



**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING**  
**April 25, 2024, Thursday, 9:00 a.m.**  
**Conducted virtually via <http://www.ayalagroupshareholders.com/>**

**Stockholders Present and Represented:** The complete list is attached as Annex A.

|   |                |
|---|----------------|
| <b>Total Number of Shares Present and Represented:</b>                  | 21,669,585,205 |
| <b>Total Number of Outstanding Shares:</b>                              | 27,384,670,744 |
| <b>Percentage of Shares Present vis-à-vis Total Outstanding Shares:</b> | 79.13%         |

**Directors Present:**

|                                |   |
|--------------------------------|---|
| Jaime Augusto Zobel de Ayala   | <i>Chairman of the Board</i><br><i>Chairman, Executive Committee</i>  |
| Anna Ma. Margarita B. Dy       | <i>President and Chief Executive Officer</i><br><i>Member, Executive Committee</i><br><i>Member, Sustainability Committee</i>   |
| Cezar P. Consing               | <i>Vice Chairman</i><br><i>Member, Executive Committee</i><br><i>Member, Personnel and Compensation Committee</i>   |
| Arturo G. Corpuz               | <i>Chairman, Sustainability Committee</i>   |
| Mariana Beatriz Zobel de Ayala | <i>Member, Executive Committee</i><br><i>Member, Risk Oversight Committee</i><br><i>Member, Sustainability Committee</i>  |
| Surendra M. Menon              | <i>Chairman, Risk Oversight Committee</i><br><i>Member, Related Party Transactions Review Committee</i>   |
| Rex Ma. A. Mendoza             | <i>Chairman, Personnel and Compensation Committee</i><br><i>Chairman, Related Party Transactions Review Committee</i><br><i>Member, Executive Committee</i><br><i>Member, Corporate Governance and Nomination Committee</i><br><i>Member, Audit Committee</i> |
| Daniel Gabriel M. Montecillo   | <i>Chairman, Corporate Governance and Nomination Committee</i><br><i>Member, Audit Committee</i><br><i>Member, Related Party Transactions Review Committee</i>  |
| Cesar V. Purisima              | <i>Chairman, Audit Committee</i><br><i>Member, Personnel and Compensation Committee</i><br><i>Member, Risk Oversight Committee</i><br><i>Member, Corporate Governance and Nomination Committee</i>  |

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**Officers/Advisors Present:**

Fernando Zobel de Ayala, Advisor  
Delfin L. Lazaro, Advisor  
Charles H. Cosgrove, Advisor  
Dante M. Abando, *Makati Development Corporation*  
Augusto D. Bengzon, *Treasurer, Chief Finance Officer, and Chief Compliance Officer*  
Laurent P. Lamasuta, *Ayala Property Management Corporation*  
Robert S. Lao, *Estates Group*  
Joseph Carmichael Z. Jugo, *Residential Business Group*  
Raquel S. Cruz, *Residential Business Group*  
Maria Franchette M. Acosta, *Corporate Secretary*  
Ma. Florence Therese dG. Martirez-Cruz, *Assistant Corporate Secretary*  
Michael Anthony Garcia, *Head of Investor Communications and Compliance Division*

**Also Present:**

Jaime Z. Urquijo, *Incoming Advisor to the Board*

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**1. Call to Order**

After the national anthem, the Chairman, Mr. Jaime Augusto Zobel de Ayala, called the meeting to order at 9:00 a.m. He welcomed the stockholders and mentioned that complying with all the applicable rules, and after giving the stockholders the opportunity to call for a physical meeting in the Notice of the Annual Stockholders' Meeting dated March 13, 2024 (the "Notice"), the Corporation once again is holding the meeting in a fully virtual format pursuant to its By-Laws.

The Chairman introduced the following persons joining him in the meeting, namely: Anna Ma. Margarita B. Dy (President and Chief Executive Officer), Augusto D. Bengzon (Treasurer, Chief Finance Officer, and Chief Compliance Officer), Maria Franchette M. Acosta (Corporate Secretary), directors Cezar P. Consing and Mariana Zobel de Ayala, independent directors Rex Ma. A. Mendoza, Surendra M. Menon, Daniel Gabriel M. Montecillo and Cesar V. Purisima, members of the Management Committee, other officers, and representatives of Isla Lipana & Co. (PwC), the Corporation's external auditor for 2023.

The Chairman stated that the meeting will have two parts. In the first part, Ms. Acosta will inform the stockholders about the Corporation's compliance with the requirements for the meeting and, if it is duly convened, the voting results on the six matters in the agenda submitted for approval by the stockholders. In the second part, management will report to the stockholders on the Corporation's performance in 2023 and the forecast for 2024, including its targets and strategic direction, and in the Question and Answer period, Mr. Michael Anthony Garcia, Head of Investor Communications and Compliance Division, will read the questions or comments from the stockholders.

**2. Notice of Meeting and Quorum**

Ms. Acosta certified that the meeting is duly convened since the Corporation has complied with the requirements under the By-Laws and the applicable rules of the Securities and Exchange Commission.

