

COVER SHEET

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(Company's Full Name)

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

ATTY. SOLOMON M. HERMOSURA															7908-3000									
Contact Person															Company Telephone Number									

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Month		Day							Month		Day	
Fiscal Year				Annual Meeting								

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														

To be accomplished by SEC Personnel concerned

File Number										LCU									
Document I.D.										Cashier									

STAMPS									
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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. 26 February 2024
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	14,942,175,713
VOTING PREFERRED SHARES	12,442,495,031

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

Re: Listing of additional ALI shares issued to former CHI Stockholders

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 26 February 2024

MELODY B. TRINIDAD

Compliance Manager

* Print name and title of the signing officer under the signature.



February 26, 2024

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.

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

Philippine Dealing and Exchange Corporation

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

Attention: Mr. Antonino A. Nakpil
President and CEO

Gentlemen:

We are pleased to inform you that the Philippine Stock Exchange (“PSE”) has approved on February 22, 2024 the listing of additional ALI shares effective February 26, 2024. These shares shall be issued to the stockholders of Cebu Holdings, Inc. (“CHI”) pursuant to the merger of CHI with our Company, as approved by the Securities and Exchange Commission on December 16, 2021. This merger has been earlier approved by the stockholders of both CHI and ALI in their respective annual stockholders’ meeting held on April 14, 2021 and April 21, 2021, respectively.

Please see the attached guidelines for the replacement of the CHI stock certificates.

Any resulting fractional share shall be paid in cash at the rate of Php23.78 per one full share and shall be released together with the new ALI stock certificates following the same procedure set forth in the guidelines.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'mf martirez-cruz', written over a light blue rectangular background.

Ma. Florence Therese dG. Martirez-Cruz
Assistant Corporate Secretary

NOTICE TO STOCKHOLDERS OF CEBU HOLDINGS, INC.

We are pleased to inform you that the Philippine Stock Exchange ("PSE") has approved on February 22, 2024 the listing of additional Ayala Land, Inc. ("ALI") shares effective February 26, 2024. These shares shall be issued to the stockholders of Cebu Holdings, Inc. ("CHI") pursuant to the merger of CHI with ALI as approved by the Securities and Exchange Commission on December 16, 2021.

The following guidelines for the replacement of the CHI stock certificates are hereby set forth:

1. Exchange Ratio

Pursuant to the approved Plan of Merger, 0.19 ALI common share shall be issued for every one (1) CHI common share.

2. Replacement of Stock Certificates

Starting March 7, 2024, CHI stockholders can hand deliver their CHI stock certificates to the following address during business hours:

Stock Transfer Services, Inc. (STSI)

34th Floor Unit D
Rufino Pacific Tower
6784 Ayala Avenue, Makati City
Telephone No: (+632) 8403-3433, (+632) 8403-2414 and 0910-2896581
Contract Persons: Ms. Riza P. Palacios and Mr. Joel S. Cortez

For Cebu-based stockholders, the replacement of the stock certificates could be made at ALI's Cebu office with the following address, provided that the stockholder gives a **20-day prior written notice** to the contact person indicated below (to allow for the mailing of the relevant ALI stock certificates from Manila to Cebu):

AYALA LAND, INC.

20th Floor, Ayala Center Cebu Tower
Bohol Street, Cebu Business Park
Cebu City
Telephone No: (032) 888-3720 and 0917-6123328
Contract Person: **Archie T. Obeso**

ALI stock certificates shall be personally released to CHI stockholders upon the presentation and surrender of the following documents:

- a. The CHI stock certificate/s; and
- b. For individual stockholders, photocopies of two (2) valid identification cards of the stockholder of record, with the stockholder's specimen signature. If individual CHI stockholder shall claim the ALI stock certificates through a representative, then in addition to the foregoing documents, the representative must present (i) an originally-signed authorization letter from

the relevant CHI stockholder, which must also be signed by the authorized representative; (ii) photocopies of two (2) government-issued identification cards of the authorized representative, with the latter's specimen signature; and iii) original of the valid identification cards for comparison.

- c. For corporate stockholders, original Secretary's Certificate authorizing the corporate stockholder's representative to surrender the CHI stock certificates and claim the corresponding ALI stock certificates.

The replacement cost of the CHI stock certificate will be shouldered by ALI. However, if a stockholder would request the splitting of the ALI stock certificate into more than one certificate, the cost of new stock certificates in excess of one, will be borne by the said stockholder.

3. Resulting Fractional Shares

Any resulting fractional share shall be paid in cash at the rate of Php23.78 per one full share and shall be released together with the new ALI stock certificates following the same procedure set forth in this guidelines.

4. Payment of Cash Dividend

ALI has initiated the payment of cash dividends through electronic bank transfer. This is available to both Bank of the Philippine Islands (BPI) and non-BPI account holders. The stockholders may coordinate with STSI on the forms and the requirements to enroll in ALI's Credit to Account (CTA) Facility at the address and contact information provided above.

If the stockholder chooses not to enroll in the CTA Facility, their cash dividends will be paid to them in check and will be available for pick up at the STSI office.

If you have any further questions, you may contact the Office of the Corporate Secretary at corporatesecretary@ayalaland.com.ph.

Sincerely,

AYALA LAND, INC.

By:



Ma. Florence Therese dG. Martirez-Cruz
Assistant Corporate Secretary