

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)

Aug 20, 2024

2. SEC Identification Number

34218

3. BIR Tax Identification No.

000-153-610-000

4. Exact name of issuer as specified in its charter

AYALA CORPORATION

5. Province, country or other jurisdiction of incorporation

PHILIPPINES

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

37F to 39F, Ayala Triangle Gardens Tower 2, Paseo de Roxas cor Makati Avenue, Makati City

Postal Code

1226

8. Issuer's telephone number, including area code

(02) 7908-3000

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

NA

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	620,526,625
Preferred A Shares (Reissued)	5,244,515
Preferred B Series 2 Shares	30,000,000
Voting Preferred Shares	200,000,000

11. Indicate the item numbers reported herein

Item 9

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 Corporation AC

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation *References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Ayala Corporation ("AC") through AC Ventures Holding Corp ("ACV"), to increase its ownership stake in Globe Fintech Innovations, Inc. ("Mynt"), the operator of GCash, by ~8%.

Background/Description of the Disclosure

AC, through its wholly-owned subsidiary, ACV signed a definitive agreement to acquire common shares from existing shareholders equivalent to an additional ~8% ownership stake in Mynt, the operator of the GCash platform, for approximately PhP22.4 billion. This transaction values Mynt at approximately PhP286.4 billion and increases Ayala's ownership in Mynt to ~13%.

AC's Board of Directors approved the transaction on July 30, 2024.

Further to the disclosures of AC on August 1, 2024 and August 2, 2024, the closing of the acquisition by ACV of additional shares in Mynt took place today, August 20, 2024.

Date of Approval by Board of Directors

Jul 30, 2024

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

AC's strategic priority is to rationalize its portfolio and reallocate capital to clear business winners. The increased stake in Mynt allows AC to further benefit from GCash's success and strong long-term growth potential.

Details of the acquisition or disposition

Date

Aug 1, 2024

Manner

AC's acquisition of secondary common shares equivalent to ~8% of Mynt post-transaction.

Description of the company to be acquired or sold

Mynt is the first and only US\$5 billion unicorn in the Philippines. It is a leader in mobile financial services focused on accelerating financial inclusion through mobile money, financial services, and technology. Mynt operates two fintech companies: GXI, the mobile wallet operator of GCash — the #1 Finance Super App in the Philippines, and Fuse Lending, a tech-based lending company that gives Filipinos access to microloans and business loans.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	157,623,446
Percentage to the total outstanding shares of the company subject of the transaction	8
Price per share	PhP 141.836

Nature and amount of consideration given or received

Cash, PhP22.4 billion

Principle followed in determining the amount of consideration

Negotiated price, aligned with market comparables

Terms of payment

Cash payment subject to fulfillment of conditions precedent

Conditions precedent to closing of the transaction, if any

Conditions precedent as are customary for similar transactions

Any other salient terms

None.

Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Consortium of private equity investors	None

Effect(s) on the business, financial condition and operations of the Issuer, if any

The increased stake in Mynt allows AC to further benefit from GCash's success and strong long-term growth potential.

Other Relevant Information

AC is currently in discussions with a strategic investor which has expressed interest in acquiring a portion of its ownership stake in Mynt subject to completing due diligence and receiving its approvals.

AC amended the original disclosure (Report/Circular Number C05109-2024) on August 2, 2024 to reflect in the Background/Description of the Disclosure the date of approval by AC's Board of Directors.

AC amended the disclosure (Report/Circular Number C05109-2024 and C05152-2024) on August 20, 2024 to: (i) reflect in the Background/Description of the Disclosure the closing of the transaction today, August 20, 2024; and (ii) to update the final total purchase price and purchase price per share based on the agreed mechanics between the Parties.