First, the stockholders have been duly notified of the meeting. The Notice was distributed to stockholders of record as of March 11, 2024 and Definitive Information Statement by email, by posting on the Corporation's website and by disclosure to the Philippine Stock Exchange on March 27, 2024. In addition, the Notice was published in print and online on April 3, 2024 and April 4, 2024 in the Manila Bulletin and the Philippine Daily Inquirer.

Second, adequate information has been provided to the stockholders on matters submitted for their approval, the voting procedures and other matters that the Corporation is required to provide information on under the Securities Regulation Code and the Revised Corporation Code.

Third, and finally, the Secretary certified that there is a quorum for the meeting with stockholders owning 21,669,585,205 shares or 79.13% of the 27,384,670,744 total outstanding shares. The breakdown of the stockholders present in terms of mode of attendance are set forth below:

| Mode of Attendance                   | Number of Shares Present and Represented | % of Total Outstanding Shares |
|--------------------------------------|--|-------------------------------|
| Appointment of the Chairman as proxy | 21,664,613,057                           | 79.1122%                      |
| Voting in absentia                   | 20,069                                   | 0.0001%                       |
| Remote Communication                 | 4,952,079                                | 0.0181%                       |

Additionally, there were 295 viewers of the live webcast of the meeting.

## **FIRST PART**

### **4. Matters Requiring Approval of Stockholders**

Ms. Acosta stated that there are six matters in the agenda for voting by the shareholders. Before presenting the voting results, she mentioned that a resolution was proposed for each matter, and the stockholders voted on the proposed resolutions either by the Chairman as proxy, pursuant to the voting instructions of stockholders, or by electronic ballot via the Ayala Group voting system ("Voting System"). Stockholders could cast their votes beginning March 27, 2024 and may continue to do so until the end of the meeting through electronic voting via the Voting System.

Ms. Acosta then stated that the votes cast have been tabulated, as of April 24, 2024, after the end of the proxy validation and preliminary tabulation process. Those votes are from stockholders owning 21,664,620,123 voting shares representing 99.98% of the total voting shares represented in this meeting, and 79.11% of the total outstanding voting shares. She will be referring to the results of this preliminary tabulation when she reports the voting results of each resolution. The results of the final tabulation, with full details of the affirmative and negative votes and abstentions, will be reflected in the minutes of this meeting.

#### **a. Approval of the Minutes of the 2023 Stockholders' Meeting**

The Secretary reported that the following Resolution No. S-01-24 for the approval of the minutes of the previous meeting has been proposed for adoption by the stockholders and that the same had been approved by the stockholders:

#### **Resolution No. S-01-24**

**RESOLVED**, to approve the minutes of the annual stockholders' meeting held on April 26, 2023.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SyCip Gorres Velayo & Co. (SGV), the votes for the adoption of Resolution No. S-01-24 for the approval of the minutes of the previous meeting are as follows:

|                                     | For            | Against | Abstain   |
|-------------------------------------|----------------|---------|-----------|
| Number of Shares Voted              | 21,656,523,249 |         | 8,109,877 |
| % of Shares of Shareholders Present | 99.940%        | -       | 0.037%    |

**b. Approval of the Consolidated Audited Financial Statements of the Corporation and its Subsidiaries as of December 31, 2023**

The Secretary stated that the financial statements are part of the Definitive Information Statement and the Annual Report are accessible from the Corporation's website.

The Secretary reported that the following Resolution No. S-02-24 has been proposed for the approval of the 2023 consolidated audited financial statements of the Corporation and its subsidiaries for adoption by the stockholders and that the same had been approved by the stockholders:

**Resolution No. S-02-24**

**RESOLVED**, to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2023, as audited by the Corporation's external auditor, Isla Lipana & Co.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the adoption of Resolution No. S-02-24 for the approval of the 2023 consolidated audited financial statements of the Corporation and its subsidiaries are as follows:

|                                     | For            | Against   | Abstain    |
|-------------------------------------|----------------|-----------|------------|
| Number of Shares Voted              | 21,633,621,346 | 8,707,903 | 22,303,877 |
| % of Shares of Shareholders Present | 99.834%        | 0.040%    | 0.103%     |

**c. Ratification of the Acts of the Board of Directors and Officers**

Ms. Acosta stated that for ratification are all the acts and resolutions adopted from April 26, 2023 until today by the Board of Directors, Executive Committee, and other Board Committees exercising powers delegated by the Board, as well the acts of the officers performed in the general conduct of the Corporation's business or in accordance with the resolutions of the Board, the Executive Committee and other Board Committees and of the By-Laws. These acts and resolutions of the Board and its committees are reflected in the minutes of the meetings, including the matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

The Secretary reported that the following Resolution No. S-03-24 has been proposed for the ratification of the acts of the Board of Directors and officers for adoption by the stockholders and that the same had been approved by the stockholders:

**Resolution No. S-03-24**

**RESOLVED**, to ratify each and every act and resolution, from April 26, 2023 to April 25, 2024 (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-03-24 are as follows:

|                                     | For            | Against     | Abstain    |
|-------------------------------------|----------------|-------------|------------|
| Number of Shares Voted              | 21,642,329,246 | 3           | 22,303,877 |
| % of Shares of Shareholders Present | 99.874%        | 0.00000001% | 0.103%     |

