2010	185
Aspenhills	Calamba, Laguna	2012	204
Vireya 1 & 2	Talisay, Batangas	2016 - 2017	209
Freia	Nasugbu, Batangas	2017	223
Horizon Terraces Garden Suites and Villas	Talisay, Batangas	2017 - 2022	219
Vireya 3	Talisay, Batangas	2018	92
The Pines at Aspenhills	Calamba, Laguna	2019	25
Provence	Talisay, Batangas	2020	119
The Woodlands Point	Tagaytay City	2009	60
Sola	Nasugbu, Batangas	2021	53
Primrose Parks	Talisay, Batangas	2022	99
Trealva	Talisay, Batangas	2023	231
Highlands Residences	Calamba, Laguna	2023	53113
Ardea	Nasugbu, Batangas	2023	75
Balea	Nasugbu, Batangas	2023	136
M Village	Nasugbu, Batangas	2024	177

Land Bank for Residential (Primary) Development

The Company continues to invest in properties that it believes are in prime locations across the Philippines for existing and future property development projects. It is important to the Company to have access to a steady supply of land for future projects.

Potential land acquisitions are evaluated against a number of criteria, including the attractiveness of the acquisition price relative to the market and the suitability or the technical feasibility of the planned development. The Company identifies land acquisitions through active search and referrals.

SM Prime's existing land bank owned for development of residential (primary) as at 30 September 2024 is 1,363 hectares, 1,003 hectares of which is strategically located on various provinces across the country.

The Company believes this land bank is sufficient to sustain development and sales. Moreover, the Company's 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 510 hectares of land located in Tagaytay City, Cavite, Laguna and Batangas.

COMMERCIAL

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 30 September 2024, SM Prime has twenty-two (22) office buildings with a combined GFA of 1.56 million sq. m.

Offices and BPO Towers

Offices	Year Opened	Location	GFA (In 000s sq. m.)
SM Cyber One	2008	Makati City	24
SM Cyber Two	2008	Makati City	15
Two E-Com Center	2012	Pasay City	108
Mall of Asia Annex (MAAX)	2012	Pasay City	95
SM Aura Tower	2014	Taguig City	51
Cyber West	2014	Quezon City	41
Five E-Com Center	2015	Pasay City	144
SM City Taytay BPO Towers	2015	Taytay, Rizal	11
Clark Tech Hub 1 and 2	2016	Angeles City	30
Clark Tech Hub 3	2016	Angeles City	9
Clark Tech Hub 4	2016	Angeles City	9
Clark Tech Hub 5 and 6	2016	Angeles City	39
Clark Tech Hub 7 and 9	2016	Angeles City	30
The Core	2017	Sta. Rosa City	68
Downtown Tower	2018	Cagayan De Oro City	20
Three E-Com Center	2018	Pasay City	130
SM Strata	2018	Iloilo City	53
SM South Tower	2018	Las Piñas City	69
Fairview Tower 1, 2, 4 and 5	2019	Quezon City	154
NU Mall of Asia (NUMA) Building	2019	Pasay City	86
North Towers 1 and 2	2020	Quezon City	109
Mega Tower	2021	Mandaluyong City	191
Four E-Com Center	2022	Pasay City	190

Landbank for Commercial Development

SM Prime's existing land bank owned for development of new commercial buildings and offices as at 30 September 2024 is 127 hectares.

Competition

Please refer to page 94 of the Prospectus.

HOTELS AND CONVENTION CENTERS

As of 30 September 2024, the hotels and convention centers business unit is composed of ten (10) hotels with 2,602 saleable rooms, six (6) convention centers, and two (2) trade halls.

Please refer to page 94 of the Prospectus.

Competition

Please refer to page 95 of the Prospectus.

DEVELOPMENT

Please refer to page 95 of the Prospectus.

FINANCING

Please refer to pages 95 to 96 of the Prospectus.

SECURITY HOLDINGS

SM Prime also holds shares of various Philippine companies. The table set forth below shows the companies and the corresponding number of shares that SM Prime holds in such companies as of 30 September 2024.

Company	No. of shares held	Market value (in ₱ thousands)
BDO	108,029,274	17,068,625
Ayala Corporation	7,690,430	5,164,124
Shang Properties, Inc.	189,350,548	715,745
SMIC	146,104	139,675
ACEN Corporation	23,071,290	124,124
Republic Glass Holdings Corporation	14,230,000	51,228
Picop Resources, Inc.	40,000,000	8,200
Prime Media Holdings, Inc.	500,000	1,305
Benguet Corporation "A"	266,757	984
Philippine National Bank	112	3
Total		23,274,014

INSURANCE, ENVIRONMENT, HEALTH AND SAFETY

Please refer to pages 96 to 97 of the Prospectus.

LEGAL PROCEEDINGS

Please refer to page 97 of the Prospectus.

INTELLECTUAL PROPERTY

Please refer to pages 97 to 99 of the Prospectus.

CAPITAL EXPENDITURE

SM Prime incurred capital expenditure (development cost incurred plus additions to investment properties

and property and equipment) of ₱88,176 million, ₱75,419 million, and ₱64,918 million in 2023, 2022, and 2021, respectively, related to construction of shopping malls and land banking activities, project development costs of condominium buildings and resort facilities, and hotel development costs.

Capital expenditure for 2024 is approximately ₱100.0 billion, with 35% for malls, 30% for bay city, 28% for residential, 5% for commercial and 2% for hotels and convention centers. For the nine (9) months ended 30 September 2024, SM Prime has spent ₱60.1 billion of the ₱100.0 billion capital expenditure budget for 2024. Capital expenditure for 2025 is approximately ₱100.0 billion to ₱110.0 billion, with 30% for malls, 30% for bay city, 30% for residential, 5% for commercial and 5% for hotels and convention centers. SM Prime plans to fund its capital expenditure plan through recurring income flows and external financing.

GOVERNMENT REGULATIONS AND AUTHORIZATIONS

Please refer to page 100 of the Prospectus.

EMPLOYEES

As at 30 September 2024, the Company had 12,066 regular employees. The employees are classified as follows:

Classification	No. of Employees
Rank and file	9,145
Junior/ mid-level managers	2,494
Senior executive officers	427

Please refer to page 100 of the Prospectus.

RELATED PARTY TRANSACTIONS

Please refer to pages 100 to 102 of the Prospectus.

MATERIAL CONTRACTS

As of the date of this Offer Supplement, the Company is not a party to any material contracts, except for contracts entered into in the ordinary course of business.

MATERIAL PERMITS AND LICENSES

As of the date of this Offer Supplement, the Company and its Subsidiaries have the following material permits and licenses:

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
SM Prime		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		AS094-000088	05-Jan-94	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		003-058-789-00000	12-Mar-24	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	2	SM City Cebu		003-058-789-00001	05-Nov-96	Not Applicable
	3	SM City Fairview		003-058-789-00006	03-Dec-98	Not Applicable
	4	SM City Complex North Edsa		003-058-789-00007	21-Oct-96	Not Applicable
	5	SM City Sta. Mesa		003-058-789-00009	21-Oct-96	Not Applicable
	6	SM City Bacoor		003-058-789-00010	06-Aug-99	Not Applicable
	7	SM City Bacoor-kiddie rides		003-058-789-011	31-Aug-99	Not Applicable
	8	SM Southmall		003-058-789-00012	21-Oct-96	Not Applicable
	9	SM City Manila		003-058-789-00014	15-Mar-00	Not Applicable
	10	SM City Pampanga		003-058-789-00016	28-Sep-00	Not Applicable
	11	SM Megamall Kiddie rides		003-058-789-017	12-Jan-01	Not Applicable
	12	SM City Sucat		003-058-789-00018	04-Apr-01	Not Applicable
	13	SM City Davao		003-058-789-00020	23-Oct-01	Not Applicable
	14	SM City Cagayan		003-058-789-00022	14-Jun-02	Not Applicable
	15	SM City Bicutan		003-058-789-00024	27-Aug-02	Not Applicable
	16	SM City Iloilo		003-058-789-00027	28-Feb-03	Not Applicable
	17	SM City Baguio		003-058-789-00028	07-Mar-03	Not Applicable
	18	SM City Marilao		003-058-789-00029	16-Jun-03	Not Applicable
	19	SM City Lucena		003-058-789-00030	15-Jul-03	Not Applicable
	20	SM City Baguio		003-058-789-00031	11-Aug-03	Not Applicable
	21	SM City San Lazaro		003-058-789-00035	13-Apr-05	Not Applicable
	22	SM City Valenzuela		003-058-789-037	15-Aug-05	Not Applicable
	23	SM City Molino		003-058-789-00039	17-Aug-05	Not Applicable
	24	SM Mall of Asia		003-058-789-00041	20-Dec-05	Not Applicable
	25	SM City Santa Rosa		003-058-789-00042	22-Dec-05	Not Applicable
	26	SM City Dasmariñas		003-058-789-00043	27-Dec-05	Not Applicable
	27	SM City Batangas		003-058-789-044	10-Jan-06	Not Applicable
	28	SM City Clark		003-058-789-00045	06-Mar-06	Not Applicable
	29	SM Center-Pasig		003-058-789-00046	03-May-06	Not Applicable
	30	SM City Lipa		003-058-789-00047	01-Jun-06	Not Applicable
	31	SM City Bacolod		003-058-789-00048	15-Apr-24	Not Applicable
	32	SM City Taytay		003-058-789-00049	12-Jun-07	Not Applicable
	33	SM Center Muntinlupa		003-058-789-00050	13-Jul-07	Not Applicable
	34	By the Bay Kiddie Rides		003-058-789-052	14-Sep-07	Not Applicable
	35	SM City Marikina		003-058-789-00053	25-Jan-08	Not Applicable
	36	SM Savemore Market Nagtahan		003-058-789-00054	25-Jun-08	Not Applicable
	37	SM City Baliwag		003-058-789-00055	24-Jul-08	Not Applicable
	38	SM City Rosales		003-058-789-00056	21-Aug-08	Not Applicable
	39	SM City Naga		003-058-789-00057	18-Feb-09	Not Applicable
	40	SM Center Las Piñas		003-058-789-00058	06-Mar-09	Not Applicable
	41	SM City Rosario		003-058-789-00059	18-Mar-09	Not Applicable
	42	SM City Calamba		003-058-789-00062	14-Jan-10	Not Applicable
	43	SM City Novaliches		003-058-789-00063	19-Jan-10	Not Applicable
	44	SM City San Pablo		003-058-789-00064	20-Jan-10	Not Applicable
	45	SM City Tarlac		003-058-789-00065	21-Jan-10	Not Applicable
	46	The SMKL Podium		003-058-789-00066	20-Aug-10	Not Applicable
	47	SM City San Fernando Downtown		003-058-789-00067	06-Jan-11	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	48	SM Savemore Market Apalit		003-058-789-00068	06-Jan-11	Not Applicable
	49	SM City Masinag		003-058-789-00069	13-Jan-11	Not Applicable
	50	SM City Olongapo Downtown		003-058-789-070	22-Feb-11	Not Applicable
	51	SM Rosales		003-058-789-00071	23-May-11	Not Applicable
	52	SM Marketmall Dasmariñas		003-058-789-00072	07-Jul-11	Not Applicable
	53	SM City Consolacion		003-058-789-00073	07-Jul-11	Not Applicable
	54	SM Makati		003-058-789-00074	11-Jul-11	Not Applicable
	55	SM Hypermarket Sucat Lopez		003-058-789-00076	08-Nov-11	Not Applicable
	56	SM City General Santos		003-058-789-00077	12-Jan-12	Not Applicable
	57	SM Lanang Premier		003-058-789-00078	14-May-12	Not Applicable
	58	SM Aura Premier		003-058-789-00079	22-Oct-12	Not Applicable
	59	Skyranch Tagaytay		003-058-789-080	15-Nov-12	Not Applicable
	60	SM City BF Parañaque		003-058-789-00081	21-May-13	Not Applicable
	61	SM City Cauayan		003-058-789-00082	19-Jul-13	Not Applicable
	62	Waltermart Calamba		003-058-789-00083	05-Nov-13	Not Applicable
	63	Waltermart Sta. Maria		003-058-789-00084	06-Nov-13	Not Applicable
	64	Waltermart Makati		003-058-789-00085	06-Nov-13	Not Applicable
	65	Waltermart Gapan		003-058-789-00086	08-Nov-13	Not Applicable
	66	Waltermart Tanauan		003-058-789-00088	08-Nov-13	Not Applicable
	67	SM Delgado		003-058-789-089	12-Nov-13	Not Applicable
	68	SM Cubao		003-058-789-090	12-Nov-13	Not Applicable
	69	SM Savemore Tacloban		003-058-789-00091	12-Nov-13	Not Applicable
	70	SM Megacenter Cabanatuan		003-058-789-00092	14-Jan-14	Not Applicable
	71	SM Center Angono		003-058-789-00093	06-Feb-14	Not Applicable
	72	SM Hypermarket Lapu-Lapu		003-058-789-00094	02-Apr-14	Not Applicable
	73	SM Cyber West Ave		003-058-789-00095	05-Jun-14	Not Applicable
	74	One E-com Center (Booking Office)		003-058-789-096	08-Aug-14	Not Applicable
	75	Pico Sands Hotel		003-058-789-097	08-Aug-14	Not Applicable
	76	Radisson Blu Cebu		003-058-789-098	08-Aug-14	Not Applicable
	77	Park Inn By Radisson Davao		003-058-789-099	08-Aug-14	Not Applicable
	78	Taal Vista Hotel		003-058-789-100	08-Aug-14	Not Applicable
	79	Philcom Bldg (Booking Office)		003-058-789-102	12-Aug-14	Not Applicable
	80	Light Residences - SM Tickets		003-058-789-104	23-Oct-14	Not Applicable
	81	Two E-com		003-058-789-105	15-Dec-14	Not Applicable
	82	SM City San Mateo		003-058-789-00106	20-Jan-15	Not Applicable
	83	SM Savemore Malabon		003-058-789-00107	13-Feb-15	Not Applicable
	84	SM City Cabanatuan		003-058-789-00109	17-Mar-15	Not Applicable
	85	SM Seaside City Cebu		003-058-789-00110	04-May-15	Not Applicable
	86	Cherry Shaw		003-058-789-00111	03-Jan-24	Not Applicable
	87	Eastwood Mall		003-058-789-00112	25-Jun-15	Not Applicable
	88	Lucky China Town		003-058-789-00113	25-Jun-15	Not Applicable
	89	SM Center Sangandaan		003-058-789-00114	03-Jul-15	Not Applicable
	90	Tower Mall Trece Martires		003-058-789-00115	03-Jul-15	Not Applicable
	91	SM Center Congressional		003-058-789-00116	30-Jan-24	Not Applicable
	92	SM Center Antipolo Downtown		003-058-789-00117	30-Jan-24	Not Applicable
	93	SM City East Ortigas		003-058-789-00118	05-Aug-15	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	94	Uptown Mall- SM Tickets		003-058-789-00120	15-Sep-15	Not Applicable
	95	SM Baliwag Central Terminal		003-058-789-00121	15-Sep-15	Not Applicable
	96	SM City San Jose Del Monte		003-058-789-00122	23-Nov-15	Not Applicable
	97	SM City Trece Martires		003-058-789-00123	23-Nov-15	Not Applicable
	98	Cabanatuan Central Terminal		003-058-789-00125	21-Dec-15	Not Applicable
	99	SM CDO Downtown Premier		003-058-789-00126	27-Feb-17	Not Applicable
	100	SM Center Tuguegarao		003-058-789-00127	09-Mar-17	Not Applicable
	101	SM Center Lemery		003-058-789-00128	02-Jun-17	Not Applicable
	102	SM Center Pulilan		003-058-789-00129	02-Jun-17	Not Applicable
	103	SM Center Ormoc		003-058-789-00131	02-Jun-17	Not Applicable
	104	SM City Puerto Princesa		003-058-789-00132	05-Jun-17	Not Applicable
	105	SM City Urdaneta		003-058-789-00133	14-Jul-17	Not Applicable
	106	SM City Telabastagan		003-058-789-00134	06-Dec-17	Not Applicable
	107	SM City Legazpi		003-058-789-00135	06-Dec-17	Not Applicable
	108	SM Center Dagupan		003-058-789-136	16-Aug-18	Not Applicable
	109	NU Mall of Asia		003-058-789-137	25-Oct-18	Not Applicable
	110	Skyranch Baguio		003-058-789-138	05-Nov-18	Not Applicable
	111	Park Inn By Radisson Iloilo		003-058-789-139	03-Dec-18	Not Applicable
	112	Park Inn By Radisson North Edsa		003-058-789-140	11-Feb-19	Not Applicable
	113	SM City Olongapo Central		003-058-789-00141	06-Mar-19	Not Applicable
	114	SM City Butuan		003-058-789-00142	20-Jun-19	Not Applicable
	115	Star Cruises Center (SM Tickets)		003-058-789-143	29-Oct-19	Not Applicable
	116	SM City Grand Central		003-058-789-144	31-Jan-24	Not Applicable
	117	SM City Roxas		003-058-789-00145	27-Dec-19	Not Applicable
	118	SM City Daet		003-058-789-146	27-Dec-19	Not Applicable
	119	The SM Store Estancia		003-058-789-00149	11-Jun-20	Not Applicable
	120	Estancia		003-058-789-00150	01-Sep-20	Not Applicable
	121	SM City Tuguegarao		003-058-789-00151	05-Oct-20	Not Applicable
	122	Park Inn By Radisson Bacolod		003-058-789-00152	21-Oct-10	Not Applicable
	123	SM City Sorsogon		003-058-789-00153	16-Aug-24	Not Applicable
	124	SM City Bataan		003-058-789-00155	15-Dec-20	Not Applicable
	125	MOA Square		003-058-789-00156	15-Dec-20	Not Applicable
	126	SM City Tanza		003-058-789-00158	27-Nov-21	Not Applicable
	127	SM City Sto. Tomas		003-058-789-00159	05-Jul-22	Not Applicable
	128	SM Center San Pedro		003-058-789-00160	25-Aug-22	Not Applicable
	129	Lanson Place Mall of Asia, Manila		003-058-789-00161	19-Dec-22	Not Applicable
	130	SM City J Mall		003-058-789-00162	17-Mar-23	Not Applicable
	131	SM City Caloocan		003-058-789-00163	02-Jun-23	Not Applicable
	132	Four E-com (Parking)		003-058-789-00164	04-Sep-23	Not Applicable
	133	Three E-com (Parking)		003-058-789-00165	04-Sep-23	Not Applicable
	134	Two E-com (Parking)		003-058-789-00166	04-Sep-23	Not Applicable
	135	SM City La Union		003-058-789-00167	01-Mar-24	Not Applicable
	136	SM City Laoag		003-058-789-00168	01-Mar-24	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	DHSUD (HLURB)			
	1	South Residences		27982	12-Oct-16	Not Applicable
	2	Cheer Residences		28380	13-Dec-17	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	3	Hope Residences		28721	11-Apr-18	Not Applicable
	4	Sail Residences		29483	28-Mar-19	Not Applicable
	5	Style Residences		28889	06-May-19	Not Applicable
	6	Smile Residences		PCR-06-001	21-Jan-20	Not Applicable
	7	Joy Residences Phase 1		2021-07-213	02-Aug-21	Not Applicable
	8	Joy Residences Phase 2		2022-04-285	07-Apr-22	Not Applicable
	9	Twin Residences		11	17-Jan-23	Not Applicable
	10	South 2 Residences		81	27-Sep-23	Not Applicable
		LICENSE TO SELL (LTS)	DHSUD (HLURB)			
	1	South Residences		31618	12-Oct-16	Not Applicable
	2	Cheer Residences		33207	13-Dec-17	Not Applicable
	3	Hope Residences		33129	11-Apr-18	Not Applicable
	4	Style Residences		33552	06-May-19	Not Applicable
	5	Smile Residences		06-002	21-Jan-20	Not Applicable
	6	Joy Residences Phase 1, Bldg. A, F, G,H ,K & L		2021-07-263	02-Aug-21	Not Applicable
				2021-07-264	02-Aug-21	Not Applicable
				2021-07-265	02-Aug-21	Not Applicable
				2021-07-266	02-Aug-21	Not Applicable
				2021-07-269	02-Aug-21	Not Applicable
				2021-07-270	02-Aug-21	Not Applicable
	7	Joy Residences Phase 1, Bldg. I & J		2021-07-267	03-Aug-21	Not Applicable
				2021-07-268	03-Aug-21	Not Applicable
	8	Joy Residences Phase 2		2022-04-348	07-Apr-22	Not Applicable
	9	Twin Residences		71	06-Jul-23	Not Applicable
	10	Sail Residences		99	08-Aug-23	Not Applicable
	11	South 2 Residences		128	27-Sep-23	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BOI			
	1	Park Inn By Radisson Iloilo		2019-106	04-Jun-19	Not Applicable
	2	Park Inn By Radisson North Edsa		2019-180	24-Sep-19	Not Applicable
	3	Taal Vista Hotel		2013-037	05-Feb-2013	Not Applicable
	4	Taal Vista Hotel		2008-149	04-Jul-2008	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	13-040974	17-Apr-24	31-Dec-24*
				11-034348	17-Apr-24	31-Dec-24*
	2	SM City North Edsa	Quezon City	97-026271	18-Apr-24	18-Apr-25
				97-076550	19-Apr-24	19-Apr-25
				97-085634	19-Apr-24	19-Apr-25
				97-026280	06-Mar-24	06-Mar-25
				09-004383	19-Apr-24	19-Apr-25
				97-087399	13-Mar-24	13-Mar-25
				13-013604	08-Mar-24	08-Mar-25
				13-005941	12-Mar-24	12-Mar-25
				11-010723	09-Mar-24	09-Mar-25
				02-204649	09-Mar-24	09-Mar-25
	3	North Tower	Quezon City	18-014095	18-Apr-24	18-Apr-25
				18-014097	19-Apr-24	19-Apr-25

