

*(For approval by the stockholders at the annual stockholders' meeting in 2021)*



**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING**

**April 22, 2020, Wednesday, 9:00 a.m.**

**Conducted virtually via <https://asm.ayala.com/ALI2020>**

	No. of Outstanding and Voting Shares	Percentage of Total
<b>Shareholders Present:</b>	<b>23,309,150,062</b>	<b>83.890%</b>

**Directors Present:**

Fernando Zobel de Ayala	<i>Chairman of the Board Chairman, Executive Committee Member, Personnel and Compensation Committee</i>
Jaime Augusto Zobel de Ayala	<i>Vice Chairman of the Board Member, Executive Committee</i>
Bernard Vincent O. Dy	<i>President and Chief Executive Officer Member, Executive Committee Member, Sustainability Committee</i>
Antonio T. Aquino	<i>Member, Executive Committee Member, Audit Committee Member, Risk Oversight Committee</i>
Arturo G. Corpuz	<i>Chairman, Sustainability Committee</i>
Delfin L. Lazaro	<i>Member, Executive Committee</i>
Jaime C. Laya	<i>Lead Independent Director Chairman, Audit Committee Member, Risk Oversight Committee Member, Related Party Transactions Review Committee Member, Sustainability Committee Member, Corporate Governance and Nomination Committee</i>
Rizalina G. Mantaring	<i>Chairman, Risk Oversight Committee Member, Audit Committee Member, Related Party Transactions Review Committee Member, Corporate Governance and Nomination Committee Member, Personnel and Compensation Committee</i>
Cesar V. Purisima	<i>Chairman, Personnel and Compensation Committee Chairman, Corporate Governance and Nomination Committee Chairman, Related Party Transactions Review Committee</i>

**Others present:**

Rex Ma. A. Mendoza<sup>1</sup>  
Sherisa P. Nuesa<sup>2</sup>

**1. Call to Order**

After the national anthem, the Chairman, Mr. Fernando Zobel de Ayala, called the meeting to order at 9:00 a.m. He welcomed the stockholders, members of the Board, the President, other officers and representatives of external auditor of the Corporation. He stated at the outset that the Corporation is holding the meeting in virtual format, for the first time in its history, because of the current health crisis. He then welcomed the stockholders, who have joined the live webcast of the proceedings, and thanked the shareholders who were participating in the meeting through the voting in absentia system or their appointment of the Chairman as proxy. The Chairman introduced the directors and officers who joined in the meeting, namely: Jaime Augusto Zobel de Ayala (Vice-Chairman), Bernard Vincent O. Dy, (President and Chief Executive Officer), Jaime C. Laya (Lead Independent Director and Chair of the Audit Committee), Cesar V. Purisima (Independent Director and Chair of the Corporate Governance and Nomination Committee), Augusto D. Bengzon (Chief Finance Officer, Treasurer and Chief Compliance Officer), Solomon M. Hermosura (Corporate Secretary), June Vee D. Monteclaro-Navarro (Assistant Corporate Secretary), and Michael Anthony Garcia (Head of Investor Communications and Compliance Division). He also acknowledged the other members of the Board, and other officers, and representatives of SyCip Gorres Velayo & Co. (SGV), the Corporation's external auditor, who joined the meeting through the live webcast.

**2. Notice of Meeting**

The Secretary, Mr. Solomon M. Hermosura, certified that the Notice of the meeting and the Definitive Information Statement (DIS) were sent on March 30, 2020 to all stockholders of record as of March 6, 2020 in three (3) ways: first, by email to all stockholders who have provided their e-mail addresses, second, by posting on the Corporation's website and third, by disclosure in the Philippine Stock Exchange. In addition, the Notice was published on April 13, 2020, in the Philippine Daily Inquirer, a newspaper of general circulation. Accordingly, the stockholders have been duly notified in accordance with the By-Laws and applicable rules, including the Corporation's Internal Guidelines on Participation in Stockholders' Meeting by Remote Communication and Voting in Absentia under Extraordinary Circumstances, which are embodied in the Corporation's Definitive Information Statement that the Securities and Exchange Commission approved.