**d. Approval of the Plan of Merger of the Corporation and its Subsidiaries**

Mr. Augusto D. Bengzon presented the Plan of Merger involving the merger of the Corporation and at most 34 subsidiaries that are wholly owned directly by the Corporation or through AyalaLand Estates, Inc. (ALEI) and AyalaLand Hotels and Resorts Corp. (AHRC), with the Corporation as the surviving entity. He explained that the companies involved in the merger are holding companies, land-owning entities, sales corporations, or non-operating entities. Consolidating these companies into the Corporation will result in a simplified ownership structure that will yield operational synergies, promote efficient funds management, and simplify reporting to government agencies. He added that the Corporation engaged FTI Consulting, Inc. (FTI), an accredited valuer by the Securities and Exchange Commission and Philippine Stock Exchange, to conduct the evaluation of these companies. FTI computed the net asset values of the entities and the resulting swap ratios, and provided a third-party opinion on the transaction. FTI has opined that the total number of shares to be issued by the Corporation for each entity to be merged falls within their fair range, and as such, the proposed transaction is deemed fair from a financial point of view. Based on the fairness opinion, there will be 993,540,544 common shares to be issued, broken down as follows: 883,171,005 to be issued to Ayala Land as treasury shares, 110,358,039 to AHRC, and 11,500 shares to ALEI. Once approved by the regulators, the 883,171,005 common shares to be issued to the Corporation as treasury shares will be retired in due course, subject to further regulatory approval.

The Secretary reported that the following Resolution No. S-04-24 has been proposed for the approval of the Plan of Merger of the Corporation and at most 34 entities that are wholly-owned directly by the Corporation, or through ALEI and AHRC, with the Corporation as the surviving entity, and the execution of all documents and performance of all acts, including the effective waiver/denial of pre-emptive rights of stockholders for adoption by the stockholders and that the same has been approved by the stockholders:

**Resolution No. S-04-24**

**RESOLVED**, to approve the Plan of Merger of the Corporation and at most 34 entities that are wholly owned directly by the Corporation, or through AyalaLand Estates, Inc. and AyalaLand Hotels and Resorts Corp., with the Corporation as the surviving entity, and the execution of all documents and performance of all acts, including the effective waiver/denial of pre-emptive rights of stockholders for the purpose of implementing the proposed merger, as approved by the Board of Directors on March 12, 2024.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the for the approval of the Plan of Merger of the Corporation and its subsidiaries, and for the adoption of Resolution No. S-04-24 are as follows:

|                               | For            | Against     | Abstain    |
|-------------------------------|----------------|-------------|------------|
| Number of Shares Voted        | 21,642,329,246 | 3           | 22,303,877 |
| % of Total Outstanding Shares | 79.031%        | 0.00000001% | 0.081%     |

**e. Election of Directors**

Ms. Acosta further stated that the Corporate Governance and Nomination Committee of the Board has determined that the following nine duly nominated stockholders, including the nominees for Independent Directors, are qualified to serve as directors of the Corporation for the ensuing term: Jaime Augusto Zobel de Ayala, Fernando Zobel de Ayala, Cezar P. Consing, Anna Ma. Margarita B. Dy, Mariana Beatriz Zobel de Ayala, Rex Ma. A. Mendoza, Surendra M. Menon, Daniel Gabriel M. Montecillo, and Cesar V. Purisima.

Messrs. Mendoza, Menon, Montecillo, and Purisima have been nominated as independent directors.

The Secretary reported that the following Resolution No. S-05-24 has been proposed for adoption by the stockholders. She added that each of the nine nominees for directors has garnered at least 20,697,961,526 votes, receiving enough votes for election to the Board and consequently, Resolution No. S-05-2024 has been approved.

**Resolution No. S-05-24**

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

Jaime Augusto Zobel de Ayala  
Fernando Zobel de Ayala  
Cezar P. Consing  
Anna Ma. Margarita B. Dy  
Mariana Beatriz Zobel de Ayala  
Rex Ma. A. Mendoza (*Independent Director*)  
Surendra M. Menon (*Independent Director*)  
Daniel Gabriel M. Montecillo (*Independent Director*)  
Cesar V. Purisima (*Independent Director*)

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> |
|--------------------------------|----------------|----------------|----------------|
| Jaime Augusto Zobel de Ayala   | 21,391,423,938 | 265,099,742    | 8,109,877      |
| Fernando Zobel de Ayala        | 21,474,019,744 | 182,503,936    | 8,109,877      |
| Cezar P. Consing               | 21,268,976,381 | 387,546,699    | 8,109,877      |
| Anna Mar. Margarita B. Dy      | 21,635,190,264 | 21,332,816     | 8,109,877      |
| Mariana Beatriz Zobel de Ayala | 21,452,487,271 | 204,036,436    | 8,109,877      |
| Rex Ma. A. Mendoza             | 21,474,029,766 | 182,493,208    | 8,109,877      |
| Surendra M. Menon              | 21,653,901,530 | 2,621,400      | 8,109,877      |
| Daniel Gabriel M. Montecillo   | 21,494,517,922 | 162,005,008    | 8,109,877      |
| Cesar V. Purisima              | 20,697,961,526 | 958,561,654    | 8,109,877      |

**f. Election of External Auditor and Fixing of its Remuneration**

The Secretary stated that the final matter for voting by the stockholders is the election of SGV as the Corporation's external auditor for 2024 for an audit fee of Four Million Six Hundred Forty-Four Thousand

Five Hundred Pesos (₱4,644,500.00), exclusive of value-added tax and five percent (5%) out of pocket expenses. The Audit Committee and the Board have endorsed this matter for stockholders' approval, and Resolution No. S-06-2024 has been proposed for adoption by the stockholders.