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	4	SM Center Congressional	Quezon City	18-014096	19-Apr-24	19-Apr-25
				15-010608	11-Sep-24	11-Sep-25
				15-010602	21-May-24	21-May-25
				15-010614	21-May-24	21-May-25
	5	SM Megamall	Mandaluyong City	MC-2002-01345	13-Jan-24	31-Dec-24*
	6	SM Center Pasig	Pasig City	PM-2006-016699	20-Nov-24	31-Dec-24*
	7	The Podium	Mandaluyong City	24-06279	12-Jan-24	31-Dec-24*
				MC-2010-02293	12-Jan-24	31-Dec-24*
	8	SM Center Shaw	Mandaluyong City	MC-2015-02448	N/A	31-Dec-24*
	9	SM By the Bay	Pasay City	07-022623	23-Apr-24	31-Dec-24*
	10	SM Mall of Asia	Pasay City	07-017724	11-Oct-24	31-Dec-24*
				07-017725	11-Oct-24	31-Dec-24*
				07-017728	11-Oct-24	31-Dec-24*
				07-017730	11-Oct-24	31-Dec-24*
				07-017727	11-Oct-24	31-Dec-24*
				07-017731	11-Oct-24	31-Dec-24*
				07-017732	11-Oct-24	31-Dec-24*
				07-017734	11-Oct-24	31-Dec-24*
				07-017822	11-Oct-24	31-Dec-24*
				07-017823	11-Oct-24	31-Dec-24*
				07-017825	11-Oct-24	31-Dec-24*
				07-017826	11-Oct-24	31-Dec-24*
				07-017828	11-Oct-24	31-Dec-24*
				07-017829	11-Oct-24	31-Dec-24*
				07-017830	11-Oct-24	31-Dec-24*
				07-017831	11-Oct-24	31-Dec-24*
				07-017833	11-Oct-24	31-Dec-24*
				07-017735	11-Oct-24	31-Dec-24*
				18-056023	11-Oct-24	31-Dec-24*
				18-056022	11-Oct-24	31-Dec-24*
				20-000630	11-Oct-24	31-Dec-24*
	11	Mall of Asia Arena	Pasay City	12-036901	11-Oct-24	31-Dec-24*
	12	S Maison	Pasay City	16-047730	08-Jul-24	31-Dec-24*
	13	Esplanade Seaside Terminal	Pasay City	15-045539	23-Apr-24	31-Dec-24*
	14	Luxe Duty Free	Pasay City	18-055938	23-Apr-24	31-Dec-24*
	15	SM MOA Square	Pasay City	21-002088	25-Jan-24	31-Dec-24*
	16	SM Aura Premier	Taguig City	20-012543	19-Jan-24	31-Dec-24*
				20-012544	19-Jan-24	31-Dec-24*
				20-012545	19-Jan-24	31-Dec-24*
				20-012547	19-Jan-24	31-Dec-24*
				20-012546	19-Jan-24	31-Dec-24*
				20-012548	19-Jan-24	31-Dec-24*
				20-012549	19-Jan-24	31-Dec-24*
				20-012550	19-Jan-24	31-Dec-24*
				20-012551	19-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				20-012552	19-Jan-24	31-Dec-24*
				20-012554	19-Jan-24	31-Dec-24*
				20-012553	19-Jan-24	31-Dec-24*
	17	SM Southmall	Las Piñas City	1995040274	30-Jun-24	31-Dec-24*
				1995080549	30-Jun-24	31-Dec-24*
				2012102436	30-Jun-24	31-Dec-24*
				2012102439	30-Jun-24	31-Dec-24*
				2012102440	30-Jun-24	31-Dec-24*
				2012102441	30-Jun-24	31-Dec-24*
				2012102435	30-Jun-24	31-Dec-24*
				2012102434	30-Jun-24	31-Dec-24*
				2012102438	30-Jun-24	31-Dec-24*
				2012102437	30-Jun-24	31-Dec-24*
				2019041036	30-Jun-24	31-Dec-24*
				2019041037	30-Jun-24	31-Dec-24*
				1995060341	30-Jun-24	31-Dec-24*
				1999092907	30-Jun-24	31-Dec-24*
				2000082744	30-Jun-24	31-Dec-24*
				2013050940	30-Jun-24	31-Dec-24*
				2024112334	26-Nov-24	31-Dec-24*
	18	SM Center Las Piñas	Las Piñas City	2009091995	19-Jan-24	31-Dec-24*
	19	SM City Baguio	Baguio City	10-2-52212-40673	21-Feb-24	31-Dec-24*
				10-2-100073-28817	21-Feb-24	31-Dec-24*
				10-2-68110-28816	12-Apr-24	31-Dec-24*
				10-2-93293-40669	06-Mar-24	31-Dec-24*
	20	Skyranch Baguio	Baguio City	10-2-68110-209020	21-Feb-24	31-Dec-24*
	21	SM Center Dagupan	Dagupan City	24-03-3718	11-Mar-24	31-Dec-24*
				18-00552	11-Mar-24	31-Dec-24*
	22	SM City Rosales	Rosales, Pangasinan	2524 / S-015531-00230	30-Jun-24	31-Dec-24*
				2525 / S-015531-00232	30-Jun-24	31-Dec-24*
				2529 / S-015531-00231	30-Jun-24	31-Dec-24*
				2526 / S-015531-00229	30-Jun-24	31-Dec-24*
				2528 / S-015531-00228	30-Jun-24	31-Dec-24*
				2530 / S-015531-00233	30-Jun-24	31-Dec-24*
				2527 / S-015531-00227	30-Jun-24	31-Dec-24*
	23	SM City Urdaneta Central	Urdaneta City	2625 / 00018040	12-Feb-24	31-Dec-24*
				2633 / 00018034	12-Feb-24	31-Dec-24*
				2632 / 00018035	12-Feb-24	31-Dec-24*
				2634 / 00018037	12-Feb-24	31-Dec-24*
				2624 / 00018039	12-Feb-24	31-Dec-24*
				2636 / 00018038	12-Feb-24	31-Dec-24*
				2635 / 00023445	12-Feb-24	31-Dec-24*
				2626 / 00023446	12-Feb-24	31-Dec-24*
	24	SM City Cauayan	Cauayan City	2024-2962 / 14-006231	26-Mar-24	31-Dec-24*
				2024-2958 / 14-006246	26-Mar-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				2024-2961 / 14-006248	26-Mar-24	31-Dec-24*
				2024-2953 / 14-006252	26-Mar-24	31-Dec-24*
				2024-2954 / 14-006255	26-Mar-24	31-Dec-24*
				2024-2957 / 14-006250	26-Mar-24	31-Dec-24*
				2024-2955 / 14-006251	26-Mar-24	31-Dec-24*
				2024-2952 / 14-006233	26-Mar-24	31-Dec-24*
				2024-2956/ 14-006232	26-Mar-24	31-Dec-24*
				2024-2959 / 14-006235	26-Mar-24	31-Dec-24*
				2024-2960 / 14-006234	26-Mar-24	31-Dec-24*
	25	SM Center Tuguegarao Downtown	Tuguegarao City	12816	17-Jan-24	31-Dec-24*
				12815	17-Jan-24	31-Dec-24*
				12814	17-Jan-24	31-Dec-24*
				12818	17-Jan-24	31-Dec-24*
				12817	17-Jan-24	31-Dec-24*
				12819	17-Jan-24	31-Dec-24*
	26	SM City Tuguegarao	Tuguegarao City	18987	17-Jan-24	31-Dec-24*
				18989	17-Jan-24	31-Dec-24*
				18986	17-Jan-24	31-Dec-24*
				18990	17-Jan-24	31-Dec-24*
				18991	17-Jan-24	31-Dec-24*
				18988	17-Jan-24	31-Dec-24*
				18992	17-Jan-24	31-Dec-24*
				18993	17-Jan-24	31-Dec-24*
				18994	17-Jan-24	31-Dec-24*
				18995	17-Jan-24	31-Dec-24*
				18996	17-Jan-24	31-Dec-24*
	27	SM City Cabanatuan	Cabanatuan City	BLPD-23-18472/RF-23-26223/PN 23-01356	22-Jan-24	31-Dec-24*
				BLPD-23-18475/RF-23-26268/PN 23-01357	22-Jan-24	31-Dec-24*
				BLPD-23-18478/RF-23-26945 PN 23-01355	22-Jan-24	31-Dec-24*
				BLPD-23-18477/RF-23-26227/PN 23-01359	22-Jan-24	31-Dec-24*
				BLPD-23-18522/RF-23-26221/PN 23-01358	22-Jan-24	31-Dec-24*
	28	Cabanatuan Central Terminal	Cabanatuan City	BLPD-23-18530/RF-23-26219/PN 23-01354	22-Jan-24	31-Dec-24*
	29	SM Megacenter Cabanatuan	Cabanatuan City	24-00782/Business Permit (BP)LD-23-18129/RF-23-26122/PN 23-01353	19-Jan-24	31-Dec-24*
				24-00781/Business Permit (BP)LD-23-18130/RF-23-26104/PN 23-01352	19-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	30	SM City Olongapo Central	Olongapo City	1292/2019-0000972	18-Jan-24	31-Dec-24*
				907/2019-0000965	18-Jan-24	31-Dec-24*
				911/2019-0000964	18-Jan-24	31-Dec-24*
				910/2019-0000968	18-Jan-24	31-Dec-24*
				1291/2019-0000970	18-Jan-24	31-Dec-24*
				912/2019-0000971	18-Jan-24	31-Dec-24*
				913/2019-0000969	18-Jan-24	31-Dec-24*
				906/2020-0000954	18-Jan-24	31-Dec-24*
	31	SM City Olongapo Downtown	Olongapo City	918/2011-0001766	18-Jan-24	31-Dec-24*
				3629/2011-0001767	18-Jan-24	31-Dec-24*
				1057/2011-0001768	18-Jan-24	31-Dec-24*
				1050/2011-0001774	18-Jan-24	31-Dec-24*
				1052/2011-0001770	18-Jan-24	31-Dec-24*
				1049/2011-0001772	18-Jan-24	31-Dec-24*
				920/2012-0000282	18-Jan-24	31-Dec-24*
				2345/2024-0000955	18-Oct-24	31-Dec-24*
	32	SM City Tarlac	Tarlac City	017-17-2010-0000210	12-Aug-24	31-Dec-24*
	33	SM City Bataan	Balanga City	PN 2024-3543	29-Feb-24	31-Dec-24*
				PN 2024-3538	29-Feb-24	31-Dec-24*
				PN 2024-3542	29-Feb-24	31-Dec-24*
				PN 2024-3541	29-Feb-24	31-Dec-24*
				PN 2024-3544	29-Feb-24	31-Dec-24*
				PN 2024-3539	29-Feb-24	31-Dec-24*
				PN 2024-3540	29-Feb-24	31-Dec-24*
				PN 2024-3537	29-Feb-24	31-Dec-24*
	34	SM City Clark	Angeles City	2024003268 / 54-01-2006001317	17-Jan-24	31-Dec-24*
				2024003272 / 54-01-2010001468	17-Jan-24	31-Dec-24*
				2024003282 / 54-01-2017000933	17-Jan-24	31-Dec-24*
	35	SM City Pampanga	San Fernando City, Pampanga	8170 / 0170-2007-0075	05-Feb-24	31-Dec-24*
				7349 / 0046-2007-0004	05-Feb-24	31-Dec-24*
				7353 / 0135-2007-0010	05-Feb-24	31-Dec-24*
				7366 / 0099-2007-0140	05-Feb-24	31-Dec-24*
				7363 / 0197-2007-0003	05-Feb-24	31-Dec-24*
				7369 / 0197-2007-0001	05-Feb-24	31-Dec-24*
				7368 / 0197-2007-0004	05-Feb-24	31-Dec-24*
				7367 / 0197-2007-0002	05-Feb-24	31-Dec-24*
				7357 / 6001-2009-0025	05-Feb-24	31-Dec-24*
				7359 / 9001-2010-0685	05-Feb-24	31-Dec-24*
				2181 / 9001-2014-0720	05-Feb-24	31-Dec-24*
				7364 / 0007-2007-0012	05-Feb-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	36	SM City Pampanga	Mexico, Pampanga	2024-0305413000-0708 / S-035413-00170	17-Jan-24	31-Dec-24*
				2024-0305413000-0706 / S-035413-00171	17-Jan-24	31-Dec-24*
				2024-0305413000-0707 / S-035413-00172	17-Jan-24	31-Dec-24*
				2024-0305413000-0705 / S-035413-00168	17-Jan-24	31-Dec-24*
				2024-0305413000-0709 / S-035413-00167	17-Jan-24	31-Dec-24*
	37	SM San Fernando Downtown	San Fernando City, Pampanga	7351 / 9001-2012-0476	05-Feb-24	31-Dec-24*
				7355 / 2001-2012-0012	05-Feb-24	31-Dec-24*
				7352 / 2001-2012-0011	05-Feb-24	31-Dec-24*
				7350 / 9001-2012-0435	05-Feb-24	31-Dec-24*
				7361 / 9001-2012-0439	05-Feb-24	31-Dec-24*
				7360 / 9001-2012-0437	05-Feb-24	31-Dec-24*
				7362 / 9001-2012-0441	05-Feb-24	31-Dec-24*
				7354 / 9001-2012-0436	05-Feb-24	31-Dec-24*
				7358 / 9001-2012-0442	05-Feb-24	31-Dec-24*
	38	SM Savemore Market Apalit	Apalit, Pampanga	2024-0305402000-0497/ S-035402-00061	05-Jan-24	31-Dec-24*
	39	SM City Telabastagan	San Fernando City, Pampanga	8661 / 9001-2014-0729	05-Feb-24	31-Dec-24*
				14129 / 9001-2018-0352	05-Feb-24	31-Dec-24*
				14162 / 4001-2018-0014	05-Feb-24	31-Dec-24*
				14164 / 6001-2018-0147	05-Feb-24	31-Dec-24*
				14231 / 4001-2018-0015	05-Feb-24	31-Dec-24*
				14368 / 9001-2018-0433	05-Feb-24	31-Dec-24*
				14364 / 9001-2018-0429	05-Feb-24	31-Dec-24*
				14365 / 9001-2018-0431	05-Feb-24	31-Dec-24*
				14366 / 9001-2018-0432	05-Feb-24	31-Dec-24*
				14372 / 9001-2018-0434	05-Feb-24	31-Dec-24*
				14371 / 9001-2018-0436	05-Feb-24	31-Dec-24*
				14370 / 9001-2018-0437	05-Feb-24	31-Dec-24*
				14369 / 5001-2018-0253	05-Feb-24	31-Dec-24*
				14367 / 9001-2018-0435	05-Feb-24	31-Dec-24*
	40	SM City Baliwag	Baliwag, Bulacan	24-02178 / BB 2017-001247	19-Jan-24	31-Dec-24*
				24-02108 / BB 2017-001243	19-Jan-24	31-Dec-24*
				24-02109 / BB 2017-001241	19-Jan-24	31-Dec-24*
				24-02110 / BB 2017-001237	19-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				24-02112 / BB 2017 001235	19-Jan-24	31-Dec-24*
				24-02113 / BB 2017 001232	19-Jan-24	31-Dec-24*
				24-02115 / BB 2017 001226	19-Jan-24	31-Dec-24*
				24-02116 / BB 2017 001224	19-Jan-24	31-Dec-24*
				24-02117 / BB 2017 001231	19-Jan-24	31-Dec-24*
				24-02118 / BB 2017 001249	19-Jan-24	31-Dec-24*
	41	SM City Marilao	Marilao, Bulacan	1595 / S-00133	19-Jan-24	31-Dec-24*
				1590 / S-00139	19-Jan-24	31-Dec-24*
				1591 / S-00138	19-Jan-24	31-Dec-24*
				1593 / S-00202	19-Jan-24	31-Dec-24*
				1592 / S-00203	19-Jan-24	31-Dec-24*
				1594 / S-00204	19-Jan-24	31-Dec-24*
				1596 / S-00509	19-Jan-24	31-Dec-24*
				1599 / S-00136	19-Jan-24	31-Dec-24*
	42	SM Center Pulilan	Pulilan, Bulacan	2024-01078 / PB-2017-002458	23-Jan-24	31-Dec-24*
				2024-01077 / PB-2017-002459	23-Jan-24	31-Dec-24*
				2024-01079 / PB-2017-002457	23-Jan-24	31-Dec-24*
				2024-01081 / PB-2017-002456	23-Jan-24	31-Dec-24*
				2024-01080 / PB-2023-002531	23-Jan-24	31-Dec-24*
	43	SM City Grand Central	Caloocan City	21-M1108-00008	01-Feb-24	31-Dec-24*
				21-M1108-00005	01-Feb-24	31-Dec-24*
				21-M1108-00004	01-Feb-24	31-Dec-24*
				21-M1108-00006	01-Feb-24	31-Dec-24*
				21-M1108-00007	01-Feb-24	31-Dec-24*
	44	SM Center Sangandaan	Caloocan City	15-M0910-01503	06-Feb-24	31-Dec-24*
				15-M0910-01504	06-Feb-24	31-Dec-24*
	45	SM Savemore Malabon	Malabon City	15-002442	19-Jan-24	31-Dec-24*
	46	SM City Valenzuela	Valenzuela City	VC-1079953-3 / 05-100658	19-Jan-24	31-Dec-24*
				VC-1079950-0 / 05-100770	19-Jan-24	31-Dec-24*
				VC-1079947-7 / 05-100769	19-Jan-24	31-Dec-24*
				VC-1079951-1 / 05-100762	19-Jan-24	31-Dec-24*
				VC-1079949-9 / 05-100738	19-Jan-24	31-Dec-24*
				VC-1079952-2 / 05-100771	19-Jan-24	31-Dec-24*
				VC-1079954-4 / 05-100774	19-Jan-24	31-Dec-24*
				VC-1079948-8 / 05-100776	19-Jan-24	31-Dec-24*
	47	SM City Fairview	Quezon City	97-201582	04-Apr-24	04-Apr-25
				99-014561	27-May-24	27-May-25

