

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Mar 31, 2025

2. SEC Identification Number

152747

3. BIR Tax Identification No.

000-153-790-000

4. Exact name of issuer as specified in its charter

Ayala Land, Inc.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

31F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City

Postal Code

1226

8. Issuer's telephone number, including area code

+632 7908 3111

9. Former name or former address, if changed since last report

N/A

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	14,860,156,913
Voting Preferred Shares	12,442,492,531

11. Indicate the item numbers reported herein

Item 9 - Other Matters

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



# Ayala Land, Inc.

## ALI

**PSE Disclosure Form 4-23 - Mergers and Consolidations**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 and/or Section 5 of the Revised Disclosure Rules**

### Subject of the Disclosure

Merger of Ayala Land, Inc. (ALI) with its Subsidiaries

### Background/Description of the Disclosure

Please be informed that at our annual meeting of stockholders on April 25, 2024, the stockholders considered and approved the Articles and 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 (the "Merger"), 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.

On March 31, 2025, Ayala Land received the Certificate of Filing of the Articles and Plan of Merger dated March 13, 2025, issued by the Securities and Exchange Commission (SEC), with the Merger having an effective date of April 1, 2025.

<b>Date of Approval by Board of Directors</b>	Mar 12, 2024
<b>Date of Approval by Stockholders</b>	Apr 25, 2024
<b>Other Relevant Regulatory Agency, if applicable</b>	-
<b>Date of Approval by Relevant Regulatory Agency</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	Mar 13, 2025

### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The merger is an internal restructuring to simplify the ownership structure and is expected to result in operational synergies, efficient funds management and simplified reporting to government agencies.

### Description of the transaction including the timetable for implementation and related regulatory requirements, if any

The Plan of Merger was approved by the stockholders of Ayala Land, Inc. on April 25, 2024. It was also approved by the stockholders of the others companies involved in the merger during their respective stockholder's meetings held on or before April 25, 2024.

On March 31, 2025, the Company received the SEC's approval of the Articles and Plan of Merger dated March 13, 2025 with an effective date of April 1, 2025, involving 29 absorbed corporations with Ayala Land, Inc. as the surviving entity.

### Identities of the parties to the transaction

Name	Nature of Business	Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates
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Please see attached Annex A	-	-
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**Terms and conditions of the transaction****Plan of merger**

Please see attached Annex B

**Ratio of exchange of shares**

Please see attached Annex B

**Basis upon which the exchange ratio was determined**

Net Asset Values of ALI and the 34 Subsidiaries

**Number of shares subject of the merger**

Please see attached Annex C

**Timetable**

Effective immediately upon approval by the SEC.

**Conditions precedent to closing of the transaction, if any**

Approval of the SEC.

**Procedures for exchange**

Through the stock transfer agent.

**Description of the company subject of the transaction****Nature and business**

Please see attached Annex D

**Discussion of major projects and investments**

Please see attached Annex D

**List of subsidiaries and affiliates, with percentage holdings**

Name	% Ownership
Please see attached Annex D	-

**Capital structure****Authorized capital stock**

Type of Security /Stock Symbol	Amount	Number of Shares
Please see attached Annex D	-	-

**Subscribed Shares**

Type of Security /Stock Symbol	Amount	Number of Shares
Please see attached Annex D	-	-

**Paid-Up Capital**

<b>Amount</b>	Please see attached Annex D
<b>Number of Shares</b>	-

**Issued Shares**

Type of Security /Stock Symbol	Amount	Number of Shares
Please see attached Annex D	-	-

**Outstanding Shares**

Type of Security /Stock Symbol	Amount	Number of Shares
Please see attached Annex D	-	-

**Par Value**

Type of Security /Stock Symbol	Amount
Please see attached Annex D	-

**Ownership Structure (including percentage holdings)**

Name	Number of Shares	% Ownership
Please see attached Annex D	-	-

**Board of Directors**

Name	(Regular or Independent)
Please see attached Annex D	-

**Principal Officers**

Name	Position/Designation
Please see attached Annex D	-

**Effect(s)/impact on the business, financial condition and operations of the Issuer**

The Company will issue new common shares as consideration of the merger. The Company's resulting outstanding common shares after the merger, net of treasury shares will be 15,052,545,252 shares with details as follows:

Outstanding common shares before the merger – 14,942,175,713  
 Shares to be issued to AHRC – 110,358,039 shares  
 Shares to be issued to ALEI – 11,500 shares

As the result of the merger, the Company will issue 883,171,005 Treasury Shares. The Company's resulting outstanding common shares after the merger, net of treasury shares will be 15,052,545,252 .The Company's outstanding preferred shares will remain at 12,442,495,031 before and after the merger.

**Other Relevant Information**

The disclosure is amended to update the Exchange on the receipt of SEC's approval of the Articles and Plan of Merger.