The Secretary reported that the following Resolution No. S-06-24 has been approved:

**Resolution No. S-06-24**

**RESOLVED**, as endorsed by the Board of Directors, to approve the election of Isla Lipana & Co. as the external auditor of the Corporation for the year 2024 for an audit fee of Four Million Six Hundred Forty-Four Thousand Five Hundred Pesos (₱4,644,500.00), exclusive of value-added tax and five percent (5%) out of pocket expenses.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes on the election of PwC as external auditor of the Corporation, the approval of its audit fee and the adoption of Resolution No. S-06-24 are as follows:

|                                     | For            | Against    | Abstain   |
|-------------------------------------|----------------|------------|-----------|
| Number of Shares Voted              | 21,639,103,346 | 17,407,003 | 8,122,777 |
| % of Shares of Shareholders Present | 99.859%        | 0.080%     | 0.037%    |

**SECOND PART**

**a. Presentation of Management Reports**

**Chairman's Message**

The Chairman began by stating that in 2023, the Corporation proudly celebrated its 35<sup>th</sup> anniversary, reflecting on its transformative journey since its inception in 1988. He said that witnessing the Corporation's evolution and its deepening impact on Filipino lives has been a privilege. Time and again, the Corporation has shown its resilience throughout various crises, including the Asian Financial Crisis, the Global Financial Crisis, and the recent COVID-19 pandemic. In 2023, formidable challenges continued to persist in the global and local environments, but the Corporation remained steadfast in navigating a steady course toward stability and growth.

**Resilience Amidst the Complex Business Landscape**

The Chairman noted that amidst the complex business landscape, the Corporation delivered strong results in 2023, driven by resilient property demand and sustained consumer activity. Revenues surged to ₱148.9 Billion, marking an 18% year-on-year increase, while net income reached ₱24.5 Billion, reflecting a 32% year-on-year growth. With the pandemic behind the Corporation, its capital expenditures rose to ₱86.2 Billion, surpassing the initial budget of ₱85 Billion, as it accelerated the development of its diverse projects.

**Ensuring a Legacy that Endures**

In 2023, the Corporation introduced four new estates across the country to continue on its thrust to plan and build with the future generations in mind, ensuring a legacy that endures. In April, the Corporation's real-estate logistics subsidiary, Ayalaland Logistics Holdings Corp., unveiled the Batangas Technopark, spanning 55 hectares in Padre Garcia, Batangas, an industrial estate that will evolve into a mixed-use development featuring an ALogis warehouse, cold storage facilities, a transport terminal, a gas station, an agricultural wholesale market, and restaurants. September saw the launch of Centrala, a 32-hectare

development in Angeles City, Pampanga, the first estate development in the city and is envisioned as a dynamic business district in Central Luzon. Also, in September, the Corporation introduced Southmont in partnership with Cathay Land, a 789-hectare, mixed-use master-planned development in Silang, Cavite. December marked the launch of Arillo, the Corporation's pioneering mountain-side 62-hectare leisure estate in Nasugbu, Batangas, positioned to be the premier ecotourism and nature hub, featuring premium overnight facilities, a nature sanctuary, canyon trails, an events venue, a restaurant district, and a town center amidst the scenic Batulao landscape.

### **Commitment to Sustainability**

The Chairman also highlighted that the Corporation is guided by the belief that well-conceived real estate development can truly transform lives. This commitment to the Corporation's stakeholders' evolving needs has been the cornerstone of its strategy and execution. With this, the Corporation has been steadfast in its pursuit of environmental sustainability. The Corporation has aligned with its medium-term goal to reduce and eliminate its controllable emissions by 2030, in harmony with the Ayala Group's net-zero greenhouse gasses by 2050 aspiration. By the close of 2023, the Corporation has reduced or offset 86% of Scope 1 and Scope 2 emissions, a milestone independently verified by a third-party assessor. This was accomplished by sourcing renewable energy, with 111 commercial properties comprising 90% of the Corporation's portfolio now powered by clean energy. Furthermore, the Corporation has intensified its efforts to promote a circular economy. In 2023 alone, it repurposed 359 tons of plastic into construction materials, board-ups, and pallets for cold storage. Additionally, it diverted 286 tons from landfills, representing 100% of the yard waste generated from five estates. These were used to power a laundry service that caters to Seda Nuvali and other hotels in the Cavite-Laguna area.

### **Dynamism in Governance and Leadership**

The Chairman added that the Corporation has refreshed board compositions across the Ayala Group, enhancing incumbent expertise as the Group charts new growth strategies. Mr. Cezar P. Consing, President and Chief Executive Officer (CEO) of Ayala Corporation, now serves as the Corporation's Vice Chairman, alongside Mr. Daniel Gabriel M. Montecillo as Lead Independent Director and Mr. Surendra M. Menon as Independent Director. Their fresh perspectives and insights have already contributed immensely to the Board and the direction of the Corporation.

