



# 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 April 2024  
Date of Report (Date of earliest event reported)
2. 34218  
SEC Identification Number
3. 000-153-610-000  
BIR Tax Identification Number
4. AYALA CORPORATION  
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. 37F to 39F, Ayala Triangle Gardens Tower 2, Paseo De Roxas  
Corner Makati Avenue, Makati City  
Address of principal office
- 1226  
Postal code
8. (02)7908-3000  
Registrant's telephone number, including area code
9. N/A  
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	619,807,425 shares
Preferred A Shares (Reissued)	5,244,515 shares
Preferred B Series 2 Shares	30,000,000 shares
Voting Preferred Shares	200,000,000 shares

: Item 9- Other Events

**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 CORPORATION

Registrant

Date : **26 April 2024**

  
**Michelle Marie T. Valbuena**  
Senior Compliance Manager

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



For The  
Greater Good

33F Tower One, Ayala Triangle, Ayala Avenue  
Makati City, 1226 Philippines  
www.ayala.com.ph

April 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  
5<sup>th</sup> Avenue corner 28<sup>th</sup> 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 Disclosure Department*

Gentlemen:

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

1. Minutes of previous meeting

*Resolution No. S-01-2024: “**RESOLVED**, to approve the minutes of the annual stockholders’ meeting held on April 28, 2023.”*

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

*Resolution No. S-02-2024: “**RESOLVED**, to ratify each and every act and resolution, from April 28, 2023 to April 26, 2024 (the “Period”), of the Board of Directors (the “Board”) and the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act of the officers of the Corporation, during the Period, performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-laws of the Corporation.”*

3. Election of directors

*Resolution No. S-03-2024: “**RESOLVED**, to elect the following as directors of the Corporation to serve as such beginning April 26, 2024 until their successors are elected and qualified:*

*Jaime Augusto Zobel de Ayala  
Cezar P. Consing  
Delfin L. Lazaro  
Fernando Zobel de Ayala  
Rizalina G. Mantaring (Independent Director)  
Chua Sock Koong (Independent Director)  
Cesar V. Purisima (Independent Director)”*

4. Election of SyCip Gorres Velayo & Co. as the external auditor of our Company for the year 2024 and fixing of its remuneration

Resolution No. S-04-24: “**RESOLVED**, as endorsed by the Board of Directors, to approve the election of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2024 for an audit fee of PhP12,579,840.00, inclusive of value-added tax.”

5. Consolidated Audited Financial Statements for the CY December 31, 2023 and Noting of Annual Report

Resolution No. S-05-2024: “**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, SyCip Gorres Velayo & Co.”

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

1. Election of Mr. Jaime Augusto Zobel de Ayala as Chairman of the Board;
2. Election of Chairpersons and Members of the Board and Board-appointed Committees:

Executive Committee

Jaime Augusto Zobel de Ayala	Chairman
Delfin L. Lazaro	Vice Chairman
Cezar P. Consing	Member

Audit Committee

Rizalina G. Mantaring	(independent director)	Chairman
Cesar V. Purisima	(independent director)	Member
Chua Sock Koong	(independent director)	Member

Risk Management and Related Party Transactions Committee

Cesar V. Purisima	(independent director)	Chairman
Rizalina G. Mantaring	(independent director)	Member
Fernando Zobel de Ayala		Member

Corporate Governance and Nomination Committee

Chua Sock Koong	(independent director)	Chairman
Rizalina G. Mantaring	(independent director)	Member
Cesar V. Purisima	(independent director)	Member

Personnel and Compensation Committee

Chua Sock Koong	(independent director)	Chairman
Fernando Zobel de Ayala		Member
Rizalina G. Mantaring	(independent director)	Member

Finance Committee

Delfin L. Lazaro		Chairman
Jaime Augusto Zobel de Ayala		Member
Cezar P. Consing		Member
Fernando Zobel de Ayala		Member

Sustainability Committee

Fernando Zobel de Ayala		Chairman
Cesar V. Purisima	(independent director)	Member
Chua Sock Koong	(independent director)	Member



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www.ayala.com.ph

Committee of Inspectors of Proxies and Ballots

Maria Franchette M. Acosta  
Catherine H. Ang  
Josephine G. De Asis

Chairman  
Member  
Member

3. Election of Ms. Rizalina G. Mantaring as lead independent director;
4. Election of key officers<sup>1</sup>:

Cezar P. Consing	- President and Chief Executive Officer
Jose Rene Gregory D. Almendras	- Senior Managing Director, Public Affairs Group Head
Alberto M. de Larrazabal	- Senior Managing Director, Chief Finance Officer and Finance Group Head
Maria Franchette M. Acosta	- Managing Director, Chief Legal Officer, Corporate Secretary, Compliance Officer, Data Protection Officer and Corporate Governance Group Head
Francisco Romero Milan	- Managing Director, Chief Human Resource Officer and Corporate Resources Group Head
Karl Kendrick T. Chua	- Managing Director, Data Analytics and Artificial Group Head
Catherine H. Ang	- Managing Director and Chief Audit Executive
Estelito C. Biacora	- Executive Director and Treasurer
Josephine G. De Asis	- Executive Director and Controller
Mark Robert H. Uy	- Executive Director and Corporate Strategy Group Head
Jaime Z. Urquijo	- Associate Director and Chief Sustainability and Risk Officer
Rosario Carmela G. Austria	- Assistant Corporate Secretary

5. The 2024 stock option program pursuant to our Employee Stock Ownership Plan (the "Plan"). The program authorizes the grant to 111 executives, in accordance with the terms of the Plan, stock options covering up to a total of 790,000 common shares at a subscription price of Php588.29 per share, which is the rounded off volume-weighted average prices of our common shares at the Philippine Stock Exchange over the last 5-day trading days from April 19, 2024 to April 25, 2024.

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

Cezar P. Consing  
Jose Rene Gregory D. Almendras  
Maria Franchette M. Acosta  
Karl Kendrick T. Chua  
Alberto M. de Larrazabal  
Francisco Romero Milan  
Jaime Z. Urquijo  
Mark Robert H. Uy

Thank you.

Very truly yours,

**MARIA FRANCHETTE M. ACOSTA**  
Chief Legal Officer, Corporate Secretary and  
Compliance Officer

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<sup>1</sup> Excluding seconded officers