

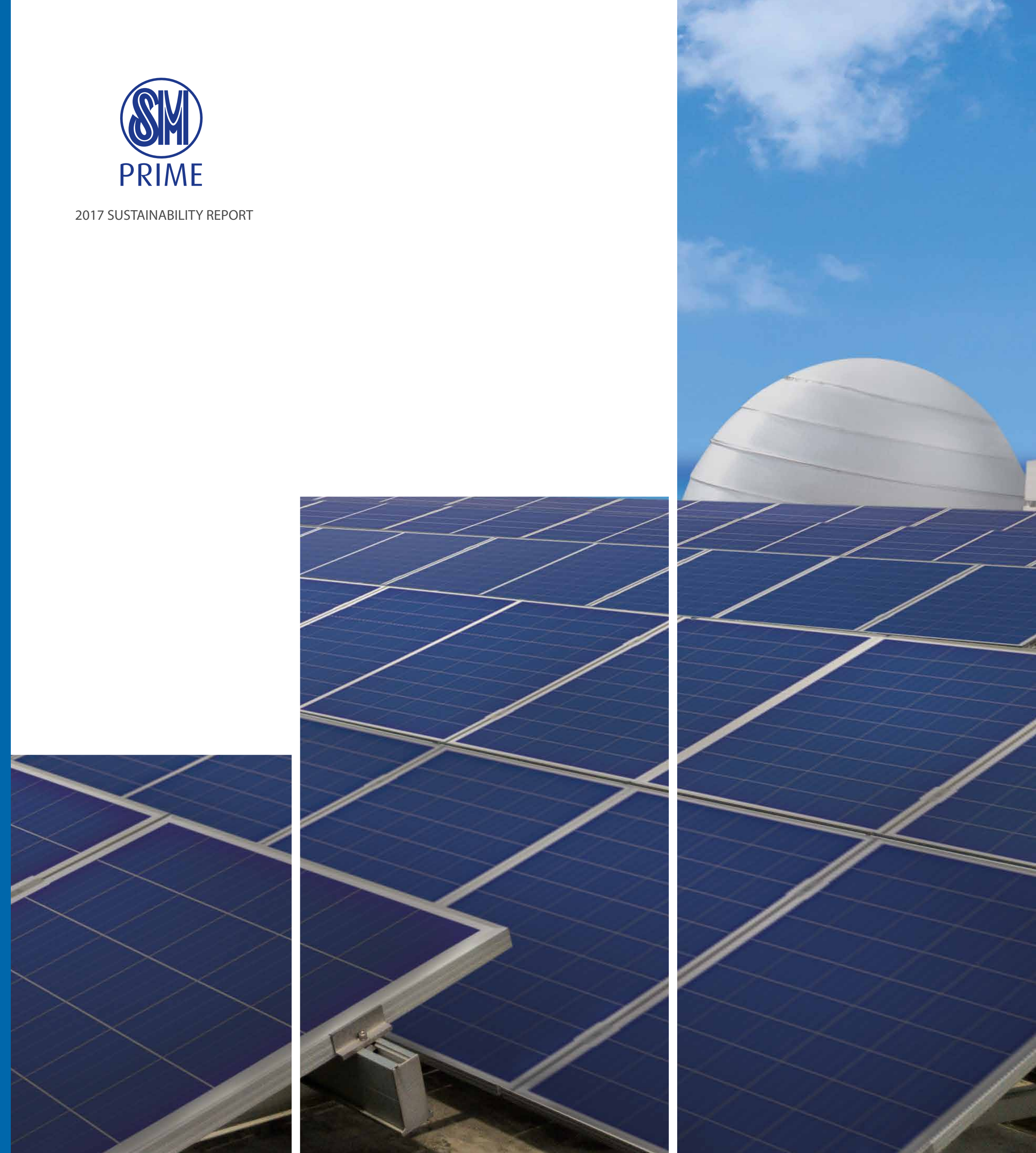


2017 SUSTAINABILITY REPORT



SM PRIME HOLDINGS, INC.
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Mall of Asia Complex
Pasay City 1300 Philippines

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www.smprime.com



Vision

To build and manage innovative integrated property developments that are catalysts for a better quality of life.

Mission

We will serve the ever-changing needs and aspirations of our customers, provide opportunities for the professional growth of our employees, foster social responsibility in the communities we serve, enhance shareholder value for our investors and ensure that everything we do safeguards a healthy environment for future generations.

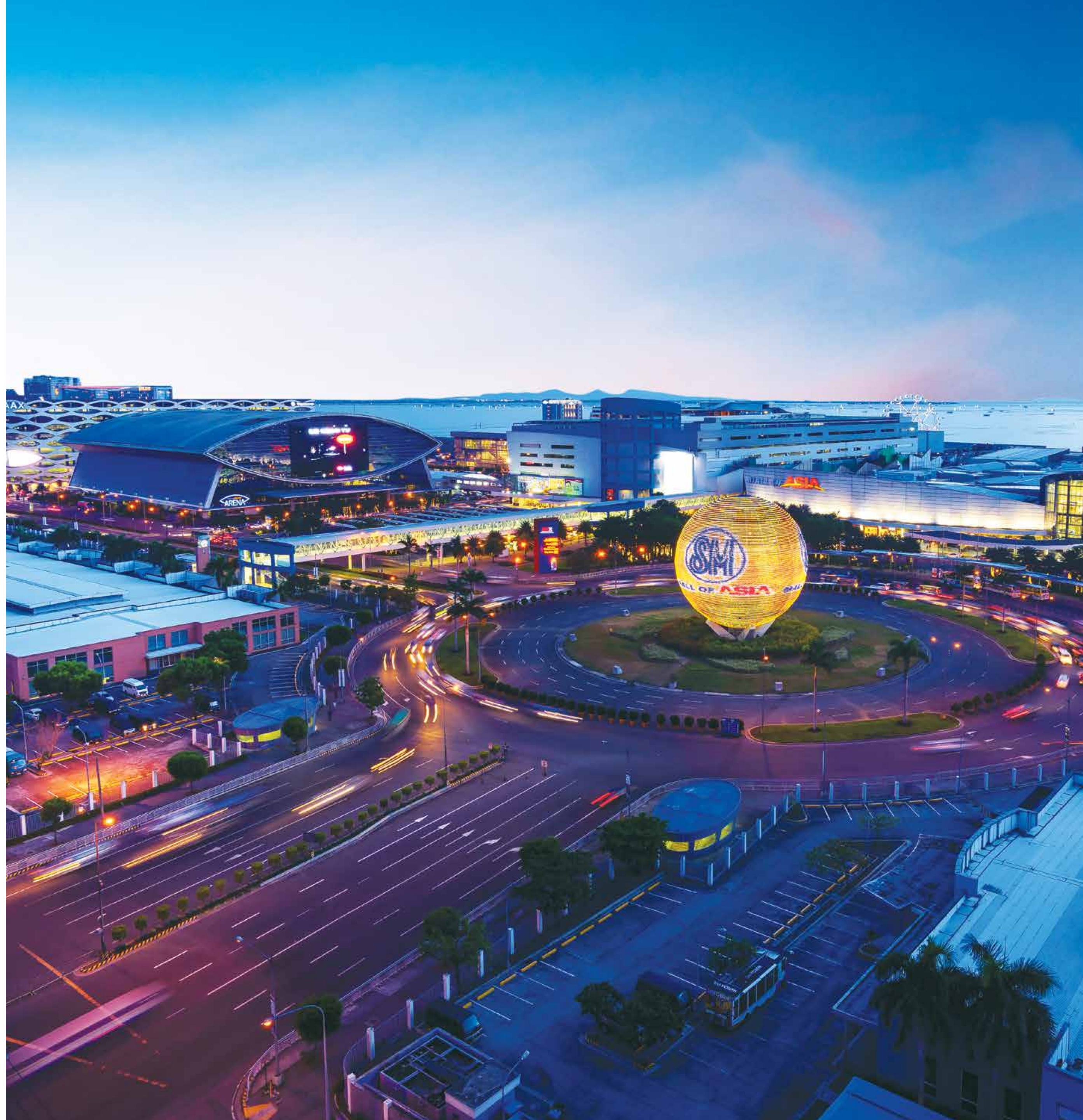
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About SM Prime

SM Prime Holdings, Inc. (SMPH) is one of the largest integrated property developers in Southeast Asia. It offers innovative and sustainable lifestyle cities with the development of malls, residences, offices, hotels and convention centers. It is also the largest, in terms of asset, in the Philippines.





About this Report

This is SM Prime's 10th annual Sustainability Report and sixth time following the Global Reporting Initiative (GRI) Guidelines. This report is in accordance with the GRI Sustainability Reporting Standards. It covers the environmental, social, economic, and governance information of SM Prime in the Philippines and in China for the year 2017. The scope includes SM Prime's business units including Malls, Residences, Offices, and Hotels and Convention Centers.



PRESIDENT'S REPORT

"We are constantly enhancing our building designs by integrating environment-friendly technologies."



SM Prime believes that the key to an enduring and sustainable success is a positive environmental, social, and more importantly, economic impact that our operations make. This is why we have further involved sustainability efforts, as detailed in this report, to ensure steady growth in the years to come.

Embedding sustainability in our operations

In 2017, we continued to embed the United Nations Sustainable Development Goals (UN SDGs) into our sustainability activities. As a responsible property developer, we are constantly enhancing our building designs by integrating environment-friendly technologies. To date, we have installed 33,000 units of solar panels in our various properties. The US Green Building Council (USGBC) recognized the company's green building commitment as it has awarded SM Aura Premier and Conrad Hotel Manila the seal of the Leadership for Energy and Environmental Design Gold Certification (LEED).