**3. Certification of Quorum**

The Secretary certified that there was a quorum for the meeting with stockholders owning 23,309,150,062 shares or 83.890% of the total outstanding shares, present in person or by proxy. The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares
Appointment of the Chairman as proxy	83.8294%

<sup>1</sup> Nominee for independent director.

<sup>2</sup> Nominee for independent director.

Voting in absentia	0.0006%
Remote Communication	0.0603%

Additionally, there were 571 viewers of the live webcast of the meeting.

#### **4. Instructions on Rules of Conduct and Voting Procedures**

The Chairman noted that although the Corporation is holding the meeting in a virtual format because of government regulations that prevent the holding of in-person meetings, it strived to provide the shareholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting.

Thereafter, the Secretary explained that the rules of conduct and the voting procedures are set forth in the DIS and in the Explanation of Agenda Items, which forms part of the Notice of the Annual Stockholders' Meeting. He emphasized the following points:

- (i) Stockholders who registered under the Voting in Absentia & Shareholder (VIASH) system or who notified the Corporation by email of their intention to participate in the meeting by remote communication may send their questions or comments at [corporatesecretary@ayalaland.com.ph](mailto:corporatesecretary@ayalaland.com.ph).
- (ii) Questions or comments received before 9:30 a.m. will be read aloud and addressed during the Question and Answer period, which will take place after other matters. Management will reply by email to questions and comments not taken up during the meeting.
- (iii) There are five (5) resolutions proposed for adoption by the stockholders, each of which will be shown on the screen as the same is being taken up.
- (iv) Stockholders could cast their votes on the proposed resolutions and in the election of directors beginning April 2, 2020 through the VIASH system with the polls remaining open until the end of the meeting for stockholders using said system.
- (v) The votes cast as of April 13, 2020, after the proxy validation process and after the deadline for registration under the VIASH system, have been tabulated. The votes were from stockholders owning 23,292,221,733 voting shares representing 99.94% of the total voting shares represented in the meeting and 83.83% of the total outstanding voting shares, which preliminary tabulation will be referred when reporting the voting results during the meeting. However, the results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, will be reflected in the minutes.

#### **5. Approval of the Minutes of the 2019 Stockholders' Meeting**

The Chairman then proceeded with the approval of the minutes of the annual stockholders' meeting held on April 24, 2019. An electronic copy of the minutes was posted on the website of the Corporation.

The Secretary presented Resolution No. S-01-2020, as proposed by management, and based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

#### **Resolution No. S-01-2020**

**RESOLVED**, to approve the minutes of the annual stockholders' meeting held on April 24, 2019.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the adoption of Resolution No. S-01-2020 providing for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Shares Voted	23,292,385,137	-	-
% of Shares of Shareholders Present	99.928%	0%	0%

## 6. Annual Report of Officers

### Message from the Chairman

The Chairman acknowledged that the Corporation has remained resilient and resolute in its singular goal of enhancing land and enriching the lives of more Filipinos as demonstrated by its investments and building of more projects across the country in 2019. He reported that the Corporation continued to benefit from the positive momentum of the Philippine economy, from the government's infrastructure spending, and from the fundamental growth drivers such as the BPO revenues and overseas Filipino remittances. In 2019, the Corporation's net income grew by 13% to Php33.2 Billion, and it continued to allocate significant resources to contribute to the development of new growth centers which in turn helped promote growth and progress to more people across the country. The Corporation spent Php108.7 Billion in capital expenditure (CAPEX) in 2019, equivalent to 64% of its revenues amounting to Php168.8 Billion, as it continued to develop large-scale masterplanned mixed-use estates bringing the total estates to 29 located in different parts of the country. In 2019, the Corporation established three (3) new estates, namely: ALVEO Broadfield in Biñan, Laguna, Cresendo in Tarlac City, and The Junction Place in Quezon City, and launched 48 new projects worth Php158.9 Billion, equivalent of close to 95% of its gross revenues.

