

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17.1

1. May 21, 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. MAKATI CITY, 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. (632) 7908-3111
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 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class (As of December 31, 2023)	Number of Shares of Stock Outstanding	Amount of Debt Outstanding (Registered)
Common	14,942,175,713	
Voting Preferred*	12,442,495,031	P125,250,000,000.00

Indicate the item numbers reported herein :

Item 9. Other Events
Re: Block sale of 98-million AREIT Shares

AYALA LAND, INC.

Registrant



Date: May 21, 2024

MICHAEL ANTHONY L GARCIA

Head, Investor Communications and Compliance,

*Unregistered



21 May 2024

Philippine Stock Exchange, Inc.

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

To **Alexandra D. Tom Wong** | OIC, Disclosure Department

Philippine Dealing and Exchange Corporation

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

To **Atty. Suzy Claire R. Selleza** | Head, Issuer Compliance and Disclosures Department

Securities and Exchange Commission

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

To **Atty. Oliver O. Leonardo** | Director, Market Regulation Department

Dear Mesdames and Gentlemen,

Please be informed that today, Ayala Land, Inc. ("**ALI**"), and its wholly-owned subsidiary, Westview Commercial Ventures Corp., sold an aggregate of 98,000,000 common shares ("**Offer Shares**") of AREIT, Inc. ("**AREIT**") at a transaction price of Php32.45 per share, equivalent to Php 3,180,100,000.00 (exclusive of fees and taxes) pursuant to a placement agreement (the "**Placement Agreement**") with BPI Capital Corporation and UBS AG Singapore Branch. The transaction is 2x oversubscribed at the clearing price and was anchored by high-quality long-only institutional investors. The placement is in relation to ALI's property-for-share swap transaction with AREIT.

The Offer Shares were offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and within the United States to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the U.S. Securities Act. The Offer Shares were also offered and sold in the Philippines in transactions that do not require registration under the Philippine Securities Regulation Code ("**SRC**"), specifically Section 10.1(l) and Section 10.1(k) of the SRC and Rule 10.1.3 of the implementing rules and regulations of the SRC.

The sale of the Offer Shares is exempt from the registration requirements of the SRC, and was not registered with the Philippine Securities and Exchange Commission (the "**Philippine SEC**") under the SRC. Any future offer or sale of the Offer Shares by the buyers thereof in the Philippines is subject to the registration requirements of the SRC unless such offer or sale qualifies as an exempt transaction in accordance with the applicable requirements of the SRC.

The proceeds from the block sale shall be settled on May 23, 2024, subject to the terms and conditions of the Placement Agreement. ALI and its subsidiary will submit the required Reinvestment Plan detailing the use of proceeds obtained from the block sale in due course.

Thank you.

A handwritten signature in blue ink, appearing to read 'ASB', written over a light blue horizontal line.

AUGUSTO D. BENGZON

Senior Vice-President

CFO and Chief Compliance Officer

Ayala Land, Inc.

31F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City, Philippines 1226
(632) 79083111 | www.ayalaland.com.ph | ir.ayalaland.com.ph



*This announcement is for information purposes only and does not constitute or form a part of any offer of, or solicitation to purchase or subscribe for, any securities in the United States or in any other jurisdiction. Any such securities have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or applicable state or foreign securities laws and may not be offered or sold in the United States without registration under federal or applicable state securities laws or an applicable exemption from such registration requirements. Any such securities may only be offered (a) in the United States to "qualified institutional buyers" as defined in Rule 144A under the Securities Act and (b) outside the United States in an offshore transaction in accordance with Regulation S under the Securities Act. No public offering of securities will be made in the United States or in any other jurisdiction where such an offering is restricted or prohibited. No money, securities or other consideration is being solicited by this communication or the information contained herein and, if sent in response to this communication or the information contained herein, will not be accepted.*

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