



March 5, 2021

Securities and Exchange Commission
PICC Complex, Roxas Boulevard, Pasay City

Attention: Director Vicente Graciano P. Felizmenio, Jr.
Director, Markets & Securities Regulation Department

Philippine Stock Exchange
6/F, PSE Tower
5th Avenue corner 28th Street,
Bonifacio Global City, Taguig City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure

Philippine Dealing & Exchange Corporation
29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: Atty. Marie Rose M. Magallen-Lirio
Head, Issuer Compliance and Disclosure Department

Gentlemen:

Please see attached amended detailed notice and agenda of our annual stockholders' meeting which is set for April 21, 2021.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Solomon M. Hermosura'.

SOLOMON M. HERMOSURA
Corporate Secretary and
Group General Counsel



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **AYALA LAND, INC.** will be conducted virtually via <http://www.ayalagroupshareholders.com/> on **Wednesday, April 21, 2021 at 9:00 o'clock in the morning** with the following

A G E N D A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of Previous Meeting
4. Annual Report
5. Ratification of the Acts of the Board of Directors and Officers
6. Approval of the Merger of the Company and Cebu Holdings, Inc. and its Other Subsidiaries
7. Approval of the Amendment of the Company's Employee Stock Ownership Plan
8. Election of Directors (Including the Independent Directors)
9. Election of External Auditor and Fixing of its Remuneration
10. Consideration of Such Other Business as May Properly Come Before the Meeting
11. Adjournment

Only stockholders of record as of **March 5, 2021** are entitled to notice of, and to vote at, this meeting.

Given the current circumstances, stockholders may only attend the meeting by appointing the Chairman of the meeting as their proxy, by remote communication or by voting *in absentia*². Stockholders intending to participate by remote communication should notify the Company on or before April 12, 2021.

Duly accomplished proxies shall be submitted on or before April 12, 2021 to the Office of the Corporate Secretary at 4/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City or by email to corporatesecretary@ayalaland.com.ph. Validation of proxies is set for April 14, 2021 at 9:00 o'clock in the morning.

Stockholders may vote by remote communication, or *in absentia* subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia* will be set forth in the Information Statement³.

¹ See next page for the explanation and rationale for each agenda item.

² The Company shall hold a physical meeting if so requested by stockholders holding at least 10% of our outstanding capital stock and provided that the same is allowed by government regulations and issuances. Stockholders have until March 4, 2021 to submit their requests to corporatesecretary@ayalaland.com.ph.

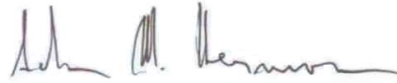
³ Stockholders should notify the Company at corporatesecretary@ayalaland.com.ph of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 18, 2021.

Stockholders of record as of March 5, 2021 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda on or before April 14, 2021⁴.

All communications should be sent by email to corporatesecretary@ayalaland.com.ph on or before the designated deadlines.

This notice supersedes the notice filed with the Securities and Exchange Commission, the Philippine Stock Exchange and Philippine Dealing and Exchange Corporation on February 18, 2021.

Makati City, March 5, 2021.



SOLOMON M. HERMOSURA
Corporate Secretary
and Group General Counsel

⁴ *The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.*

EXPLANATION AND RATIONALE OF AGENDA ITEMS

Call to Order

The Chairman will formally open the meeting at approximately 9:00 o' clock in the morning.

Certification of Notice and Quorum (and Rules of Conduct and Procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Company has set up a designated online web address which may be accessed by the stockholders to register and vote on the matters at the meeting *in absentia*⁵. A stockholder participating by remote communication or who votes *in absentia* shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at corporatesecretary@ayalaland.com.ph and shall be limited to the items in the Agenda.
- (ii) In the event that physical attendance will be allowed at the meeting –
 - a. Anyone who wishes to make a remark shall identify himself after being acknowledged by the Chairman and shall limit his remarks to the item in the Agenda under consideration;
 - b. Stockholders present at the meeting may opt for manual or electronic voting. For manual voting, each stockholder will be given, upon registration, a ballot where he can write his vote on every item in the Agenda or proposed resolution. For electronic voting, there will be computer stations near the registration table where stockholders may cast their votes electronically using a digital version of the ballot.
- (iii) Each of the proposed resolutions will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (iv) Stockholders must notify the Company on or before April 12, 2021 of their intention to participate in the Meeting by remote communication to be included in determining the existence of a quorum, together with the stockholders who voted *in absentia* and by proxy.
- (v) Voting shall only be allowed for stockholders registered in the Voting *in Absentia* and Shareholder (VIASH) System or through authorizing the Chairman of the meeting as proxy.
- (vi) Stockholders voting *in absentia*, who have previously registered in the VIASH System, may cast their votes electronically at any time using the VIASH System prior to or during the meeting.
- (vii) All items in the agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting, except agenda item 6 which requires the affirmative vote of stockholders representing at least 2/3 of the outstanding capital stock.
- (viii) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.
- (ix) The Inspectors of Proxies and Ballots Committee will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.
- (x) The meeting proceedings shall be recorded in audio and video format.
- (xi) A link to the recorded webcast of the meeting will be posted on the Company's website after the meeting. Stockholders shall have two weeks from posting to raise to the Company any issues, clarifications and concerns on the matters arising from the meeting conducted.