The Chairman further reported that the Corporation will continue its efforts to protect the environment, which is an integral and core aspect of its business model. The Corporation has reduced emissions from its commercial properties by 72%, on track with its carbon-neutrality target by 2022. In addition, the Corporation doubled the number of its green building portfolio to 10 Leadership in Energy and Environmental Design-certified buildings as of end-2019. Two (2) processing facilities, one in Arca South and the other in Lio Palawan, were opened to convert plastic waste in the Corporation's properties into inputs for eco-bricks and eco-pavers to be used in its developments.

In closing, the Chairman also thanked the Management and staff for their dedication and hard work and expressed how proud he is of their high engagement in the many communities that the Corporations serves, providing opportunities for employment, livelihood, and productivity while ensuring health and safety. He likewise thanked the President and Chief Executive Officer (CEO) whose leadership has sustained the Corporation as a dominant player in the Philippine property industry, the Board of Directors for their guidance, and the stakeholders for the continued trust and support to the Corporation.

As a parting thought, the Chairman expressed that the Corporation is doing everything it can to support its employees and is reaching out to help some of the most vulnerable communities in the country during this time of enormous economic, health, and social challenges brought about by the COVID-19 pandemic. He noted that the Corporation remains optimistic of the long-term prospects as it continues to develop, innovate, and build for its many stakeholders.

### President's Report

The President, Mr. Bernard Vincent O. Dy, began his report by emphasizing that the Corporation's commitment to advance the country's development goals is best demonstrated in its investments across the

various business lines, which build sustainable communities and create products and services that enable more Filipinos to partake in the benefits of economic growth and social progress. The President reported that in 2019, the Corporation continued to live up to this commitment as its investments translated into further expansion of its core businesses.

The President reported that, in 2019, the Corporation achieved revenues of Php168.8 Billion, 2% higher than the previous year while its net income reached Php33.2 Billion, 13% higher than the previous year, due to strong leasing revenues and commercial lot sales coupled with tight cost management. All these resulted in a return on equity (ROE) of 16.7%, the highest in the Philippine property sector. The President added that since the rollout of its 2020-40 plan in 2014, the organization has responded to the challenge and delivered significant growth over this period. From a net income of Php11.7 Billion in 2013, the Corporation has been able to increase its bottom line at a compounded annual growth rate (CAGR) of 19% by the end of 2019. The net income from property development increased at a CAGR of 17% while net income from commercial leasing advanced at a CAGR of 25%. Also, malls' gross leasable area (GLA) increased by 68% to 2.12 million square meters (sq.m.), offices' GLA doubled to 1.17 million sq.m., and the number of hotel and resorts rooms increased by 85% to 3,705 rooms. This consistent strong growth allowed the Corporation to disburse Php7.7 Billion in dividends in 2019, 3% higher than the previous year. The President also noted that the Corporation ensured the stability of its balance sheet through prudent cash management and optimal capital deployment thus, it ended 2019 with a net debt-to-equity ratio of 0.78:1, affirming its Triple-A credit rating. The President acknowledged that these results were made possible as the Philippine economy paved the way for steady progress.

The President further reported that macroeconomic factors have provided for an environment that is supportive of growth, enabling the Corporation to sustain its momentum and fulfill its vision of "enhancing land, enriching lives for more people." This is best demonstrated through the Corporation's investments in estate development, residential projects, commercial leasing, and other property-related businesses. In 2019, the Corporation spent a total of Php108.7 Billion in CAPEX and introduced the three (3) new mixed-use estates in Biñan, Laguna, Quezon City, and Tarlac City. Furthermore, the Corporation is investing a total of Php35 Billion for the buildup of these estates over the next few years to spur commercial activity, promote job generation, and foster community development. With these three (3) planned mixed-use projects, the President noted that the Corporation will have 29 estates nationwide, cementing its place as the largest mixed-use developer in the Philippines.