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				97-203209	21-Mar-24	21-Mar-25
				97-203205	21-Mar-24	21-Mar-25
				97-203197	21-Mar-24	21-Mar-25
				04-010668	21-Mar-24	21-Mar-25
				97-203211	21-Mar-24	21-Mar-25
				97-203210	21-Mar-24	21-Mar-25
				97-203208	21-Mar-24	21-Mar-25
				97-203206	21-Mar-24	21-Mar-25
				97-203195	21-Mar-24	21-Mar-25
				97-203283	21-Mar-24	21-Mar-25
				97-203192	23-Mar-24	23-Mar-25
				97-203187	25-Mar-24	25-Mar-25
				97-203161	25-Mar-24	25-Mar-25
				97-203183	25-Mar-24	25-Mar-25
				97-202142	13-Mar-24	13-Mar-25
				01-051642	13-Mar-24	13-Mar-25
				02-301030	13-Mar-24	13-Mar-25
				02-301029	13-Mar-24	13-Mar-25
				19-006651	13-Mar-24	13-Mar-25
	48	SM City Novaliches	Quezon City	10-011893	26-Apr-24	26-Apr-25
				10-011941	02-May-24	02-May-25
				10-011889	02-May-24	02-May-25
				10-011934	02-May-24	02-May-25
				10-011935	27-Apr-24	27-Apr-25
				10-011937	02-May-24	02-May-25
				10-011940	02-May-24	02-May-25
				13-013601	01-May-24	01-May-25
	49	SM City San Jose Del Monte	San Jose Del Monte	S-01022/2024-0002128	17-Jan-24	31-Dec-24*
				S-01023/2024-0002126	17-Jan-24	31-Dec-24*
				S-01024/2024-0006418	20-Feb-24	31-Dec-24*
	50	SM City Manila	Manila City	2024-000030506 / 117-00-2004-0031380	19-Jan-24	31-Dec-24*
				2024-000030515 / 117-00-2004-0037708	19-Jan-24	31-Dec-24*
				2024-000030524 / 117-00-2004-0031653	19-Jan-24	31-Dec-24*
				2024-000030499 / 117-00-2004-0036487	19-Jan-24	31-Dec-24*
				2024-000030532 / 117-00-2004-0036509	19-Jan-24	31-Dec-24*
				2024-000030542 / 117-00-2004-0036528	19-Jan-24	31-Dec-24*
				2024-000030551 / 117-00-2004-0037672	19-Jan-24	31-Dec-24*
				2024-000030564 / 117-00-2004-0037678	19-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				2024-000030577 / 117-00-2004-0037683	19-Jan-24	31-Dec-24*
				2024-000030586 / 117-00-2004-0037689	19-Jan-24	31-Dec-24*
				2024-000030591 / 117-00-2004-0037694	19-Jan-24	31-Dec-24*
				2024-000030604 / 117-00-2004-0037710	19-Jan-24	31-Dec-24*
				2024-000030612 / 117-00-2004-0037714	19-Jan-24	31-Dec-24*
				2024-000030624 / 117-00-2004-0037718	19-Jan-24	31-Dec-24*
				2024-000030629 / 117-00-2005-0000858	19-Jan-24	31-Dec-24*
				2024-000030492 / 117-00-2004-0034344	19-Jan-24	31-Dec-24*
				2024-000030643 / 117-00-2004-0037237	19-Jan-24	31-Dec-24*
				2024-000030647 / 117-00-2004-0037239	19-Jan-24	31-Dec-24*
	51	SM City San Lazaro	Manila City	2024-000028143 / 117-00-2005-0009377	19-Jan-24	31-Dec-24*
				2024-000028023 / 117-00-2005-0009239	19-Jan-24	31-Dec-24*
				2024-000028045 / 117-00-2005-0009236	19-Jan-24	31-Dec-24*
				2024-000028055 / 117-00-2005-0009228	19-Jan-24	31-Dec-24*
				2024-000028091 / 117-00-2005-0009221	19-Jan-24	31-Dec-24*
				2024-000028108 / 117-00-2005-0009199	19-Jan-24	31-Dec-24*
				2024-000028120 / 117-00-2005-0009230	19-Jan-24	31-Dec-24*
				2024-000028162 / 117-00-2007-0024859	19-Jan-24	31-Dec-24*
				2024-000028154 / 117-00-2007-0024863	19-Jan-24	31-Dec-24*
	52	SM Savemore Market Nagtahan	Manila City	2024-000027744 / 117-00-2008-0015754	19-Jan-24	31-Dec-24*
	53	SM Center Angono	Angono, Rizal	2024-02278 / 021-01-2014-0000587	29-Jan-24	31-Dec-24*
				2024-02279 / 021-01-2014-0000588	29-Jan-24	31-Dec-24*
				2024-02275 / 021-01-2014-0000585	29-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				2024-02277 / 021-01-2015-0000522	29-Jan-24	31-Dec-24*
				2024-02274 / 021-01-2014-0000586	29-Jan-24	31-Dec-24*
				2024-02276 / 021-01-2018-0000433	29-Jan-24	31-Dec-24*
	54	SM City East Ortigas	Pasig City	PM-2015-002566	06-May-24	31-Dec-24*
				PM-2015-002559	20-Aug-24	31-Dec-24*
	55	SM City Sta Mesa	Quezon City	97-076591	26-Mar-24	26-Mar-25
				97-076589	03-Mar-24	03-Mar-25
				97-076590	03-Mar-24	03-Mar-25
				97-076592	03-Mar-24	03-Mar-25
				97-087393	03-Mar-24	03-Mar-25
				02-205002	03-Mar-24	03-Mar-25
	56	SM City Taytay	Taytay, Rizal	2024-03492 / 07-000923	17-Jan-24	31-Dec-24*
	57	SM Center Antipolo Downtown	Antipolo City	2024-002063 / 021-02-2015-0001812	23-Jan-24	31-Dec-24*
	58	SM City Marikina	Marikina City	2024-01347 / 08-011082	03-Jan-24	31-Dec-24*
				2024-01351 / 08-011173	03-Jan-24	31-Dec-24*
				2024-01352 / 08-011126	03-Jan-24	31-Dec-24*
				2024-01356 / 08-011199	03-Jan-24	31-Dec-24*
				2024-01358 / 08-011201	03-Jan-24	31-Dec-24*
				2024-01360 / 08-011195	03-Jan-24	31-Dec-24*
				2024-01361 / 08-011193	03-Jan-24	31-Dec-24*
				2024-01363 / 08-011191	03-Jan-24	31-Dec-24*
				2024-01366 / 08-011187	03-Jan-24	31-Dec-24*
				2024-01354 / 08-011160	03-Jan-24	31-Dec-24*
	59	SM City Masinag	Antipolo City	2024-002064 / 021-02-2011-0000972	23-Jan-24	31-Dec-24*
	60	SM City San Mateo	San Mateo, Rizal	2024-01643 / IA001-07-2015-0259	19-Jan-24	31-Dec-24*
				2024-01642 / IA002-30-2015-0258	19-Jan-24	31-Dec-24*
				2024-01637 / ACD03-24-2015-0267	19-Jan-24	31-Dec-24*
				2024-01639 / ACB03-17-2015-0266	19-Jan-24	31-Dec-24*
				2024-01641 / IA001-02-2019-1770	19-Jan-24	31-Dec-24*
				2024-01644 / GB001-01-2015-0264	19-Jan-24	31-Dec-24*
	61	SM City Muntinlupa	Muntinlupa City	2024-01640 / F0001-01-2015-0261	19-Jan-24	31-Dec-24*
				S-29109	16-Jul-24	31-Dec-24*
				S-32877	16-Jul-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				S-29132	19-Jan-24	31-Dec-24*
				S-29133	19-Jan-24	31-Dec-24*
				S-29134	19-Jan-24	31-Dec-24*
				S-29135	19-Jan-24	31-Dec-24*
	62	SM City BF Paranaque	Parañaque City	2013112759	29-Jul-24	31-Dec-24*
				2013112737	29-Jul-24	31-Dec-24*
				2013112757	29-Jul-24	31-Dec-24*
				2013112732	29-Jul-24	31-Dec-24*
				2013112754	29-Jul-24	31-Dec-24*
				2013112752	29-Jul-24	31-Dec-24*
				2013112733	29-Jul-24	31-Dec-24*
				2013112760	29-Jul-24	31-Dec-24*
				2013112734	29-Jul-24	31-Dec-24*
				2013112756	29-Jul-24	31-Dec-24*
				2013112746	29-Jul-24	31-Dec-24*
				2013112743	29-Jul-24	31-Dec-24*
				2013112745	29-Jul-24	31-Dec-24*
				2013112740	29-Jul-24	31-Dec-24*
				2013112744	29-Jul-24	31-Dec-24*
	63	SM City Bicutan	Parañaque City	2005010453	18-Jul-24	31-Dec-24*
				2005011291	18-Jul-24	31-Dec-24*
				2004012186	18-Jul-24	31-Dec-24*
				2004012136	18-Jul-24	31-Dec-24*
				2004012188	18-Jul-24	31-Dec-24*
				2004018007	18-Jul-24	31-Dec-24*
				2007113051	18-Jul-24	31-Dec-24*
				2024-070239	09-Sep-24	31-Dec-24*
				2024-070238	09-Sep-24	31-Dec-24*
	64	SM City Sucat	Parañaque City	2005010443	29-Jul-24	31-Dec-24*
				2005010441	29-Jul-24	31-Dec-24*
				2005010449	29-Jul-24	31-Dec-24*
				2004012132	29-Jul-24	31-Dec-24*
				2004018128	29-Jul-24	31-Dec-24*
				2005010471	29-Jul-24	31-Dec-24*
				2005010473	29-Jul-24	31-Dec-24*
				2005010442	29-Jul-24	31-Dec-24*
				2005010448	29-Jul-24	31-Dec-24*
				2005010450	29-Jul-24	31-Dec-24*
	65	SM Hypermarket Sucat Lopez	Parañaque City	2011123168	29-Jul-24	31-Dec-24*
	66	SM City Bacoar	Bacoar City	S-00327	18-Jan-24	31-Dec-24*
				S-00288	18-Jan-24	31-Dec-24*
				S-00246	18-Jan-24	31-Dec-24*
				S-00461	18-Jan-24	31-Dec-24*
				S-00491	18-Jan-24	31-Dec-24*
				S-01987	18-Jan-24	31-Dec-24*
	67	SM City Molino	Bacoar City	S-01170	16-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				S-01103	16-Jan-24	31-Dec-24*
				S-01988	16-Jan-24	31-Dec-24*
				S-03761	16-Jan-24	31-Dec-24*
	68	SM City Rosario	Rosario, Cavite	2024-0402117000-1584 / PN ROSCAV-2023-2075	22-Jan-24	31-Dec-24*
				2024-0402117000-1571 / PN ROSCAV-2023-1863	22-Jan-24	31-Dec-24*
				2024-0402117000-1581 / PN ROSCAV-2023-1862	22-Jan-24	31-Dec-24*
				2024-0402117000-1578 / PN ROSCAV-2023-1861	22-Jan-24	31-Dec-24*
				2024-0402117000-1583 / PN ROSCAV-2023-1860	22-Jan-24	31-Dec-24*
				2024-0402117000-1573 / PN ROSCAV-2023-1866	22-Jan-24	31-Dec-24*
	69	SM City Tanza	Tanza, Cavite	S-042120-00420 / PN S-042120-00342	22-Jan-24	31-Dec-24*
	70	SM City Trece Martires	Trece Martires City	2915-24 / 0160930-14-1870	29-Jan-24	31-Dec-24*
	71	Skyranch Tagaytay	Tagaytay City	2024-02282 / 129-00-2012-0000521	29-Jan-24	31-Dec-24*
				2024-02281 / 129-00-2012-0000522	29-Jan-24	31-Dec-24*
	72	SM City Dasmariñas	Dasmariñas City	2024-02720 / 01-2004-04752	18-Jan-24	31-Dec-24*
				2024-02719 / 07-2010-01210	18-Jan-24	31-Dec-24*
	73	SM Marketmall Dasmariñas	Dasmariñas City	2024-02825 / 10-2011-01609	19-Jan-24	31-Dec-24*
				2024-02824 / 10-2011-01608	19-Jan-24	31-Dec-24*
	74	SM City Calamba	Calamba City	2024-03170 / 192-00-2011-0002057	18-Jan-24	31-Dec-24*
				2024-03186 / 192-00-2011-0002110	18-Jan-24	31-Dec-24*
				2024-03193 / 192-00-2011-0002203	18-Jan-24	31-Dec-24*
				2024-03178 / 192-00-2011-0002250	18-Jan-24	31-Dec-24*
				2024-03172 / 192-00-2011-0005505	18-Jan-24	31-Dec-24*
				2024-03195 / 192-00-2011-0002425	18-Jan-24	31-Dec-24*
				2024-03179 / 192-00-2011-0002525	18-Jan-24	31-Dec-24*
	75	SM City San Pablo	San Pablo City	0252 / 1333	18-Jan-24	31-Dec-24*
	76	SM City Santa Rosa	Santa Rosa City	1869-24 / S-07414	17-Jan-24	31-Dec-24*
				1871-24 / S-07407	17-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				1875-24 / S-07411	17-Jan-24	31-Dec-24*
				1873-24 / S-15839	17-Jan-24	31-Dec-24*
				1877-24 / S-15840	17-Jan-24	31-Dec-24*
				1881-24 / S-07412	17-Jan-24	31-Dec-24*
				1879-24 / S-07409	17-Jan-24	31-Dec-24*
				S-92028	17-Apr-24	31-Dec-24*
	77	SM City Santa Rosa - The Core	Santa Rosa City	7531-24 / S-91505	17-Jan-24	31-Dec-24*
	78	SM Center San Pedro	San Pedro, Laguna	S-68232	14-Aug-24	31-Dec-24*
	79	SM Center Lemery	Lemery, Batangas	2024-0401012000-1013 / 041012-00055	22-Jan-24	31-Dec-24*
	80	SM City Batangas	Batangas City	2004-P0541 / 00-0006324	19-Jan-24	31-Dec-24*
				2004-P0547 / 00-0002081	19-Jan-24	31-Dec-24*
				2011-P0714 / 00-0008818	19-Jan-24	31-Dec-24*
	81	SM City Lipa	Lipa City	10531 / S-00938	05-Mar-24	31-Dec-24*
	82	SM City Sto. Tomas	Sto. Tomas City	2024-03107 / 024-26-2023-0001109	19-Jan-24	31-Dec-24*
	83	SM City Daet	Daet, Camarines Norte	2024-2958 / PN 2023-2958	06-Feb-24	31-Dec-24*
				2024-2959 / PN 2023-2959	06-Feb-24	31-Dec-24*
	84	SM City Legazpi	Legazpi City	2024-01828-0 / B13720181200029	17-Jan-24	31-Dec-24*
				2024-01918-0 / B13720181200041	17-Jan-24	31-Dec-24*
				2024-01860-0 / B13720181200040	17-Jan-24	31-Dec-24*
				2024-01861-0 / B13720181200039	17-Jan-24	31-Dec-24*
				2024-01859-0 / B13720181200030	17-Jan-24	31-Dec-24*
				2024-01863-0 / B13720181200023	17-Jan-24	31-Dec-24*
				2024-01864-0 / B13720181200024	17-Jan-24	31-Dec-24*
				2024-01865-0 / B13720181200025	17-Jan-24	31-Dec-24*
				2024-01868-0 / B13720181200026	17-Jan-24	31-Dec-24*
				2024-01871-0 / B13720181200027	17-Jan-24	31-Dec-24*
				2024-01875-0 / B13720181200028	17-Jan-24	31-Dec-24*
				2024-01887-0 / B13720181200038	17-Jan-24	31-Dec-24*
				2024-01882-0 / B13720181200037	17-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				2024-01883-0 / B13720181200032	17-Jan-24	31-Dec-24*
				2024-01885-0 / B13720181200031	17-Jan-24	31-Dec-24*
				2024-01862-0 / B13720230900019	17-Jan-24	31-Dec-24*
	85	SM City Naga	Naga City	2024-04962-0 / B13520150500068	20-Jan-24	31-Dec-24*
				2024-04971-0 / B13520150500066	20-Jan-24	31-Dec-24*
				2024-04964-0 / B13520220900036	20-Jan-24	31-Dec-24*
				2024-08035-0 / B13520150500067	08-Feb-24	31-Dec-24*
	86	SM City Lucena	Lucena City	2024-S-15865 / 2003-0001106	25-Jan-24	31-Dec-24*
				2023-WW-10828 / 2004-0000430	25-Jan-24	31-Dec-24*
				2024-AP-10824 / 2004-0000429	24-Jan-24	31-Dec-24*
				2024-AP-10825 / 2004-0000438	24-Jan-24	31-Dec-24*
				2024-AP-10821 / 2004-0000440	24-Jan-24	31-Dec-24*
				2024-S-15415 / 2010-0000579	24-Jan-24	31-Dec-24*
				2024-CRF-19338 / 2009-0000598	24-Jan-24	31-Dec-24*
				2024-CRF-19340 / 2009-0000599	24-Jan-24	31-Dec-24*
				2024-AP-19341 / 2014-0000049	24-Jan-24	31-Dec-24*
				2024-AP-10823 / 2004-0000439	24-Jan-24	31-Dec-24*
	87	SM City Sorsogon	Sorsogon City	2024-02765-0 / B18920221000048	30-Jan-24	31-Dec-24*
	88	SM City Cebu	Cebu City	30332	11-Jun-24	31-Dec-25
				30332-C	11-Jun-24	31-Dec-25
				30332-D	16-May-24	31-Dec-25
				41600	11-Jun-24	31-Dec-25
				30331	27-Jun-24	31-Dec-25
				72717	30-May-24	31-Dec-25
				72717-B	30-May-24	31-Dec-25
				30502	30-May-24	31-Dec-25
				30499	30-May-24	31-Dec-25
				30497	30-May-24	31-Dec-25
				31018	30-May-24	31-Dec-25

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				31021	30-May-24	31-Dec-25
				31023	30-May-24	31-Dec-25
				31024	30-May-24	31-Dec-25
				105550	19-Aug-24	31-Dec-25
				105551	19-Aug-24	31-Dec-25
				111501	19-Aug-24	31-Dec-25
				60268	26-Jun-24	31-Dec-25
				36879	21-Oct-24	31-Dec-25
				36879-C	09-Oct-24	31-Dec-25
				199912	30-Aug-24	31-Dec-25
	89	SM City Consolacion	Consolacion, Cebu	2024-1782 / S-00145	28-Feb-24	31-Dec-24*
				2024-1785 / S-00243	28-Feb-24	31-Dec-24*
				2024-1780 / S-00144	28-Feb-24	31-Dec-24*
				2024-1786 / S-00241	28-Feb-24	31-Dec-24*
				2024-1781 / S-00242	28-Feb-24	31-Dec-24*
				2024-1783 / S-00240	27-Aug-24	31-Dec-24*
	90	SM Hypermarket Lapu-Lapu	Lapu-Lapu City	006010405 / 15-0004524	12-Feb-24	31-Dec-24*
	91	SM Center Ormoc	Ormoc City	2304-2024 / 24180987	01-Jan-24	31-Dec-24*
				2300-2024 / 24180987	01-Jan-24	31-Dec-24*
				2299-2024 / 24180987	01-Jan-24	31-Dec-24*
				2301-2024 / 24180987	01-Jan-24	31-Dec-24*
				2305-2024 / 24180988	01-Jan-24	31-Dec-24*
				2303-2024 / 24180989	01-Jan-24	31-Dec-24*
				2289-2024 / 24180990	01-Jan-24	31-Dec-24*
				2306-2024 / 24180991	01-Jan-24	31-Dec-24*
	92	SM Savemore Market Tacloban	Tacloban City	2024 07005 / S-01326	20-Mar-24	31-Dec-24*
				2024 07010/ S-01327	20-Mar-24	31-Dec-24*
				2024 07007/ S-01317	20-Mar-24	31-Dec-24*
				2024 07008/ S-01318	20-Mar-24	31-Dec-24*
				2024 07006/ S-01316	20-Mar-24	31-Dec-24*
	93	SM Seaside City Cebu	Cebu City	139793	15-Jul-24	31-Dec-25
				139842	05-Jul-24	31-Dec-25
				139833	05-Jul-24	31-Dec-25
				139834	05-Jul-24	31-Dec-25
				139835	05-Jul-24	31-Dec-25
				139836	05-Jul-24	31-Dec-25
				139792	05-Jul-24	31-Dec-25
				139828	05-Jul-24	31-Dec-25
				139829	05-Jul-24	31-Dec-25
				139832	02-Jul-24	31-Dec-25
				139818	05-Jul-24	31-Dec-25
				139823	05-Jul-24	31-Dec-25
				139827	05-Jul-24	31-Dec-25
				139824	02-Jul-24	31-Dec-25
				139837	18-Jul-24	31-Dec-25