The Chairman stated that the management of the Corporation welcomed Ms. Anna Ma. Margarita 'Meean' Bautista-Dy as the Corporation's new President and CEO, succeeding Mr. Bernard Vincent O. Dy, who spearheaded the Corporation since 2014. He warmly welcomed Ms. Dy, who has been a vital pillar in the Corporation for many years.

The Chairman thanked Mr. Dy for his visionary leadership, culminating in milestones such as crafting and executing the 2020-40 strategic plan, expanding the estates from 26 to 52, doubling the Corporation's asset base to over ₱800 Billion, and close to tripling net income to ₱33.2 Billion in 2019, which resulted in the share price appreciating by 84% and outperforming the benchmark stock market index growth of 33%. Under his watch, the Corporation developed AREIT, ALogis, and AirSWIFT. It was also during his time that Makati Development Corporation (MDC) became the largest construction company in the country. Mr. Dy was at the forefront of the Corporation's sustainability initiatives as he implemented a 5-year plan to achieve carbon neutrality across its commercial properties. More importantly, he navigated and pivoted the Corporation at the height of the COVID-19 health crisis to refocus on ensuring the well-being of the Corporation's communities, merchants, suppliers, and employees. Under his guidance, the Corporation maintained a strong balance sheet that ensured it remained resilient and recovered from the challenges of the pandemic. He said that he and the rest of the board are very thankful for his years of service to the Corporation, and they wish him all the best in this next chapter of his career.



Finally, he expressed that the Corporation is humbled and grateful for the trust and confidence of its shareholders and stakeholders over the past 35 years. He assured them that the Corporation will continue to build with purpose, with quality as its priority, to move forward with a stronger brand that will last generations.

## **President's Report**

The President commenced her report by noting that 2023 marked the Philippines' first complete year of uninterrupted economic activity since the onset of the pandemic. Propelled by the country's robust economy, all of the Corporation's major business lines exhibited exceptional results. Consolidated revenues recorded an increase of 18% to ₱148.9 Billion and it achieved a net income of ₱24.5 Billion, a 32% growth compared to the previous year. She then highlighted the bright spots in the Corporation's business lines, as follows:

### **Solid Platform for Renewed Growth**

The Corporation's residential business achieved gross reservation sales of ₱113.9 Billion, higher by 9% year-on-year, which translated to residential revenues accelerating by 22% to ₱77.2 Billion. The Corporation launched projects valued at ₱75.9 Billion, of which 88% came from the Ayala Land Premier and Alveo brands.

Mall revenues surged by 31% to ₱21.1 Billion as occupancy levels and tenant sales improved during the year. The Corporation opened Ayala Malls One Ayala at Makati Central Business District and the initial phase of Ayala Malls Vermosa adding another 49,000 square meters (sqm) of retail space to its portfolio.

Office leasing revenues grew 6% to ₱11.8 Billion. While industry vacancy rates remained high at 20%, the Corporation benefitted from the market's flight to quality with an average occupancy of 92%. The office leasing business and tenant base have remained resilient despite Work from Home and Hybrid Work policies that are expected to continue.

Early this year the Corporation broke ground on two office towers with 82,000 sqm of gross leasable area (GLA) in Vertis North, one of its prime estates in Metro Manila.

Hotel and resort revenues also witnessed a remarkable 42% growth, reaching ₱8.8 Billion. The opening of Seda Manila Bay in Paranaque City and the second tower of Seda Nuvali totaling 420 new rooms increased the Corporation's hospitality portfolio to 4,456 keys.

The Corporation's SEDA Hotels received the World Travel Awards as the Philippines' Leading Hotel Group. Moreover, 10 of the 12 Seda Hotels have secured the #1 or #2 spots in their competitive sets, according to Smith Travel Research, a globally recognized leader in hotel industry benchmarking.

AREIT is the largest and most successful real estate investment trust (REIT) in the Philippines. Its assets under management will reach ₱117 Billion in 2024 as the Corporation infused flagship mall, hotel, office and industrial land assets amounting to ₱29.8 Billion. The Corporation's commitment to growing AREIT has resulted in a total shareholder return of 53% in the four years since its initial public offering.

Ayala Property Management Corporation (APMC), the Corporation's property management subsidiary, ensures quality service and safety across its developments. It passed four recertifications covering occupational safety and health, quality, environment, and energy, affirming that APMC's practices align

with global standards. As a result of its efforts, APMC received an 89% customer satisfaction rating and over 3,000 commendations.

MDC has significantly benefited from Corporation's breadth and scale and is now the largest construction company in the Philippines. MDC partnered with two of the world's largest and most respected construction companies: Bouygues Group from France and Takenaka Corporation from Japan. Furthermore, MDC participated and won ₱9.8 Billion in project contracts from external construction bids. MDC is the main contractor for the ePLDT Vitro Data Center in Santa Rosa, Laguna.