The President also reported that the Corporation launched Php158.9 Billion worth of projects for sale during the year, 85% of the launches were accounted for by residential products, with the balance composed of office units, commercial lots, and industrial land for sale. He also noted the progress in addressing the broader housing market served by Avida Land Corp., Amaia Land Corp., and BellaVita Land Corp. which delivered 11,476 units in 2019, a CAGR of 28% over the last five years. In commercial leasing, the Corporation opened new malls and retail spaces, capitalizing on strong local consumption while on office leasing segment, it completed various projects offering 70,000 sq.m. GLA to meet the demand requirements from various office locators. In addition, the Corporation opened 774 new rooms in its various hotels and resorts. In other leasing formats, Clock In, tripled its capacity to 1,404 seats by opening five (5) new branches while The Flats, opened a new branch and has 2,044 beds to serve young office professionals who require accessible and affordable housing within the central business districts. The Corporation also expanded its standard factory buildings and warehouses, now totaling 175,000 sq.m. of GLA as managed by its listed subsidiary, AyalaLand Logistics Holdings, Corp. (ALLHC).

The President also highlighted that the Corporation's ability to execute on these investments would not have been possible without its construction arm, Makati Development Corporation (MDC), which manages 193 ongoing projects and completed 44 projects as it continued to improve its safety, quality, and timely delivery performance. It has also significantly increased its design-and-build engagements, started to gear

up for prefabricated, prefinished volumetric construction, and produced 5,139 graduates in 2019 through its nine (9) local training facilities accredited by the Technical Education and Skills Development Authority. Complementing MDC is Ayala Property Management Corporation (APMC) which conducted 13,260 emergency response team drills, 192 night drills, and rolled out a centralized fire detection alarm monitoring system to ensure the safety of residents and tenants. In 2019, APMC achieved a “zero major fire incident” record across its 256 managed properties and an overall satisfaction rating of 89.1% from a survey of 5,786 respondents. Both MDC and APMC ensure that the Corporation is able to fulfill its customer commitments and maintain the quality of its completed projects over time.

The President also reported on the performance of its strategic investments in ALLHC, OCLP Holdings, Inc., and MCT Bhd.. He noted that through ALLHC, the Corporation was able to build further on its position as the largest industrial estate developer in the country. He added that OCLP Holdings, Inc. launched new projects in Ortigas Center and Capitol Commons and opened a new wing in its Estancia Mall while MCT Bhd. is preparing the launch of new projects in Petaling Jaya and Subang Jaya, Malaysia.

The President further stated that as of end-2019 the ALI Group has already offset 72% of its carbon emissions through a deliberate shift of 16 properties to renewable energy and allocating 586 hectares of the Group's landbank to become protected forests, in line with the Corporation's commitment to integrate sustainability in its day-to-day operations, as it embarks on its ambitious plan to offset the carbon footprint of all commercial assets by the year 2022. In addition, the Corporation rolled out new programs for waste management with the launch of its first eco hub in Arca South. In 2019, the facility was able to collect 32,000 kilograms of plastics and converted the sub particles into construction materials to be used in the Corporation's various developments. A second hub in Lio, Palawan was also introduced in the last quarter of 2019.

The President likewise reported that due to the global pandemic brought about by COVID-19, an overwhelming majority of the Corporation's business activities stopped overnight with the entire Luzon region and the major cities in Visayas and Mindanao placed under an enhanced community quarantine (ECQ). The Corporation's operations were brought to a standstill, with the exception of the BPO offices and hotels that continue to operate on a limited basis to accommodate current business needs. He expressed that the Corporation cannot ascertain yet the effect of the crisis on its businesses, but it will have a major impact on the short term and the performance for the year 2020 with high likelihood of a spillover into 2021. The Corporation is now in the process of adjusting its plans to ensure that it adapts quickly to its new reality and remain resilient throughout the crisis. He emphasized that one source of comfort is that the Corporation's balance sheet remains robust. He expressed confidence that this strength would enable the Corporation to weather the storm. The President also expressed pride that the Corporation has undergone an unprecedented period of growth, expanding its product lines and services to benefit more Filipinos, enhance their quality of life, and help bring economic activity to various growth centers in the country. The Corporation will start creating a plan to adapt to the unprecedented disruption resulting from the COVID-19 crisis.