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	94	SM City J Mall	Mandaue City	139839	18-Jul-24	31-Dec-25
				2024-072230000-07263 / D-072230-01362	19-Jan-24	31-Dec-24*
	95	SM City Iloilo	Iloilo City	E-2024-07878 / S-00229	06-Feb-24	31-Dec-24*
				E-2024-07879 / S-00223	06-Feb-24	31-Dec-24*
				E-2024-07873 / S-01821	06-Feb-24	31-Dec-24*
				E-2024-07871 / S-01825	06-Feb-24	31-Dec-24*
				E-2024-07875 / S-01826	06-Feb-24	31-Dec-24*
				E-2024-07866 / S-01827	06-Feb-24	31-Dec-24*
				E-2024-07870 / S-01830	06-Feb-24	31-Dec-24*
				E-2024-07869 / S-01829	06-Feb-24	31-Dec-24*
				E-2024-07868 / S-01828	06-Feb-24	31-Dec-24*
				E-2024-07876 / S-01824	06-Feb-24	31-Dec-24*
				E-2024-07865 / M-00091	06-Feb-24	31-Dec-24*
				E-2024-07872 / S-00215	06-Feb-24	31-Dec-24*
				E-2024-07874 / S-00209	06-Feb-24	31-Dec-24*
				E-2024-07867 / P-00122	06-Feb-24	31-Dec-24*
				E-2024-07877 / P-00130	06-Feb-24	31-Dec-24*
				E-2024-07880 / S-01822	06-Feb-24	31-Dec-24*
	96	SM City Iloilo-Strata	Iloilo City	E-2024-07881 / S-03498	06-Feb-24	31-Dec-24*
	97	SM City Roxas	Roxas City	0149-2024 / PN 0115-2023	16-Jan-24	31-Dec-24*
				PN 2874-2023	16-Jan-24	31-Dec-24*
				PN 2875-2023	16-Jan-24	31-Dec-24*
				PN 2877-2023	16-Jan-24	31-Dec-24*
				PN 2876-2023	16-Jan-24	31-Dec-24*
				PN 2882-2023	16-Jan-24	31-Dec-24*
	98	SM City Puerto Princesa	Puerto Princesa City	2024-07791-0 / B13420170900064	19-Jan-24	31-Dec-24*
				2024-07782-0 / B13420170900014	19-Jan-24	31-Dec-24*
				2024-07784-0 / B13420170900016	19-Jan-24	31-Dec-24*
				2024-07788-0 / B13420170900017	19-Jan-24	31-Dec-24*
				2024-07786-0 / B13420170900019	19-Jan-24	31-Dec-24*
				2024-07779-0 / B13420170900020	19-Jan-24	31-Dec-24*
				2024-07767-0 / B13420170900063	19-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				2024-07794-0 / B13420170900021	19-Jan-24	31-Dec-24*
				2024-07777-0 / B13420170900023	19-Jan-24	31-Dec-24*
				B13420170900026	19-Jan-24	31-Dec-24*
	99	SM City Bacolod	Bacolod City	202433273 / PN 202309847	02-Feb-24	31-Dec-24*
				202445456 / PN 2024340527	21-Aug-24	31-Dec-24*
	100	SM City Butuan	Butuan City	2024-10314 / BC-2020-01538	29-Jan-24	31-Dec-24*
				2024-10332 / BC-2020-01577	29-Jan-24	31-Dec-24*
				2024-08030 / BC-2020-01576	24-Jan-24	31-Dec-24*
				2024-08027 / BC-2020-01591	24-Jan-24	31-Dec-24*
				2024-08016 / BC-2020-01590	24-Jan-24	31-Dec-24*
				2024-08025 / BC-2020-01579	24-Jan-24	31-Dec-24*
				2024-08026 / BC-2020-01573	24-Jan-24	31-Dec-24*
				2024-08024 / BC-2020-01580	24-Jan-24	31-Dec-24*
				2024-08010 / BC-2020-01582	24-Jan-24	31-Dec-24*
				2024-08009 / BC-2020-01578	24-Jan-24	31-Dec-24*
				2024-08018 / BC-2020-01575	24-Jan-24	31-Dec-24*
				2024-08028 / BC-2020-01581	24-Jan-24	31-Dec-24*
				2024-08005 / BC-2020-01574	24-Jan-24	31-Dec-24*
	101	SM CDO Downtown Premier	Cagayan De Oro City	PN 2023-15758	04-Jul-24	31-Dec-24*
				PN 2023-22757	16-Aug-24	31-Dec-24*
				2024-13331 / PN 2023-15804	23-Jan-24	31-Dec-24*
				2024-13328 / PN 2023-15764	23-Jan-24	31-Dec-24*
				2024-13329 / PN 2023-15768	23-Jan-24	31-Dec-24*
				2024-13322 / PN 2023-15755	23-Jan-24	31-Dec-24*
				2024-13332 / PN 2023-15767	23-Jan-24	31-Dec-24*
				2024-13320 / PN 2023-15769	23-Jan-24	31-Dec-24*
				2024-13316 / PN 2023-14693	23-Jan-24	31-Dec-24*
				2024-13318 / PN 2023-15800	23-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
				2024-13306 / PN 2023-17412	23-Jan-24	31-Dec-24*
				2024-13313 / PN 2023-15792	23-Jan-24	31-Dec-24*
				2024-13311 / PN 2023-15797	23-Jan-24	31-Dec-24*
				2024-13371 / PN 2023-17411	23-Jan-24	31-Dec-24*
				2024-14719 / PN 2023-18726	26-Jan-24	31-Dec-24*
				2024-14713 / PN 2023-18723	26-Jan-24	31-Dec-24*
				2024-14711 / PN 2023-18724	26-Jan-24	31-Dec-24*
				2024-14707 / PN 2023-18725	26-Jan-24	31-Dec-24*
				2024-14700 / PN 2023-15780	26-Jan-24	31-Dec-24*
				2024-14716 / PN 2023-15773	26-Jan-24	31-Dec-24*
				2024-14702 / PN 2023-15776	26-Jan-24	31-Dec-24*
				2024-14701 / PN 2023-15794	26-Jan-24	31-Dec-24*
	102	SM City Cagayan De Oro	Cagayan De Oro City	2024-13951 / PN 2023-13191	24-Jan-24	31-Dec-24*
				2024-13952 / PN 2023-13154	24-Jan-24	31-Dec-24*
				2024-13955 / PN 2023-13183	24-Jan-24	31-Dec-24*
				2024-13960 / PN 2023-13171	24-Jan-24	31-Dec-24*
				2024-13958 / PN 2023-13151	24-Jan-24	31-Dec-24*
				2024-13931 / PN 2023-13207	24-Jan-24	31-Dec-24*
				2024-13957 / PN 2023-13203	24-Jan-24	31-Dec-24*
				2024-13933 / PN 2023-13199	24-Jan-24	31-Dec-24*
				2024-14270 / PN 2023-13609	25-Jan-24	31-Dec-24*
	103	SM City Davao	Davao City	B-90026-6 / 2001-900268	25-Jan-24	31-Dec-24*
				B-90029-9 / 2001-900294	25-Jan-24	31-Dec-24*
				B-90030-0 / 2001-900308	25-Jan-24	31-Dec-24*
				B-90034-4 / 2001-900345	25-Jan-24	31-Dec-24*
				B-41119-9 / 2002-181613	25-Jan-24	31-Dec-24*
				B-115160-0 / 2012-917169	24-Jan-24	31-Dec-24*
				B-90027-7 / 2001-900274	24-Jan-24	31-Dec-24*
				B-90032-2 / 2001-900329	24-Jan-24	31-Dec-24*
				B-90028-8 / 2001-900282	14-Mar-24	31-Dec-24*
				B-90025-5 / 2001-900257	14-Mar-24	31-Dec-24*
	104	SM Lanang Premier	Davao City	2012-93580-3	08-May-24	31-Dec-24*
				2013-960236	09-May-24	31-Dec-24*
				B-116563-3 / 2012-93582-1	20-Mar-24	31-Dec-24*
	105	SM City General Santos	General Santos City	06624-0 / B17320190101824-5R	18-Jan-24	31-Dec-24*
	106	NU Mall of Asia	Pasay City	19-057319	08-Jun-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	107	Light Mall (Cinema)	Mandaluyong City	MC-2016-02712	N/A	31-Dec-24*
	108	Walmart Gapan	Gapan City	1363/B19120161000 628-7R	19-Jan-24	31-Dec-24*
	109	Walmart Tanauan	Tanauan City	24-900774/14-0367	18-Jan-24	31-Dec-24*
	110	SM City Caloocan	Caloocan City	24-M0503-00017	15-May-24	31-Dec-24*
				24-M0503-00013	15-May-24	31-Dec-24*
				24-M0503-00002	15-May-24	31-Dec-24*
				24-M0503-00010	15-May-24	31-Dec-24*
				24-M0503-00019	15-May-24	31-Dec-24*
	111	Park Inn By Radisson Bacolod	Bacolod City	202429615	22-Jan-24	31-Dec-24*
	112	Radisson Blu Cebu	Cebu City	113061	04-Apr-24	31-Dec-25
	113	Park Inn By Radisson Davao	Davao City	B-117763-3	31-Jan-24	31-Dec-24*
	114	Park Inn By Radisson Iloilo	Iloilo City	A-2024-00988	18-Jan-24	31-Dec-24*
	115	Pico Sands Hotel	Nasugbu, Batangas	1852	19-Jan-24	31-Dec-24*
	116	Conrad Manila	Pasay City	16-047729	15-Jan-24	31-Dec-24*
	117	Lanson Place Mall of Asia	Pasay City	23-001177	19-Jan-24	20-Jan-25*
	118	Park Inn By Radisson North Edsa	Quezon City	19-007582 / 19- 007583	27-May-24	31-Dec-24*
	119	Taal Vista Hotel	Tagaytay City	2024-01033	17-Jan-24	31-Dec-24*
	120	SMX Convention Center Manila	Pasay City	09-029379	17-Apr-24	31-Dec-24*
	121	SM Delgado	Iloilo City	S-00212	19-Jan-24	31-Dec-24*
	122	Savemore Jaro	Iloilo City	S-02708	19-Jan-24	31-Dec-24*
	123	SM Makati	Makati City	781142S	04-Dec-24	31-Dec-24*
	124	SM Cyberzone 1	Makati City	39250	20-Mar-24	31-Dec-24*
	125	SM Cyberzone 2	Makati City	39252	20-Mar-24	31-Dec-24*
	126	Anza Building	Makati City	39249	20-Mar-24	31-Dec-24*
	127	400 C. Palanca	Manila City	2024-000028924	19-Jan-24	31-Dec-24*
	128	Pedro Gil [Savemore]	Manila City	2024-000028904	19-Jan-24	31-Dec-24*
	129	Savemore Sta. Ana	Manila City	2024-000028902	19-Jan-24	31-Dec-24*
	130	Asinan Lots/Asinan Warehouse Ph3	Parañaque City	2024-02-16-012-1- 474	16-Feb-24	20-Jun-24*
	131	Two E-Com Center	Pasay City	12-036457	05-Apr-24	31-Dec-24*
	132	Three E-com Center	Pasay City	18-055853	05-Apr-24	31-Dec-24*
	133	Four E-Com Center	Pasay City	21-001255	05-Apr-24	31-Dec-24*
	134	Five E-Com Center	Pasay City	15-045120	05-Apr-24	31-Dec-24*
	135	Corporate Office	Pasay City	03-008500	05-Apr-24	31-Dec-24*
	136	Ugong Warehouse	Pasig City	PM-2006-016700	2025 Permit – Still in Process (ongoing renewal)	
	137	SM Cubao Bldg.	Quezon City	99-017421	29-Apr-24	29-Apr-25
	138	SM Cubao Parking	Quezon City	04-009026	29-Apr-24	29-Apr-25
	139	Del Monte [Savemore]	Quezon City	09-005664	26-Jun-24	26-Jun-25
	140	Visayas/Tandang Sora [Savemore]	Quezon City	10-002683	29-Apr-24	29-Apr-25
	141	Novaliches [Savemore]	Quezon City	10-002689	24-Jun-24	24-Jun-25
	142	P. Tuazon [Savemore]	Quezon City	09-006432	08-Nov-24	08-Nov-25
	143	SM Cyber West Avenue Building	Quezon City	05-010710	29-Apr-24	29-Apr-25
	144	SM Cyber West Avenue Parking	Quezon City	14-008207	29-Apr-24	29-Apr-25
	145	Savemore Marulas	Valenzuela City	18-132658	18-Jan-24	31-Dec-24*
	146	Casino/Other properties	Tagaytay City	2024-01339	18-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	147	Taguig Warehouse	Taguig City	20-006645	20-Jul-24	31-Dec-24*
	148	Savemore La Union	San Fernando City, LU	03656	16-Feb-24	31-Dec-24*
	149	Silangan Warehouse	Calamba City	03689	19-Jan-24	31-Dec-24*
	150	SM Seaside City Cebu	Cebu City	168443	06-Feb-24	31-Dec-24*
	151	MOA Arena	Pasay City	12-036456	27-Jun-24	31-Dec-24*
	152	Smile Residences	Bacolod City	2021251451	26-Mar-24	31-Dec-24*
	153	Joy Residences	Baliwag, Bulacan	TP-2020-000759	18-Jan-24	31-Dec-24*
	154	SRP 2 Cebu	Cebu City	146278	27-May-24	31-Dec-24*
	155	SMDC Admin Office (SM Seaside City Cebu)	Cebu City	146286	27-May-24	31-Dec-24*
	156	Style Residences	Iloilo City	S-03283	19-Jan-24	31-Dec-24*
	157	Style Showroom	Iloilo City	S-03423	19-Jan-24	31-Dec-24*
	158	South Showroom (SM Southmall)	Las Piñas City	2015071262	19-Jan-24	31-Dec-24*
	159	South Residences	Las Piñas City	2016081450	19-Jan-24	31-Dec-24*
	160	Twin Residences	Las Piñas City	2023061501	19-Jan-24	31-Dec-24*
	161	Cheer Residences	Marilao, Bulacan	S-00790	19-Jan-24	31-Dec-24*
	162	Two E-com Center	Pasay City	15-046494	17-Apr-24	31-Dec-24*
	163	Hope Residences	Trece Martires City	0211027-12-6474	30-Aug-24	31-Dec-24*
First Asia Realty Development Corporation		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		144047	07-Sep-87	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		000-159-510-0000	07-Sep-87	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	SM Megamall	Mandaluyong City	MC-1991-01613	13-Jan-24	31-Dec-24*
				MC-1991-01682	13-Jan-24	31-Dec-24*
				MC-1991-02080	13-Jan-24	31-Dec-24*
				MC-1991-02079	13-Jan-24	31-Dec-24*
				MC-1994-00391	13-Jan-24	31-Dec-24*
				MC-1992-00014	13-Jan-24	31-Dec-24*
	2	Mega Tower	Mandaluyong City	MC-2022-02190	19-Jan-24	31-Dec-24*
Premier Central, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		A199804198	16-Mar-98	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		005-648-463-00000	10-Jul-98	Not Applicable
	2	SM City Clark		005-648-463-00002	16-Mar-06	Not Applicable
	3	Park Inn By Radisson Iloilo		005-648-463-00004	06-Jul-15	Not Applicable
	4	SM City Clark Expansion		005-648-463-00006	20-Feb-20	Not Applicable
	5	Two E-com Center		005-648-463-00007	10-Nov-20	Not Applicable
	6	SMX Convention Center Clark		005-648-463-00008	21-Oct-22	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BOI			
	1	Park Inn By Radisson Clark		2015-270	20-Dec-15	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	04-012287	18-Jan-24	31-Dec-24*
	2	Two E-com Center	Pasay City	20-002479	27-Apr-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	3	SM City Clark	Angeles City	2024005997/ 54-01-2006001067	24-Jan-24	31-Dec-24*
				2024003820/ 54-01-2006001330	18-Jan-24	31-Dec-24*
				2024003806/ 54-01-2006001321	18-Jan-24	31-Dec-24*
	4	SM City Clark Expansion	Mabalacat City	2024-0305409000 – 1103/ P-0305409-00542	18-Jan-24	31-Dec-24*
	5	Park Inn By Radisson Clark	Mabalacat City	2024-0305409000- 3315	22-Feb-24	31-Dec-24*
	6	SMX Convention Center Clark	Mabalacat City	2024-0305409000- 1274/ 1-035409-00087	19-Jan-24	31-Dec-24*
Consolidated Prime Dev. Corp.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		A199805498	07-Apr-98	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		005-649-159-00000	10-Mar-99	Not Applicable
	2	SM City Dasmariñas		005-649-159-00001	15-Mar-04	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	04-012286	17-Apr-24	31-Dec-24*
	2	SM City Dasmariñas	Dasmariñas City	2024-02728/01- 2004-04811	18-Jan-24	31-Dec-24*
				2024-02727/01- 2004-04814	18-Jan-24	31-Dec-24*
				2024-02725/01- 2004-04535	18-Jan-24	31-Dec-24*
				2024-02729/09- 2010-01369	18-Jan-24	31-Dec-24*
				2024-02723/01- 2019-01065	18-Jan-24	31-Dec-24*
				2024-02724/01- 2020-01482	18-Jan-24	31-Dec-24*
First Leisure Ventures Group Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS200704643	28-Mar-07	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		006-670-083-000	28-Mar-07	Not Applicable
	2	By the Bay Leisure Park		006-670-083-001	10-Aug-07	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	07-022622	17-Apr-24	31-Dec-24*
	2	By the Bay Leisure Park	Pasay City	07-022508	17-Apr-24	31-Dec-24*
Magenta Legacy, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS200618729	30-Nov-06	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		006-583-235-00000	30-Nov-06	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	10-030757	09-Jul-24	31-Dec-24*
	2	Hypermarket Caloocan	Caloocan City	004168	21-Jan-24	31-Dec-24*
Costa Del Hamilo, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS200615188	26-Sep-06	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		006-510-932-000	18-Oct-06	Not Applicable
	2	Hamilo Coast		006-510-932-001	05-Mar-10	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
		CERTIFICATE OF REGISTRATION (COR)	DHSUD (HLURB)			
	1	FREIA		COR# 028555	07-Jun-17	Not Applicable
	2	SOLA		COR#0000558	01-Feb-21	Not Applicable
	3	PICO TERRACES BLDG 1		COR# 0000489	02-Mar-23	Not Applicable
	4	PICO TERRACES BLDG 2		COR# 0000489	02-Mar-23	Not Applicable
		LICENSE TO SELL (LTS)	DHSUD (HLURB)			
	1	FREIA		TS# 032871	07-Jun-17	Not Applicable
	2	SOLA		LTS# 0001534	01-Feb-21	Not Applicable
	3	PICO TERRACES BLDG 1		LTS# 0000498	02-Mar-23	Not Applicable
	4	PICO TERRACES BLDG 2		LTS# 0001747	22-Dec-23	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	07-021686	22-Jan-24	31-Dec-24*
	2	Hamilo Coast	Nasugbu, Batangas	20241559	23-Feb-24	31-Dec-24*
Highlands Prime, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		A200100680	15-Feb-01	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		211-300-712-00000	30-May-01	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	DHSUD (HLURB)			
	1	Aspenhills at Tagaytay Highlands		24368	31-Oct-12	Not Applicable
	2	The Hillside at Tagaytay Highlands		18385	19-Dec-07	Not Applicable
	3	Pueblo Real		24548	01-Jul-13	Not Applicable
	4	Sierra Lago		24547	01-Jul-13	Not Applicable
	5	The Horizon		13468-R4A-05-10	13-Oct-05	Not Applicable
	6	Provence		0000543	29-May-23	Not Applicable
	7	The Pines at Aspenhills		0000544	29-May-23	Not Applicable
	8	Primerose Parks		0000541	29-May-23	Not Applicable
	9	Trealva Ph 1		0000542	29-May-23	Not Applicable
	10	Highlands Residences		0000562	21-Jun-23	Not Applicable
	11	Vireya		029754	04-Feb-19	Not Applicable
	12	The Woodridge at Tagaytay Highlands		06068-R4A- 03-01	10-Jan-03	Not Applicable
	13	The Woodlands Point at Tagaytay Highlands Phase 1		19079	10-Jun-08	Not Applicable
	14	The Woodridge Place at Tagaytay Highlands		16016-R4A-06-10	25-Oct-06	Not Applicable
		LICENSE TO SELL (LTS)	DHSUD (HLURB)			
	1	The Woodridge at Tagaytay Highlands		LTS No. 08242-R4A-03-10	30-Oct-03	Not Applicable
	2	Aspenhills at Tagaytay Highlands		LTS No. 26440	31-Oct-12	Not Applicable
	3	The Horizon		LTS No. 26523	06-Mar-13	Not Applicable
	4	Pueblo Real		LTS No. 26539	01-Jul-13	Not Applicable
	5	Sierra Lago		LTS No. 26538	01-Jul-13	Not Applicable
	6	The Hillside at Tagaytay Highlands		LTS No. 28251	26-Jul-13	Not Applicable
	7	The Woodlands Point at Tagaytay Highlands Phase 1		LTS No. 030418	20-Jul-15	Not Applicable
	8	The Woodridge Place at Tagaytay Highlands		LTS No. 031284	07-Apr-16	Not Applicable
	9	The Woodlands Point at Tagaytay Highlands Phase II-A		LTS No. 032061	14-Dec-16	Not Applicable
	10	Vireya		LTS No. 034341	04-Feb-19	Not Applicable
	11	Provence		LTS No. 0001515	29-May-23	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	12	The Pines at Aspenhills		LTS No. 0001516	29-May-23	Not Applicable
	13	Primerose Parks		LTS No. 0001513	29-May-23	Not Applicable
	14	Trealva Ph 1		LTS No. 0001514	29-May-23	Not Applicable
	15	Highlands Residences		LTS No. 0001538	21-Jun-23	Not Applicable
	16	The Horizon Ph2		LTS No. 0001746	25-Jan-24	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	05-015221	22-Jan-24	31-Dec-24*
	2	Tagaytay Highlands (Hillside, Aspenhills)	Calamba City	192-00-2012-0000071	26-Jan-24	31-Dec-24*
	3	Tagaytay Highlands (Woodlandspoint, Woodridge Place, The Woodridge)	Tagaytay City	129-00-2003-0000024	19-Jan-24	31-Dec-24*
	4	Tagaytay Highlands (Horizon, Vireya, Sierra Lago, Pueblo Real, Alta Mira, Lakeview)	Talisay	119416325	31-Jan-24	31-Dec-24*
Associated Development Corporation		CERTIFICATE OF INCORPORATION (COI)	SEC			
		Head Office		5159	26-May-50	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
		Head Office		003-940-858-00000	30-Jul-96	Not Applicable
CHAS Realty and Development Corporation		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		ASO95000891	31-Jan-95	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		004-485-013-000	01-Jan-97	Not Applicable
	2	SM Megacentre Cabanatuan		004-485-013-00001	31-Jan-23	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	SM Megacentre Cabanatuan	Cabanatuan City	24-00785 / LD-23-18021/ RF-23-26115/ PN 23-01287	19-Jan-24	31-Dec-24*
				2400779 / LD-23-18221/ RF-23-26111/PN 23-01297	19-Jan-24	31-Dec-24*
				24-00784 / LD-23-18025/ RF-23-26109/PN 23-01290	19-Jan-24	31-Dec-24*
				24-00786 / LD-23-18022/ RF-23-26105/PN 23-01293	19-Jan-24	31-Dec-24*
MOA Esplanade Port, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS201423699	05-Dec-14	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		008-920-148-000	06-Jan-15	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
Mindpro, Incorporated	1	Head Office	Pasay City	15-044609	23-Apr-24	31-Dec-24*
		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		41626	03-Jul-70	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		000-254-569-00000	02-Jul-08	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Zamboanga City	2024-06026-0	25-Jan-24	31-Dec-24*
				2024-06027-0	25-Jan-24	31-Dec-24*
				2024-06028-0	25-Jan-24	31-Dec-24*
				2024-06032-0	25-Jan-24	31-Dec-24*
				2024-06033-0	25-Jan-24	31-Dec-24*
A. Canicosa Holdings, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS200814491	10-Oct-08	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		007-123-577-000	13-Nov-08	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
AD Canicosa Properties, Inc.	1	Head Office	Calamba City	2024-03603	19-Jan-24	31-Dec-24*
		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS200814504	10-Oct-08	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		007-123-712-000	19-Nov-08	Not Applicable
Cherry Realty Development Corporation		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Calamba City	2024-03608	19-Jan-24	31-Dec-24*
		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		76427	28-Oct-77	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
Premier Clark Complex, Inc.	1	Head Office		000-958-289-000	30-Jun-94	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Sto. Tomas City	2024-02377	17-Jan-24	31-Dec-24*
		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS201908637	29-May-19	Not Applicable
Rushmore Holdings, Inc.		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		010-332-515-000	30-May-19	Not Applicable
		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		ASO94003408	14-Apr-94	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
Premier Southern Corp.	1	Head Office		003-869-806-00000	01-Jan-01	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Makati City	201502370	14-Feb-24	31-Dec-24*
		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		A199804816	25-Mar-98	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		005-648-752-00000	13-Apr-99	Not Applicable
	2	SM City Batangas		005-648-752-00002	20-Aug-04	Not Applicable
	3	SM City Lipa		005-648-752-00003	21-May-06	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	1	Head Office	Pasay City	04-012285	17-Apr-24	31-Dec-24*
	2	SM City Batangas	Batangas City	2004-P0542/00-0006322	19-Jan-24	31-Dec-24*
				2004-P0544/00-0002083	19-Jan-24	31-Dec-24*
				2004-P0548/00-0002087	19-Jan-24	31-Dec-24*
				2004-P0549/00-0002088	19-Jan-24	31-Dec-24*
				2004-P0550/04-0002089	19-Jan-24	31-Dec-24*
				2004-P0551/00-0002090	19-Jan-24	31-Dec-24*
				2011-P1235/00-0002084	19-Jan-24	31-Dec-24*
				2011-P1234/00-0002085	19-Jan-24	31-Dec-24*
				2022-P0704/22-0028657	19-Jan-24	31-Dec-24*
	3	SM City Lipa	Batangas City	10534/P-00906	05-Mar-24	31-Dec-24*
				10529/P-00907	05-Mar-24	31-Dec-24*
				10533/P-17407	05-Mar-24	31-Dec-24*
				10407/P-00905	29-Feb-24	31-Dec-24*
				10405/M-10858	29-Feb-24	31-Dec-24*
				10402/M-12073	29-Feb-24	31-Dec-24*
Prime Metroestate, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		AS95005246	01-Jun-95	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		004-726-498-00000	18-Sep-97	Not Applicable
	2	Iloilo City		004-726-498-00018	09-May-17	Not Applicable
	3	SM Center Imus		004-726-498-00019	05-Jun-17	Not Applicable
	4	Two E-Com		004-726-498-020	06-Mar-19	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	09-028206	05-Apr-24	31-Dec-24*
	2	Cabuyao	Cabuyao City	3413	30-Jan-24	31-Dec-24*
	3	Cainta	Cainta, Rizal	02406	19-Jan-24	31-Dec-24*
	4	Davao	Davao City	2000-15381-3	23-Feb-24	31-Dec-24*
	5	Molo	IloIlo City	A-2024-01199	19-Jan-24	31-Dec-24*
	6	Hyper Imus	Imus City	07212	20-Jan-24	31-Dec-24*
	7	SM Center Imus	Imus City	07301	30-Jan-24	31-Dec-24*
	8	Hyper Cebu	Mandaue City	2024-072230000-08434	19-Jan-24	31-Dec-24*
	9	Tondo	Manila City	2024-000028903	19-Jan-24	31-Dec-24*
	10	Muntinlupa	Muntinlupa City	2024-0003125	16-Jan-24	31-Dec-24*
	11	Two E-com Center	Pasay City	20-002480	17-Apr-24	31-Dec-24*
	12	Pasig	Pasig City	09772	17-Jan-24	31-Dec-24*
	13	Novaliches	Quezon City	00-038802	21-Jun-24	21-Jun-25
	14	Rosario	Rosario, Batangas	005345	21-Mar-24	31-Dec-24*
Prime_ Commercial Property Management Corp.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS200917199	06-Nov-09	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		007-434-002-000	12-Dec-09	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	11-0347301	02-Jul-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
San Lazaro Holdings Corp.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		A200103097	07-Mar-01	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		210-390-711-000	05-Apr-01	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	07-022509	17-Apr-24	31-Dec-24*
Southernpoint Properties Corp.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS2008287-8	18-May-17	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		261-896-179-00000	13-Jun-08	Not Applicable
	2	SM Lanang Premier		261-896-179-001	04-Apr-12	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	12-035994	17-Apr-24	31-Dec-24*
	2	SM Lanang Premier	Davao City	B-89777-7/ 2008-66336-5	20-Mar-24	31-Dec-24*
				B-116542-2/ 2012-93058-1	20-Mar-24	31-Dec-24*
				B-116565-5/ 2012-93057-2	20-Mar-24	31-Dec-24*
				B-116566-6/2012-93054-4	20-Mar-24	31-Dec-24*
				2012-93056-4	08-May-24	31-Dec-24*
				2012-93578-1	26-Jun-24	31-Dec-24*
				2012-93583-2	26-Jun-24	31-Dec-24*
				2012-93584-5	26-Jun-24	31-Dec-24*
				2012-93585-0	26-Jun-24	31-Dec-24*
				2012-93586-7	26-Jun-24	31-Dec-24*
				2012-93579-5	26-Jun-24	31-Dec-24*
				2012-93948-5	26-Jun-24	31-Dec-24*
SM Arena Complex Corporation		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS201205234	40983	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		008-246-579-0000	41012	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	12-036898	25-Jan-24	31-Dec-24*
	2	MOA Arena	Pasay City	12-036900	25-Jan-24	31-Dec-24*
SM Hotels and Conventions Corp.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS200804951	12-Jan-10	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		007-005-546-00000	02-Apr-08	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	08-027116	17-Jan-24	31-Dec-24*
Tagaytay Resort Development Corporation		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		154736	29-Aug-88	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		000-502-872-00000	22-Jun-94	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	05-015216	05-Apr-24	31-Dec-24*
	2	Tagaytay	Tagaytay City	2024-01350	18-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
Supermalls Transport Services, Inc.		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS201702723	25-Jan-17	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		009-539-079-00000	25-Jan-17	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	17-050221	17-Apr-24	31-Dec-24*
SM Smart City Infrastructure and Development Corporation		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		CS201914272	27-Aug-19	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		010-387-743-00000	29-Aug-19	Not Applicable
		BUSINESS PERMIT (BP)	LGU OF:			
	1	Head Office	Pasay City	BAN: 19-058891	30-Apr-24	31-Dec-24*
SM Development Corporation		CERTIFICATE OF INCORPORATION (COI)	SEC			
	1	Head Office		0000056909	18-Jul-74	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	BIR			
	1	Head Office		000-601-470-000	22-Jun-94	Not Applicable
	2	Mezza Residences		000-601-470-00001	19-Feb-08	Not Applicable
	3	Berkeley Residences		000-601-470-002	19-Feb-08	Not Applicable
	4	Grass Residences		000-601-470-003	20-Feb-08	Not Applicable
	5	2F Northwing SM MOA		000-601-470-005	02-Mar-12	Not Applicable
	6	Grass Interior [NE] Showroom		000-601-470-00007	02-Mar-12	Not Applicable
	7	Mplace [Mega] Showroom		000-601-470-00009	02-Mar-12	Not Applicable
	8	Mplace Interior [NE] Showroom		000-601-470-00010	02-Mar-12	Not Applicable
	9	Omnibus [MOA] Showroom		000-601-470-00011	02-Mar-12	Not Applicable
	10	Shell [MOA] Showroom		000-601-470-00013	02-Mar-12	Not Applicable
	11	Light [Mega] Showroom		000-601-470-014	02-Mar-12	Not Applicable
	12	Field [Sucat] Showroom		000-601-470-017	02-Mar-12	Not Applicable
	13	Light Residences		000-601-470-018	02-Mar-12	Not Applicable
	14	Wind Residences		000-601-470-00020	02-Mar-12	Not Applicable
	15	Jazz Residences		000-601-470-00022	11-Mar-13	Not Applicable
	16	Sun Mall		000-601-470-00023	30-Sep-13	Not Applicable
	17	Grace Residences		000-601-470-00024	04-Jul-17	Not Applicable
	18	M Place Mall		000-601-470-00025	01-Oct-13	Not Applicable
	19	Sea Residences		000-601-470-00026	29-Nov-13	Not Applicable
	20	Princeton Residences		000-601-470-00027	29-Nov-13	Not Applicable
	21	Blue Residences		000-601-470-028	08-Aug-14	Not Applicable
	22	Strip @ Shell Residences		000-601-470-00029	01-Feb-16	Not Applicable
	23	Strip @ Shine Residences		000-601-470-00030	30-Sep-15	Not Applicable
	24	S Residences		000-601-470-00031	21-Mar-16	Not Applicable
	25	Breeze Mall		000-601-470-00032	18-Jan-18	Not Applicable
	26	Lane Residences/SM Lanang Premier		000-601-470-00034	29-Aug-18	Not Applicable
	27	Strip @ Shore Residences		000-601-470-035	21-Jul-21	Not Applicable
	28	Air Mall		000-601-470-036	15-Oct-20	Not Applicable
	29	Smile Showroom (SM City Bacolod)		000-601-470-00037	03-Dec-20	Not Applicable
	30	Green 2 Residences		000-601-470-00038	29-Oct-20	Not Applicable
	31	Fame Mall		000-601-470-00039	21-Jul-21	Not Applicable
	32	The Strip at Coast Residences		000-601-470-00040	20-Dec-22	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	33	The Strip at Blue 2		000-601-470-00041	21-Dec-22	Not Applicable
	34	The Strip at Spring Residences		000-601-470-00042	21-Dec-22	Not Applicable
	35	The Strip at S Residences		000-601-470-00043	21-Dec-22	Not Applicable
	36	The Strip at Lush Residences		000-601-470-00044	22-Dec-22	Not Applicable
	37	The Strip at Red Residences		000-601-470-00045	17-Mar-23	Not Applicable
	38	Charm Mall		000-601-470-00046	05-May-23	Not Applicable
	39	The Strip at La Vista		000-601-470-00047	05-May-23	Not Applicable
	40	Glam Mall		000-601-470-00048	05-May-23	Not Applicable
	41	Hill Commercial Center		000-601-470-00049	14-Jun-23	Not Applicable
	42	Cheerful Mall		000-601-470-00050	14-Jun-23	Not Applicable
	43	The Strip at FMC		000-601-470-00051	09-Nov-24	Not Applicable
		CERTIFICATE OF REGISTRATION (COR)	DHSUD (HLURB)			
	1	Air Residences B01		LTS No. 032395	31-May-17	Not Applicable
	2	Berkeley Residences B01		25658	14-Mar-12	Not Applicable
	3	Bloom Residences PH 1		34562	13-Mar-19	Not Applicable
	4	Bloom Residences PH 2		194 Provisional LTS Regular LS : 0000093	23-Sep-21 / 08-Aug-23	Not Applicable
	5	Bloom Residences PH 3		051 Provisional LTS Regular LS : 0000096	16-Jul-20 / 08-Aug-23	Not Applicable
	6	Blue Residences B01		LTS No. 029228	15-Aug-14	Not Applicable
	7	Breeze Residences 1		31507	18-Apr-16	Not Applicable
	8	Charm Residences Ph1		ALTS No. 0001648	17-Oct-23	Not Applicable
	9	Charm Residences Ph2		ALTS No. 0001649	17-Oct-23	Not Applicable
	10	Charm Residences Ph3		ALTS No. 0001650	17-Oct-23	Not Applicable
	11	SMDC Cheerful Homes All Residential		34244	02-Aug-19	Not Applicable
	12	SMDC Cheerful Homes 2 All Residential		Provisional LTS No. 2021-05-227	24-May-21	Not Applicable
	13	Coast Residences B01		LTS No. 03157	20-Jul-16	Not Applicable
	14	Cool Suites at Wind Residences Tower A & B		LTS NO. 029705	03-Dec-14	Not Applicable
	15	Fame Residences - Towers 1 & 2		30763	26-Nov-15	Not Applicable
	16	Fame Residences - Towers 3		33349	13-Mar-18	Not Applicable
	17	Fame Residences - Towers 4		33374	18-Apr-18	Not Applicable
	18	Field Residences Phase 1 and 2		Ph1 - 029247 Ph2 - 029248	15-Sep-14	Not Applicable
	19	Field Residences 4		Bldg4 - 03240	27-Jun-17	Not Applicable
	20	Field Residences 5		Bldg 5 - 03245	24-Aug-17	Not Applicable
	21	Field Residences 6		Bldg 6 - 03338	24-Apr-18	Not Applicable
	22	Field 9 and 10		035147	20-Sep-19	Not Applicable
	23	Field Parking Building		33436	14-Sep-18	Not Applicable
	24	Gem Residences B01		LTS No. 0000101	04-Aug-23	Not Applicable
	25	Glade Residences Bldgs A-K		PLTS No./ PLS-06-096	24-Dec-21	Not Applicable
	26	Glam Residences B01		LTS No. 0000085	01-Aug-23	Not Applicable
	27	Grace Residences PH1		LTS No. 029326	26-Jan-15	Not Applicable
	28	Grass Residences Ph2 (Fern)		LTS T4 - 029940 LTS T5 - 029939	15-May-15	Not Applicable
	29	Grass Residences Ph1		LTS T1 - 26908 LTS T2 - 26903 LTS T3 - 26904	04-Apr-13	Not Applicable
	30	Hill Residences (Phase 1)		LTS No. 034577	11-Apr-19	Not Applicable
	31	Hill Residences (Phase 2)		LTS No. 035118	07-Aug-19	Not Applicable
	32	Hill Residences (Phase 3)		Provisional LTS No. 044	08-Jul-20	Not Applicable
	33	ICE TOWER Residential-Offices B01		LTS No. 0000053	06-Jun-23	Not Applicable