We continue to advocate the UN International Strategy for Disaster Reduction Sendai Framework (UNISDR Sendai

Framework) as the country remains vulnerable to natural disasters made worse by climate change. Supporting the implementation of the Sendai Framework is the UNISDR Private Sector Alliance for Disaster-Resilient Societies (UNISDR ARISE) and SM Prime - who has since embraced the practice of designing disaster-resilient properties. In this advocacy, SM Prime serves as the country secretariat of the UNISDR ARISE with Mr. Hans T. Sy (SMPHI Chairman of the Executive Committee), who continues to lead private sector initiatives in the Philippines on disaster resiliency with his re-election as the only Filipino member of the UNISDR ARISE International Board.

Making a positive economic impact to more communities
We have increased our reach with the opening of six new SM Supermalls in 2017. As SM Prime expands in key provinces, economic development in these areas follow, as evidenced by our other communities. Enabling economic development in communities is testament of SM Prime's role for sustainable development.

Sustainability will continue to be a guiding principle for SM Prime. Finding avenues to adopt sustainability in different levels of the organization, in operations, strategies, and investments, is a continuing process for the company.

Together with the management team, our investor, partners, customers, and with the commitment and dedication of our employees, we continue on our journey of evolution to becoming a more responsive, responsible, and socially active SM Prime.


JEFFREY C. LIM
President

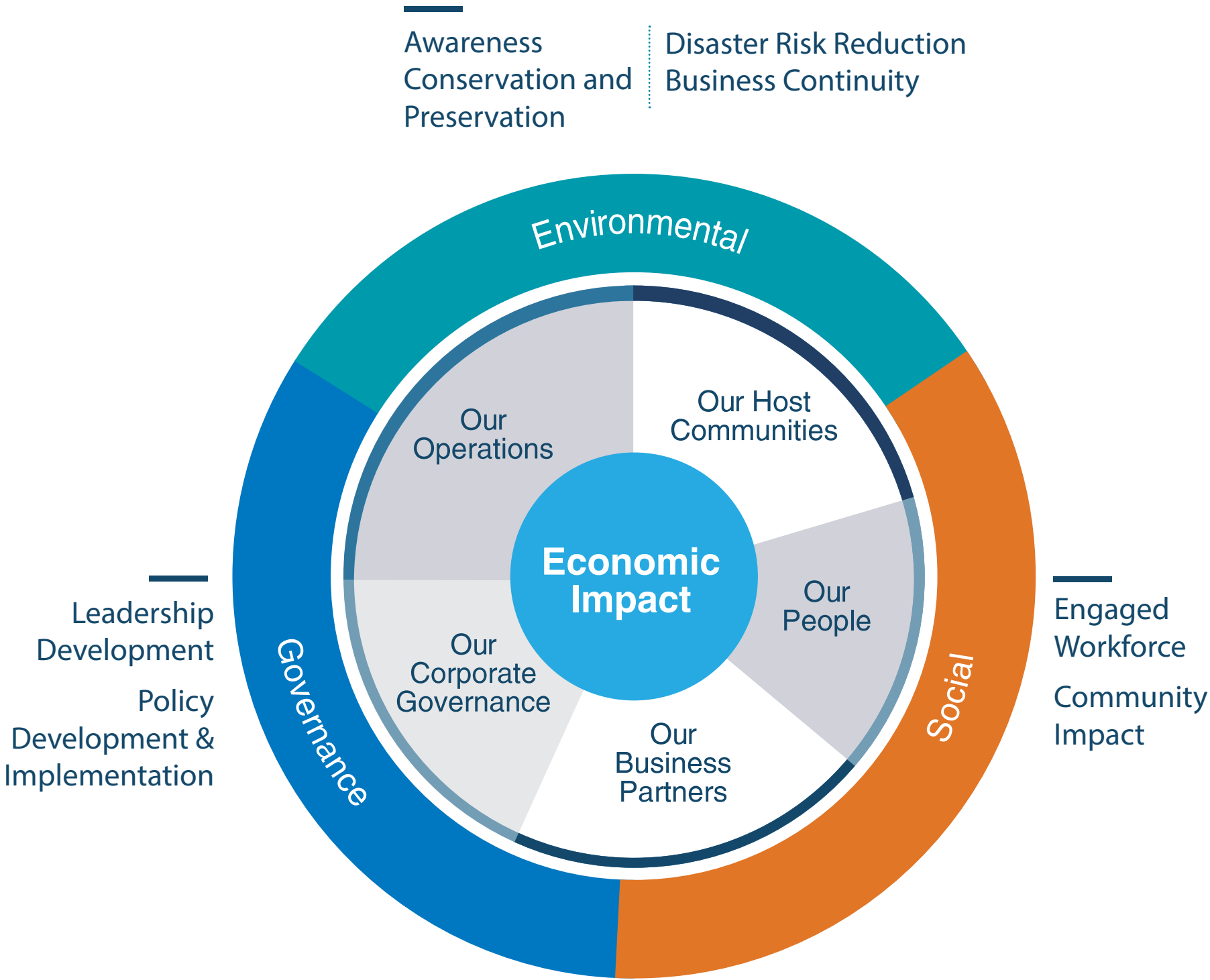
A close-up photograph of several people's hands clasped together in a circle, symbolizing unity and shared values. The hands are of various skin tones, and the people are wearing different clothing, including a blue denim jacket, a red and black plaid shirt, and a white shirt. The background is a blurred outdoor setting.

Aligning Shared Values

SM Prime is guided by its commitment to create shared long-term value for all stakeholders. It involves aligning with the group-wide strategy and is anchored to the 17 UN Sustainable Development Goals (UN SDGs).

Sustainability Framework

SM Prime is aligned to the group-wide strategy of its mother company, anchoring its economic impact contribution to the environmental, social, and governance (ESG) global standards. These serve as the Company’s drivers in delivering results and creating positive impact to the environment and stakeholders.

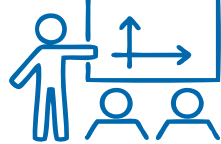


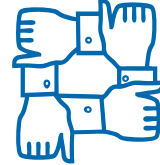



Our Reporting Process

Steps Taken	1	2	3	4
	Capacity Building	Materiality Assessment	Data Gathering	Management Review
	Training and Workshop on the GRI Standards	Review of operations and management approaches Identification of key impacts across the value chain and performance indicators	Collection of stories and data based on identified material topics	Validation and acceptance of material topics and reported information
GRI Reporting Principles Applied	Stakeholder Inclusiveness and Sustainability Context	Materiality, Sustainability Context, Stakeholder Inclusiveness, and Completeness	Stakeholder Inclusiveness and Completeness	Stakeholder Inclusiveness and Completeness

Stakeholder Engagement

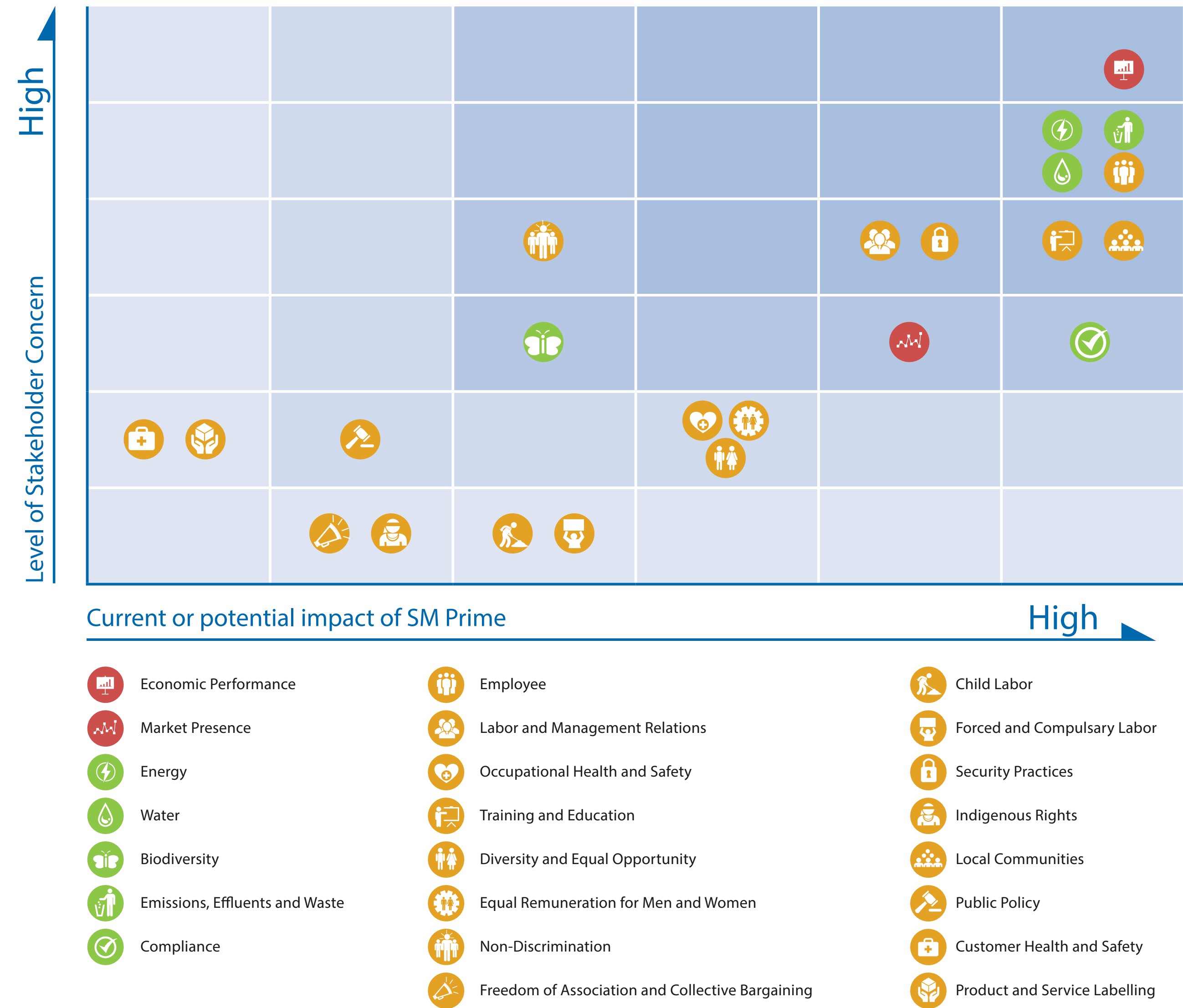
SM Prime strategically aligns its initiatives to its Sustainability Framework. This framework is based on comprehensive and in-depth stakeholder consultations across all business units – encompassing economic, social, and environmental concerns relating to the Company's performance.