In closing, the President thanked all his colleagues in the Corporation for their hard work, dedication, and commitment, and expressed confidence that the same team will allow the Corporation to overcome the challenges brought about by the pandemic. He noted that the Corporation will bounce back stronger and more united as a company and will remain “one despite the distance.” The President likewise thanked the Board of Directors for continued engagement, guidance and wisdom that has allowed the Corporation to achieve market leadership and thrive all these years. Finally, he expressed gratitude to the shareholders and stakeholders for the unwavering support and belief in the Corporation which inspires it to be of service to the Filipino people, and for standing by the Corporation as it continues its journey to enhance land and enrich lives for more Filipinos.

A visual presentation was shown simultaneously with the President's report, and the report of the President was followed by an audio-visual presentation.

As a parting thought, the President shared the Corporation's principles that have guided the way it does business which are: (i) taking care of the community, (ii) nurturing the environment, (iii) providing employment opportunities, and (iv) most importantly, the Corporation's brand of care, that is, being one with the Filipinos when it matters most.

Upon the request of the Chairman, the Secretary presented the following Resolution No. S-02-2020 (which was shown on the screen), which had been proposed by management, and reported the stockholders' approval of the same in accordance with the voting results:

**Resolution No. S-02-2020**

**RESOLVED**, to note the Corporation's Annual Report, which consists of the Message from the Chairman, the President's Report, and the audio-visual presentation to the stockholders, and to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2019, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the noting of the annual report and the approval of the 2019 consolidated audited financial statements of the Corporation and its subsidiaries together with the approval of Resolution No. S-02-2020 are as follows:

	For	Against	Abstain
Number of Shares Voted	23,278,115,937	1,136,100	13,133,100
% of Shares of Shareholders Present	99.867%	0.005%	0.056%

**7. Ratification of the acts of the Board of Directors and Officers**

The Chairman proceeded to the item on stockholders' ratification of all the acts and resolutions of the Board, the Executive Committee, and other Board Committees exercising powers delegated by the Board, which were adopted from April 24, 2019 until today. The Secretary explained that these acts and resolutions are reflected in the minutes of the meetings, and they include the election of officers and members of the various Board Committees, project launches, updating of the lists of authorized representatives and bank signatories, treasury matters, budget and funding plan, investments, declaration of cash dividends, renewal and establishment of credit facilities, share offering through a real estate investment trust company, and matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The Secretary further stated that Stockholders' ratification is also being sought for all the acts of the Corporation's officers performed in accordance with the resolutions of the Board, the Executive Committee and other Board Committees as well as the By-Laws, from April 24, 2019 to date. These acts were performed to implement the resolutions of the Board or its Committees, or as part of the Corporation's general conduct of business.

The Secretary reported that Resolution No. S-03-2020, as proposed by Management and shown on the screen, had been approved by the stockholders based on the preliminary tabulation of votes:

**Resolution No. S-03-2020**

**RESOLVED**, to ratify each and every act and resolution, from April 24, 2019 to April 22, 2020 (the "Period"), of the Board of Directors (the "Board"), the Executive Committee and

other Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed pursuant to the resolutions of the Board, the Executive Committee and other Board committees as well as pursuant to the By-laws of the Corporation.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the ratification of the acts of the Board of Directors and officers of the Corporation, and for the adoption of Resolution No. S-03-2020 are as follows:

	For	Against	Abstain
Number of Shares Voted	23,197,288,761	17,015,900	78,080,476
% of Shares of Shareholders Present	99.520%	0.073%	0.335%

## 8. Election of Directors

The next item in the agenda was the election of nine (9) members of the Board of Directors for the ensuing year. The Chairman requested Mr. Cesar V. Purisima, Chairman of the Corporate Governance and Nomination Committee, to explain this item.