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	34	SMDC Jade Residences B01		TLS NCR 014	17-May-23	Not Applicable
	35	Jazz Residences All Towers		LTS No. 25701	16-May-12	Not Applicable
	36	Light Residences T1, T2, T3		LTS No. 28498	09-Dec-13	Not Applicable
	37	Lush Residences B01		LTS No. 033468 LTS No. 035122	14-Nov-18 13-Aug-19	Not Applicable
	38	Mezza Residences		23648	26-Aug-10	Not Applicable
	39	Mezza 2 Residences		033360	21-Mar-18	Not Applicable
	40	Mint Residences B01		PLS No. 091	26-Nov-20	Not Applicable
	41	M Place at South Triangle Tower 1, 2, 3, and 4		ALTS No. 034554	15-Feb-19	Not Applicable
	42	Princeton Residences B01		LTS NO. 27021	18-Sep-13	Not Applicable
	43	Red Residences B01		LTS No. 033469	16-Nov-18	Not Applicable
	44	S Residences 3		31645	01-Dec-16	Not Applicable
	45	Sands Residences 1		Provisional LTS No. 147	22-Mar-21	Not Applicable
	46	Sea Residences B01, B02, B03, B04, B05, B06		26981	23-Jul-13	Not Applicable
	47	Shell Residences B01, B02, B03, B04		032425	17-Jul-13	Not Applicable
	48	Shine Residences T1		LTS NO. 28486	21-Nov-13	Not Applicable
	49	Shore Residences 4		LTS NO. 029190	27-May-14	Not Applicable
	50	Shore 2 Residences B01, B02, B03		LTS 031588	05-Aug-16	Not Applicable
	51	Shore 3 Residences B01, B02, B03, B04		LTS 032418	07-Jul-17	Not Applicable
	52	Spring Residences Tower 1		LTS No.033413	20-Jul-18	Not Applicable
	53	Spring Residences Tower 2		LTS No.033413	20-Jul-18	Not Applicable
	54	Spring Residences Tower 3		LTS No.033403	26-Jun-18	Not Applicable
	55	Spring Residences Tower 4		LTS No.033411	05-Jul-18	Not Applicable
	56	Sun Residences Tower 1 and 2		LTS NO. 26362	29-Nov-12	Not Applicable
	57	Vine Residences PH 1		032367 ALTS 03349	12-Apr-17 / 10-Jan-19	Not Applicable
	58	Vine Residences PH 2		033379 ALTS 034556 Provisional LTS 318	24-Apr-18/ 22-Feb-19/ 16-Mar-22	Not Applicable
	59	Vine Residences PH 3		033376 ALTS 033446	19-Apr-18/ 15-Feb-19	Not Applicable
	60	Wind Residences Tower 1		LTS NO. 26577	23-May-13	Not Applicable
	61	Wind Residences Tower 2		LTS NO. 26578	23-May-13	Not Applicable
	62	Wind Residences Tower 3		LTS NO. 26579	23-May-13	Not Applicable
	63	Wind Residences Tower 4		LTS NO. 28796	04-Nov-13	Not Applicable
	64	Wind Residences Tower 5		LTS NO. 28865	22-Jan-14	Not Applicable
	65	Vail Residences All Buildings (Buildings A-N)		Prov Lic REM-LS-22-012	06-Apr-22	Not Applicable
	BUSINESS PERMIT (BP)		LGU OF:			
	1	Head Office (15F Two E-com Center)	Pasay City	11-034349	22-Jan-24	31-Dec-24*
	2	SMDC Admin Office (SM City Clark)	Angeles City	54-01-2017000966	20-Jan-24	31-Dec-24*
	3	Smile Showroom	Bacolod City		26-Mar-24	31-Dec-24*
	4	Vail Showroom	Cagayan De Oro City	2022-25248	26-Jan-24	31-Dec-24*
	5	Vail Residences	Cagayan De Oro City	2023-18150	26-Jan-24	31-Dec-24*
	6	Charm Showroom	Cainta, Rizal	S-03278	2025 Permit in process (ongoing renewal)	
	7	Charm Residences	Cainta, Rizal	S-03433	2025 Permit in process (ongoing renewal)	
	8	SMDC Admin Office (SM City Dasmariñas)	Dasmariñas City	01-2018-00123	19-Jan-24	31-Dec-24*
	9	SMDC Admin Office (SM Lanang Davao)	Davao City	20181348591	29-Jan-24	31-Dec-24*

Entity	No.	Permits & Licenses	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
	10	Ecoland	Davao City	20201469394	30-Jan-24	31-Dec-24*
	11	SMDC Admin Office (SM City Iloilo)	Iloilo City	S-03282	19-Jan-24	31-Dec-24*
	12	SMDC Showroom (SM City Iloilo)	Iloilo City	S-03422	19-Jan-24	31-Dec-24*
	13	Glade Residences	Iloilo City	S-A0637	19-Jan-24	31-Dec-24*
	14	Glade Showroom	Iloilo City	S-A0636	19-Jan-24	31-Dec-24*
	15	Field Residences (Bldg. 4)	Las Piñas City	2015030310	19-Jan-24	31-Dec-24*
	16	Cheerful Homes	Mabalacat City		19-Jan-24	31-Dec-24*
	17	Cheerful Homes (Showroom)	Mabalacat City		19-Jan-24	31-Dec-24*
	18	Jazz Residences	Makati City	201302592	20-Jan-24	31-Dec-24*
	19	FMC (Grand Showroom)	Makati City	201602148	20-Jan-24	31-Dec-24*
	20	Air Residences	Makati City	202103503	20-Jan-24	31-Dec-24*
	21	Lush Residences	Makati City	202204567	20-Jan-24	31-Dec-24*
	22	Red Residences	Makati City	202304430	20-Jan-24	31-Dec-24*
	23	Light Residences	Mandaluyong City	MC-2010-02185	2025 Permit in process (ongoing renewal)	
	24	SMDC Corporate Showroom (SM Megamall)	Mandaluyong City	MC-2011-01531	18-Jan-24	31-Dec-24*
	25	Fame Residences	Mandaluyong City	MC-2021-01746	13-Aug-24	31-Dec-24*
	26	Sands Residences	Manila City	117-00-2021-0806328	19-Jan-24	31-Dec-24*
	27	SMDC Admin Office (SM City Marilao)	Marilao, Bulacan	S-00791	19-Jan-24	31-Dec-24*
	28	Field Residences	Parañaque City	2011010018	05-Mar-24	31-Dec-24*
	29	Field Showroom (SM City Sucat)	Parañaque City	2018050049	05-Mar-24	31-Dec-24*
	30	Spring Showroom (SM City Bicutan)	Parañaque City	2016050223	05-Mar-24	31-Dec-24*
	31	Spring Residences	Parañaque City	2019080137	05-Mar-24	31-Dec-24*
	32	Bloom Residences	Parañaque City	2017080164	05-Mar-24	31-Dec-24*
	33	Strip at Bloom Residences	Parañaque City	2018060065	05-Mar-24	31-Dec-24*
	34	Coast Residences	Pasay City	20-002618	22-Jan-24	31-Dec-24*
	35	Sea Residences	Pasay City	10-032016	22-Jan-24	31-Dec-24*
	36	Shell Residences	Pasay City	12-037868	22-Jan-24	31-Dec-24*
	37	Breeze Residences	Pasay City	14-042745	22-Jan-24	31-Dec-24*
	38	Shore Residences	Pasay City	14-043900	22-Jan-24	31-Dec-24*
	39	SMDC Corporate Showroom (SM MOA NORTHWING)	Pasay City	10-031345	22-Jan-24	31-Dec-24*
	40	Shore Showroom (SM MOA SOUTHWEST)	Pasay City	10-031260	22-Jan-24	31-Dec-24*
	41	S Residences	Pasay City	16-047686	22-Jan-24	31-Dec-24*
	42	Shine Residences	Pasig City	PM-2014-003633	13-Aug-24	31-Dec-24*
	43	Mezza Residences	Quezon City	07-008041	05-Sep-23	05-Sep-24*
	44	Mezza 2 Residences	Quezon City	12-009618	05-Sep-23	05-Sep-24*
	45	Berkeley Residences	Quezon City	09-004969	05-Sep-23	05-Sep-24*
	46	Grass Residences	Quezon City	09-004704	05-Sep-23	05-Sep-24*
	47	Grass Showroom (SM City North EDSA)	Quezon City	10-010193	05-Sep-23	05-Sep-24*
	48	Princeton Residences	Quezon City	10-010975	05-Sep-23	05-Sep-24*
	49	Sun Residences	Quezon City	10-010974	05-Sep-23	05-Sep-24*
	50	M Place @ South Triangle	Quezon City	10-012122	05-Sep-23	05-Sep-24*
	51	Blue Residences	Quezon City	11-006622	05-Sep-23	05-Sep-24*
	52	Vine Residences	Quezon City	19-013034	05-Sep-23	05-Sep-24*
	53	Glam Residences	Quezon City	19-013035	05-Sep-23	05-Sep-24*
	54	Hill Residences	Quezon City	19-013033	05-Sep-23	05-Sep-24*
	55	Vine Showroom (SM Novaliches)	Quezon City	16-007281	05-Sep-23	05-Sep-24*
	56	Wind Residences	Tagaytay City	129-00-2011-0000211	22-Jan-24	31-Dec-24*
	57	Grace Residences	Taguig City	20-015810	25-Jan-24	31-Dec-24*

*Renewal application ongoing

REGULATORY

The following section discusses updates after the date of the Prospectus and must be read in conjunction with the Prospectus. This section is qualified in its entirety by the more detailed information and financial statements and notes thereto appearing elsewhere in this Offer Supplement.

REAL ESTATE LAWS AND REGULATIONS

Real Property Valuation and Assessment Reform Act

On 13 June 2024, President Ferdinand R. Marcos Jr. signed into law Republic Act No. 12001, also known as the Real Property Valuation and Assessment Reform Act ("RPVARA"). The law was published on 20 June 2024, and took effect on 5 July 2024.

The RPVARA aims to establish standards based on the Philippine valuation system ("PVS") for real property in the Philippines, adopt a schedule of market values ("SMV"), the separation of the valuation function for real properties from tax policy formulation and the administration of taxes, and the creation of a comprehensive and up-to-date electronic database of all real property transactions, among other reforms.

Under the RPVARA, the SMV will serve as the single valuation base for assessing real property-related taxes and for determining the value of real properties in various transactions involving government agencies. The Bureau of Local Government Finance ("BLGF") under the Department of Finance ("DOF") is tasked with developing and implementing the PVS, which will be utilized by LGUs as well as by other entities engaged in the valuation of land, buildings, machinery, and other real properties for taxation and other purposes. Local assessors will prepare the SMVs for different property classes within their jurisdictions, following the PVS and other guidelines issued by the DOF.

Securing & Expanding Capital in Real Estate Investments Transaction

SEC Memorandum Circular No. 12, Series of 2024, on "Securing & Expanding Capital in Real Estate Investment Transactions" ("SEC RENT"), sets forth the guidelines for the registration of securities by real estate developers and managers who issue investment contracts, certificates of participation, or participate in profit-sharing agreements in connection with rental pool agreements.

The Circular defines rental pool agreements as "investment contracts wherein the applicant sells or offers units in real estate projects, such as condominiums, hotels, resorts, or dormitories, to prospective buyers under the condition that the buyers contribute their units—either mandatorily or optionally—to a rental pool managed and operated by the applicant or a third-party operator." Buyers participating in rental pool agreements are entitled to a share in the profits based on agreed terms, typically derived from the income generated by renting the units to third parties.

Under SEC RENT, rental pool agreements are required to be registered as securities, following the procedures and requirements specified in the memorandum circular.

Corporate Recovery and Tax Incentives for Enterprises – Maximize Opportunities for Reinvigorating the Economy

Republic Act No. 12066, also known as the "Corporate Recovery and Tax Incentives for Enterprises – Maximize Opportunities for Reinvigorating the Economy Act" or "CREATE MORE," was signed into law on 11 November 2024. This legislation introduces significant amendments to the National Internal Revenue Code of 1997, with the aim of enhancing the country's tax framework to support economic recovery and growth.

Key provisions of the CREATE MORE Act include adjustments to corporate income tax rates, thereby promoting a more competitive tax regime for businesses operating in the Philippines. The Act also expands the scope of deductions available under the enhanced deductions regime, allowing businesses to avail of additional tax benefits to offset operational and developmental costs.

Furthermore, CREATE MORE broadens the criteria for qualifying as a “registered business enterprise,” thereby opening up access to tax incentives for a wider range of enterprises, particularly those contributing to economic recovery and national development goals. The Act also provides for specific inclusions regarding value-added tax (VAT) exemptions and zero-rating provisions, streamlining compliance and encouraging further investment in priority sectors.

Through these measures, CREATE MORE seeks to foster a business environment conducive to growth, innovation, and sustainable economic development, while ensuring the continued modernization and efficiency of the tax system.

Philippine Offshore Gaming Operations

On 22 July 2024, during his State of the Nation Address (“SONA”), President Ferdinand Marcos Jr. announced an immediate ban on all Philippine Offshore Gaming Operators (“POGOs”) due to their alleged involvement in illicit activities. Following this announcement, President Marcos directed the Philippine Amusement and Gaming Corporation (“PAGCOR”) to wind down and cease the operations of all POGOs by the end of 2024.

Subsequently, on 24 July 2024, the Bureau of Immigration (“BI”) issued a 60-day deadline for foreign nationals employed by POGOs, internet gaming licensees, and related services to leave the country. However, in August 2024, the Department of Justice (“DOJ”) suspended the BI’s 60-day deadline, citing the need to align and harmonize the government’s overall strategy on this matter.

Please refer to pages 137 to 145 of the Prospectus.

ENVIRONMENTAL LAWS

Please refer to pages 145 to 147 of the Prospectus.

PROPERTY REGISTRATION

Please refer to page 148 of the Prospectus.

NATIONALITY RESTRICTIONS

Please refer to pages 148 to 149 of the Prospectus.

LAND RECLAMATION

Please refer to page 149 of the Prospectus.

PROPERTY TAXATION

Please refer to page 149 of the Prospectus.

PHILIPPINE COMPETITION ACT

Please refer to page 150 of the Prospectus.

REVISED CORPORATION CODE

Please refer to pages 151 to 152 of the Prospectus.

DATA PRIVACY ACT OF 2012

Please refer to page 152 of the Prospectus.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Prospective investors should read the following discussion and analysis of the Issuer's consolidated financial position and financial performance together with (i) the unaudited consolidated financial statements as at 30 September 2024 and for the nine (9) months ended 30 September 2024 and 2023 and the notes thereto; and (ii) the audited consolidated financial statements as at 31 December 2023, 2022, and 2021 and for the years ended 31 December 2023, 2022, and 2021, the notes thereto, and the report of the independent auditor.

BASIS OF PREPARATION

The accompanying consolidated financial statements of the Issuer 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 Company's functional and presentation currency under Philippine Financial Reporting 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.

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except that the Issuer has adopted the following new accounting pronouncements starting 1 January 2024:

- Amendments to PAS 1, *Classification of Liabilities as Current or Non-current*, clarify that only covenants with which an entity must comply on or before reporting date will affect a liability's classification as current or non-current; that classification is unaffected by the likelihood that an entity will exercise its deferral right; and that only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.
- Amendments to PFRS 16, *Lease Liability in a Sale and Leaseback*, specify how a seller-lessee measures the lease liability arising in a sale and leaseback transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use retained.
- Amendments to PAS 7 and PFRS 7, *Disclosures: Supplier Finance Arrangements*

Please refer to Note 3 of the Issuer's consolidated financial statements, included elsewhere in this Offer Supplement, for the effect of the adoption of the new and amended accounting standards.

FINANCIAL PERFORMANCE

Nine (9) months ended 30 September 2024 vs. nine (9) months ended 30 September 2023

(in thousands)	Nine Months Ended 30 September		Increase (Decrease)	
	(Unaudited) 2024	(Unaudited) 2023	in ₱	in %
REVENUE				
Rent	₱57,237,426	₱52,648,960	₱4,588,466	9%
Real estate sales	31,798,173	29,795,838	2,002,335	7%
Others	10,728,059	10,158,075	569,984	6%
	99,763,658	92,602,873	7,160,785	8%
COSTS AND EXPENSES	52,095,542	48,080,658	4,014,884	8%
INCOME FROM OPERATIONS	47,668,116	44,522,215	3,145,901	7%
OTHER INCOME (CHARGES)				
Interest expense	(9,357,282)	(8,893,541)	(463,741)	5%
Interest and dividend income	1,660,044	1,621,697	38,347	2%
Others - net	1,785,744	642,318	1,143,426	178%
	(5,911,494)	(6,629,526)	718,032	(11%)
INCOME BEFORE INCOME TAX	41,756,622	37,892,689	3,863,933	10%
PROVISION FOR INCOME TAX				
Current	6,435,709	6,134,549	301,160	5%
Deferred	769,622	990,599	(220,977)	(22%)
	7,205,331	7,125,148	80,183	1%
NET INCOME	₱34,551,291	₱30,767,541	₱3,783,750	12%
Attributable to				
Equity holders of the Parent	₱33,878,257	₱30,126,310	₱3,751,947	12%
Non-controlling interests	673,034	641,231	31,803	5%
	₱34,551,291	₱30,767,541	₱3,783,750	12%

Revenue

SM Prime recorded consolidated revenues of ₱99.76 billion in the first nine (9) months of 2024, an increase of 8% compared to ₱92.60 billion in the same period of 2023, primarily due to the following:

Rent

SM Prime recorded consolidated revenues from rent of ₱57.24 billion in the first nine (9) months of 2024, a 9% increase from ₱52.65 billion in the same period of 2023. 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 7% of ₱31.80 billion in the first nine (9) months of 2024 from ₱29.80 billion in the same period of 2023 due to sales take-up and construction accomplishment of ongoing

projects including Now Residences in Pampanga, Bloom Residences and Gold Towers Residential-Offices in Paranaque, Vail Residences in Cagayan de Oro, and Glade Residences in Iloilo.