Stakeholder Group	Issue	Method and Frequency	Outcome
Employees 	a. Retention b. Employee training and development c. Diversity and equal opportunity	Dialogue through focus group discussions, monthly operations meeting, and annual forums Performance appraisal review allows communication between employee and manager	Employees from focus group discussions were incorporated into human resource strategies for retention and attraction Feedback from performance appraisal review were incorporated into training and development
Business Partners 	a. Economic Performance b. Labor Practices	All business partners are screened on an annual basis based on quality of service, cost efficiency, moral standing and compliance with related laws	Improved screening of business partners and increased dialogue between business partners and organization
Shareholders and Investors 	a. Financial implications b. Risk reduction initiatives	Annual stockholders meeting, ongoing meetings, road shows, and conference calls	Incorporated sustainability into our investor relations communications strategy
Non-governmental Organizations 	a. Biodiversity loss b. Climate change and disasters c. Environmental protection and rehabilitation d. Renewable energy	Constant partnerships through multi-stakeholder forums and joint projects SM Prime is a member of the Philippine Business for the Environment and a partner of Weather Philippines Foundation	Increased communications and dialogue through the SM Green Retail Agenda and the Top Leaders Forum
Customers 	a. Disaster risk reduction efforts b. Water consumption allocation	Customer satisfaction surveys and social media communications	Feedback from surveys and social media communications are incorporated in the organization for better customer service and retail offerings

Key Matters

The materiality matrix of SM Prime is formed with the utmost urgency to address and determine the internal and external context issues such as employee development, profitability, and concern for the community.

In determining the material aspects of this report, SM Prime conducted the aforementioned stakeholder engagement to properly map out the level of concern of the stakeholders and the company.



Sustainable Development Goals

Aligning our environmental, social, and governance programs to the 17 Sustainable Development Goals (SDGs) set by the United Nations, gives more meaning to the efforts and resources that the company has allocated. This allows us to contribute to the Global Goals, as we deliver more efficient and sustainable results.



UN Sustainable Development Goals

SM Prime anchors its sustainable development initiatives to the 17 UN Sustainable Development Goals. With the operational arms of SM Foundation with SM Cares, these programs serve as the Company's drivers in delivering results and creating impact to the rest of the SDGs.



5,000+
food packs distributed to internally displaced persons of Marawi City



11,400+
employees were provided with disease prevention awareness courses



10,000+
young adults joined the Global Youth Summit to support the UN SDGs

12,000+
school children participated in the National Children's Book Reading Day

320
public school classrooms funded by SM Prime



60%
Women in the workforce

40%
Men in the workforce



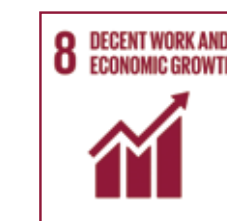
100,000+
students in 94 public elementary schools were given access to sanitation and hygiene

2,231
Olympic-sized swimming pools of recycled water



7.0MW
Solar Capacity

9.7M kWh/year
Electric Output



140,000+
jobs created directly and indirectly



4.2m
mall visitors daily are provided with free internet access



1,600+
participants for the Community Service Program for Senior Citizens

180,000+
PWDs and advocates participated in awareness campaigns and programs



1,000
disaster-resilient SM Cares houses were given for free

80,500+
customers, tenants, and employees were provided with disaster preparedness trainings/drills



198,924
lighting fixture converted to LED



64
private sector members of the UN Arise Philippines

700,000+
students participated in the Green Film Festival



41,000+ kg
of trash were collected during Coastal Cleanup



152,000+
trees planted by the Malls and Residential Business Units



Received awards for best practices on corporate governance

Adheres to ASEAN Corporate Governance Scorecard



Economic Value Performance

SM Prime places economic value at the heart of the company's contribution to the development of the communities where it serves.

Economic Value Impact

SM Prime remains committed in providing long-term economic opportunities in the communities it serves. The collective contribution of all business units is highlighted by the 2017 revenues, taxes and other payments to the government, local hiring and procurement, and community investment.

Economic Value (Value in Millions of Pesos)

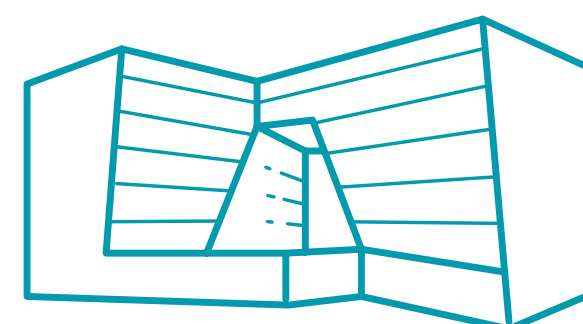
	2016	2017
Direct Economic Value Generated	81,402	93,243
Revenues	81,402	93,243
Economic Value Distributed	63,391	72,536
Operating Costs	36,122	40,282
Employees Wages and Benefits	5,965	6,983
Payments to Providers of Capital	11,052	13,183
Payments to Government (PH)	8,788	9,926
Payments to Government (CN)	1,350	2,013
Economic Value Retained	18,011	20,707
Community Investments	114	149

Fast Facts



MALLS

67 Malls in the Philippines
7 Malls in China
9.3 million sqm
total Gross Floor Area



OFFICES

7 Office Buildings
456,058 sqm
total Gross Floor Area



RESIDENCES

49 Residential Projects
106,181 Residential Units
(since 2003)



HOTELS AND CONVENTION CENTERS

6 Hotels
1,510 Hotel Rooms
4 Convention Centers and
3 Trade Halls



Sustainable Operations

Recognizing our role in environmental stewardship and in support of the Sustainable Development Goals, SM Prime continues to be committed to optimize operations and minimize its carbon emissions.



Environmental Accomplishments of 2017

A total of 10% increase in Greenhouse Gas Emissions from 2016. Due to SM Prime's growth in property portfolio, the data provided uses a like-for-like comparison in relation to 2016 to provide an analytical comparison. %change compares properties in 2017 with the same properties in 2016. This does not include new properties in 2017.



Definitions

Scope 1

Direct is the emissions as consequence of the activities of the organization, in facilities/equipment owned or controlled by the organization

Scope 2

Indirect is the emissions from purchased electricity

Scope 3

Other indirect is the emissions as a consequence of the activities of the organization in equipment/facilities that are not owned or controlled by the organization

Greenhouse Gas Emissions

▼ **6%** decrease in Scope 1 emissions

▼ **3%** decrease in Scope 2 emissions

▲ **21%** increase in Scope 3 emissions

Water Recycling



5.76M

liters or 39% of total potable water treated from properties with treatment plants (used for cooling towers and restrooms)

Solid Waste Management



1.49M

kgs of waste recycled by all SM Prime business units

▲ **8%**

waste recycled from 2016

Carbon Offsets

SM Prime has reduced its Greenhouse Gas Emissions through renewable energy by averting millions of kilometers worth of gasoline; thousands of averted garbage trucks of waste recycled from landfills or its equivalence to millions of trees seedlings grown for 10 years.



Carbon Dioxide Equivalencies



94,241,292

Averted kilometers worth of gasoline driven by a passenger car in one year



26,140,044

Avoided pounds of coal burned



3,581

Averted number of homes' electricity usage for one year



1,190

Averted garbage trucks of waste recycled from landfills



10,176,781

Avoided liters of gasoline consumed



55,315

Averted barrels of oil from being used

Carbon Sequestered



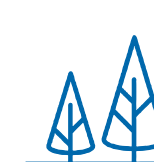
619,189

Tree seedlings grown for 10 years



11,388

Hectares of forest saved in one year



79

Hectares of forest preserved from conversion to cropland in one year

Source: US Environmental Protection Agency, 2017. (<https://www.epa.gov/energy/greenhouse-gas-equivalencies-calculator>)



Commitment to Renewable Energy

SM Prime recognizes its impact on the effects of climate change and the need to provide access to renewable sources of energy. That is why SM Prime has supported the installation of more solar panels both in the Philippines as well as in China.



10

Total solar powered malls
7 in the Philippines
3 in China



7.0MW

Solar capacity



9,700,000 kWh/year

Electric output generated



▲67%

increase from 2016



Hamilo Coast: Water and Land Biodiversity

Hamilo Coast is a sprawling seaside sanctuary that is part of a crucial center of marine biodiversity within the Coral Triangle, which is regarded as the world's center for biodiversity. Its environmental commitment has been recognized through the Bronze Benchmark status by EarthCheck.



