

COVER SHEET

1	5	2	7	4	7				
---	---	---	---	---	---	--	--	--	--

A	Y	A	L	A		L	A	N	D	,		I	N	C	.															

(Company's Full Name)

3	1	/	F		T	O	W	E	R		O	N	E	,		A	Y	A	L	A		T	R	I	A	N	G	L	E	
A	Y	A	L	A		A	V	E	N	U	E	,		M	A	K	A	T	I		C	I	T	Y						

(Business Address: No. Street City / Town / Province)

ATTY. MARIA FRANCHETTE M. ACOSTA															7908-3000									
Contact Person															Company Telephone Number									

1	2	3	1					0	4	2	5
Month		Day						Month		Day	
Fiscal Year								Annual Meeting			

	1	7	-	C
--	---	---	---	---

Secondary License Type, if Applicable

--	--	--	--	--	--	--	--	--	--

C	F	D															
Dept. Requiring this Doc.			Amended Articles Number/Section														

					Total Amount of Borrowings														
					Domestic					Foreign									

--	--	--	--	--	--

Total No. Of Stockholders

--	--	--	--	--	--	--	--	--	--

Domestic

--	--	--	--	--	--	--	--	--	--

Foreign

To be accomplished by SEC Personnel concerned

File Number										LCU									
Document I.D.										Cashier									

STAMPS									
--------	--	--	--	--	--	--	--	--	--

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. 24 February 2025
Date of Report (Date of earliest event reported)
2. 152747
SEC Identification Number
3. 000-153-790-000
BIR Tax Identification Number
4. AYALA LAND, INC.
Exact Name of registrant as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction of incorporation
6. [REDACTED] (SEC Use Only)
Industry Classification Code
7. 31F, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City
Address of principal office
- 1226
Postal code
8. 7908-3000
Registrant's telephone number, including area code
9. Not Applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON SHARES	14,639,255,490
VOTING PREFERRED SHARES	12,442,492,531

Indicate the item numbers reported herein : Please refer to attached letter

Re: Notice and Agenda of the Annual Stockholders' Meeting

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Ayala Land, Inc.

Registrant

Date : **24 February 2025**


Michelle Marie T. Valbuena
Senior Compliance Manager
Office of the Corporate Secretary



February 24, 2025

Securities and Exchange Commission

17/F SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati City

Attention: Atty. Oliver O. Leonardo
Director, Markets & Securities Regulation Department

Philippine Stock Exchange, Inc.

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

Attention: Atty. Stephanie Ann B. Go
Officer-in-Charge, Disclosure Department

Philippine Dealing and Exchange Corporation

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: Atty. Suzy Claire R. Selleza
Head, Issuer Compliance and Disclosures Dept.

Gentlemen:

Please see attached detailed notice and agenda of our annual stockholders' meeting which is set for April 24, 2025.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'f. acosta'.

MARIA FRANCHETTE M. ACOSTA
Corporate Secretary



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **AYALA LAND, INC.** will be conducted virtually via <https://conveneagm.com/ph/ALI2025ASM> on **Thursday, April 24, 2025** 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. Matters for Approval of Stockholders
 - i. Approval of Minutes of Previous Meeting
 - ii. Ratification of the Acts of the Board of Directors and Management
 - iii. Approval of the amendment to the Seventh Article of the Articles of Incorporation to decrease the Authorized Capital Stock from Php21,437,602,946.40² to Php20,437,602,946.40 through the retirement of 1 Bn common shares held in Treasury
 - iv. Approval of ALI Performance Shares Plan
 - v. Election of Directors (Including the Independent Directors)
 - vi. Election of External Auditor and Fixing of its Remuneration
 - vii. Approval of the Audited Financial Statements, including noting of Annual Report
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Presentation of Management and Open Forum
6. Adjournment

Pursuant to the Company's By-Laws, the Chairman, acting on the authority delegated by the Board of Directors during its meeting on November 26, 2024, has approved that the Annual Stockholders' Meeting be conducted in a fully virtual format. Stockholders may only attend the meeting by remote communication and by voting *in absentia*, electronically or by proxy.

Only stockholders of record as of **March 10, 2025** are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Company by email on or before **April 11, 2025**. Stockholders may likewise register online via Convene AGM starting March 28, 2025. Voting may be *in absentia*, electronically or by proxy, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia*, electronically or by proxy, will be set forth in the Information Statement³.

Duly accomplished proxy form and voting instruction shall be submitted on or before **April 11, 2025** to the Office of the Corporate Secretary at 37/F Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City or by email. Validation of proxies is set for April 15, 2025 at 9:00 o'clock in the morning.

Stockholders of record as of March 10, 2025 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 16, 2025**⁴.

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

Makati City, February 24, 2025.