Other Revenues

SM Prime's other revenues increased by 6% to ₱10.73 billion in the first nine (9) months of 2024 from ₱10.16 billion in the same period in 2023. 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 first nine (9) months of the year includes Inside Out 2, Rewind, Deadpool & Wolverine, Un/Happy For You, and How to Make Millions Before Grandma Dies.

Costs and Expenses

SM Prime recorded consolidated costs and expenses of ₱52.10 billion in the first nine (9) months of 2024, an increase of 8% from ₱48.08 billion in the same period in 2023, 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 sales (computed as the ratio of cost of real estate sold over real estate sales) is 57% in 2024.

Other Income (Charges)

Interest Expense

SM Prime's consolidated interest expense increased by 5% to ₱9.36 billion in the first nine (9) months of 2024 compared to ₱8.89 billion in the same period in 2023, mainly due to new bank loans availed for working capital and capital expenditure requirements.

Interest, Dividend and Others - net

Interest, dividend and others - net increased to ₱3.45 billion in the first nine (9) months of 2024 compared to ₱2.26 billion in the same period in 2023. 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 ₱7.21 billion in the first nine (9) months of 2024 compared to ₱7.13 billion in the same period in 2023.

Net income attributable to non-controlling interests

SM Prime's net income attributable non-controlling interest increased to ₱0.67 billion in the first nine (9) months of 2024 as compared to ₱0.64 billion in the same period in 2023.

Net income attributable to Parent

SM Prime's net income attributable to Parent increased by 12% to ₱33.88 billion in the first nine (9) months of 2024 compared to ₱30.13 billion in the same period in 2023.

Year ended 31 December 2023 vs. year ended 31 December 2022

	Years Ended 31 December			
	(Audited)		Increase (Decrease)	
(in thousands)	2023	2022	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%

Revenue

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 sales (computed as the ratio of cost of real estate sold over real estate sales) 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.

Year ended 31 December 2022 vs. year ended 31 December 2021

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

Revenues

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

Rent

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

Real Estate Sales

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

₱98.89 billion in the same period last year.

Other Revenues

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

Costs and Expenses

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

Costs of Real Estate

Consolidated costs of real estate decreased by 10% to ₱16.90 billion in 2022 from ₱18.69 billion in the same period in 2021. Gross profit margin on real estate sales (computed as the ratio of cost of real estate sold over real estate sales) is 57% in 2022 from 59% in 2021.

Operating Expenses

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

Other Income (Charges)

Interest Expense

SM Prime's consolidated interest expense increased by 23% to ₱11.47 billion in 2022 compared to ₱9.36 billion in the same period in 2021 mainly due to the issuance of fixed rate bonds in 2021 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 decreased to ₱0.94 billion in 2022 from last year's ₱4.68 billion. This mainly consists of interest income from cash and cash equivalents, dividend income from equity instruments, equity in net earnings from associates and joint ventures and foreign exchange gains and losses.

Provision for income tax - net

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

Net income attributable to Parent

SM Prime's consolidated net income attributable to Parent increased by 38% to ₱30.10 billion in 2022 as

compared to ₱21.79 billion in the same period in 2021.

Year ended 31 December 2021 vs. year ended 31 December 2020

(in thousands)	Years Ended 31 December			
	(Audited) 2021	2020	Increase (Decrease) In ₱	in %
REVENUE				
Real estate sales	₱45,116,120	₱46,973,399	(₱1,857,279)	(4%)
Rent	34,694,185	32,013,024	2,681,161	8%
Others	2,505,179	2,912,875	(407,696)	(14%)
	82,315,484	81,899,298	416,186	1%
COSTS AND EXPENSES	49,900,933	52,825,112	(2,924,179)	(6%)
INCOME FROM OPERATIONS	32,414,551	29,074,186	3,340,365	11%
OTHER INCOME (CHARGES)				
Interest expense	(9,357,616)	(8,596,750)	(760,866)	9%
Interest and dividend income	1,025,066	1,207,227	(182,161)	(15%)
Others - net	3,651,524	779,078	2,872,446	369%
	(4,681,026)	(6,610,445)	1,929,419	(29%)
INCOME BEFORE INCOME TAX	27,733,525	22,463,741	5,269,784	23%
PROVISION FOR INCOME TAX				
Current	2,816,720	1,761,051	1,055,669	60%
Deferred	3,005,402	2,562,953	442,449	17%
	5,822,122	4,324,004	1,498,118	35%
NET INCOME	₱21,911,403	₱18,139,737	₱3,771,666	21%
Attributable to				
Equity holders of the Parent	₱21,786,516	₱18,006,512	₱3,780,004	21%
Non-controlling interests	124,887	133,225	(8,338)	(6%)
	₱21,911,403	₱18,139,737	₱3,771,666	21%

Revenues

SM Prime recorded consolidated revenues of ₱82.32 billion in 2021, an increase of 1% compared to ₱81.90 billion in the same period of 2020, primarily due to the following:

Rent

SM Prime recorded consolidated revenues from rent of ₱34.69 billion in 2021, an 8% increase from ₱32.01 billion in the same period of 2020. Out of the total rental revenues, 83% is contributed by the malls and the rest from offices and hotels and convention centers. Rent revenues of ₱10.91 billion in the last quarter of 2021 increased by 46% from the ₱7.48 billion in the same period in 2020 as the Inter-Agency Task Force for the Management of Emerging Infectious Diseases and local government unit eased enhanced community quarantine restrictions during the fourth quarter of 2021, relaxing age mobility restrictions and allowing more tenants to operate.

Real Estate Sales

SM Prime recorded real estate sales of ₱45.12 billion in 2021, slightly lower from ₱46.97 billion in 2020. Reservation sales in 2021 is flat at ₱98.9 billion. Revenues are recognized in the books based on percentage of completion.

Other Revenues

SM Prime's other revenues improved to ₱0.95 billion in the last quarter of 2021 compared to ₱0.63 billion in the same period in 2020. However, it decreased by 14% to ₱2.51 billion in 2021 from ₱2.91 billion in the same period in 2020 as pandemic condition started in March 2020. Other revenues in 2021 include cinema and event ticket sales, sponsorships and advertising revenues, bowling operations and sale of food and beverages in hotels.

Costs and Expenses

SM Prime recorded consolidated costs and expenses of ₱49.90 billion in 2021, a decrease of 6% from ₱52.83 billion in the same period in 2020, as a result of the following:

Costs of Real Estate

Consolidated costs of real estate decreased by 9% to ₱18.69 billion in 2021 from ₱20.58 billion in the same period in 2020 due to decrease in real estate sales, net of savings as a result of improving cost efficiencies. Gross profit margin on real estate sales (computed as the ratio of cost of real estate sold over real estate sales) improved to 59% in 2021 from 56% in 2020.

Operating Expenses

SM Prime's consolidated operating expenses decreased by 3% to ₱31.21 billion in 2021 compared to last year's ₱32.25 billion. Out of the total operating expenses, 64% is contributed by the malls. Operating expenses include depreciation and amortization, taxes and licenses, marketing and selling expenses, utilities and manpower costs.

Other Income (Charges)

Interest Expense

SM Prime's consolidated interest expense increased by 9% to ₱9.36 billion in 2021 compared to ₱8.60 billion in the same period in 2020 mainly due to ₱20.00 billion fixed rate bonds issued in 2021 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 ₱4.68 billion in 2021 from last year's ₱1.99 billion. This mainly consists of interest income from cash and cash equivalents, dividend income from equity instruments, equity in net earnings from associates and joint ventures and foreign exchange gains and losses.

Provision for income tax - net

SM Prime's consolidated provision for income tax - net increased to ₱5.82 billion in 2021 compared to ₱4.32 billion in the same period in 2020. The Issuer recognized one-time impact of CREATE to provision for income

tax amounting to ₱0.29 billion.

Net income attributable to Parent

SM Prime's consolidated net income attributable to Parent increased by 21% to ₱21.79 billion in 2021 as compared to ₱18.01 billion in the same period in 2020.

FINANCIAL CONDITION

30 September 2024 vs. 31 December 2023

	(Unaudited) 30 September 2024	(Audited) 31 December 2023	Increase (Decrease)	
(in thousands)			in ₱	in %
ASSETS				
Current Assets				
Cash and cash equivalents	₱39,364,651	₱31,816,802	7,547,849	24%
Receivables and contract assets	80,253,898	76,952,202	3,301,696	4%
Real estate inventories	78,175,303	77,886,781	288,522	0%
Equity instruments at fair value through other comprehensive income (FVOCI)	776,157	747,840	28,317	4%
Derivative assets	231,972	2,247,073	(2,015,101)	(90%)
Prepaid expenses and other current assets	26,441,793	27,804,930	(1,363,137)	(5%)
Total Current Assets	225,243,774	217,455,628	7,788,146	4%
Noncurrent Assets				
Equity instruments at FVOCI - net of current portion	22,503,173	19,570,212	2,932,961	15%
Investment properties	581,238,151	545,074,746	36,163,405	7%
Investments in associates and joint ventures	34,259,321	32,431,195	1,828,126	6%
Property and equipment	1,501,001	1,554,990	(53,989)	(3%)
Deferred tax assets - net	1,636,643	1,492,359	144,284	10%
Derivative assets - net of current portion	2,086,228	3,276,971	(1,190,743)	(36%)
Other noncurrent assets	130,336,155	122,471,474	7,864,681	6%
Total Noncurrent Assets	773,560,672	725,871,947	47,688,725	7%
	₱998,804,446	₱943,327,575	₱55,476,871	6%

LIABILITIES AND EQUITY

Current Liabilities

Loans payable	₱22,741,643	₱4,288,964	18,452,679	430%
Accounts payable and other current liabilities	104,367,960	99,077,428	5,290,532	5%
Current portion of long-term debt	69,886,404	67,746,351	2,140,053	3%
Derivative liabilities	110,848	7,423	103,425	1393%
Income tax payable	1,731,234	1,295,842	435,392	34%
Total Current Liabilities	198,838,089	172,416,008	26,422,081	15%

Noncurrent Liabilities

Long-term debt – net of current portion	293,033,563	294,622,256	(1,588,693)	(1%)
Tenants' and customers' deposits – net of current portion	27,159,338	25,301,504	1,857,834	7%

Liability for purchased land – net of current portion	539,959	539,959	0	0%
Deferred tax liabilities – net	13,333,665	12,458,096	875,569	7%
Derivative liabilities – net of current portion	499,060	265,013	234,047	88%
Other noncurrent liabilities	39,671,845	38,837,703	834,142	2%
Total Noncurrent Liabilities	374,237,430	372,024,531	2,212,899	1%
Total Liabilities	573,075,519	544,440,539	28,634,980	5%

Equity Attributable to Equity Holders of the Parent

Capital stock	33,166,300	33,166,300	0	0%
Additional paid-in capital – net	38,164,173	38,159,900	4,273	0%
Cumulative translation adjustment	3,463,796	2,556,139	907,657	36%
Net fair value changes of equity instruments at FVOCI	19,899,863	16,938,503	2,961,360	17%
Net fair value changes on cash flow hedges	(131,974)	1,079,094	(1,211,068)	(112%)
Remeasurement loss on defined benefit obligation	(1,062,437)	(1,062,437)	0	0%
Retained earnings:				
Appropriated	42,200,000	42,200,000	0	0%
Unappropriated	290,038,465	266,143,815	23,894,650	9%
Treasury stock	(2,984,695)	(2,984,695)	0	0%

Total Equity Attributable to Equity Holders of the Parent	422,753,491	396,196,619	26,556,872	7%
Non-controlling Interests	2,975,436	2,690,417	285,019	11%
Total Equity	425,728,927	398,887,036	26,841,891	7%
	₱998,804,446	₱943,327,575	₱55,476,871	6%

SM Prime's total assets amounted to ₱998.80 billion and ₱943.33 billion as of 30 September 2024 and 31 December 2023, respectively.

Cash and cash equivalents increased to ₱39.36 billion from ₱31.82 billion as of 30 September 2024 and 31 December 2023, respectively, mainly due to collections and proceeds from availments of new loans, net of payments for capital expenditures and maturing debts.

Equity instruments at fair value through other comprehensive income (FVOCI) increased to ₱23.28 billion from ₱20.32 billion as of 30 September 2024 and 31 December 2023, respectively. There is equivalent increase in the net fair value of equity instruments at FVOCI to ₱19.90 billion from ₱16.94 billion as of 30 September 2024 and 31 December 2023, respectively.

Derivative assets - net decreased to ₱1.71 billion from ₱5.25 billion as of 30 September 2024 and 31 December 2023, respectively, mainly due to net fair value changes on interest rate and foreign exchange swap transactions and maturities during the period.

Prepaid expenses and other current assets decreased by 5% to ₱26.44 billion from ₱27.80 billion as of 30 September 2024 and 31 December 2023, respectively, due to amortization in prepaid taxes and other prepayments.

Investments in associates and joint ventures increased by 6% to ₱34.26 billion from ₱32.43 billion as of 30 September 2024 and 31 December 2023, respectively, due to equity in net earnings of associates and joint ventures.

Investment properties increased by 7% to ₱581.24 billion from ₱545.07 billion as of 30 September 2024 and 31 December 2023, respectively, primarily due to ongoing coastal development, 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 ₱1.64 billion from ₱1.49 billion as of 30 September 2024 and 31 December 2023, respectively. Deferred tax liabilities - net increased to ₱13.33 billion from ₱12.46 billion as of 30 September 2024 and 31 December 2023, 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 deposit to suppliers and contractors. The account increased by 6% to ₱131.84 billion from ₱124.03 billion as of 30 September 2024 and 31 December 2023, respectively.

Interest-bearing debt increased by 5% to ₱385.66 billion from ₱366.66 billion as of 30 September 2024 and 31 December 2023, respectively, due to net availments for the period for coastal development and foreign exchange translation.

Accounts payable and other current liabilities increased by 5% to ₱104.37 billion from ₱99.08 billion as of 30 September 2024 and 31 December 2023, respectively, due to payables to contractors and suppliers related to ongoing projects.

Income tax payable increased to ₱1.73 billion from ₱1.30 billion as of 30 September 2024 and 31 December 2023, respectively, mainly due to provisions, net of payments for the year.

Tenants' and customers' deposits increased by 7% to ₱27.16 billion from ₱25.30 billion as of 30 September 2024 and 31 December 2023, respectively, and is mainly attributable to the new malls and office building tenants.

Cumulative translation adjustment increased to ₱3.46 billion from ₱2.56 billion as of 30 September 2024 and 31 December 2023, respectively, as a result of foreign exchange movement between periods.

Non-controlling interests increased to ₱2.98 billion from ₱2.69 billion as of 30 September 2024 and 31 December 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 30 September 2024 and 31 December 2023, 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 maintains ₱100 billion for its capital expenditure program. This will be funded mostly by internally generated funds and partly by external borrowings.

31 December 2023 vs. 31 December 2022

(in thousands)	(Audited)		Increase (Decrease)	
	2023	2022	in ₱	in %
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 31 December 2023 and 31 December 2022, respectively.

Cash and cash equivalents decreased to ₱31.82 billion from ₱42.06 billion as of 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 2022, respectively, due to construction accomplishments for the period, net of cost of sold units.

Equity instruments at fair value through other comprehensive income (FVOCI) increased by 15% to ₱20.32 billion from ₱17.61 billion as of 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 2022, respectively.

Prepaid expenses and other current assets increased by 8% to ₱27.80 billion from ₱25.77 billion as of 31 December 2023 and 31 December 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 31 December 2023 and 31 December 2022, respectively, primarily due to landbanking, ongoing new mall projects, redevelopment of existing malls, and construction of commercial projects, net of depreciation expense for the period.

Investments in associates and joint ventures increased by 6% to ₱32.43 billion from ₱30.58 billion as of 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 2022, respectively. Deferred tax liabilities - net increased to ₱12.46 billion from ₱11.14 billion as of 31 December 2023 and 31 December 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 31 December 2023 and 31 December 2022, respectively.

Loans payable decreased to ₱4.29 billion from ₱5.42 billion as of 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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 31 December 2023 and 31 December 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.

31 December 2022 vs. 31 December 2021

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

Equity Attributable to Equity Holders of the Parent

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

31 December 2021 vs. 31 December 2020

(in thousands)	(Audited)		Increase (Decrease)	
	2021	2020	in P	in %
ASSETS				
Current Assets				
Cash and cash equivalents	₱39,775,852	₱30,661,614	₱9,114,238	30%
Receivables and contract assets	73,019,966	58,944,930	14,075,036	24%
Real estate inventories	56,575,047	43,691,877	12,883,170	29%
Equity instruments at fair value through other comprehensive income (FVOCI)	547,041	568,146	(21,105)	(4%)
Derivative assets	753,506	2,747	750,759	27,327%
Prepaid expenses and other current assets	24,993,357	23,205,662	1,787,695	8%
Total Current Assets	195,664,769	157,074,976	38,589,793	25%
Noncurrent Assets				
Equity instruments at FVOCI - net of current portion	17,400,372	16,131,568	1,268,804	8%
Investment properties	467,391,988	436,159,081	31,232,907	7%
Investments in associates and joint ventures	29,187,435	27,735,239	1,452,196	5%
Property and equipment	1,372,276	1,311,208	61,068	5%
Deferred tax assets - net	734,975	831,546	(96,571)	(12%)
Derivative assets - net of current portion	1,043,670	—	1,043,670	100%
Other noncurrent assets	91,607,795	83,115,307	8,492,488	10%
Total Noncurrent Assets	608,738,511	565,283,949	43,454,562	8%
	₱804,403,280	₱722,358,925	₱82,044,355	11%
LIABILITIES AND EQUITY				
Current Liabilities				
Loans payable	₱6,487,427	₱10,900,000	(₱4,412,573)	(40%)
Accounts payable and other current liabilities	91,377,717	81,033,985	10,343,732	13%
Current portion of long-term debt	42,261,601	42,738,350	(476,749)	(1%)
Derivative liabilities	335,367	357,662	(22,295)	(6%)
Income tax payable	563,387	957,906	(394,519)	(41%)
Total Current Liabilities	141,025,499	135,987,903	5,037,596	4%
Noncurrent Liabilities				
Long-term debt – net of current portion	264,969,216	218,830,647	46,138,569	21%
Tenants' and customers' deposits – net of current portion	21,458,281	21,331,869	126,412	1%
Liability for purchased land – net of current portion	2,540,050	1,251,227	1,288,823	103%
Deferred tax liabilities – net	9,688,555	6,786,018	2,902,537	43%
Derivative liabilities – net of current portion	1,748,186	2,445,735	(697,549)	(29%)
Other noncurrent liabilities	28,612,720	25,007,898	3,604,822	14%
Total Noncurrent Liabilities	329,017,008	275,653,394	53,363,614	19%
Total Liabilities	470,042,507	411,641,297	58,401,210	14%
Equity Attributable to Equity Holders of the Parent				
Capital stock	33,166,300	33,166,300	—	0%
Additional paid-in capital – net	38,056,016	38,022,913	33,103	0%
Cumulative translation adjustment	3,083,184	1,524,439	1,558,745	102%

Net fair value changes of equity instruments at FVOCI	14,708,368	13,460,669	1,247,699	9%
Net fair value changes on cash flow hedges	(432,883)	(1,769,030)	1,336,147	(76%)
Remeasurement loss on defined benefit obligation	(548,643)	(587,796)	39,153	(7%)
Retained earnings:				
Appropriated	42,200,000	42,200,000	–	0%
Unappropriated	205,671,557	186,251,267	19,420,290	10%
Treasury stock	(2,984,695)	(2,984,695)	–	0%
Total Equity Attributable to Equity Holders of the Parent	332,919,204	309,284,067	23,635,137	8%
Non-controlling Interests	1,441,569	1,433,561	8,008	1%
Total Equity	334,360,773	310,717,628	23,643,145	8%
	₱804,403,280	₱722,358,925	₱82,044,355	11%

SM Prime's total assets amounted to ₱804.40 billion and ₱722.36 billion as of 31 December 2021 and 31 December 2020, respectively.

Cash and cash equivalents increased by 30% from ₱30.66 billion to ₱39.78 billion as of 31 December 2020 and 31 December 2021, respectively, mainly due to improved collections, proceeds from the issuance of bonds and availment of new loans, net of payments for capital expenditure projects during the period and debt servicing.

Receivables and contract assets increased by 24% from ₱58.94 billion to ₱73.02 billion as of 31 December 2020 and 31 December 2021, respectively, due to sale of residential units.

Real estate inventories increased by 29% from ₱43.69 billion to ₱56.58 billion as of 31 December 2020 and 31 December 2021, respectively, due to construction accomplishments for the period, net of cost of sold units.

Equity instruments at fair value through other comprehensive income increased by 7% from ₱16.70 billion to ₱17.95 billion as of 31 December 2020 and 31 December 2021, with equivalent increase of 9% in net fair value changes of equity instruments at FVOCI, from ₱13.46 billion to ₱14.71 billion as of 31 December 2020 and 31 December 2021, respectively, due to changes in fair values under this portfolio.

Prepaid expenses and other current assets increased by 8% from ₱23.21 billion to ₱24.99 billion as of 31 December 2020 and 31 December 2021, respectively, due to increase in input and creditable withholding taxes and deposits and advances to contractors related to construction projects.

Investment properties increased by 7% from ₱436.16 billion to ₱467.39 billion as of 31 December 2020 and 31 December 2021, respectively, primarily due to landbanking, ongoing new mall projects, redevelopment of SM Mall of Asia and other existing malls, and construction of commercial buildings, net of depreciation expense for the period.

Investments in associates and joint ventures increased by 5% from ₱27.74 billion to ₱29.19 billion as of 31 December 2020 and 31 December 2021, respectively, due to equity in net earnings of associates and joint ventures.

Property and equipment increased by 5% from ₱1.31 billion to ₱1.37 billion as of 31 December 2020 and 31 December 2021, respectively, primarily due to acquisitions, net of depreciation during the period.

Other noncurrent assets, which includes bonds and deposits for real estate acquisitions and noncurrent

portion of receivables from sale of real estate, increased by 10% from ₱83.12 billion to ₱91.61 billion as of 31 December 2020 and 31 December 2021, respectively.

Loans payable decreased by 40% from ₱10.90 billion to ₱6.49 billion as of 31 December 2020 and 31 December 2021, respectively, due to payments, net of availment for the period.

Accounts payable and other current liabilities increased by 13% from ₱81.03 billion to ₱91.38 billion as of 31 December 2020 and 31 December 2021, respectively, mainly due to payables to contractors and suppliers related to ongoing projects, liability for purchased land and customers' deposits.

Income tax payable decreased by 41% from ₱0.96 billion to ₱0.56 billion as of 31 December 2020 and 31 December 2021, respectively, mainly due payments for the year.