The President added that it is amidst this backdrop that she stepped into the role of CEO in October 2023, entrusted with steering the Corporation into its next phase of growth and evolution. With all the Corporation's businesses on solid footing, it is again ready to be bold in its dreams and ambitions. She stated that the Corporation did not need to look far to determine what these bold dreams could be as it simply needed to look at what it is at its core: the gold standard in property development in the Philippines. With this as a starting point, she further stated that the Corporation sets new strategies prioritizing quality and elevating the customer experience.

### **Setting New Standards for Quality and Customer Experience**

The President stressed that the Corporation is embarking on a transformative journey to redefine industry norms and raise the bar for quality and customer experience across its business lines.

To set new standards and to create unparalleled environments that inspire, delight, and resonate with valued customers, the Corporation is reinvesting in its malls, hotels, resorts, and offices. It has earmarked ₱13 Billion to revitalize its flagship malls, Glorietta, Greenbelt, Trinoma, and Ayala Center Cebu. This reinvention aims to deliver a new customer experience level from the physical environment and sense of space, to the merchant mix offering fresh and exciting new brands.

The Corporation's resorts and hotels are also undergoing a comprehensive reinvention program with an initial budget of ₱5.5 Billion for the renovation of four hotels and two resorts. Likewise, the Corporation is completing the Mandarin Hotel, set to open its doors in 2026.

The Corporation also raising the bar in luxury residential living by introducing Park Villas which is targeted to be its first LEED Gold-certified residential building which offers 45 single-unit floors, each averaging 610 sqm.

The Corporation is upgrading its technology and introducing new digital platforms to deliver enhanced customer service, improve process efficiency and tap new markets, starting with the major upgrade of its Customer Relationship Management system and the pilot run of the latest sales platform, ReserveNow, and a customer portal, AccessALI.

### **Utilizing the Land Bank**

The Corporation's land bank is a strategic asset supporting its growth aspirations comprising of carefully selected parcels based on their accessible locations to anticipated transportation and infrastructure projects. Today, the Corporation is focused on utilizing this land bank to deliver its pipeline of horizontal projects. The Corporation launched ₱38.4 Billion of residential, commercial, and industrial horizontal products for sale. These projects accounted for 42% of total launches amounting to ₱91.0 Billion, of which 73% were located within its estates.

In 2023, the Corporation introduced four new estates to the market: the 55-hectare Batangas Technopark at Padre Garcia, the 32-hectare Centrala at Angeles City, Pampanga, the 789-hectare Southmont at Silang, Cavite, and the 62-hectare Arillo at Nasugbu, Batangas.

The Corporation will continue with the strategic utilization of its land bank and anticipate an average annual usage of 800 hectares to support its various development plans over the next five years.

### **Empowering People**

The Corporation's aspirations can only turn into reality with a capable and motivated organization. As such, it continues to invest in its most important asset – its people.

### **Reinforcing Sustainability**

The Corporation has made great strides in addressing its Scope 1 and Scope 2 greenhouse gas emissions, much still needs to be done for Scope 3. Achieving this goal will require an industry-wide shift, and it continues to work with the Corporation's partners to experiment with technologies and build new capabilities.

As an application of circular economy principles, the Corporation partnered with SteelAsia Manufacturing Corporation to supply MDC with rebars recycled from metal scraps generated by its construction projects. This agreement is the first of its kind in the country. MDC is also the largest producer of low-carbon concrete in the country, effectively reducing carbon emissions by 24% in 2023 through the use of alternative materials. It was used in the concrete works and foundation of the new BPI Headquarters which is currently under construction in Makati.

The Corporation also formalized a Memorandum of Understanding with the International Finance Corporation to accelerate the transition to net zero by 2050 for its commitment to achieve EDGE Zero carbon certification across 100% of its 1.5 million sqm office space by 2025. The Corporation started securing certifications for eight buildings equivalent to 354,000 sqm of GLA in January 2024. This initiative makes the Corporation's office buildings the country's largest green-certified portfolio.

In recognition of the Corporation's leadership in carbon removals, its pioneering Davao and Cebu Carbon Forests won the ASEAN Center for Biodiversity's first Green Initiative award in 2023 for small and medium-scale projects. In workplace well-being, the Corporation received a gold award for excellence and a silver award in work-life harmony from the 2023 HR Excellence Awards. In Corporate Governance, the Corporation received the Five Golden Arrows award, the highest accolade given by the Institute of Corporate Directors to a Philippine-listed company. The Corporation's 2022 Integrated Report was given the Silver Award in the 2023 Asia Integrated Reporting Awards under the large company category.

### **Outlook**

The President further added that the Corporation aspires to bring world-class experiences to the Filipinos and keep doing what it does best: to build places that people love. Through the places it builds, the Corporation not only transform landscapes but also transform lifestyles and lives.

The President then thanked the Corporation's customers, who continue to challenge and inspire the Corporation to always do better, for their trust and confidence. She also thanked her predecessor, Mr. Bobby Dy, for his exceptional stewardship of the Corporation since 2014. She emphasized that not only did Corporation reach new heights under Bobby's leadership, but he also served as its bastion of stability during

the darkest days of the pandemic. She also thanked the women and men of the Corporation for the openness and warm welcome. She implored them to join her as they take the Corporation to the next level.

The President also thanked the Board of Directors for their wisdom and guidance as the Corporation boldly maps out its future.