89 different bird species found and protected in Hamilo Coast



11 species of amphibians and reptiles
4 species of frogs and toads
7 species of lizards and snakes



2,013 turtle hatchlings successfully released since 2008 (Olive Ridley, Green Turtle, Hawksbill)



3 identified by the government as marine protected-areas in Hamilo Coast



First and sole
LEED-certified mall
in the Philippines



SM Aura Premier
LEED Gold
Certification





Conrad Manila
LEED Gold
Certification





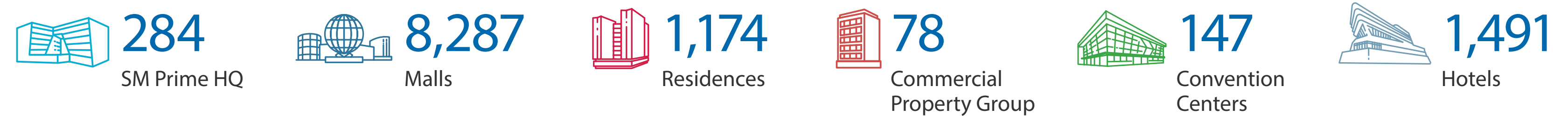
Employee Engagement

SM Primes believes that employees are one of the biggest assets of the Company. Investing in their professional growth and well-being, help ensure the company's long-term sustainability.

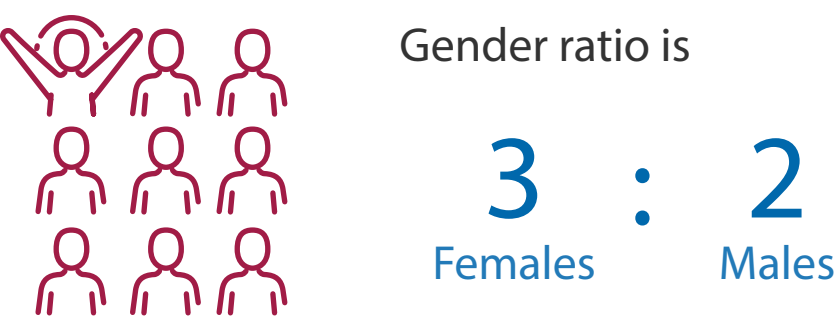
Employee Profile

SM Prime takes pride in valuing its employees' career development with the various trainings it provides. SM Prime economic performance provides equal importance in ensuring long-term sustainability not only for the company but employees well-being as well.

Employee Breakdown



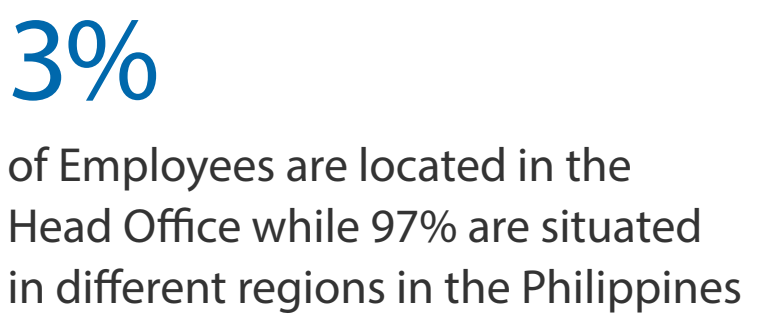
Gender Equality



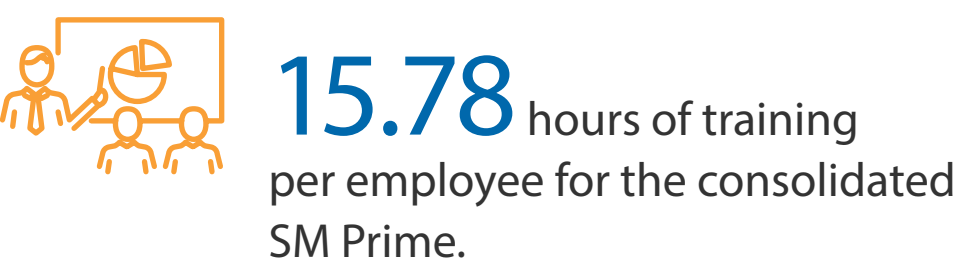
Employee Age Group



Deployment of Employees

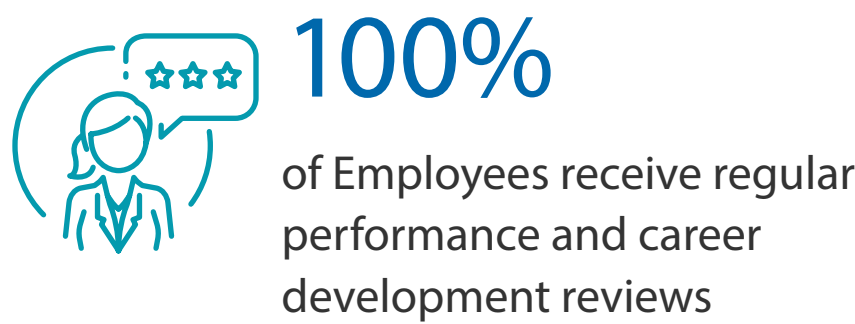


Training and Development







Type of Programs

- Leadership
- Sustainability
- Human Rights
- Equality
- Work Efficiency



Policies and Processes

- | | |
|---|--|
|  | Zero reports of Discrimination and inequality |
|  | 100% of employees trained in basic human rights and labor protection |
|  | 100% of security personnel trained in handling human rights |

 SM Prime, in lieu of not having collective bargaining agreements, provides countless avenues for employees to raise their concerns and freedom of speech through timely forums on company policies and other relevant matters. All significant operational changes that affect employment require at least 25 to 30 days notice.

EVENTS

Employee Volunteerism

SM Prime provides opportunities for employees to engage and promote positive impact with the communities it serves through volunteerism programs

Food Packs for internally-displaced persons of Marawi



Brigada Eskwela '17 for School Children



Serve More Love for the Elderly



Angel's Walk for Autism



Coastal Clean-up along MOA by the Bay



Happy Walk for Down Syndrome



EVENTS

Community Engagement Programs

SM Cares, the CSR arm of SM Prime, initiates community engagement programs that are aligned with the 17 UN SDGs, contributing to the global goals, and serving as a catalyst for positive change for the communities it serves.



PWD Disaster Preparedness Conference



UNICEF Partnership Drink for Two



Breastfeeding Women Convention



Global Youth Summit on Supporting the 17 UN SDGs



Trash to Cash Recycling Program in SM Supermalls



Happy Walk for Down Syndrome

EVENTS

Community Engagement Programs

Auction
for a Reason



Bears of Joy
in Cebu



Bears of Joy
in Marawi



Box of Hope;
Give A Little,
Help A Lot



Care
& Share



Earth Hour



International
Cleanup Day



Operation Joy;
Share A Christmas Smile



Outreach at Duyan
ni Maria



Outreach
at Munting
Tahanan ng
Nazareth

EVENTS

Collaborative Partnerships

Partnering with the Private and Public Sectors for Business Resilience.

SM Prime serves as the Philippine Secretariat of the UNISDR's Private Sector Alliance for Disaster Resilient Societies (ARISE) and committed towards disaster resiliency not only in its core business models but also country-wide through strategic public-private partnerships. Mr. Hans T. Sy, Chairman of the Executive Committee, was re-elected as the only Filipino member of the ARISE International Board.

ARISE International Board Members and Participants

Top Leaders Forum 2017 with ARISE International Board Members and partner LGUs



SciencesPo University and Ateneo De Manila University



TLF 2017 with National Resilience Council and ARISE Board Members



Amb. Roberto R. Romulo of Carlos P. Romulo Foundation



TLF 2017 Mr. Hans Sy with Dr. Robert Glasser of UNISDR and Sen. Loren Legarda



Resilient Cities and Municipalities Leadership Program for Local Chief Executives



2017 ANNUAL STOCKHOLDERS' MEETING SHAPING A BETTER TOMORROW

Corporate Governance

SM Prime is committed to effective good governance and is dedicated to foster a culture of fairness, accountability, and transparency in every aspect of the Company's operations and its dealings with various stakeholders.



Corporate Governance

The Company's good corporate governance practices have helped establish SM as a strong brand trusted by customers, investors, business partners and other stakeholders. A testament to this would be the consistent recognition and awards received by the Company and its business units from various bodies. This certainly helped sustain the Company's competitive advantage as demonstrated by, among others, incoming global brands' preference to locate in SM properties, as well as foreign investments flowing into the Company.

SM Prime's intent to create value at all times in all businesses it operates is marked not just by product quality and service excellence but, more importantly, has a heart that cares for its customers, communities and its environment to ensure sustainable growth and progress.

On February 20, 2017, the Board approved the revision of its Manual on Corporate Governance to align with the SEC issued circular promulgating the Revised Code of Corporate Governance for Publicly Listed Companies effective 01 January 2017. The new Code aims to increase the responsibilities of the Board, strengthen the protection of minority shareholders, and increase transparency in both financial and nonfinancial reporting.

THE BOARD OF DIRECTORS

SM Prime's Board of Directors is at the helm of its governance structure. It is the Board's responsibility to formulate and ensure the achievement of the Company's vision and mission in a manner that upholds the values of focus, hard work, innovation, integrity, teamwork and sustainability.

The Board also plays a leading role in the establishment of the Company's strategic framework, setting the overall strategic direction and reviewing and monitoring its progress at least on an annual basis. Through the Chief Compliance Officer, the Board reviews business units' strategies and targets and monitors their progress towards achieving the Company's strategic objectives.