Long-term debt increased by 17% from ₱261.57 billion to ₱307.23 billion as of 31 December 2020 and 31 December 2021, respectively, mainly due to the issuance of ₱20.00 billion fixed rate bonds in 2021 and new loan availments, net of payments of maturing loans.

Derivative liabilities - net decreased from ₱2.80 billion to ₱0.29 billion as of 31 December 2020 and 31 December 2021, respectively, as a result of foreign exchange and net fair value changes on swap transactions, as well as maturity in January 2021 of certain principal only swap and interest rate swap transactions entered into to hedge the Issuer's foreign exchange currency exposure on dollar denominated long-term debts. This also resulted to the 76% decrease in net fair value changes on cash flow hedges from ₱1.77 billion to ₱0.43 billion as of 31 December 2020 and 31 December 2021, respectively.

Liability for purchased land increased from ₱1.25 billion to ₱2.54 billion as of 31 December 2020 and 31 December 2021, respectively, due to acquisitions.

Deferred tax liabilities - net increased by 43% from ₱6.79 billion to ₱9.69 billion as of 31 December 2020 and 31 December 2021, respectively, mainly due to unrealized gross profit on sale of real estate for income tax purposes. Deferred tax assets - net decreased by 12% from ₱0.83 billion to ₱0.73 billion as of 31 December 2020 and 31 December 2021.

Other noncurrent liabilities increased by 14% from ₱25.01 billion to ₱28.61 billion as of 31 December 2020 and 31 December 2021, respectively, due to increase in noncurrent portion of lease liabilities and deferred output VAT related to sale of residential projects.

Cumulative translation adjustment increased by 102%, from ₱1.52 billion to ₱3.08 billion as of 31 December 2020 and 31 December 2021, respectively, as a result of foreign exchange. While remeasurement loss on defined benefit obligation decreased by 7% from ₱0.59 billion to ₱0.55 billion as of 31 December 2020 and 31 December 2021, respectively, due to actuarial gain for the year.

As at 31 December 2021 and 31 December 2020, 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 Issuer.

KEY PERFORMANCE INDICATORS

The following are the major financial ratios of the Issuer as at and for the nine (9) months ended 30 September 2024 and as at and for years ended 31 December 2023, 2022, and 2021:

Ratios	Nine (9) months ended 30 September 2024	Year ended 31 December		
		2023	2022	2021
Current ratio ⁽¹⁾	2.12	2.17	2.50	2.12
Acid test ratio ⁽²⁾	1.13	1.09	1.41	1.23
Solvency ratio ⁽³⁾	1.74	1.73	1.72	1.71
Debt-to-equity ⁽⁴⁾	48:52	48:52	49:51	49:51
Net debt-to-equity ⁽⁵⁾	45:55	46:54	46:54	45:55
Return on equity ⁽⁶⁾	11%	11%	9%	7%
Net income margin ⁽⁷⁾	34%	31%	28%	26%
Debt to EBITDA ⁽⁸⁾	4.93	4.95	5.77	7.28
Asset to equity ratio ⁽⁹⁾	2.36	2.38	2.41	2.42
Interest service coverage ratio ⁽¹⁰⁾	6.21	5.31	5.33	4.61
Return on investment properties ⁽¹¹⁾	9%	9%	7%	6%

The Issuer'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;
- (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;
- (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 to equity attributable to equity holders of the Parent;
- (5) Net debt-to-equity which measures the ratio of interest-bearing liabilities net of cash and cash equivalents to equity attributable to equity holders of the Parent;
- (6) Return on equity which measures the ratio of twelve (12)-month period 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) Debt to EBITDA which measures the ratio of EBITDA to total interest-bearing liabilities. EBITDA is calculated as the sum of income from operations (revenues less costs and expenses), depreciation and amortization less net income attributable to non-controlling interest;

<i>(in ₱ billions)</i>	Twelve (12)-month period ended 30 September 2024	2023	2022	2021
EBITDA Reconciliation:				
Income from operations	₱64.43	₱61.28	₱49.24	₱32.41
Depreciation and amortization	14.73	13.65	12.49	10.82
Less: Net income attributable to non- controlling interest	(0.89)	(0.85)	(0.64)	(0.12)
EBITDA	₱78.27	₱74.08	₱61.09	₱43.11

- (9) Asset to equity ratio which measures the ratio of total assets to total equity attributable to equity holders of the Parent;
- (10) Interest service coverage ratio which measures the ratio of EBITDA to interest expense; and
- (11) Return on investment properties which measures the ratio of twelve (12)-month net income attributable to the equity holders of the Parent to total average investment properties (excluding construction in progress).

Loan Agreements

The loan agreements of the Issuer provide certain restrictions and requirements principally with respect to maintenance of required financial ratios (i.e., debt-to-equity ratio of not more than 70:30 or 80:20, as applicable, and interest coverage ratio of not less than 2.50:1.00) and material change in ownership or control (where the Issuer should ensure that its controlling shareholder shall, directly or indirectly, continue to maintain, own and control more than fifty percent (50%) of the voting outstanding capital stock of the Issuer until the full and complete payment). As at 30 September 2024 and 31 December 2023, the Issuer is compliant with the terms of its loan covenants.

Expansion Plans / Prospects for the Future

In relation thereto, the authority to approve resolutions in relation to transactions in the normal course of business of the Issuer, including additional capital expenditures for new projects and mall expansions, has been delegated by the Board of Directors to the Executive Committee. The Executive Committee meets and approves resolutions regularly.

The Issuer's malls business unit has eighty-six (86) shopping malls in the Philippines with 9.3 million square meters of GFA and eight (8) shopping malls in China with 1.7 million square meters of GFA as of 30 September 2024. In October 2024, the Issuer opened SM City J Mall in Mandaue City, Cebu. This new mall, plus the expansion of the Company's existing malls, will provide an addition of almost 0.2 million square meters of GFA.

The Issuer has sixty-seven (67) primary residential projects, forty-seven (47) of which are in Metro Manila and twenty (20) are outside Metro Manila. It also has twenty-five (25) secondary residential projects as of 30 September 2024.

The Issuer's Commercial Properties Group has twenty-two (22) office buildings with a combined GFA of almost 1.6 million square meters as of 30 September 2024.

The Issuer's hotels and convention centers business unit currently has a portfolio of six (6) convention centers, two (2) trade halls and ten (10) hotels with over 2,602 rooms as of 30 September 2024.

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

There are no known trends, events, material changes, seasonal aspects or uncertainties that are expected to affect the Issuer's continuing operations. The Issuer has no material commitments for capital expenditures except for those disclosed in Note 10 of the Issuer's financial statements found elsewhere in this Offer Supplement.

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Issuer's liquidity increasing or decreasing in any material way. The Issuer does not anticipate having any cash flow or liquidity problems within the next twelve (12)

months.

There are no significant elements of income or loss arising outside of the Issuer's continuing operations.

The Issuer is not in default or in breach of any note, loan, lease or other indebtedness or financing arrangement.

There are no significant amounts of the Issuer's trade payables that have not been paid within the stated trade terms.

DESCRIPTION OF PROPERTIES

Properties Owned

The Issuer'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 "Description of the Issuer".

Leased Properties

As at 31 December 2024, the Issuer and its subsidiaries had thirty (30) leased properties with the details set forth below:

Leased Properties	Annual Lease (in ₱ millions)	Expiration Date	Renewal Option
SM Center Valenzuela	32	July 2043	No provision
SM City Baguio	122	October 2053	No provision
SM Center Muntinlupa	24	March 2055	No provision
SM Center Pasig	71	July 2026	No provision
SM City Bacoar	12	December 2043; December 2044	Automatically renewed for another 25 years
SM City San Lazaro	10	July 2028	Renewable for another 25 years
SM City Calamba	40	February 2054; April 2060	Automatically renewed for another 25 years
SM City San Pablo	33	September 2058	Automatically renewed for another 25 years
SM City Tarlac	13	April 2054	No provision
SM City Naga	22	August 2055	No provision
SM City Taytay	39	January 2055; August 2055	Automatically renewed for another 25 years
SM Aura Premier	146	November 2057; July 2058	Automatically renewed for another 25 years
SM City Consolacion	46	September 2060	Automatically renewed for another 25 years
SM City Olongapo	7	December 2059	Automatically renewed for another 25 years
SM City Clark	209	June 2023; May 2058	Renewable
SM By the Bay	99	November 2032	No provision
SM Center Molino	45	May 2056	Automatically renewed for another 25 years
SM City Manila	21	April 2025	Automatically renewed for another 25 years
SM San Mateo	29	February 2054	No provision
SM City Dasmariñas	14	June 2050	No provision
SM Savemore Nagtahan	8	March 2055	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	26	December 2068	No provision
SM City Pampanga	15	October 2053	No provision
SM City Masinag	2	April 2035	No provision
SM Cubao	119	January 2039	No provision
SM Makati	200	January 2039	No provision
SM Delgado	51	August 2031	No provision
SM Savemore Jaro	10	July 2039	No provision
Total Lease Payments	1,484		

BOARD OF DIRECTORS AND MANAGEMENT OF THE ISSUER

The following section discusses updates after the date of the Prospectus and must be read in conjunction with the Prospectus. This section is qualified in its entirety by the more detailed information and financial statements and notes thereto appearing elsewhere in this Offer Supplement.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth the persons who served as a Director and/or executive officer of SM Prime as at the date of this Offer Supplement:

Office	Name	Citizenship	Age
Chairman	Henry T. Sy, Jr.	Filipino	70
Vice Chairman and Lead Independent Director	Amando M. Tetangco, Jr.	Filipino	72
Independent Director	J. Carlitos G. Cruz	Filipino	64
Independent Director	Darlene Marie B. Berberabe	Filipino	56
Director and President	Jeffrey C. Lim	Filipino	63
Director	Hans T. Sy	Filipino	69
Director	Herbert T. Sy	Filipino	68
Director	Jorge T. Mendiola	Filipino	65
Corporate Secretary/Alternate Compliance Officer	Elmer B. Serrano	Filipino	57
Assistant Corporate Secretary/Alternate Corporate Information Officer	Arthur A. Sy	Filipino	55
Chief Finance Officer/Chief Compliance Officer/Corporate Information Officer	John Nai Peng C. Ong	Filipino	54
VP – Internal Audit	Marvin Perrin L. Pe	Filipino	46
Chief Risk Officer	Joana B. Tiangco	Filipino	40

Board of Directors

The following describes the background and business experience of the Issuer's Directors and Executive Officers during the last five (5) years:

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 SMIC, Chairman and Chief Executive Officer of SM Development Corporation, Vice Chairman of The National Grid Corporation of the Philippines, and Chairman of the Board of Synergy Grid & Development Phils., Inc. He holds a Bachelor's Degree in Management from De La Salle University.

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 SMIC, and independent director of Converge ICT Solutions, Inc. and Shell Pilipinas Corporation. He also currently holds directorates in Manila Hotel, Toyota Motor Philippines and CIBI Information, Inc. 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 six (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 (the predecessor of

BSP) 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 briefly at the Management Services Division of SGV and Co. in 1973 to 1974.

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 of 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) at 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., Solar Philippines Power Project Holdings, Inc., Asialink Finance Corporation, and related companies namely Global Dominion Financing Incorporated, South Asialink Finance Corporation, Global Cebuana Finance Inc., Cebuana Cycle Financing, AFC SME Finance Inc., Global SME Loans, Inc., Wisefund Finance Corp., Cycle Financing Corp., Surecycle Financing Corp. and Cepat Kredit Financing, Inc., and MarCoPay Inc. and its subsidiaries such as MCP Finance, Inc., MCP Insurance Management and Agency, Inc., and an independent trustee of the MPIC Beneficial Trust Fund. He is also an independent director of Vivant Corporation which is a listed company. He is also a member of the Makati Business Club, Inc. and Management Association of the Philippines. Mr. Cruz joined SGV & Co. in 1981 and was admitted to the partnership in 1995. He was later on appointed Chairman and Managing Partner in 2017 until 2019. Concurrent with his role as SGV Chairman and Managing Partner, he was also Chairman and President of the SGV Foundation. He also became President of 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. He completed the Advanced Management Program of the Harvard Business School in 2007. He has been conferred with numerous awards, the latest of which is the "Parangal San Mateo" from the Philippine Institute of Certified Public Accountants. The award is the highest honor given to a CPA in honor of his significant contributions to the accountancy profession. He was also conferred by the Philippine Regulatory Board of Accountancy as a recipient of the Accounting Centenary Award of Excellence given to the 100 most notable CPAs in Philippine Accounting history.

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

Independent director – The Independent Directors of the Company are **Messrs. Amando M. Tetangco, Jr. and J. Carlitos G. Cruz, and Ms. Darlene Marie B. Berberabe. The Company has complied and will comply with the Guidelines set forth by 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 as such 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 SM Prime's subsidiaries. He is a Certified Public Accountant and holds a Bachelor of Science degree in Accounting from the University of the East. Prior to joining the Company in 1994, he worked for a multi-national company and for SGV & Co.

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

Herbert T. Sy has been a director of the Company since 1994. He is 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 Banking Corporation. He also sits in the Board of several companies within the SM Group and has worked with SM Group 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 the 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. He is also currently the Vice Chairman for Advocacy of the Philippine Retailers Association. He received his Masters 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 SM Prime's subsidiaries. He is a Certified Public Accountant and holds a Bachelor of Science degree in Accounting from Ateneo de Zamboanga University. He received his Master in Management from the Asian Institute of Management. Prior to joining the Company in 2014, he was an assurance partner in SGV & Co.

Marvin Perrin L. Pe is the Vice President for Internal Audit and Chief Audit Executive of SM Prime. 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, anti-money laundering, corporate governance, insurance, leadership management, ethics and compliance, and sustainability, among others.

Elmer B. Serrano is the Corporate Secretary of SM Prime since November 2014. Mr. Serrano is a practicing lawyer specializing in corporate law and is the Managing Partner of the law firm SERRANO LAW. Mr. Serrano has been awarded "Asia Best Lawyer" by the International Financial Law Review (IFLR), "Leading Lawyer-Highly Regarded" by IFLR 1000, and named "Leading Individual" by the Legal 500 Asia Pacific.

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

Mr. Serrano is also counsel to financial industry institutions such as the Bankers Association of the Philippines and 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.

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

All new directors will 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, SM Prime's strategic plans, enterprise risks, group structures, business activities, compliance programs, Code of Business Conduct and Ethics, Insider Trading Policy and Corporate Governance Manual.

All directors are also encouraged to participate in continuing education programs at SM Prime'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 SM Prime 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 SM Prime Directors and Executive Officers in other reporting companies at least, in the last five (5) years:

<u>Name of Corporation</u>	<u>Position</u>
Henry T. Sy, Jr. Synergy Grid & Development Phils., Inc. SM Investments Corporation	Chairman of the Board Vice Chairman
Amando M. Tetangco, Jr. SM Investments Corporation Belle Corporation Converge ICT Solutions, Inc.	Chairman/Independent Director Independent Director Independent Director

<u>Name of Corporation</u>	<u>Position</u>
Shell Pilipinas Corporation	Independent Director
J. Carlitos G. Cruz Vivant Corporation	Independent Director
Hans T. Sy China Banking Corporation SM Investments Corporation	Chairman Adviser to the Board
Herbert T. Sy China Banking Corporation SM Investments Corporation	Director Adviser to the Board
Elmer B. Serrano Dominion Holdings, Inc. <i>(formerly BDO Leasing Finance, Inc.)</i> EEI Corporation DFNN, Inc. Benguet Corporation Philippine Telegraph and Telephone Corporation 2Go Group, Inc.	Chairman Director Director Independent Director Independent Director Director

Involvement in Legal Proceedings

Please refer to pages 178 to 179 of the Prospectus.

CORPORATE GOVERNANCE

Please refer to pages 179 to 180 of the Prospectus.

The Issuer provides access to training courses to directors as a matter of continuous professional education and to maintain and enhance their skills as directors. For 2024, the annual CG trainings were conducted on 26 July, 7 August, 27 August, and 3 October which were facilitated by BDO Unibank, Inc., SGV & Co. and the Institute of Corporate Directors covering the various relevant topics:

- Updated Retail Banking Trends with Generative AIEvolving Cyber Threat Landscape: Current and Future Impact on BDO and Navigating the Risk
- Managing Cyber Risk – Directors Cyber Awareness Briefing
- Economic Briefing
- Artificial Intelligence (AI) Governance and Use Cases
- AML Updates
- Anti-Money Laundering and Countering Terrorism and Proliferation Financing Refresher Training
- Global Economic and Geopolitical Outlook
- AI Series/Talks: Artificial Intelligence, Future of Technology
- Cybersecurity

COMMITTEES OF THE BOARD

Please refer to pages 180 to 181 of the Prospectus.

EXECUTIVE COMPENSATION

Aside from regular standard per diems, all directors do not receive regular annual salaries from the Company.

The following are the most highly compensated executive officers:

Name	Position
Jeffrey C. Lim	President
John Nai Peng C. Ong	Chief Finance Officer
Steven T. Tan	President, Malls
Jose Mari H. Banzon	President, Residential (Primary)
Shirley C. Ong	Head, Residential (Leisure)

Summary Compensation Table (In ₱ Millions)

	Year	Salary	Bonus
President & 4 Most Highly Compensated Executive Officers	2024 (estimate)**	188	32
	2023	174	29
	2022	161	26
	2021	149	25
All other officers* as a group unnamed	2024 (estimate)**	479	81
	2023	443	74
	2022	409	68
	2021	355	59

**Managers & up*

***The 2024 amount reflecting actual compensation paid will be made available on the Preliminary Information Statement (SEC Form 20-IS) to be submitted on 28 February 2025.*

In 2023, incumbent directors of SM Prime 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)	₱6,200,000
J. Carlitos G. Cruz (Independent Director)	₱5,100,000
Darlene Marie B. Berberabe (Independent Director)	₱4,900,000
Henry T. Sy, Jr.	₱120,000
Hans T. Sy	₱60,000
Herbert T. Sy	₱60,000
Jorge T. Mendiola	₱100,000
Jeffrey C. Lim	₱60,000

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

The total amount of fees for 2023 allocated among directors does not exceed 10% of the total income of the Company before tax for 2023 in accordance with the Company's By-laws and relevant laws and regulations.

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

rights to purchase any securities.

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

FAMILY RELATIONSHIPS

Please refer to page 182 of the Prospectus.

MARKET PRICE OF AND DIVIDENDS ON THE ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

HOLDERS OF THE ISSUER'S COMMON SHARES

As at 30 September 2024, the following are the top 20 stockholders of the Issuer.

	Stockholder Name	No. of shares	% to Total
1	SM Investments Corporation	14,353,464,952	49.70%
2	PCD Nominee Corp. (Non-Filipino)	6,849,497,123	23.72%
3	PCD Nominee Corp. (Filipino)	3,095,762,588	10.72%
4	Harley T. Sy	695,936,131	2.41%
5	Hans T. Sy	682,203,801	2.36%
6	Teresita T. Sy	667,272,021	2.31%
7	Elizabeth T. Sy	667,166,537	2.31%
8	Herbert T. Sy	666,953,011	2.31%
9	Syntrix Holdings, Inc.	317,827,673	1.10%
10	Sysmart Corporation	317,775,948	1.10%
11	Henry T. Sy, Jr.	291,611,915	1.01%
12	Tansy Holdings Inc.	52,734,818	0.18%
13	Sybase Equity Investments Corp.	52,365,504	0.18%
14	SM Development Corporation	22,820,276	0.08%
15	Cutad, Inc.	19,694,544	0.07%
16	HSBB, Inc.	19,694,400	0.07%
17	William T. Gabaldon	1,500,000	0.01%
18	Henry III Tamesis Sy	912,575	0.00%
19	Lucky Securities, Inc.	900,000	0.00%
20	Jose T. Tan &/or Pacita L. Tan	892,126	0.00%
	Total	28,776,985,943	99.64%

As at 30 September 2024, the Issuer had 2,321 shareholders of its common shares. The foreign ownership level in the Issuer is 24%.

DIVIDENDS AND DIVIDEND POLICY

In 2024, the Board of Directors approved the declaration of cash dividend of ₱0.346 per share or ₱9,992 million to stockholders of record as of 8 May 2024, ₱8 million of which was received by SMDC. This was paid on 22 May 2024.

In 2023, the Board of Directors approved the declaration of cash dividend of ₱0.237 per share or ₱6,844 million to stockholders of record as of 10 May 2023, ₱5 million of which was received by SMDC. This was paid on 24 May 2023.

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

The Company's subsidiaries have no defined dividend policy. The amount of dividend declaration annually by SM Prime and its subsidiaries depend on the net income, cash availability, and the investment projects

as approved by the Board of Directors of SM Prime and each of the subsidiaries.

The cash dividends declared and paid out or issued by the Company's subsidiaries during the nine (9) months ended 30 September 2024, and for the years 2023, 2022, and 2021 are set out below.

(in ₱ millions)	Nine (9) Months ended 30 September 2024 (Unaudited)	Year ended 31 December (Audited)		
		2023	2022	2021
PSC	₱-	₱1,050	₱850	₱400
CPDC	-	850	650	400
FARDC	1,112	742	371	371
SPC	-	550	350	600
PCPMC	200	200	200	-
CHAS	-	81	-	-
FLVG	-	65	15	-
MLI	-	4	6	7
PCI	-	-	300	-
HPI	-	-	500	300

Aside from the companies listed above, none of the subsidiaries of SM Prime have declared and paid out or issued any cash or stock dividends during the last three years.

Please refer to pages 183 to 184 of the Prospectus.

MARKET PRICE OF ISSUER'S COMMON EQUITY

The registrant's common equity is principally traded on the Main Board of the Philippine Stock Exchange. The high and low sales prices for each period are indicated in the table below.

	2024		2023		2022		2021	
(in ₱)	High	Low	High	Low	High	Low	High	Low
1st Quarter	35.40	31.20	38.90	32.80	39.90	33.10	41.95	33.55
2nd Quarter	33.50	25.70	35.10	32.10	40.05	33.30	40.05	31.80
3rd Quarter	33.45	27.65	34.25	27.70	39.00	29.70	37.55	31.45
4th Quarter	n/a	n/a	34.55	29.55	37.00	29.80	37.50	32.55

Market price of the Issuer's shares as at 30 September 2024 was ₱32.30 per share.

RECENT SALES OF UNREGISTERED SECURITIES

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

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

to 6.3275% per annum due on 2029.

There are no other recent sales of unregistered or exempt securities, including recent issuance of securities constituting an exemption transaction. 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.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Security Ownership of Certain Record and Beneficial Owners

As at 30 September 2024, the following are the owners of the Issuer's common stock in excess of five percent (5%) of the total outstanding shares:

Title of Class	Name & address of record owner & relationship with Issuer	Name of beneficial owner & relationship with record owner	Citizenship	Amount and Nature of Direct Record/Beneficial Ownership ("r" or "b")	Percent (%)
Common	SMIC¹ One E-com Center, Harbor Drive, Mall of Asia Complex, CBP-1A, Pasay City	SMIC²	Filipino	14,353,464,952 (b)	49.70%
-do-	PCD Nominee Corporation (PCNC)³ 37F Tower 1, The Enterprise Center, Ayala Ave., Makati City	PCD Participants⁴	Filipino 10.72% Non-Filipino - 23.72%	9,945,259,711 (r)	34.44%

Notes:

1. The following are the individuals holding the direct beneficial ownership of SMIC: Hans T. Sy - 8.58%, Herbert T. Sy - 8.11%, Harley T. Sy - 7.61%, Teresita T. Sy - 7.03%, Elizabeth T. Sy - 6.31%. 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 and as the appointed proxies of SMIC, they have the power to vote the common shares of SMIC in SM Prime.
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. There are no beneficial owners under PCNC which own more than 5% shares of stock of the Company.
4. PCNC is not related to the Company. PCNC is a nominee company which holds legal title to shares lodged in PDTC.