Finally, she thanked the shareholders for supporting the Corporation for the past 35 years. In closing, she stated that with the Corporation's strategic initiatives to reinvent its products, set new standards for quality, elevate the customer experience, enable its people, and drive sustainability, it looks forward to continuing to deliver on its track record of growth.

An audio-visual presentation on the Corporation's 2023 performance was shown immediately after the President's Report.

**b. Question and Answer/Open Forum**

Mr. Michael Anthony L. Garcia, Investor Relations Head of the Corporation read the questions and comments with the names of the stockholders who sent them starting off with the questions from **Anthony Gilbert Antiquiera** about the redevelopment plan of The District Imus and Dasmarinas, grand opening of AyalaMalls Vermosa and the soft opening of AyalaMalls Evo City, whether there will be a Landmark Department Store and Supermarket in AyalaMalls Vermosa and Evo City, target opening of Landers Vermosa and whether the Corporation is building a future township in General Trias, Cavite. The President provided insights into various aspects of the Corporation's mall developments. She noted the high overall lease-out rates of 91% for District Imus and 76% for Dasmarinas and the ongoing efforts to optimize the merchant mix to enhance foot traffic. Regarding upcoming openings, she mentioned that AyalaMalls Vermosa is scheduled for a grand opening in the second half of the year, featuring 38 thousand square meters, while AyalaMalls Evo City will have a soft opening in the fourth quarter, encompassing 8 thousand square meters. Ms. Dy noted that Landers Superstore in Vermosa and S&R in Evo City currently serve consumer needs. Additionally, she mentioned plans to open the Landers Superstore at Vermosa in the third quarter of the year. Lastly, she highlighted the presence of Amaia and BellaVita communities to cater to the demographic and market requirements of General Trias.

The next questions were sent by Ms. **Asila Larizabal** who asked about the regulatory requirements and the expected completion of the merger. Mr. Bengzon outlined the rationale behind the merger emphasizing the simplification of the ownership structure to facilitate operational synergies, efficient funds management, and streamlined reporting to government agencies. He noted that the transaction necessitates approval from the SEC. Following SEC approval, clearance from the Bureau of Internal Revenue (BIR) is required to transfer the properties to the Corporation as the surviving entity. Subsequently, shares will be listed in the PSE. Mr. Bengzon projected a timeline of six months for SEC approval, followed by another six months for BIR clearances, and an additional six months for PSE approval. The aim is to complete the transaction by or before the first half of 2026.

The following question came from Mr. **James Erwin Villarin** who asked what is happening to the share price which recovered strongly last year until February this year but it started to decline significantly in March. Ms. Dy replied that the Corporation is consistent in monitoring its share price, review of market events, and engagement with analysts and shareholders to understand the factors influencing performance. She attributed the recent decline in share price to persistent high inflation in the United States of America (US) and subsequent announcements from US Federal Chair Powell regarding delayed interest rate cuts, leading to reduced investor interest in equities, especially in the real estate sector. Ms. Dy expressed belief that the Corporation's shares are currently trading below their fair value, prompting active repurchasing of shares. To date, ₱2.4 Billion worth of the Corporation's shares have been acquired, with plans to continue

the buyback program as long as shares remain at a significant discount to their intrinsic value. Additionally, she highlighted that 14 brokerage houses have assigned a buy rating to the Corporation, with target prices ranging from ₱35 to ₱46, indicating recognition of the Corporation's strong growth prospects.

Further, Ms. **Elma Guinto** asked what is the Corporation's outlook for 2024 and how is the Corporation adjusting to changes in the business landscape? The Ms. Dy expressed optimism for 2024, revealing a budget of ₱100 Billion for project launches and another ₱100 Billion in planned capital expenditure for the year. Reflecting on the successful performance in 2023, which saw an 18% growth in revenues and a 32% growth in net income after taxes (NIAT), she anticipated continued growth without factoring in any potential boost from lower interest rates. Ms. Dy highlighted three key changes in the business landscape. Firstly, she acknowledged the impact of higher interest rates on demand in the mid-market residential segment, including Avida and Amaia properties. However, she expressed optimism for future improvements and emphasized the importance of agility to seize changing market opportunities. While most launches in 2024 are premium brands, projects in core residential brands are poised for quick deployment when market conditions favor. Secondly, she contrasted the Corporation's robust office occupancy rate of 92% with global trends, highlighting a flight to quality and sustained demand for office space. Lastly, she addressed the rise of online shopping post-pandemic and emphasized the importance of enhancing the physical shopping experience. This has led to a ₱13 Billion reinvention plan for flagship malls, following a 31% revenue growth in the mall business in 2023. Ms. Dy concluded by emphasizing the Corporation's commitment to its newly initiated growth strategy. She reiterated the Corporation's dedication to building places that resonate with people and highlighted the importance of elevating quality standards to solidify its leadership position in the market. Furthermore, she noted the four foundational pillars of the strategy: setting innovative standards for quality and customer experience, pursuing sustainable long-term growth, empowering individuals, and delivering on sustainability commitments.

