

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)
Nov 4, 2024
2. SEC Identification Number
152747
3. BIR Tax Identification No.
000-153-790-000
4. Exact name of issuer as specified in its charter
Ayala Land, Inc.
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
+632 7908 3111
Postal Code
1226
8. Issuer's telephone number, including area code
+632 7908 3111
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	14,801,265,390
Preferred Shares	12,442,524,223

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 Land, Inc. ALI

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 Land, Inc.'s ("ALI") proposed acquisition of shares of Aboitiz Land, Inc. ("Aboitiz Land") and Aboitiz Equity Ventures Inc. ("AEV") in Cebu District Property Enterprise Inc. ("CDPEI")

Background/Description of the Disclosure

On 4 November 2024, ALI received the certificate of approval from the Philippine Competition Commission (PCC) in relation to ALI's proposed acquisition of the 50% equity interest of Aboitiz Land and AEV in CDPEI.

Following the PCC's approval and the satisfaction of the closing conditions, Aboitiz Land, AEV, and ALI signed the Deed of Assignment of Shares to effect the transfer of shares.

Date of Approval by Board of Directors

Apr 25, 2024

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

This acquisition will consolidate ALI's ownership of CDPEI, the developer of Gatewalk Central. ALI envisions Gatewalk Central to be one of its key Cebu estates that will contribute to ALI's growing presence in the Visayas region.

Details of the acquisition or disposition

Date

Nov 4, 2024

Manner

Execution of the Deed of Assignment of Shares upon fulfillment of customary conditions precedent.

Description of the company to be acquired or sold

CDPEI, is the joint venture company of ALI, Aboitiz Land, and AEV. It was incorporated in 2014 to engage in the business of real estate development. It is the developer of Gatewalk Central, a 17.5-ha. mixed-use estate in Mandaue City, Cebu.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	18,100,000
Percentage to the total outstanding shares of the company subject of the transaction	50
Price per share	Php100 per share

Nature and amount of consideration given or received

Php1,810,000,000.00

Principle followed in determining the amount of consideration

Agreed valuation by the parties following due diligence review.

Terms of payment

Cash payment in tranches.

Conditions precedent to closing of the transaction, if any

Customary conditions precedent, including the necessary regulatory approvals from the (i) Securities and Exchange Commission on CDPEI's increase in authorized capital stock and (ii) the Philippine Competition Commission.

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
Aboitiz Land, Inc.	None
Aboitiz Equity Ventures Inc.	None

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

ALI gains 100% ownership of CDPEI.

Other Relevant Information

The June 18, 2024 disclosure is being amended to reflect the receipt of the PCC approval.

Filed on behalf by:

Name	Michael Blase Aquilizan
Designation	Department Manager