Security Ownership of Management

As at 30 September 2024, the following are the number of shares owned of record by the Issuer's directors and key executive officers:

Title of Class	Name of Beneficial Owner	Citizenship	Amount and Nature of Beneficial Ownership (D) Direct (I) Indirect	Percent of Class
Common Stock	Henry T. Sy, Jr.	Filipino	291,611,915(D&I)	1.0098
-do-	Hans T. Sy	Filipino	682,203,801(D&I)	2.3621
-do-	Teresita T. Sy	Filipino	667,272,021(D)	2.3106
-do-	Elizabeth T. Sy	Filipino	667,166,537(D)	2.3102
-do-	Herbert T. Sy	Filipino	666,953,011(D)	2.3094
-do-	Jorge T. Mendiola	Filipino	863,320(D)	0.0030
-do-	Jeffrey C. Lim	Filipino	50,000(D)	0.0002
-do-	Amando M. Tetangco, Jr.	Filipino	1,000(D)	0.0000
-do-	J Carlitos G. Cruz	Filipino	100(D)	0.0000
-do-	Darlene Marie B. Berberabe	Filipino	100(D)	0.0000
-do-	Joana B. Tiangco	Filipino	3,600(D)	0.0000
Directors and Executive Officers as a group			2,976,125,405	10.3053

Voting Trust Holders of 5% or More

There are no persons holding more than five percent (5%) of a class of shares under a voting trust or any similar agreements.

Change in Control

No change in control in the Issuer has occurred since the beginning of its last fiscal year.

WARRANTS AND OPTIONS

As of the date of this Offer Supplement, there are no existing or planned stock options / stock warrant offerings.

DESCRIPTION OF DEBT

The Company is subject to covenants under agreements evidencing or governing its outstanding indebtedness, including but not limited to those set forth in loan agreements with local banks and financial institutions. Under these loans, the Company undertook to maintain the financial covenants set forth below.

- (a) Debt-to-Equity Ratio of not more than 70:30 or 80:20, as applicable; and
- (b) Interest Coverage Ratio of not less than 2.5x.

Debt-to-Equity Ratio is calculated as the ratio of the Company's total consolidated interest-bearing debt-to-total equity attributable to the equity holders of the Parent. Interest Coverage Ratio is calculated as the consolidated EBITDA of the Company divided by interest expense.

The Company does not believe that these covenants will impose constraints on its ability to finance its capital expenditure program or, more generally, to develop its business and enhance its financial performance. The Company is in full compliance with the covenants required by the creditors.

TAXATION

The statements herein regarding taxation are based on the laws in force as of the date of this Offer Supplement and are subject to any changes in law occurring after such date, which changes could be made on a retroactive basis. The following summary does not purport to be a comprehensive description of all of the tax considerations that may be relevant to a decision to purchase, own or dispose of the Bonds and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules. Prospective purchasers of the Bonds are advised to consult their own tax advisers concerning the overall tax consequences of their ownership of the Bonds.

Philippine Taxation

On 1 January 2018, Republic Act No. 10963, otherwise known as the "Tax Reform for Acceleration and Inclusion" ("TRAIN") Act, took effect. The TRAIN Act amended provisions of the Tax Code including provisions on Documentary Stamp Tax, tax on interest income and other distributions, Estate Tax, and Donor's Tax. While the TRAIN Act brought about extensive changes to individual income taxation, it did not include changes in corporate income taxation. This was addressed in the second package of the Comprehensive Tax Reform Program ("CTRP") of the Philippine government or Republic Act No. 11534, otherwise known as the Corporate Recovery and Tax Incentives for Enterprises Act ("CREATE"), which was signed into law on 26 March 2021, amending provisions of the Tax Code, related to, among others, corporate income tax, lowering corporate income taxes and modernizing fiscal incentives in a bid to complement the expected incremental revenues from the first package. On 11 November 2024, CREATE MORE was signed into law to amend the National Internal Revenue Code of 1997. The Act introduces a expands eligibility for tax incentives, thereby promoting a more competitive environment for both local and foreign investments. Additionally, it clarifies value-added tax exemptions and deductions, aiming to stimulate economic growth and support businesses in their recovery efforts.

Pursuant to the Tax Code, the following terms used in this section shall refer to:

- a. "resident alien" - an individual whose residence is within the Philippines and who is not a citizen thereof;
- b. "non-resident alien" - an individual whose residence is not within the Philippines and who is not a citizen of the Philippines;
- c. "non-resident alien engaged in trade or business within the Philippines" – a non-resident engaged in trade or business in the Philippines, provided that, a non-resident individual who is actually within the Philippines for an aggregate period of more than one hundred eighty (180) days during any calendar year shall be deemed as non-resident alien doing business in the Philippines;
- d. "non-resident alien not engaged in trade or business within the Philippines" - non-resident alien who is actually within the Philippines for an aggregate period of one hundred eighty (180) days or less during any calendar year shall be deemed as non-resident alien not doing business in the Philippines;
- e. "domestic corporation" – a corporation that is created or organized in the Philippines or under its laws;
- f. "resident foreign corporation" – a non-domestic corporation engaged in trade or business within the Philippines; and
- g. "non-resident foreign corporation" – a non-domestic corporation not engaged in trade or business within the Philippines.

TAXATION OF INTEREST

The Tax Code provides that interest-bearing investments of Philippine residents are Philippine-sourced income subject to Philippine income tax. Interest income derived by Philippine citizens and resident alien individuals from the Bonds is thus subject to income tax, which is withheld at source, at the rate of twenty percent (20%) based on the gross amount of interest. Generally, interest on the Bonds received by non-resident aliens engaged in trade or business in the Philippines is subject to a twenty percent (20%) final withholding tax while that received by non-resident aliens not engaged in trade or business is subject to a final withholding tax rate of twenty-five percent (25%). Interest income received by domestic corporations and resident foreign corporations from the Bonds is subject to a final withholding tax rate of twenty percent (20%). Interest income received by non-resident foreign corporations from the Bonds is subject to a twenty-five percent (25%) final withholding tax.

The foregoing rates are subject to further reduction by any applicable tax treaties in force between the Philippines and the country of residence of the non-resident owner. Most tax treaties to which the Philippines is a party generally provide for a reduced tax rate of fifteen percent (15%) in cases where the interest which arises in the Philippines is paid to a resident of the other contracting state. However, most tax treaties also provide that reduced withholding tax rates shall not apply if the recipient of the interest who is a resident of the other contracting state, carries on business in the Philippines through a permanent establishment and the holding of the relevant interest-bearing instrument is effectively connected with such permanent establishment.

TAX-EXEMPT STATUS OR ENTITLEMENT TO PREFERENTIAL TAX RATE

The BIR has issued Revenue Memorandum Order No. 14-2021 ("RMO No. 14-2021") to streamline the procedures and documents for the availment of treaty benefits covering all items of income, derived by non-resident taxpayers from Philippine sources that are entitled to relief from double taxation under the relevant tax treaty. Under this regulation, when the treaty rates have been applied by the withholding agent on the income earned by the non-resident, the former shall file with the International Tax Affairs Division ("ITAD") of the BIR a request for confirmation on the propriety of the withholding tax rates applied on that item of income. On the other hand, if the regular rates have been imposed on the said income, the non-resident shall file a tax treaty relief application ("TTRA") with ITAD. The request for confirmation shall be filed by the withholding agent at any time after the payment of withholding tax but shall in no case be later than the last day of the fourth (4th) month following the close of each taxable year. The request for confirmation or TTRA shall be supported by the documentary requirements under RMO No. 14-2021. Other guidelines in relation to the filing of the TTRA are provided under Revenue Memorandum Circular Nos. 77-2021 and 20-2022.

If the BIR determines that the withholding tax rate applied is lower than the rate that should have been applied on an item of income pursuant to the treaty, or that the non-resident taxpayer is not entitled to treaty benefits, it will issue a BIR ruling denying the request for confirmation or TTRA. Consequently, the withholding agent shall pay the deficiency tax plus penalties. On the contrary, if the withholding tax rate applied is proper or higher than the rate that should have been applied, the BIR will issue a certificate confirming the non-resident income recipient's entitlement to treaty benefits. In the latter case, the taxpayer may apply for a refund of excess withholding tax.

If a company withholds the regular tax rate instead of the reduced rate applicable under an income tax treaty, a non-resident holder of the company's shares may file a claim for a refund from the BIR. However, because the refund process in the Philippines requires the filing of an administrative claim and the submission of supporting information may also involve the filing of a judicial appeal, it may be impractical to pursue such a refund.

The claim for refund may be filed independently of, or simultaneously with, the TTRA. If the claim was not filed simultaneously with the TTRA, the office where it was filed shall coordinate with, and defer to, ITAD the resolution of the non-resident's entitlement to treaty benefit. If, on the other hand, the claim was filed simultaneously with the TTRA, it shall be the responsibility of the ITAD to endorse the claim for refund to the proper office that handles the processing of tax refunds after the resolution of the TTRA. At any rate, all issues relating to the application and implementation of treaty provisions shall fall within the exclusive jurisdiction of the ITAD.

VALUE-ADDED TAX

Gross receipts arising from the sale of the Bonds in the Philippines by dealers in securities shall be subject to a twelve percent (12%) value-added tax.

GROSS RECEIPTS TAX

Bank and non-bank financial intermediaries performing quasi-banking functions are subject to gross receipts tax on gross receipts derived from sources within the Philippines in accordance with the following schedule:

On interest, commissions and discounts from lending activities as well as income from financial leasing, on the basis of remaining maturities of instruments from which such receipts are derived:

Maturity period is five years or less	5%
Maturity period is more than five years	1%

Non-bank financial intermediaries not performing quasi-banking functions doing business in the Philippines are likewise subject to gross receipts tax. Gross receipts of such entities derived from sources within the Philippines from interests, commissions and discounts from lending activities are taxed in accordance with the following schedule based on the remaining maturities of the instruments from which such receipts are derived:

Maturity period is five years or less	5%
Maturity period is more than five years	1%

In case the maturity period of the instruments held by banks, non-bank financial intermediaries performing quasi-banking functions and non-bank financial intermediaries not performing quasi-banking functions is shortened through pretermination, then the maturity period shall be reckoned to end as of the date of pre-termination for purposes of classifying the transaction and the correct rate shall be applied accordingly.

Net trading gains realized within the taxable year on the sale or disposition of the Bonds by banks and nonbank financial intermediaries performing quasi-banking functions shall be taxed at seven percent (7%).

DOCUMENTARY STAMP TAX

A documentary stamp tax is imposed upon the issuance of debt instruments issued by Philippine companies, such as the Bonds, at the rate of ₱1.50 for each ₱200, or fractional part thereof, of the issue price of such debt instruments; provided that, for debt instruments with terms of less than one (1) year, the documentary stamp tax to be collected shall be of a proportional amount in accordance with the ratio of its term in number of days to 365 days.

The documentary stamp tax is collectible wherever the document is made, signed, issued, accepted, or transferred, when the obligation or right arises from Philippine sources, or the property is situated in the Philippines. Any applicable documentary stamp taxes on the original issue shall be paid by the Issuer for its own account.

TAXATION ON SALE OR OTHER DISPOSITION OF THE BONDS

Income Tax

Any gain realized from the sale, exchange or retirement of debt instruments as a rule, form part of the gross income of the sellers, for purposes of computing the relevant taxable income subject to ordinary income tax rates (at graduated rates from 0% to 35% for individuals, beginning 1 July 2020, twenty-five percent (25%) for domestic and resident foreign corporations, provided that domestic corporations with net taxable income not exceeding ₱5,000,000 and with total assets not exceeding ₱100,000,000 (excluding land on which the particular business entity's office, plant, and equipment are situated during the taxable year for which the tax is imposed) ("Micro, Small, and Medium Enterprises"), shall be taxed at twenty percent (20%). Taxable net income refers to items of income specified under Section 32(A) of the Tax Code less the items of allowable deductions under Section 34 of the Tax Code or those allowed under special laws.) On the other hand, gains realized by non-residents from the sale or transfer of debt instruments are subject to final withholding tax at the rate of (i) twenty-five percent (25%), if the holder is a non-resident alien not engaged in trade or business within the Philippines, or (ii) twenty-five percent (25%), if the holder is a non-resident foreign corporation. If the debt instrument is sold by a seller, who is an individual and who is not a dealer in securities, who has held the debt instrument for a period of more than twelve (12) months prior to the sale, only fifty percent (50%) of any capital gain will be recognized and included in the sellers' gross taxable income.

However, under the Tax Code, any gain realized from the sale, exchange or retirement of bonds, debentures and other certificates of indebtedness with an original maturity date of more than five (5) years (as measured from the date of issuance of such bonds, debentures or other certificates of indebtedness) shall not be subject to income tax.

Moreover, any gain realized by a non-resident alien arising from such sale, regardless of the original instruments, may be exempt from income tax pursuant to various income tax treaties to which the Philippines is a party, and subject to procedures prescribed by the BIR for the availment of tax treaty benefits.

Estate and Donor's Tax

The transfer by a deceased person, whether a Philippine resident or a non-Philippine resident, to his heirs of the Bonds shall be subject to an estate tax which is levied on the net estate of the deceased at a uniform rate of six percent (6%). A bondholder shall be subject to donor's tax based on the transfer of the Bonds by gift at a uniform rate of six percent (6%) on the basis of the total gifts in excess of ₱250,000 made during a calendar year for both individuals and corporate holders, whether the donor is a stranger or not.

The estate or donor's taxes payable in the Philippines may be credited with the amount of any estate or donor's taxes imposed by the authority of a foreign country, subject to limitations on the amount to be credited, and the tax status of the donor.

The estate tax and the donor's tax, in respect of the Bonds, shall not be collected: (a) if the deceased, at the time of death, or the donor, at the time of the donation, was a citizen and resident of a foreign country which, at the time of his death or donation, did not impose a transfer tax of any character in respect of intangible personal property of citizens of the Philippines not residing in that foreign country; or (b) if the

laws of the foreign country of which the deceased or donor was a citizen and resident, at the time of his death or donation, allows a similar exemption from transfer or death taxes of every character or description in respect of intangible personal property owned by citizens of the Philippines not residing in the foreign country.

In case the Bonds are transferred for less than an adequate and full consideration in money or money's worth, the amount by which the fair market value of the Bonds exceeded the value of the consideration may be deemed a gift and may be subject to donor's taxes. However, a sale, exchange, or other transfer made in the ordinary course of business (a transaction which is bona fide, at arm's length, and free from any donative intent), will be considered as made for an adequate and full consideration in money or money's worth, and will not be subject to donors' tax.

Documentary Stamp Tax

No documentary stamp tax is imposed on the subsequent sale or disposition of the Bonds, trading the Bonds in a secondary market or through an exchange. However, if the transfer constitutes a renewal of or extension of maturity of the Bonds, documentary stamp tax is payable anew.

PENDING BILLS IN CONGRESS

*The statements herein regarding the pending bills in congress on the relevant tax consequences of the Offer are based on the pending bills as of the date of this Offer Supplement. **These pending bills are not yet passed into law as of the date of this Offer Supplement and the provisions thereof may vary once passed into law.** The following summary does not purport to be a comprehensive description of all pending bills that may be relevant to a decision to purchase, own or dispose of the Bonds and does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities or commodities) may be subject to special rules. Prospective purchasers of the Bonds are advised to consult their own tax advisers concerning the overall tax consequences of their ownership of the Bonds.*

Senate Bill No. 900

Senate Bill No. 900 ("SB 900"), otherwise known as the "Passive Income and Financial Intermediary Taxation Act" ("PIFITA"), was filed on 27 July 2022 and is currently pending in the Ways and Means Committee of the Philippine Senate.³ The proposed PIFITA Bill aims to complement the TRAIN Law by making passive income and financial intermediary taxes fairer, more efficient, and competitive regionally. It simplifies the taxation of passive income, financial services, and transactions.

Under the PIFITA Bill, a single tax rate of 15% is imposed upon interests, yield, or any other monetary benefit earned or received from bank deposit, deposit substitute, trust fund, cash and/or property dividends, capital gains from sale, exchange, transfer, barter, and disposition of non-listed and non-traded debt instruments and other securities.⁴

Meanwhile, the presumptive capital gains from the sale, exchange, barter, or disposition of shares traded in the stock exchange or an organized marketplace will be gradually reduced from 5/10 of 1% to 1/10 of 1% from 1 January 2023 to 1 January 2027.⁵

Furthermore, a DST of seventy-five percent of one percent (0.75%) of the par value shall be collected for shares of stock or units of participation in a collective investment scheme. Moreover, a single gross receipt tax rate of 5% will be imposed on banks, quasi banks, and certain non-bank financial intermediaries.⁶ If passed into law, this removes the distinction between lending and non-lending income, as well as the maturity of the instrument.⁷

House Bill No. 4339

The fourth package of the CTRP, which is House Bill No. 4339 ("HB 4339"), otherwise known as "*An Act Amending Sections 6, 22, 24, 25, 27, 28, 32, 34, 37, 38, 39, 42, 51, 52, 54, 56, 57, 73, 108, 109, 112, 121, 122, 123, 127, 149, 174, 176, 179, 181, 182, 183, 184, 185, 186, 187, 190, 195, 198, 199, 204, 222, 237, 237-A, 255, 256, 257, 258, 261, 263, 264, 266, 275; Inserting New Section 270-A; and Repealing Sections 175, 177, 178, 180, 188, 192, and 193; All Under Republic Act No. 8424, Otherwise Known As The National Internal Revenue Code of 1997, As Amended*" was transmitted to the Senate on 15 November

³ Senate Bill No. 900, "An Act Amending Sections 22, 24, 25, 27, 28, 32, 34, 37, 38, 39, 42, 51, 52, 54, 56, 57, 73, 108, 121, 122, 123, 174, 176, 179, 181, 182, 183, 184, 185, 186, 187, 195, 198, and 199; and Repealing Sections 175, 177, 178, 180, 188, 192, and 193; All Under Republic Act No. 8424, Otherwise Known As The National Internal Revenue Code of 1997, As Amended, and For Other Purposes."

⁴ *Ibid.*, Sec. 4.

⁵ *Id.*, Sec. 4.

⁶ *Id.*, Sec. 24.

⁷ *Id.*, Sec. 22.

2022.⁸ If passed into law, HB 4339 would reduce the number of tax bases and rates applicable to passive income and ensure equitable taxation of passive income and financial transactions.

The proposed bill imposes a single tax rate of fifteen percent (15%) on cash and/or property dividends, capital gains from the sale, exchange, barter, or disposition of shares of stock not traded in the stock exchange or organized market place, royalties, prizes, and other winnings earned as passive income.⁹ The tax rates on royalties, prizes, and other winnings will be gradually reduced from twenty percent (20%) to fifteen percent (15%) from 1 January 2023 to 1 January 2027.¹⁰

HB 4339 also proposes to rationalize the DST regime by imposing a single rate on the original issue of shares and units of participation of collective investment schemes. Under the proposed bill, a DST of seventy-five percent of one percent (75% of 1%) of the par value shall be collected for such shares of stock.¹¹ Meanwhile, for collective investment schemes without par value, the DST shall be based on the initial net asset value per unit.

Furthermore, a single gross receipt tax rate of five percent (5%) is imposed upon banks and non-bank financial intermediaries performing quasi-banking functions on income such as interest, commissions, and discounts from lending activities as well as income from financial leasing, royalties, rentals of property, profits from sale or exchange including gains derived from sale or transfer of real properties, trading gains within the taxable year of foreign currency, debt securities, derivatives, and other similar financial instruments, and all other items treated as gross income under Section 32 of the NIRC, except dividends and equity shares and net income of subsidiaries which shall be subject to zero percent (0%) tax.¹²

⁸ House Bill No. 4339, "An Act Amending Sections 6, 22, 24, 25, 27, 28, 32, 34, 37, 38, 39, 42, 51, 52, 54, 56, 57, 73, 108, 109, 112, 121, 122, 123, 127, 149, 174, 176, 179, 181, 182, 183, 184, 185, 186, 187, 190, 195, 198, 199, 204, 222, 237, 237-A, 255, 256, 257, 258, 261, 263, 264, 266, 275; Inserting New Section 270-A; and Repealing Sections 175, 177, 178, 180, 188, 192, and 193; All Under Republic Act No. 8424, Otherwise Known As The National Internal Revenue Code of 1997, As Amended."

⁹ *Ibid.*, Sec. 4.

¹⁰ *Id.*, Sec. 4.

¹¹ *Id.*, Sec. 29.

¹² *Id.*, Sec 23.

INTERESTS OF NAMED EXPERTS

Legal Matters

All legal opinion/matters in connection with the issuance of the Bonds which are subject of the Offer shall be passed upon by Angara Abello Concepcion Regala & Cruz Law Offices ("ACCRA") for the Joint Lead Underwriters and Bookrunners, and SM Prime's Legal Affairs Division for the Company.

ACCRA has no direct and indirect interest in SM Prime. ACCRA may, from time to time, be engaged by SM Prime to advise in its transactions and perform legal services on the same basis that ACCRA provides such services to its other clients.

The named independent legal counsel has not acted and will not act as promoter, underwriter, voting trustee, officer, or employee of SM Prime.

Independent Auditor

Please refer to page 195 of the Prospectus.

Changes in and Disagreements with Accountants

Please refer to page 195 of the Prospectus.

FINANCIAL STATEMENTS

The following pages set forth SM Prime's unaudited consolidated financial statements as at 30 September 2024 and for the nine (9) months ended 30 September 2024 and 2023; audited consolidated financial statements as at 31 December 2023 and 2022 and for each of the years ended 31 December 2023 and 2022; and SM Prime's audited consolidated financial statements as at 31 December 2022 and 2021 and for each of the years ended 31 December 2022, 2021, and 2020.

PARTIES TO THE OFFER

Issuer

SM Prime Holdings, Inc.

Joint Issue Managers, Joint Lead Underwriters and Bookrunners

BDO Capital & Investment Corporation
China Bank Capital Corporation

Joint Lead Underwriters and Bookrunners

BDO Capital & Investment Corporation
China Bank Capital Corporation
BPI Capital Corporation
First Metro Investment Corporation
Land Bank of the Philippines
PNB Capital and Investment Corporation
Security Bank Capital Investment Corporation

Trustee

Philippine National Bank – Trust Banking Group

Registrar and Paying Agent

Philippine Depository & Trust Corp.

Legal Counsel to the Issuer

Issuer's Legal Affairs Division

Legal Counsel to the Joint Lead Underwriters and Bookrunners

Angara Abello Concepcion Regala & Cruz

Independent Auditor

SyCip Gorres Velayo & Co.