



February 24, 2022

Securities and Exchange Commission

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

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

Philippine Stock Exchange, Inc.

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

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Philippine Dealing and 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 Disclosures Dept.

Gentlemen:

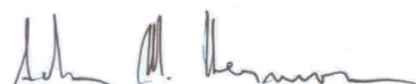
Please be informed that our Board of Directors (the "Board"), at its regular meeting held today, approved and ratified the following:

1. Declaration of cash dividends of Php0.1352 per outstanding common share, payable on March 25, 2022, to our stockholders of common shares as of record date March 11, 2022.
2. Raising of up to Php45 billion in debt capital to refinance maturing debt and partially finance general corporate requirements through the issuance of retail bonds and/or corporate notes for listing on the Philippine Dealing and Exchange Corporation and/or execution of bilateral term loans.
3. Redemption of the outstanding voting preferred shares ("VPS"), the guidelines for the conversion of the VPS into common shares and the benchmark rate to be used when repricing the dividend rate.
 - Our Company is exercising its option to redeem the outstanding VPS held by stockholders as of record date March 11, 2022, at Php0.10 per share, plus accrued dividends. The offer period is from March 24, 2022, until May 24, 2022. Settlement is on June 24, 2022.
 - Commencing June 29, 2022, the remaining VPS holders may convert their shares into common shares at a conversion ratio of 1 VPS to 1 common share at a price which shall be the higher of (i) the average closing price for the immediately preceding 30 trading days less the par value of the VPS of Php0.10 per share or (ii) the closing price immediately preceding the conversion date less the par value of the VPS of Php0.10 per share.

- VPS holders will be notified and provided with a copy of the terms of the redemption offer and the conversion guidelines beginning March 14, 2022.
 - All redeemed and converted VPS will be retired.
 - Adoption of the 10-year PHP BVAL Reference Rate as the successor benchmark rate to replace the previous mark-to-market benchmark of 10-year PDST-R2 when resetting the dividend rate on June 29, 2022, being the 10th year from the issue date of the VPS. In this regard, the new dividend rate shall be equivalent to 90% of the 10-year PHP BVAL Reference Rate prevailing as at June 29, 2022, payable annually.
4. The 2022 stock option program under our Employee Stock Ownership Plan (the “Plan”) which authorizes the grant to qualified executives, in accordance with the terms of the Plan, of stock options covering up to a total of 17,250,890 common shares at a subscription price of Php30.29 per share, which is the average price of our common shares at the Philippine Stock Exchange over the last 30-day trading period as of February 14, 2022, less a 15% discount.
 5. The adoption of the Money Laundering and Terrorism Financing Prevention Program as endorsed by our Board Risk Oversight Committee.
 6. The amendments to the Audit Committee Charter, as endorsed by our Audit Committee, and the Charter of the Board of Directors, Manual of Corporate Governance, and Insider Trading Policy, as endorsed by our Corporate Governance and Nomination Committee. The attached Annex “A” provides a summary of the amendments.

Thank you.

Very truly yours,



SOLOMON M. HERMOSURA

*Group General Counsel
and Corporate Secretary*

Annex "A"

Amendments to the Audit Committee Charter were to align with (i) the report of the Audit Committee to our Board of Directors, (ii) the Corporate Governance Manual, (iii) the Audit Committee Charter of our parent company, Ayala Corporation, (iv) the Code of Corporate Governance for Publicly-Listed Companies, and (v) the Securities and Exchange Commission's circular on guidelines for assessing the performance of the Audit Committee of companies listed on the Exchange.

Amendments to the Charter of the Board of Directors include the additional grounds for disqualification as an independent director, and the orientation program of new directors and the relevant annual continuing training program of the directors.

Amendments to the Manual of Corporate Governance include: (i) the additional grounds for disqualification as an independent director, (ii) the temporary disqualification of a director who has been absent or has not participated in more than 25% of all meetings, (iii) the review of all related party transactions by the Related Party Transactions Review Committee, (iv) new sections covering the Chief Risk Officer and his functions, posting of the CG Manual on our website to facilitate access for shareholders and stakeholders, including media and analysts' briefings in the channels of communication to ensure the timely and accurate dissemination of information and posting on the website of voting results taken during the most recent shareholders' meeting and posting of draft minutes, and (v) the provision for an alternative dispute mechanism to align with our Amended By-Laws.

Amendments to the Insider Trading Policy include, among others: (i) the imposition of more stringent requirements on our directors and officers who wish to trade on our securities, (ii) the updating of penalties for violation of the policy, (iii) the expansion of the coverage of the policy to apply to our directors and officers (Vice President and up) in respect of their trading activities involving our listed subsidiaries, AyalaLand Logistics Holdings Corp. and AREIT, Inc., and (iv) the requirement for the Chief Compliance Officer to provide a quarterly report to the Corporate Governance and Nomination Committee of the trades done by the covered persons for the relevant quarter.