Mr. Purisima informed the stockholders that, in accordance with the requirements of the Corporation's By-Laws, the Manual of Corporate Governance and the rules of the Securities and Exchange Commission, the following nominees were duly nominated to the Board of Directors of the Corporation for the ensuing term: Fernando Zobel de Ayala, Jaime Augusto Zobel de Ayala, Bernard Vincent O. Dy, Antonino T. Aquino, Arturo G. Corpuz, Rizalina G. Mantaring, Rex Ma. A. Mendoza, Sherisa P. Nuesa, and Cesar V. Purisima.

Mr. Mendoza, Ms. Mantaring, Ms. Nuesa and Mr. Purisima have been nominated as independent directors.

Mr. Purisima further stated that all nominees were ascertained by the Corporate Governance and Nomination Committee to be qualified to serve as directors of the Corporation and have given their consent to their respective nominations.

The Chairman requested the Secretary to disclose the results of the election.

The Corporate Secretary reported that each of the nine (9) nominees has garnered at least 22,655,483,160 votes. Given this, he certified that each nominee has received enough votes for election to the Board and that Resolution No. S-04-2020 for the election of the eleven nominees to the Board, which was shown on the screen, had been approved:

### **Resolution No. S-04-2020**

**RESOLVED**, to elect the following nominees as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

Fernando Zobel de Ayala  
Jaime Augusto Zobel de Ayala  
Bernard Vincent O. Dy  
Antonino T. Aquino  
Arturo G. Corpuz  
Rizalina G. Mantaring (*Independent Director*)  
Cesar V. Purisima (*Independent Director*)  
Rex Ma. A. Mendoza (*Independent Director*)  
Sherisa P. Nuesa (*Independent Director*)



The Chairman expressed his gratitude to Mr. Jaime C. Laya, who has been the Lead Independent Director of the Corporation for two (2) years, has served as independent director for nine (9) years, and brought an enormous amount of knowledge and experience to the Board from his many years in the public and private sectors. He also thanked Mr. Delfin L. Lazaro, who has served as a non-executive director of the Corporation since 1996 or a total of 23 years and who also brought his many years of experience to the Board and guided it through critical moments in the growth of the Corporation. He further extended his gratitude to Mr. Laya and Mr. Lazaro for providing so much of their time and wisdom, throughout all these years.

The Chairman then welcomed Ms. Sherisa P. Nuesa and Mr. Rex Ma. A. Mendoza, and thanked them for their willingness to serve as independent directors of the Corporation.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the final votes received by the nominees are as follows:

<b>Director</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. Fernando Zobel de Ayala	22,667,030,837	576,464,240	48,890,060
2. Antonino T. Aquino	22,686,841,931	596,249,346	9,293,860
3. Jaime Augusto Zobel de Ayala	22,655,646,564	587,848,513	48,890,060
4. Bernard Vincent O. Dy	23,154,640,192	114,257,085	23,487,860
5. Arturo G. Corpuz	23,023,025,764	260,065,513	9,293,860
6. Rizalina G. Mantaring	23,243,985,027	26,516,550	21,883,560
7. Rex Ma. A Mendoza	23,197,472,468	87,223,109	7,689,560
8. Sherisa P. Nuesa	23,116,455,970	168,239,607	7,689,560
9. Cesar V. Purisima	23,090,813,986	179,687,591	21,883,560

## **9. Election of External Auditor and Fixing of its Remuneration**

Upon the request of the Chairman, Mr. Jaime C. Laya, Chairman of the Audit Committee, informed the stockholders that the Committee evaluated the performance of the Corporation's external auditor, SGV, for the past year and found it satisfactory. Thus, the Committee and the Board agreed to endorse the election once again of SGV as the external auditor of the Corporation for the current fiscal year for an audit fee of Pesos: Four Million Six Hundred Thousand Pesos (Php4,600,000.00), exclusive of value-added tax and out of pocket expenses.