MARIA FRANCHETTE M. ACOSTA
Corporate Secretary

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

² Pending approval by the Securities and Exchange Commission of the application for decrease in Authorized Capital Stock from Php21,500,000,000.00 to Php21,437,602,946.40.

³ Stockholders should notify the Company by email of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 10, 2025.

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 OF AGENDA ITEMS WITH PROPOSED RESOLUTIONS

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, <https://conveneagm.com/ph/ALI2025ASM>, which may be accessed by the stockholders to register and vote electronically *in absentia* on the matters for resolution at the meeting⁵. A stockholder participating by remote communication or voting *in absentia*, electronically or by proxy, 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@avalaland.com.ph.
- (ii) Each of the proposed resolutions will be shown on the screen during the meeting as the same is taken up at the meeting.
- (iii) Stockholders must notify the Company through corporatesecretary@avalaland.com.ph on or before April 11, 2025 of their intention to participate in the Meeting by remote communication in order to be included in the determination of the existence of a quorum, together with the stockholders who voted *in absentia*, electronically and by proxy.
- (iv) Voting shall only be allowed for validated stockholders registered in Convene AGM or who submitted a duly accomplished proxy form. Stockholders registered in the Convene AGM may cast their votes through the said system at any time prior to or at real time during the meeting. Vote tabulation shall be completed and finalized after the meeting.
- (v) All the items in the agenda for 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 unless the law requires otherwise.
- (vi) 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.
- (vii) 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 initial voting during the meeting.
- (viii) The meeting proceedings shall be recorded in audio and video format.

Matters for Stockholders Approval

1. Approval of minutes of previous meeting

The minutes of the meeting held on April 25, 2024 are available at the Company's website, ir.avalaland.com.ph and shall be presented for stockholders' approval.

2. Ratification of the acts of the Board of Directors and Management

The actions of the Board and its committees taken and the acts of management to implement the resolutions of the Board or its committees or made in the general conduct of business since the annual stockholders' meeting on April 25, 2024 until April 24, 2025 shall be presented for stockholders' ratification. They include the approval of the Company's agreements, projects, investments, capital allocations, treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

3. Approval of the amendment to the Seventh Article of the Articles of Incorporation to decrease the Authorized Capital Stock from Php21,437,602,946.40⁶ to Php20,437,602,946.40 through the retirement of 1 Bn common shares held in Treasury

Approval of the stockholders will be sought to decrease the authorized capital stock from Php21,437,602,946.40 to Php20,437,602,946.40 through the retirement of 1 Bn common shares held in Treasury. The Board approved the decrease and the corresponding amendment during its meeting on February 19, 2025.

A resolution on this agenda item must be approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock voting *in absentia*, electronically or by proxy.

4. Approval of ALI Performance Shares Plan

The ALI Performance Shares Plan (ALI PS) is designed to propel the Company's three-year strategy, strengthen key talent engagement, and ensure alignment with shareholder interests. The ALI PS supplements the Company's existing Employee Stock Ownership Plan (ESOWN). Shares issued from ALI PS will form part of the 3% allocation of the Company's authorized common shares for stock options.

5. Election of directors (including the independent directors)

The nine (9) nominees for directors, including the nominees for independent directors, as evaluated by the Corporate Governance and Nomination Committee of the Board to have all the qualifications and competence necessary for the effective performance of the Board's

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

⁶ Pending approval by the Securities and Exchange Commission of the application for decrease in Authorized Capital Stock from Php21,500,000,000.00 to Php21,437,602,946.40.

roles and responsibilities, and none of the disqualifications to serve as members of the Board, shall be presented for election to the stockholders.

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

6. Election of external auditor and fixing of its remuneration

As endorsed by the Audit Committee, the election of the external auditor for the ensuing year as well as its proposed remuneration shall be presented for stockholders' approval. The external auditor 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 the external auditor will be provided in the Information Statement.

7. Approval of the Audited Financial Statements and Noting of Annual Report

The Audited Financial Statements as of December 31, 2024 (AFS), as approved by the Board upon the recommendation of the Audit Committee, will be embodied in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting. The Audited Financial Statement shall be presented for stockholders' approval during the meeting, together with the noting of the Company's annual report, titled Integrated Report. The annual report will contain the "Message from the Chairman" and the "President's Report".

Consideration of such other business as may properly come before the meeting

The Chairman will take up agenda items received from stockholders on or before April 16, 2025 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines⁷.

Presentation of Management and Open Forum

The Chairman, Mr. Jaime Augusto Zobel de Ayala, and the President and Chief Executive Officer, Ms. Anna Ma. Margarita B. Dy, will report on the performance of the Company in 2024 and the outlook for 2025. The Company's performance is also embodied in the Company's Annual Report, titled Integrated Report. A soft copy of the Integrated Report will be posted on the Company's website, ir.ayalaland.com.ph.

The Chairman will open the floor for comments and questions by the stockholders.

⁷ 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/>.