SM Prime's Revised Manual on Corporate Governance specifies the duties and responsibilities of the Board of Directors and delineates the roles of the Chairman of the Board and the President. This separation of roles ensures an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

To ensure that a high standard of excellence in best practices is achieved, the Company, its stockholders and other stakeholders, and the Board conduct itself with honesty and integrity in the performance of, among others, the following duties and responsibilities:

- Formulates the Company's long-term vision and mission;

- Oversees the development of and approve the Company's business objectives and strategies, and monitors their implementation;
- Ensures and adopts an effective succession-planning program for directors, key officers, and management;
- Aligns the remuneration of key officers and Board members with the long-term interests of the Company;
- Discloses in the Corporate Governance Manual a formal and transparent board nomination and election policy;
- Ensures that there is a group-wide policies and systems are governing related party transactions (RPTs) and other unusual or infrequently occurring transactions;
- Approves the selection and assessing the performance of the Management and control functions;
- Establishes an effective performance management framework that will ensure that the Management and personnel's performance is at par with the standards;
- Oversees that an appropriate internal control system and a sound enterprise risk management (ERM) framework is in place;
- Ensures a Board Charter is in place and is publicly available;
- Discloses within three business days any transactions related to their own SM Prime shares; and
- Performs other duties and responsibilities as may be assigned by the Securities and Exchange Commission (SEC).

Board Committees are set up to assist the Board in the performance of their functions particularly, with respect to audit, risk management, related party transactions, and governance. The Board, through the work performed by its Committees, is of the opinion that the Group's systems of internal control and risk management are adequate and effective to address the financial, operational, and compliance risks. The composition, duties, and responsibilities of all committees are publicly available in the corporate website.

The Board is also assisted by a Corporate Secretary to ensure the effective discharge of its duties and responsibilities. The Corporate Secretary assists the Chairs of the Board and its Committees in the preparation of agenda for Board meetings, puts the Board on notice before every meeting and assists the Board in making business judgments in good faith. The Corporate Secretary gathers and analyzes documents, records, and other information, including updates and changes to relevant rules, laws, and regulations, and keeps the Board abreast on matters essential to the conduct of their duties and responsibilities.

Board Composition					
Director's Name	Directorship	Age	Date First Elected	Elected When (Annual/Special Meeting)	No. of Years as Director
Henry Sy, Sr.	Chairman Emeritus	93	April 1994	Annual	24
Jose L. Cuisia, Jr.	Lead Independent	74	April 1994	Annual	24
Gregorio U. Kilayko	Independent	63	April 2008	Annual	10
Joselito H. Sibayan	Independent	59	April 2011	Annual	7
Henry T. Sy, Jr.	Non-Executive	64	April 1994	Annual	24
Hans T. Sy	Non-Executive	62	April 1994	Annual	24
Herbert T. Sy	Non-Executive	61	April 1994	Annual	24
Jorge T. Mendiola	Non-Executive	59	December 2012	Annual	5
Jeffrey C. Lim	Executive	56	April 2016	Annual	1

Board Independence

The Board is composed of three independent directors that possess all the necessary qualifications and none of the disqualifications to hold the position. In February 2017, the Board also appointed Mr. Jose L. Cuisia, Jr. as the lead independent director primarily to reinforce proper mechanisms for disclosure, protection of the rights of shareholders, equitable treatment of shareholders, and the accountability of the Board and Management are in place, in cases where Management has clear conflicts of interest. Directors with a material interest in any transaction with the Company are also expected to abstain from deliberation of the same.

Board Diversity

The Board has adopted a board diversity policy which aims to create and maintain an atmosphere of constructive challenge and debate, requiring the right balance of skills, competence, experience, and perspectives among the directors. Diversity at the board level is an essential element of sound corporate governance, sustainable and balanced development, and effective business strategy. Diversity may refer to age, ethnicity, culture, skills, competence, knowledge, gender, among other things, in consideration of the selection of the Board's composition.

To monitor progress in achieving the Board's diversity objectives, the Company's Corporate Governance Committee uses a Board Matrix, which sets out the mix of attributes, skills, competencies, and experience, affiliations the Board currently has and is looking for to complement its

existing composition. Its structure reflects the areas relevant to the Company's strategic objectives, as well as other areas of general relevance to the composition of the Board.

Board Performance and Attendance

Regular board meetings are held quarterly and scheduled in advance during the previous year. Special meetings may also be called by the Chairman, the President or Corporate Secretary at the request of any two (2) directors.

As provided in the Revised Manual on Corporate Governance, the Chairman of the Board makes certain that the meeting agenda focuses on strategic matters in coordination with the Corporate Secretary, while taking into consideration the advice and suggestions of the Board and Management. Board papers are made available to all directors at least seven (7) calendar days before the regular/ special board meeting to give ample time to all Board members to study items for discussion and decision-making.

The Board of Directors had six (6) regular meetings in 2017 on the following dates: February 20, April 25, May 5, August 7, November 6 and December 11. All six meetings registered 100% attendance of members of the Board of Directors. Apart from these meetings, non-executive and independent directors met separately during the year without the presence of Management.

Board Training and Orientation

SM Prime ensures that directors can perform their functions effectively in this rapidly changing environment to cope

Corporate Governance

with heightened regulatory, foreign or local demands and growing complexity of the business. Orientation programs are conducted for first-time directors to ensure that new members are appropriately apprised of their duties and responsibilities. This includes an overview of the Company's operations, Code of Conduct, Corporate Governance framework and other relevant topics essential in the performance of their functions.

As a matter of continuous professional education, the Corporate Governance Committee facilitates the training opportunities provided by accredited or duly recognized institutions to update and refresh the Board's knowledge and skills. Annual Corporate Governance Training Programs were conducted by various accredited training providers namely: SGV & Co. (July 19 and 26), Institute of Corporate Directors (November 8 and December 6), and Risks, Opportunities, Assessment and Management (ROAM), Inc. (December 14). Each director and key officer has attended at least one training session. The 4-hour annual CG training conducted by the aforementioned providers covered the following topics:

- Data Privacy
- Related Party Transactions
- Anti-Money Laundering
- The Dragonfly Perspective: Improving Decision Making at the Board Level
- 2016 SEC Code of Corporate Governance for Publicly Listed Companies (PLCs) and IC Corporate Governance Principles and Leading Practices
- SEC Financial Reporting Bulletin No. 20, Revised Statement of Management Responsibility
- Global and Regional Trends in Corporate Governance for 2017
- Enterprise Risk Management (ERM) & Corporate Governance
- Corporate Governance Updates and Cases

Name of Director/ Officer	Date of Training	Program	Name of Training Institution
Henry T. Sy, Jr.	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Hans T. Sy	December 6, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Herbert T. Sy	December 6, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Gregorio U. Kilayko	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Joselito H. Sibayan	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Jose L. Cuisia, Jr.	July 26, 2017	Seminar on Corporate Governance	SGV & Co.
Jorge T. Mendiola	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Jeffrey C. Lim	December 14, 2017	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management (ROAM), Inc.
Elizabeth T. Sy	July 19, 2017	Seminar on Corporate Governance	SGV & Co.
Elmer B. Serrano	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Arthur A. Sy	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
John Nai Peng C. Ong	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Marvin Perrin L. Pe	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Alexander D. Pomento	December 14, 2017	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management (ROAM), Inc.
Anna Maria S. Garcia	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Jose Mari M. Banzon	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Shirley C. Ong	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Christopher S. Bautista	December 14, 2017	Seminar on Corporate Governance	Risks, Opportunities, Assessment and Management (ROAM), Inc.
Ma. Luisa E. Angeles	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors
Russel T. Sy	November 8, 2017	Annual Corporate Governance Training Program	Institute of Corporate Directors

BOARD COMMITTEES
The Board has established five (5) committees to aid in the performance of its duties. Each committee has adopted a Charter, which defines its composition, roles, and responsibilities based on the provisions found in the Revised Manual on Corporate Governance. Furthermore, the Charters include administrative provisions on the conduct of meetings and proceedings, reporting to the Board, structures, and other relevant information.

BOARD COMMITTEES		
EXECUTIVE COMMITTEE		
Members	Designation	Directorship
Hans T. Sy	Chairman	Non-Executive
Henry T. Sy, Jr.	Member	Non-Executive
Herbert T. Sy	Member	Non-Executive
Elizabeth T. Sy	Member	Non-Director
Jeffrey C. Lim	Member	Executive
John Nai Peng C. Ong	Member	Non-Director

AUDIT COMMITTEE			BOARD RISK OVERSIGHT COMMITTEE		
Members	Designation	Directorship	Members	Designation	Directorship
Jose L. Cuisia, Jr.	Chairman	Independent	Gregorio U. Kilayko	Chairman	Independent
Joselito H. Sibayan	Member	Independent	Jose L. Cuisia, Jr.	Member	Independent
Jorge T. Mendiola	Member	Non-Executive	Jorge T. Mendiola	Member	Non-Executive

CORPORATE GOVERNANCE COMMITTEE*			RELATED PARTY TRANSACTIONS COMMITTEE		
Members	Designation	Directorship	Members	Designation	Directorship
Joselito H. Sibayan	Chairman	Independent	Joselito H. Sibayan	Chairman	Independent
Gregorio U. Kilayko	Member	Independent	Gregorio U. Kilayko	Member	Independent
Jose L. Cuisia, Jr.	Member	Independent	Jorge T. Mendiola	Member	Non-Executive

* The Board of Directors approved on February 20, 2017, the creation of Corporate Governance Committee. This Committee assumed the functions of the Nomination Committee and Compensation and Remuneration Committee.