Finally, Ms. **Flordeliz Cruz** requested more information about the sustainability initiatives of the Corporation to reduce carbon emissions. Ms. Dy commented that the Corporation's business revolves around sustainability, aiming to create spaces for future generations. The Corporation is committed to achieving Net Zero emissions by 2050. She noted significant strides made in controlling Scope 1 and Scope 2 emissions, such as fuel, refrigerants, and electricity usage, surpassing targets ahead of schedule. She emphasized that ninety percent of the Corporation's commercial properties, including malls, hotels, and resorts, now operate on clean energy, and highlighted efforts to obtain certification for these achievements, stating the collaboration with the International Finance Corporation for the EDGE Zero Carbon Certification. Ms. Dy proudly announced that as of January this year, the Corporation has received certification for eight office buildings comprising 354,000 square meters, making Ayala Land Offices the largest EDGE Zero Carbon certified portfolio in the Philippines. However, she added that the challenge now lies in addressing Scope 3 emissions, which encompass all other emissions from the value chain. To tackle this, the Corporation has initiated projects targeting its primary material sources, such as steel and cement, including partnerships with providers of green cement and steel recycling technology like MDC and SteelAsia. Additionally, the Corporation's Research & Development team at MDC actively explores innovative technologies and methodologies, positioning the Corporation as a pioneer in sustainable construction practices in the Philippines. Ms. Dy concluded that this concerted effort is crucial in achieving the Corporation's commitment to Net Zero emissions.

### c. Adjournment

The Chairman then adjourned the meeting and thanked everyone who joined the meeting.



**MARIA FRANCHETTE M. ACOSTA**  
Corporate Secretary

Approved:

**JAIME AUGUSTO ZOBEL DE AYALA**  
Chairman of the Board and of the Meeting

**Annex A**

Ayala Land, Inc.  
2024 Annual Stockholders' Meeting  
Attendance of Stockholders

| <b>Stockholder</b>  | <b>Type of Shares</b> | <b>No. Of Shares</b>  | <b>Appointee/<br/>Beneficial Owner</b> |
|---|-----------------------|-----------------------|--|
| 1. Ayala Corporation  | Common                | 7,622,336,687         | Chairman of The Meeting                |
| 2. Ayala Corporation  | Preferred             | 12,163,180,640        | Chairman of The Meeting                |
| 3. Deutsche Bank AG Manila                                      | Common                | 7,624,573             | Chairman of The Meeting                |
| 4. Mermac, Inc.   | Common                | 1,982,289             | Chairman of The Meeting                |
| 5. The Hongkong And Shanghai Banking Corp. Ltd. -Clients' Acct. | Common                | 1,160,613,816         | Chairman of The Meeting                |
| 6. The Hongkong And Shanghai Banking Corp. Ltd. -Clients' Acct. | Common                | 98,983,352            | Chairman of The Meeting                |
| 7. Citibank N.A. FAO Philam                                     | Common                | 143,974,707           | Chairman of The Meeting                |
| 8. Citibank N.A.  | Common                | 437,077,332           | Chairman of The Meeting                |
| 9. Standard Chartered FAO Sunlife Grepa Financial, Inc.         | Common                | 28,839,661            | Chairman of The Meeting                |
| <b>Sub-Total (Proxy)</b>  |                       | <b>21,664,613,057</b> |  |
| 10. Anthony Gilbert L. Antiquiera                               | Common                | 100                   | Nesto M. Lim                           |
| 11. Alvin V. David  | Common                | 100                   |  |
| 12. Angelo Ted S. Diesmos                                       | Common                | 366                   |  |
| 13. Joey Kiele M. Lumain  | Common                | 3                     |  |
| 14. First Metro Securities Brokerage                            | Common                | 1,600                 |  |
| 15. Ma. Kathryn Joy Q. Perez-Ortega                             | Common                | 5,000                 |  |
| 16. Michelle Marie T. Valbuena                                  | Common                | 12,900                |  |
| <b>Sub-Total (Voting System)</b>                                |                       | <b>20,069</b>         |  |
| 17. Justina Callangan   | Common                | 35                    | Jefferson Peralta                      |
| 18. Gigie Valencia-Guilas                                       | Common                | 1,000                 |  |
| 19. Nerissa N. Josef-Mediano                                    | Common                | 966,674               |  |
| 20. COL Financial Group, Inc.                                   | Common                | 400                   |  |
| 21. Anna Ma. Margarita B. Dy                                    | Common                | 3,510                 |  |
| 22. Cesar V. Purisima   | Common                | 1                     |  |
| 23. Cezar P. Consing  | Common                | 1                     |  |
| 24. Daniel Gabriel M. Montecillo                                | Common                | 1                     |  |
| 25. Jaime Augusto Zobel de Ayala                                | Common                | 1,140                 |  |
| 26. Mariana Beatriz Zobel de Ayala                              | Common                | 1                     |  |
| 27. Rex Ma. A. Mendoza  | Common                | 1                     |  |
| 28. Surendra M. Menon   | Common                | 1                     |  |
| 29. Arturo G. Corpuz  | Common                | 3,979,314             |  |
| <b>Sub-Total (Remote Communication)</b>                         |                       | <b>4,952,079</b>      |  |
| <b>TOTAL</b>  |                       | <b>21,669,585,205</b> |  |