The Secretary presented Resolution No. S-05-2020 for the election of the Corporation's external auditor and fixing of its remuneration and reported that there were enough votes received for the approval of said resolution, which was shown on the screen:

### **Resolution No. S-05-2020**

**RESOLVED**, as endorsed by the Board of Directors, to approve the election of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2020 for an audit fee of Four Million Six Hundred Thousand Pesos (PhP4,600,000.00), exclusive of value-added tax and out of pocket expenses.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes on the election of SGV as external auditor of the Corporation, the approval of its audit fee and the adoption of Resolution No. S-05-2020 are as follows:

	For	Against	Abstain
Number of Shares Voted	23,192,386,892	85,804,521	14,194,924
% of Shares of Shareholders Present	99.499%	0.368%	0.061%

## 10. Other Matters

After confirming with the Secretary that there were no other matters that require consideration by the stockholders, the Chairman requested Michael Anthony Garcia, Head of Investor Communications and Compliance Division of the Corporation, to read aloud the questions and comments together with the names of the stockholders who sent them.

The first question read by Mr. Garcia was from Mr. Victor Ahorro, who asked how has COVID-19 affected the business operations of the Corporation and what are its plans moving forward. The Chairman referred the question to the President and CEO, Mr. Dy, who noted that although many of the Corporation's revenue generating businesses have been significantly affected by ECQ, the Corporation continues to manage and support its communities and customers. As illustrations, Mr. Dy reported that: (i) APMC is in full operations, continuing to serve the Corporation's customers in various residential communities and estates with 7,000 people deployed in various communities staying on site since the ECQ started, and which has activated COVID-19 crisis committees in each homeowner's associations; (ii) more than 90% of the offices continue to operate primarily for BPO locators; (iii) 9 out of 11 hotels are also under limited operations to serve the housing requirements of BPO employees; (iv) malls are closed, except for essential services such as supermarkets, pharmacies, and clinics; (v) the customer relations group continue to service property buyers for any queries they may have; and (vi) the employees, who are not on-site continue to work from home, made possible by the digitalization initiatives implemented over the past two years. Mr. Dy further noted that the priority of the Corporation post ECQ is the safety of its employees and customers, and that that management is currently finalizing strict safety protocols that will be in place before returning to full operations.

Ms. Victoria Frejas also emailed questions regarding the impact of the prolonged lockdown on the financial performance for the year, and also on the Corporation's liquidity and balance sheet and if it can withstand a major slowdown. The Chairman endorsed the first questions to the President and CEO and the second question to the Chief Finance Officer and Treasurer, Mr. Augusto D. Bengzon. In reply to the first question, Mr. Dy stated that the financial performance of the Corporation will be significantly affected in 2020 and that during the ECQ, management has seen significant lost revenues from most of the business lines as the economy practically stood still. He added that management is now planning to restart various businesses post ECQ with buildup expected to be gradual and will take time, but he also expressed that management is hopeful that once the pandemic is addressed, the Corporation's products will continue to be well positioned to benefit from the renewed growth of the Philippine economy. On the other hand, in reply to the second question, Mr. Bengzon noted that the priority of the Corporation is to ensure that it has ample liquidity and with this, management mandated all business units to focus only on essential expenditures and projects in 2020 and rationalize some investments and potential land acquisitions. With the overall market sentiment, Mr. Bengzon added that the Corporation has also decided not to launch any new projects in 2020 as it has ample projects in the pipeline to sell once the situation normalizes given the Php158.9 Billion worth of projects launched in 2019, equivalent to 16.6 months' worth of inventory. Furthermore, Mr. Bengzon reported that management recognizes that the Corporation may miss out on some opportunities but, the decision not to launch projects this year was made to ensure that the Corporation is in a healthy financial position during this crisis and for the rest of 2020. He mentioned that the Corporation's capital expenditures will be reduced to Php70 Billion from the original estimate of more than Php100 Billion, which will provide flexibility for net cash flows from operations, settle interest obligations during the year without the need to raise additional incremental debt, and refinance short-term loans and pay down a portion of debt obligations this 2020. He emphasized that with Php18 Billion in cash, unutilized credit lines of