The Executive Committee
The Executive Committee functions when the Board of Directors is not in session. Generally, the committee is responsible for assisting the Board in overseeing the implementation of strategies and long-term goals, reviewing major issues facing the organization, monitoring the operating activities of each business group, and defining and monitoring the Company's performance improvement goals.

Regular committee meetings are scheduled at least once a month. In accordance with the Revised Manual on Corporate Governance, actions of the Executive Committee are reported to the Board of Directors at the Board meeting

immediately following such action, and are subject to revision or alteration by the Board, as necessary.

The Audit Committee
The Audit Committee assists and advises the Board of Directors in fulfilling its oversight responsibilities to ensure the quality and integrity of the Company's accounting, financial reporting, auditing practices, risk management and internal control systems and adherence to overall corporate governance best practice. The Committee also oversees the Company's process for monitoring compliance with laws, regulations, the Code of Ethics, and performs other duties as the Board may require.

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The committee met four (4) times in 2017, with 100% attendance in all meetings.

The Risk Oversight Committee
The Risk Oversight Committee oversees the Company's Enterprise Risk Management system to ensure its functionality and effectiveness. This Committee assists the Board in ensuring that there is an effective and integrated risk management process in place. The Committee had four (4) meetings in 2017, with 100% attendance in all meetings.

The Corporate Governance Committee
The Corporate Governance Committee assists the Board in the performance of its corporate governance responsibilities, including functions that were formerly assigned to the Nomination and Compensation and Remuneration Committees. The Committee believes that prudent and effective corporate governance practices constitute the foundation of the Company's strength and long-term existence to enhance and maximize long-term shareholder's value. The Committee met twice in 2017 with 100% attendance in both meetings.

The Related Party Transactions Committee
The Related Party Transactions Committee reviews all material related party transactions (RPTs) of the Company. The mandate for this Committee specifically includes the evaluation of the RPTs to ensure that these are undertaken upon terms not less favorable to the Company than those offered to any unaffiliated third party under the same or similar circumstances and overseeing the implementation and regular review of the related party policy. The Committee met once in 2017 with 100% attendance.

Board Remuneration
Members of the Board of Directors receive a per diem of PHP10,000 (PHP20,000 for the Chairman and Vice Chairman) for each regular or special Board meeting or Board Committee meeting attended. The amount of the per diem is openly discussed during the Annual Stockholders' Meeting and approved by SM Prime's stockholders. Total compensation paid to directors is disclosed annually in the annual report filed with the Securities and Exchange Commission.

Board Evaluation
Annually, the Corporate Governance Committee facilitates the evaluation of the performance of the Board as a whole, its respective Board Committees, the

individual directors and the President, based on duties and responsibilities provided in SM Prime's Revised Manual on Corporate Governance and By-Laws. Specifically, the evaluation focuses on the following:

- Board Composition**
- Diversity (Experience, knowledge, expertise, gender, age, cultures, etc.)
 - Mix of competencies
 - Appropriate number of total directors and independent members
 - Adequate set of Committees

- Board Activities**
- Quality, timeliness and ease of access to information provided by the Company
 - Quality of the interactions and communication with CEO and executive officers
 - Clear and formal processes to guarantee independence and mitigate conflicts of interests
 - Orientation and guidance to the Company CEO and executive officers
 - Work in general
 - Decision making
 - Discussions on short/long term development
 - Discussion on business strategies and plans
 - Discussion on risks and regulations
 - Follow-up of business plans, strategies, objectives and budget

- Board and Board Committee Meetings**
- Frequency and length of meetings sufficient to accomplish goals
 - Full, positive and balanced participation of directors during meetings

- Individual Directors**
- Strategic vision
 - Ability to work in a team
 - Time availability and commitment
 - Knowledge and alignment to the Company's values and culture
 - Intellectual independence
 - Communication abilities
 - Continuous self-education and development

- President**
- Leadership and commitment
 - Independence and integrity
 - Diligence
 - Constructive relationship with the Board, its Committees and its respective members

The annual evaluation also serves as a venue for identifying areas for improvement in terms of training, continuing education programs or any other forms of assistance that the directors may need in the performance of their duties. The evaluation forms also include support services given to the Board, such as the quality and timeliness of information provided to them, the frequency and conduct of regular, special or committee meetings and their accessibility to Management, the Corporate Secretary, and Board advisors. Every three years, the board evaluation is supported by an external facilitator.

The Board reviews and evaluates the results of the evaluation, and discusses possible changes that will enhance the performance of the individual directors and the Board as a collective body. The results of the review are then considered by the Corporate Governance Committee in the assessment of potential candidates for the next election of the Board of Directors.

CORPORATE GOVERNANCE RELATED POLICIES

Manual on Corporate Governance
SM Prime has complied with the SEC Code of Corporate Governance as embodied in its Revised Manual on Corporate Governance adopted on 20 February 2017. It institutionalizes the principles of good corporate governance by clearly defining the roles and responsibilities of the Board of Directors and Management, promoting disclosure and transparency, strengthening the internal control system and risk management framework and cultivating a synergistic relationship with various stakeholders.

All directors, officers, and employees are expected to comply with all the provisions of the Revised Manual on Corporate Governance. The Company's Compliance Officer is tasked to monitor compliance with the Manual and impose corresponding penalties for noncompliance.

Code of Ethics
The Code of Ethics states the principles that guide the Company's directors, officers and employees in the performance of their duties and responsibilities, and in their transactions with investors, creditors, customers, contractors, suppliers, regulators and the general public. The Code requires full compliance with all applicable laws and regulations.

In line with SM Prime's mission, the Code of Ethics underscores the Company's commitment to promote and protect the welfare of its employees, customers and the communities where its businesses operate. The Code likewise emphasizes the need to protect, sustain and enhance the environmental, social and economic resources needed to deliver long-term growth.

Related Policies and Programs
To complement the principles provided by the Manual on Corporate Governance and Code of Ethics, the Company developed several policies and programs that deal with specific implementation areas:

Insider Trading Policy
All directors, officers, employees and other covered persons as defined in the Insider Trading Policy are prohibited from engaging in transactions that result in conflicts of interest and are mandated to promptly disclose actual or perceived conflicts of interest, such as acceptance of gifts, interest in businesses of competitors, participation in other organization or activities and close personal relationships in the Company or its affiliates and subsidiaries. Conflicted directors are required to inhibit themselves from participating in board meetings and are specifically identified in the Company's Definitive Information Statement submitted to the SEC.

Related Party Transactions
Full disclosure of the details, nature, extent and all other material information on transactions with related parties in the Company's financial statements and quarterly and annual reports to the SEC and PSE shall be observed at all times. Details of transactions entered into by the Company with related parties are required to be reviewed by independent directors in accordance with the RPT Policy, to ensure these are conducted at arms' length.

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Conflict of Interest

All directors and employees are prohibited from engaging in transactions that result in conflicts of interest and are mandated to promptly disclose actual or perceived conflicts of interest, such as acceptance of gifts, interest in businesses of competitors, participation in other organization or activities and close personal relationships in the Company or its affiliates and subsidiaries. Conflicted directors are required to inhibit themselves from participating in board meetings and are specifically identified in the Company's Definitive Information Statement submitted to the SEC.

Acceptance of Gifts and Travel Sponsored by Business Partners (Anti-Corruption Policy)

The Company prohibits the solicitation or acceptance of gifts and travel in any form from a business partner, directly or indirectly, by any director, officer or employee of the Company. The policy is intended to ensure integrity in procurement practices and the selection of the most appropriate business partner in each instance.

Policy on Accountability, Integrity and Vigilance (Whistleblowing Policy)

The Company aims to create an environment where concerns and issues, made in good faith, may be raised freely within the organization. Any director, officer, employee, customers, shareholders, vendors, suppliers and other stakeholders may accomplish an incident report on suspected or actual violations of the Code of Ethics, the Company's Code of Conduct or any other applicable policy, law or regulation. The policy provides a conduct of investigation of the incident report. The policy also includes provisions for non-retaliation against filer of the incident report. Upon receipt of the incident report, Management conducts an investigation on its merit, subject to due process, and impose applicable penalties and sanctions thereafter.

Creditors' Rights

The Company shall respect agreements with creditors, manage loans according to lending objectives, ensure timely repayment of loans and interests, thoroughly honor loan conditions as agreed, and competently operate the business to assure creditors about the Company's healthy financial standing and loan repayment capabilities.

Supplier Selection

The Company adheres to the principles of healthy competition, equal opportunity and fair treatment of business partners. As such, selection of suppliers follows an open, competitive and non-discriminatory process. SM Prime implements a vendor enrolment process that screens qualifications of vendors/suppliers the Company will deal with. Such qualifications include the legality of entity or business, adequacy of financial strength, compliance with SM Prime policies such as conflict of interest disclosure requirements and ethical standards, and support to SM Prime's environmental missions, health, and safety culture.

