

# COVER SHEET

3	4	2	1	8					
---	---	---	---	---	--	--	--	--	--

[illegible][illegible][illegible][illegible]

(Company's Full Name)

3	7	-	3	9	F	,	T	O	W	E	R		T	W	O	,	A	Y	A	L	A		T	R	I	A	N	G	L
---	---	---	---	---	---	---	---	---	---	---	---	--	---	---	---	---	---	---	---	---	---	--	---	---	---	---	---	---	---

E	,	A	Y	A	L	A		A	V	E	N	U	E	,	M	A	K	A	T	I		C	I	T	Y						
---	---	---	---	---	---	---	--	---	---	---	---	---	---	---	---	---	---	---	---	---	--	---	---	---	---	--	--	--	--	--	--

(Business Address: No. Street City / Town / Province)

**ATTY. MARIA FRANCHETTE M. ACOSTA**

Contact Person

7908-3346
-----------

Company Telephone Number

1	2
---	---

Month

3	1
---	---

Day

Fiscal Year

	1	7	-	C
--	---	---	---	---

FORM TYPE

0	4
---	---

Month

2	9
---	---

Day

Annual Meeting

--

Secondary License Type, if Applicable

C	F	D
---	---	---

Dept. Requiring this Doc.

\_\_\_\_\_

Amended Articles Number/Section

--	--	--	--	--

Total No. Of Stockholders

### Total Amount of Borrowings

--	--	--	--	--	--	--	--

Domestic

--	--	--	--	--	--

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

---

LCU

LCU

[illegible]

Document I.D.

Cashier

Cashier

## STAMPS

# 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. September 27, 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.                      (SEC Use Only)  
Industry Classification Code
7. 37F to 39F, Ayala Triangle Gardens Tower 2, Paseo de Roxas  
cor 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	623,596,775 shares
Preferred A Series 1 Shares	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: [Amend] Material Transactions

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 : September 27, 2024

Jose Martin C. Lopez

Head – Investor Relations

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

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)  
Sep 27, 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 Corner 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  
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	623,596,775
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 - 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 Corporation**  
**AC**

**PSE Disclosure Form 4-30 - Material Information/Transactions**  
***References: SRC Rule 17 (SEC Form 17-C) and***  
***Sections 4.1 and 4.4 of the Revised Disclosure Rules***

**Subject of the Disclosure**

Filing of the Registration Statement to the Securities and Exchange Commission for the proposed offer and re-issuance of Preferred “B” Shares

**Background/Description of the Disclosure**

Further to our disclosures on June 27, 2024 and July 25, 2024, please be informed that Ayala Corporation (“Ayala”) has received the Certificate of Permit to Offer Securities for Sale from the Securities and Exchange Commission (“SEC”) for the offer and re-issuance of 5,000,000 Preferred “B” Shares (the “Base Offer Shares”) with a base amount of P10.0 billion with an oversubscription option of up to 2,500,000 Preferred “B” Shares (the “Oversubscription Offer Shares” together with the “Base Offer Shares”, the “Preferred Offer Shares”) with an aggregate issue value of up to P5.0 billion (the “Offer”).

**Other Relevant Information**

Please see attached document for more information.

27 September 2024

**Securities and Exchange Commission**

17<sup>th</sup> Floor SEC Headquarters, 7907 Makati Avenue  
Barangay Bel-Air, Makati City 1209

Attention: Mr. Oliver O. Leonardo  
*Director, Markets & Securities Regulation Department*

**The Philippine Stock Exchange, Inc.**

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

Attention: Atty. Stephanie Ann B. Go  
*Officer-in-Charge, Disclosure Department*

**Philippine Dealing & Exchange Corp.**

29th Floor, BDO Equitable Tower  
8751 Paseo de Roxas, Makati City 1226

Attention: Ms. Suzie Claire R. Selleza  
*Head, Issuer Compliance and Disclosure Department*

Dear Sir / Madam:

Further to our disclosures on June 27, 2024 and July 25, 2024, please be informed that Ayala Corporation ("Ayala") has received the Certificate of Permit to Offer Securities for Sale from the Securities and Exchange Commission ("SEC") for the offer and re-issuance of 5,000,000 Preferred "B" Shares (the "Base Offer Shares") with a base amount of ₱10.0 billion with an oversubscription option of up to 2,500,000 Preferred "B" Shares (the "Oversubscription Offer Shares" together with the "Base Offer Shares", the "Preferred Offer Shares") with an aggregate issue value of up to ₱5.0 billion (the "Offer"). The initial rate for dividends on the Preferred Offer Shares, as and if declared by the Board of Directors of Ayala, shall be at a fixed rate of 6.0538% per annum calculated in respect of each Dividend Period (as defined in the prospectus dated 25 September 2024 for the Offer (the "Prospectus") subject to adjustment, if not redeemed, on the payment date of the 20<sup>th</sup> Dividend Period, indicatively on the 5th anniversary of the Issue Date. The Preferred Offer Shares have no voting and pre-emptive rights. The Offer Period will run from October 1 to 7, 2024 with the Issue and Listing Date scheduled on October 15, 2024.

The above information is being disclosed in accordance with the disclosure rules of the SEC, The Philippine Stock Exchange, Inc. ("PSE"), and the Philippine Dealing & Exchange Corp.

Ayala has applied for the Preferred Offer Shares to be listed and tradeable on PSE on October 15, 2024. The net proceeds of the Offer will be utilized by Ayala solely to fund the redemption of the ₱15 billion Class "B" preferred shares callable on November 29, 2024 (the "Outstanding Preferred Shares"), as described in the Prospectus. The balance of the amount necessary to fund the redemption of the Outstanding Preferred Shares will be sourced from the Company's internally generated funds and/or other credit facilities including bank borrowings as Ayala considers commercially favorable at the relevant time.

Prospective investors should review the Prospectus and consult their respective tax and other advisors when considering an investment in the Offer.



37F to 39F, Ayala Triangle Gardens Tower 2  
Paseo de Roxas corner Makati Avenue,  
Makati City, 1226 Philippines

The Preferred Offer Shares are being offered through the Joint Lead Underwriters and Bookrunners: BPI Capital Corporation, also serving as Sole Issue Manager, BDO Capital & Investment Corporation, China Bank Capital Corporation, PNB Capital and Investment Corporation, RCBC Capital Corporation, and SB Capital Investment Corporation; and the Selling Agent: First Metro Investment Corporation and the Trading Participants of the PSE.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Estelito C. Biacora', is enclosed within a hand-drawn oval.

**Estelito C. Biacora**  
Executive Director and Treasurer