Approval of Minutes of Previous Meeting

The minutes of the meeting held on April 22, 2020 are available at the Company website, [ir.ayalaland.com.ph](https://ir.ayalaland.com.ph/wp-content/uploads/2020/04/ALI-Minutes-ASM-2020-draft-as-of-27Apr2020.pdf) (<https://ir.ayalaland.com.ph/wp-content/uploads/2020/04/ALI-Minutes-ASM-2020-draft-as-of-27Apr2020.pdf>). A copy of the minutes will also be distributed to the stockholders after their registration for the meeting.

A resolution approving the minutes will be presented to the stockholders and approved by the vote of the stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Annual Report

The Chairman will deliver the "Message From The Chairman", which provides the highlights of the performance of the Company for the year 2020 and the outlook of the Company for the year 2021 and beyond.

The President and Chief Executive Officer will deliver the "President's Report" which provides the significant operational and financial performance as well as the milestones and achievements of the Company for the year 2020. The report will also include significant events affecting the Company's performance for the year 2020.

The Company's annual report, titled the Integrated Report, will contain the "Message From The Chairman" and the "President's Report". Copies of the Integrated Report will be posted on the Company's website, ir.ayalaland.com.ph.

The Audited Financial Statements (AFS) as of December 31, 2020 will be presented to the stockholders for their approval. The AFS will be embodied in the Information Statement that may be accessed by the stockholders at the Company's website, ir.ayalaland.com.ph, and will also be set forth in the Integrated Report. The Audit Committee has recommended to the Board the approval of the AFS, and the Board has approved the AFS on February 23, 2021.

⁵ The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.

A resolution noting the report and approving the AFS will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Ratification of the Acts of the Board of Directors and Officers

The acts of the Board and its Committees were those adopted since the annual stockholders' meeting on April 22, 2020 until April 21, 2021. They include the approval of agreements, projects, investments, treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of the officers were those taken to implement the resolutions of the Board or its Committees or in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Approval of the Merger of the Company and Cebu Holdings, Inc. and its Other Subsidiaries

Approval by the stockholders will be sought for the merger of the Company and Cebu Holdings, Inc. and its other subsidiaries with the Company as the surviving entity, and as embodied in the Plan of Merger. The merger is an internal restructuring as well as a consolidation of the Company's Cebu portfolio under one listed entity. The merger is expected to result in operational synergies, efficient funds management and simplified reporting to government agencies.

A resolution for the approval of the merger will be presented to the stockholders for adoption by the affirmative vote of stockholders representing at least 2/3 of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Approval of the Amendment of the Company's Employee Stock Ownership (ESOWN) Plan

Approval by the stockholders will be sought for the amendment of the Company's ESOWN Plan to increase the share allocation for ESOWN grants from the current limit of 2.5% to 3% of the Company's authorized capital stock equivalent to 100 million common shares bringing the total allocation to 600 million common shares. The increase in the allocation is to continue the effective reward mechanism that has enabled the Company to attract, reward and retain key talents in the organization.

A resolution for the approval of the amendment of the Company's ESOWN Plan will be presented to the stockholders for adoption by the affirmative vote of stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Election of Directors (Including the Independent Directors)

The Corporate Governance and Nomination Committee of the Board would have evaluated and determined that the nine (9) nominees to the Board, including the nominees for independent directors, have all the necessary qualifications to serve as directors and the expertise and competence, individually and collectively, to enable the Board to fulfill its roles and responsibilities and manage the Company to achieve its objectives.

The profiles of the candidates to the Board of Directors will be provided in the Information Statement.

Election of External Auditor and Fixing of its Remuneration

The Audit Committee of the Board will endorse to the stockholders the election of SyCip Gorres Velayo & Co. (SGV & Co.) as the external auditor for the ensuing year as well as its proposed remuneration. The external audit conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of SGV & Co. will be provided in the Information Statement.

A resolution for the appointment of the external auditor, SGV, and the fixing of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will open the floor for comments and questions by the stockholders, and take up agenda items received from stockholders on or before April 14, 2021 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines⁶.

⁶ SEC Memorandum Circular No. 14, series of 2020 or "Shareholders' Right to Put Items on the Agenda for Regular/Special Stockholders' Meetings": <https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-special-stockholders-meetings/>.