Communication and Compliance

SM Prime understands that the continuous growth and development of its corporate governance culture rests on the promotion and awareness of the principles of good governance. As such, the Company continues to strengthen its training and orientation programs. Through the Human Resource Department's (HRD) orientation program, new employees are given an overview of the various components of SM Prime's Corporate Governance Framework, the Code of Ethics and related policies which are also contained in an internal portal for employees' easy access and reference. It also covers the importance of ethics in the business, informs employees of their rights and obligations, as well as the principles and best practices in the promotion of good work ethics. Relative to this, the HRD, on an annual basis, requires all employees to re-take the 3-part Corporate Governance program. This specifically includes the following:

- Confirmation – to confirm that employees have read and understood and agree to comply with the Company's Code of Ethics, Insider Trading Policy, Conflict of Interest Policy, and Guidelines on Acceptance of Gifts and Travel Sponsored by Business Partners (Anti-Corruption Policy), among others.
- Disclosure Survey - to disclose each employees' affiliations, interests, relationships, and/or transactions which are relevant for full disclosure of all actual, apparent or possible conflicts of interest.
- e-Learning Courses (self-paced learning) - to be familiarized with the provisions of the Code of Ethics and other specific policies in upholding corporate governance in the workplace.

ENTERPRISE RISK MANAGEMENT

SM Prime follows an eight-step Risk Management Approach, which starts from the identification and prioritization of risks to the assessment of risk interrelationship and analysis of the sources of risks, then to the development of risk management strategies and action plans, and ultimately, to the monitoring and continuous improvement of the risk management process.

The Board, through its Risk Oversight Committee (ROC), is responsible for the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness. On a quarterly basis, the ROC is updated on the status of risk management and risk mitigation plans of the Company. Action plans to mitigate risks include investment in technology, provision of continuous training to employees, the performance of regular audits, establishment, and implementation of policies for a strong IT governance, and constant partnerships with various stakeholders.

The Board puts emphasis on prudent IT risk management. It ensures adequate control measures are in place to protect the confidentiality, integrity, and availability of all physical and electronic information assets of the Company to make certain that regulatory, operational, and contractual requirements are satisfied. In terms of cyber security management, the Company has adopted globally accepted standards to employ similar approaches of cyber security strategies within the organization.

DISCLOSURE AND TRANSPARENCY

SM Prime is committed to providing its stockholders and the public, timely and accurate information about the Company and its business. In accordance with this, SM Prime regularly updates its website and practices full and prompt disclosure of all material information. The website has a separate Corporate Governance section that features, among others, the Revised Manual on Corporate Governance, Annual Corporate Governance Report, and Scorecard, Code of Ethics and other relevant policies, programs and important information. SM Prime also publishes a separate Environmental, Social and Corporate Governance Report, which highlights its policies and programs on corporate governance, social responsibility, and environmental sustainability, among others.

Moreover, the Investor Relations Department is tasked with a program of proactive, uniform and appropriate communication through full disclosure in compliance with the regulatory bodies and serves as the main avenue of communication between the Company and its various stakeholders. Likewise, the Company conducts regular briefings and meetings with investors, analysts and the press to keep them updated on the Company's various projects, as well as its financial and operational results. The presentation materials used in these briefings, as well as the Company's SEC and PSE reports and annual reports, may be viewed and downloaded from its website.

RIGHTS, ROLES AND PROTECTION OF STAKEHOLDERS

The Revised Manual on Corporate Governance asserts the rights of stockholders and protection of minority interests. It is the duty of directors to promote stockholder rights, remove impediments to the exercise of these rights and allow possibilities for stockholders to seek redress for violation of their rights.

Rights of Shareholders

Voting Right

All stockholders are entitled to vote following the one-share-one-vote system. Stockholders, whether individual or institutional, through their representative, are encouraged to personally attend the Annual Stockholders' Meeting to exercise their voting right, thereby allowing them to individually elect candidates to the Board of Directors and vote on matters requiring stockholder approval. Nevertheless, proxy voting is permitted and is facilitated through proxy forms available in the Company's website and distributed to stockholders along with the Notice of Meeting.

Inspection Right and Access to Information

All stockholders are given the right to inspect corporate books and records at reasonable hours on business days in accordance with the Corporation Code of the Philippines and be furnished with copies of the Company's Annual Report and financial statements. Stockholders may also request the Company to provide periodic reports about its directors and officers, as well as matters for which Management is accountable. Moreover, minority shareholders are granted the right to propose the holding of

Corporate Governance

a meeting, and the right to propose items in the agenda of the meeting provided the items are for legitimate business purposes, and in accordance with law, jurisprudence and best practices.

Right to Dividend

The Board determines the dividend payout taking into consideration the Company's operating results, cash flows, capital investment needs and debt servicing requirements. The Company's dividend policy is to declare annual cash dividends equivalent to 30%-35% of prior year earnings and will endeavor to continue doing so while ensuring financial flexibility. Dividends shall be paid within thirty (30) days from the date of declaration.

Appraisal Right

Stockholders may exercise their appraisal right or the right to dissent and demand payment of the fair value of their shares pursuant to Section 81 of Corporation Code of the Philippines. Procedures for the exercise of this right are provided in Notice of Meeting.

Employee Welfare

All officers and employees are to be selected, engaged, and compensated based on qualification and performance. Employees are treated fairly and accorded with respect and dignity. The Company ensures that individual and collective rights are not violated. The Company also maintains a safe, productive and conducive workplace and comply with all applicable health, safety, and environmental laws. In this regard, company employees are covered by rules against the use of prohibited drugs and working under the influence of liquor. Opportunities for career advancement are provided based on clear performance and qualifications criteria.

Business Continuity

The Company ensures that risk management and control structures and procedures are in place to safeguard its workforce, operations, and customers against emergencies and natural and manmade disasters which includes the implementation of Business Continuity Management System (BCMS). The BCMS aims to maintain the reputation, meet the commitments, and ensure the continued operation of the organization especially the critical business functions with even greater speed, skill and confidence by effectively providing a framework in identifying the potential business threats, their impacts to the organization and implementing appropriate controls.

Training and Employee Development

The Company provides learning and development opportunities regularly for professional growth, covering topics such as Supervisory Development Skills, Coaching for Performance, Code of Ethics, and other values and leadership related programs.

For governance related issues or concerns, stakeholders may refer to:

Marvin Perrin L. Pe
Vice President – Enterprise Risk Management
and Corporate Governance

10th Floor, Mall of Asia Arena Annex Building, Coral Way,
Mall of Asia Complex, Pasay City, Philippines

E: corpgovernance@smprime.com

Board of Directors



MR. HENRY SY, SR.



MR. HENRY T. SY, JR.



MR. JOSE L. CUISIA, JR.



MR. GREGORIO U. KILAYKO



MR. JOSELITO H. SIBAYAN



MR. HANS T. SY



MR. JEFFREY C. LIM



MR. JORGE T. MENDIOLA



MR. HERBERT T. SY

MR. HENRY SY, SR. - [Chairman Emeritus](#)
Mr. Henry Sy, Sr. is the Chairman Emeritus of the Board of Directors of SMPH. He was the Chairman of the Board of Directors of SMPH since 1994 until April 2014. He is the founder of the SM Group and is currently, Chairman Emeritus of SM Investments Corporation (SMIC), SM Development Corporation (SMDC), Highlands Prime, Inc. (HPI) and BDO Unibank, Inc. and Honorary Chairman of China Banking Corporation. He opened the first ShoeMart store in 1958 and has been at the forefront of SM Group's diversification into five lines of businesses – shopping malls, retail, financial services, real estate development and tourism oriented entities such as but not limited to hotels and convention centers. Mr. Sy earned his Associate of Arts Degree in Commerce Studies at Far Eastern University and was conferred an Honorary Doctorate in Business Management by De La Salle University.

MR. HENRY T. SY, JR. - [Chairman](#)
Mr. Henry T. Sy, Jr. has served as Director since 1994. 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. At present, he is Vice Chairman of SM Investments Corporation, Chairman and Chief Executive Officer of SM Development Corporation, Chairman of Highlands Prime Inc., Chairman of Pico de Loro Beach and Country Club Inc., and President of The National Grid Corporation of the Philippines. He holds a Bachelor's Degree in Management from De La Salle University.

MR. JOSE L. CUISIA, JR. - [Vice Chairman and Lead Independent Director](#)
Mr. Jose L. Cuisia, Jr. has served as Vice Chairman and Independent Director of the Board of Directors of SM Prime since 1994. He was appointed Lead Independent Director of the Company in February 2017. From 2011 to 2016, he took his official diplomatic post as Ambassador Extraordinary and Plenipotentiary to the United States of America. He was the former President and Chief Executive Officer of the Philippine American Life and General Insurance Company from 1993 to 2009. Mr. Cuisia also served as Governor of the Bangko Sentral ng Pilipinas from 1990 to 1993, and as Administrator of the Social Security System from 1986 to 1990. He was also the former Chairman of the Board of Far East Bank and Trust Co. and Union Bank, and President of Insular Bank of Asia & America. He graduated with a Bachelor's Degree in Commerce, Major in Accounting and Bachelor of Arts, Major in Social Sciences from De La Salle University and took his Masters in Business Administration at the prestigious Wharton School of the University of

Pennsylvania. Mr. Cuisia is a recipient of numerous awards and accolades. In February 2016, he was conferred the Order of the Sikatuna with the rank of Grand Cross by President Benigno S. Aquino III. Before returning to the Philippines, he was recognized with the 2016 Carlos P. Romulo award by the US-Philippines Society. In 2016, Mr. Cuisia was recognized as one of the Ten Outstanding Filipino (TOFIL) Awardee by the JCI Senate and ZAZ Foundation. In 2015, he was awarded the Lifetime Contributor Award by the Asia CEO Forum. In 2011, he received the "Joseph Wharton Award for Lifetime Achievement" by the prestigious Wharton Club of Washington, DC. He was recognized as the 2007 Management Man of the Year awardee of the Management Association of the Philippines; a Distinguished La Sallian Awardee and the Manuel L. Quezon Awardee for Exemplary Governance in 2006; the Asia Insurance Personality of the Year awardee in 2005; and the Raul Locsin CEO of the Year awardee in 2004. He was also cited as one of the Ten Most Outstanding Young Men of the Philippines in 1982.

