

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. 25 April 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. (SEC Use Only) Industry Classification Code
7. 31F, Tower One and Exchange Plaza, 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

Table with 2 columns: Title of Each Class, Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding. Rows include COMMON SHARES and VOTING PREFERRED SHARES.

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

Re: Results of Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors

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 : 25 April 2024

Signature of Michelle Marie T. Valbuena, Senior Compliance Manager

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



April 25, 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: Atty. Suzie Claire R. Selleza
Head, Issuer Compliance and Disclosures Dept.

Gentlemen:

Please be informed that at our annual meeting of stockholders held today, the stockholders considered and approved the following resolutions:

1. Minutes of previous meeting

*Resolution No. S-01-24: “**RESOLVED**, to approve the minutes of the annual stockholders’ meeting held on April 26, 2023.”*

2. Annual report for 2023 and the consolidated Audited Financial Statements as of December 31, 2023

*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.”*

3. Ratification of the acts and resolutions of the Board of Directors and Officers during the preceding year

*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.”*

4. Merger of the Corporation and its subsidiaries

*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.”

5. Election of the directors (including Independent Directors)

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)”

6. Election of Isla Lipana & Co. as our external auditor for the year 2024 and fixing of its remuneration

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.”

At its organizational meeting held immediately after the stockholders’ meeting, our Board of Directors considered and approved the following:

1. Election of Chairpersons and Members of the Board Committees:

Executive Committee

Jaime Augusto Zobel de Ayala - Chairman
Cezar P. Consing - Member
Anna Ma. Margarita B. Dy - Member
Fernando Zobel de Ayala - Member
Mariana Beatriz Zobel de Ayala - Member
Rex Ma. A. Mendoza - Member

Corporate Governance and Nomination Committee

Daniel Gabriel M. Montecillo - Chairman
Cesar V. Purisima - Member
Rex Ma. A. Mendoza – Member

Personnel & Compensation Committee

Rex Ma. A. Mendoza – Chairman
Cezar P. Consing – Member
Cesar V. Purisima – Member

Related Party Transactions Review Committee

Rex Ma. A. Mendoza – Chairman
Daniel Gabriel M. Montecillo – Member
Surendra M. Menon – Member

Audit Committee

Cesar V. Purisima - Chairman
Rex Ma. A. Mendoza - Member
Daniel Gabriel M. Montecillo – Member

Sustainability Committee

Fernando Zobel de Ayala - Chairman
Mariana Beatriz Zobel de Ayala - Member
Anna Ma. Margarita B. Dy – Member

Risk Oversight Committee

Surendra M. Menon - Chairman
Cesar V. Purisima - Member
Mariana Beatriz Zobel de Ayala - Member

Inspectors of Proxies and Ballots Committee

Maria Franchette M. Acosta – Chairman
Annabeth R. Bernardo – Member
Ma. Luisa D. Chiong – Member

2. Designation of Mr. Daniel Gabriel M. Montecillo as our lead independent director.

3. Appointment of Messrs. Arturo G. Corpuz, Delfin L. Lazaro, Charles H. Cosgrove and Jaime Z. Urquijo as independent advisors to the Board of Directors.

4. Election of officers:

Jaime Augusto Zobel de Ayala	Chairman
Cezar P. Consing	Vice Chairman
Anna Ma. Margarita B. Dy	President and Chief Executive Officer
Dante M. Abando	Senior Vice President
Augusto D. Bengzon	Senior Vice President, Chief Finance Officer, Treasurer* and Chief Compliance Officer
Raquel S. Cruz	Senior Vice President
Joseph Carmichael Z. Jugo	Senior Vice President
Laurent P. Lamasuta	Senior Vice President
Robert S. Lao	Senior Vice President
Christopher B. Maglanoc	Senior Vice President
Mariana Beatriz Zobel de Ayala	Senior Vice President
Lyle A. Abadia	Vice President
Robert Michael N. Baffrey	Vice President
Ma. Luisa D. Chiong	Vice President
Pauline Clarisse F. Darre	Vice President
Dindo R. Fernando	Vice President
Rufino Hermann S. Gutierrez	Vice President
Stephanie J. Lingad	Vice President
Michael F. Magpusao	Vice President
Ferdie M. Mangali	Vice President
Enrique B. Manuel, Jr.	Vice President
Romeo T. Menpin, Jr.	Vice President
Carol T. Mills	Vice President
Roscoe M. Pineda	Vice President, Chief Information Officer and Data Protection Officer
Jose C. Platero, Jr.	Vice President
Alfonso Javier D. Reyes	Vice President
Isabel D. Sagun	Vice President and Chief Human Resources Officer
Darwin L. Salipsip	Vice President
Jeremy U. Sy	Vice President
Maria Clavel G. Tongco	Vice President
Jennylle S. Tupaz	Vice President
Richard T. Yap	Vice President
Annabeth R. Bernardo	Chief Audit Executive
Maphilindo S. Tandoc	Chief Risk Officer
Maria Franchette M. Acosta	Group General Counsel and Corporate Secretary
Ma. Florence Therese dG. Martinez-Cruz	Assistant Corporate Secretary

*Treasurer until May 14, 2024

5. Executive appointments as endorsed by our Corporate Governance and Nominations Committee:

Name	Position	Effective Date
George I. Aquino	Vice President	May 1, 2024
Jose Eduardo A. Quimpo II	Vice President and Treasurer	May 15, 2024

The profiles of Messrs. Aquino and Quimpo are attached herewith as Annex "A".

Please also be informed of the following members of our Management Committee:

Anna Ma. Margarita B. Dy
Dante M. Abando
Augusto D. Bengzon
Raquel S. Cruz
Joseph Carmichael Z. Jugo

Laurent P. Lamasuta
Robert S. Lao
Isabel D. Sagun
Mariana Zobel de Ayala

Thank you.

Very truly yours,


MARIA FRANCHETTE M. ACOSTA
Group General Counsel and
Corporate Secretary

Annex “A”

George I. Aquino, Filipino, is a seasoned executive with more than 35 years of experience in hospitality business. He was the Vice President and Managing Director of AHC Hospitality since January 2014. Under his leadership, AHC Hospitality grew to multiple properties with additional 5 in development. He oversees all aspect of the business including financial management, operational efficiency, guest experience, and brand positioning. He also developed and implemented strategies to drive revenue growth, enhance profitability, and ensured highest standards of service and hospitality. Mr. Aquino took up journalism and creative writing at University of Iowa in 1986, and interior design at Columbia College in Chicago in 1990. He obtained his Advance Management Program Certificate in 1996 and Accounting and Finance Certificate in 1995 at Cornell University – School of Hotel Administration.

Jose Eduardo A. Quimpo II, Filipino, has proven track record of driving financial performance, optimizing processes, and provides strategic guidance to organizations. Prior to joining the Corporation, he was a Senior Vice President of BDO Private Bank from October 2023 to March 2024. He was also the President of BDO Securities from March 2021 to September 2023, Chief Operating Officer of BDO Capital and Investment Corp., First Vice President and Co-Head of Corporate Finance of BDO Capital from 2018 to 2021. Mr. Quimpo obtained his Bachelor of Science degree in Management Engineering at Ateneo de Manila University in 2001.