Php25 Billion, and action plans in place for prudent cost monitoring and capital allocation, and conservative debt management, the balance sheet of the Corporation will remain robust to enable the Corporation to weather the storm and bring it forward as the overall economic environment improves.

The last question was from Mr. Mark Mulingbayan, who asked how is the Corporation helping its stakeholders during these difficult times. The Chairman replied that the Corporation: (i) allocated Php2.6 Billion in rent condonation for mall merchants throughout the one-and-a-half-month duration of the ECQ, (ii) provisioned Php600 Million in financial assistance to help, during this crisis, 78,000 inorganic employees composed mainly of employees of service providers, construction workers, security and maintenance personnel, (iii) created the “ALI Pays It Forward” campaign within the organization and through this, raised Php82.6 Million contributions from the ALI Group employees with a 99.9% employee participation rate intended to support Caritas Manila and three (3) designated public hospitals to fight the disease, namely: Philippine General Hospital, The Lung Center of the Philippines, and Dr. Jose N. Rodriguez Memorial Hospital, and (iv) MDC has been actively involved in the conversion of the World Trade Center to become a temporary 500-bed facility for COVID-19 patients complete with examination rooms, nurse stations, doctors’ work areas and medical staff quarters, and headed the fit-out construction of this 9,700-sq.m. open space in a span of seven (7) days. In relation to the last item, the Chairman further reported that this initiative was made possible through the collective effort of the Ayala Group which was able to pool Php46.4 Million for this project. Globe funded a large portion of the construction cost and provided unlimited WiFi while Manila Water Company, Inc. built 27 private cubicle shower areas for patients and converted ten (10) container vans for medical workers. Integrated Microelectronics, Inc. provided two (2) sanitation booths at the entrance and another two (2) at the exit while AC Energy, Inc. donated 500 bedframes and pillows and will cover 50% of electricity cost. The Chairman emphasized that the Ayala Group did this together with the ICCP Group and Manila Exhibition Center, Inc., which will be providing free rent, toiletries, security and janitorial services. Collectively, the Ayala Group’s partners contributed Php29.5 Million to this initiative and this project was supported by the Bases Conversion and Development Authority and the National Government. The Chairman reported that the Ayala Group turned over the completed facility last April 14, 2020 to the Armed Forces of the Philippines Health Service Command, who will serve as its medical operator. As a parting thought, the Chairman shared a short video on how the Corporation, its employees, and its partners have worked together and shown solidarity with the rest of the nation in trying to contain and stop the pandemic. The Chairman expressed his gratefulness to all those who participated and accomplished the projects in the most efficient and timeliest manner.

## 11. Adjournment

There being no other matters to discuss, the Chairman adjourned the meeting and informed the stockholders that the link to the recorded webcast of the meeting will be posted on the Corporation’s website, and stockholders may raise issues, clarifications and concerns on the meeting conducted within two (2) weeks from posting of the link by sending an email to [corporatesecretary@ayalaland.com.ph](mailto:corporatesecretary@ayalaland.com.ph).



**SOLOMON M. HERMOSURA**  
Corporate Secretary



**JUNE VEE D. MONTECLARO-NAVARRO**  
Assistant Corporate Secretary



**NIMFA AMBROSIA L. PEREZ-PARAS**  
Assistant Corporate Secretary

Approved:

**FERNANDO ZOBEL DE AYALA**  
Chairman of the Board and of the Meeting