MR. GREGORIO U. KILAYKO - [Independent Director](#)
Mr. Gregorio U. Kilayko has served as an Independent Director of SM Prime since 2008. He is the former Chairman of ABN Amro's banking operations in the Philippines. He was the founding head of ING Baring's stockbrokerage and investment banking business in the Philippines and a Philippine Stock Exchange Governor in 1996 and 2000. He was a director of the Philippine Stock Exchange in 2003. He took his Masters in Business Administration at the Wharton School of the University of Pennsylvania.

MR. JOSELITO H. SIBAYAN - [Independent Director](#)
Mr. Joselito H. Sibayan has served as an Independent Director of the Company since 2011. He has spent the past 30 years of his career in investment banking. From 1987 to 1994, and after taking his Master of Business Administration from University of California in Los Angeles, he served as Head of International Fixed Income Sales at Deutsche Bank in New York and later moved to Natwest Markets to set up its International Fixed Income and Derivatives Sales/Trading operations. He then moved to London in 1995 to run Natwest Market's International Fixed Income Sales Team. He is currently the President and CEO of Mabuhay Capital Corporation (MC2), an independent financial advisory firm. Prior to forming MC2 in 2005, he was Vice Chairman, Investment Banking - Philippines and Country Manager for Credit Suisse First Boston (CSFB). He helped establish CSFB's Manila representative office in 1998, and later oversaw the transition of the office to branch status.

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

MR. JEFFREY C. LIM - [Director](#)
Mr. Jeffrey C. Lim was elected President of SM Prime on October 2016. He is a member of the Company's Executive Committee. He also serves as President of SM Development Corporation. He was elected to the Board of Directors of SM Prime in April 2016. He is also a Director of Pico de Loro Beach and Country Club Inc. and 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.

MR. JORGE T. MENDIOLA - [Director](#)
Mr. Jorge T. Mendiola has served as a Director of the SM Prime since 2012. He is currently the President 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.

MR. HERBERT T. SY - [Director](#)
Mr. Herbert T. Sy has served as Director of SM Prime since 1994. He is an Adviser to the Board of SM Investments Corporation and is currently the Vice Chairman of Supervalu Inc., Super Shopping Market Inc. and Sanford Marketing Corporation, and Director of China Banking Corporation. He also sits in the Board of several companies within the SM Group. He has worked for more than 30 Years in companies within the SM Group engaged in food retailing, rubber manufacturing, car service and car accessories and banking. He is 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.

Corporate Executives

HENRY T. SY, JR. Chairman	JOSE MARI H. BANZON Head, Residential (Primary)
JEFFREY C. LIM President	SHIRLEY C. ONG Head, Residential (Leisure)
HANS T. SY Chairman of the Executive Committee	RUSSEL T. SY Head, Commercial Properties Group
JOHN NAI PENG C. ONG Chief Finance Officer and Compliance Officer	MA. LUISA E. ANGELES Head, Hotels and Convention Centers
CHRISTOPHER S. BAUTISTA Vice President – Internal Audit	ELMER B. SERRANO Corporate Secretary
ANNA MARIA S. GARCIA Head, Malls	ARTHUR A. SY Assistant Corporate Secretary

Awards and Accolades

➡ SM PRIME ⬅		
Best Investor Relations Program – Listed Companies 2017 PSE Bell Awards for Excellence in Corporate Governance	Icon on Corporate Governance 12th Corporate Governance Asia Recognition Awards	ASEAN Enterprises Entering China China-ASEAN Business Council (CABC)
Best Investor Relations Company 7th Asian Excellence Awards	Excellence in Governance, Corporate Social Responsibility and Investor Relations - Platinum Awardee The Asset Corporate Awards	Asia's Best Chief Executive Officer 7th Asian Excellence Awards Jeffrey C. Lim
Best Environmental Responsibility 7th Asian Excellence Awards	2016 Top Ten Successful	
➡ MALLS ⬅		
Gold Certification - Leadership in Energy and Environmental Design (LEED) U.S. Green Building Council SM Aura Premier	Platinum Award – Strategic Communications MARCOM Awards Pyromusical Competition, SM Mall of Asia	Key Study and Demonstration Project Mall China Community Shopping Center Awards 2017 SM City Chengdu
Gold Award – Public Relations and Events International Council of Shopping Centers (ICSC) Foundation SM Lifestyle Center – Paper Art	Gold Award – Strategic Communications MARCOM Awards International Day of Happiness, SM Mall of Asia	Shopping Center of the Year Finalist (Large Category) Philippine Retailers Association (PRA) SM Southmall
Gold Award - Integrated Digital Campaigns International Council of Shopping Centers (ICSC) Foundation SM Supermalls - Viber Sticker Campaign	Gold Award – Corporate Social Responsibility MARCOM Awards E-Illuminart, SM City Marilao	Shopping Center of the Year – Medium Category Philippine Retailers Association SM City Naga
Gold Stevie Award for Innovation in Consumer Events Asia-Pacific Stevie Awards Pokemon Go Lure Party, SM Supermalls	The Visual Merchandising (VM) Christmas Awards Shopping Centers, Town Centers and Airports Category, SM Mall of Asia	Shopping Center of the Year Finalist Philippine Retailers Association SM City Molino
Gold Stevie Award for General Information and General Utility Apps Asia-Pacific Stevie Awards SM Mobile App ‘Download and Win’ campaigns, SM Supermalls	South Asia & The Pacific 2017 Special Prize for Interior Shopping Malls 2017 Prix Versailles World Architecture Awards S Maison	Silver Compliance 2017 Apolinario Mabini Award - PWD Friendly Establishment of the Year SM Seaside City Cebu
Bronze Stevie Award for Innovation in Live Entertainment Asia-Pacific Stevie Awards Castaway 3 Music Festival, SM City Pampanga, SM City Clark, SM City San Fernando Downtown	Commercial Plan Innovation Award Mall China Golden Mall Awards 2017 SM City Tianjin	Bronze Compliance 2017 Apolinario Mabini Award - PWD Friendly Establishment of the Year SM City Cabanatuan, SM City Clark, SM City Cauayan, SM City BF Parañaque
Platinum Award – Strategic Communications MARCOM Awards Pokemon GO Lure Party, SM Mall of Asia	Marketing Award Mall China Golden Mall Awards 2017 SM Lifestyle Center	Special Award 2017 Apolinario Mabini Award - PWD Friendly Establishment of the Year SM City San Lazaro, SM City Rosario

➡ MALLS ⬅		
Special Awards 2017 Don Emilio Abello Energy Efficiency Awards SM Center Pasig, SM City Bacoor, SM City Marikina, SM City Cebu, SM City Masinag	Citation Awards 2017 Don Emilio Abello Energy Efficiency Awards SM City Manila, SM Mall of Asia, SM City Fairview, SM City Clark, SM Southmall, SM Delgado, SM Harrison	Environmental Award for Practicing And Sustaining Best Practices In Adherence To RA 9003 Department of Environment and Natural Resources SM City Baguio
➡ RESIDENCES ⬅		➡ OFFICES ⬅
Best Leisure Development in the Philippines Asia Pacific Property Awards 2017 Tagaytay Highlands	Bronze Benchmarked 2017 EarthCheck Company Standard Hamilo Coast	ASEAN Energy Awards 2017 Don Emilio Abello Energy Efficiency Awards FiveE-Com Center
Best Residential Development (Resort) Philippines Property Awards 2017 Woodridge Place - Tagaytay Highlands	Best Affordable Condominium Award Lamudi 2017 Property Awards Trees Residences	Special Awards 2017 Don Emilio Abello Energy Efficiency Awards TwoE-Com Center
➡ HOTELS ⬅		
Gold Certification Leadership for Energy and Environmental Design (LEED) Conrad Manila	F&B Masters 2017-2018 Competition Winner F&B Team, Conrad Manila	Tourism Excellence Award Department of Tourism Taal Vista Hotel
Best City Hotel, Best Convention Hotel, Best Wedding Hotel, Best Large Hotel International Property Awards Conrad Manila	2017 Top 20 Best Restaurants Philippine Tatler Best Restaurants 2017 China Blue by Jereme Leung, Brasserie on 3, Conrad Manila	Pillar of Tourism Award Department of Tourism Taal Vista Hotel
ASEAN Green Hotel Award ASEAN Tourism Standards Awards Conrad Manila	Global Recognition World Luxury Restaurant Awards 2017 China Blue by Jereme Leung	Tourism Excellence Award Department of Tourism Pico Sands Hotel
ASEAN MICE Venue Hotel ASEAN Tourism Standards Awards Conrad Manila	ASEAN MICE Venue Hotel ASEAN Tourism Standards Awards Radisson Blu Cebu	TripAdvisor Certificate of Excellence 2017 Certificate of Excellence Park Inn by Radisson Clark
Continent Winner for Luxury Banquet/Event Hotel and Luxury Gourmet Hotel 2017 World Luxury Awards Conrad Manila	TripAdvisor Travelers' Choice Award 2017 Travelers' Choice Award Radisson Blu Cebu	➡ SM CARES ⬅
Best Suite with a View - Philippines 2017 ANC's Executive Class Travel Awards Conrad Manila	2017 Philippine's Best Restaurants Guide Philippine Tatler Feria, Radisson Blu Cebu Taza, Taal Vista Hotel	International Council of Shopping Centers (ICSC) Foundation 2017 Asia Pacific Community Support Award SM Cares Housing Project for Haiyan Survivors

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