

March 7, 2025

via electronic mail

SECURITIES AND EXCHANGE COMMISSION

SEC Headquarters, 7907 Makati Avenue

Salcedo Village, Bel-Air, Makati City

ATTENTION : **DIR. OLIVER O. LEONARDO**
Markets and Securities Regulation Department

via PSE EDGE

PHILIPPINE STOCK EXCHANGE, INC.

PSE Tower, 28th Street, cor. 5th Avenue

Bonifacio Global City, Taguig City

ATTENTION : **ATTY. JOHANNE DANIEL M. NEGRE**
Officer-in-Charge, Disclosure Department

via electronic mail

PHILIPPINE DEALING & EXCHANGE CORP.

Market Regulatory Services Group

29th Floor BDO Equitable Tower

8751 Paseo de Roxas, Makati City

ATTENTION : **ATTY. SUZY CLAIRE R. SELLEZA**
Head, Issuer Compliance and Disclosures Department

Gentlemen:

Please see attached the SEC Form 17-C (Current Report) on the Notice of and Agenda for the 2025 Annual Stockholders' Meeting of Aboitiz Equity Ventures Inc. These are being filed in compliance with the Securities Regulation Code, its 2015 Implementing Rules and Regulations, the Revised Disclosure Rules of the Philippine Stock Exchange (PSE), and the Issuer Disclosure Operating Guidelines of the Philippine Dealing Exchange Corp. (PDEX).

Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ EQUITY VENTURES INC.

By:



SAMMY DAVE A. SANTOS

Assistant Corporate Secretary

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

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Month Day
Fiscal Year

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FORM TYPE

4th Monday of April

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Month Day
Annual Meeting

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Secondary License Type, if Applicable

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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To be accomplished by SEC Personnel concerned

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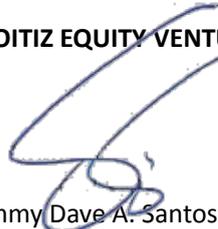
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SIGNATURE (S)

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ABOITIZ EQUITY VENTURES INC.

By:

A handwritten signature in blue ink, appearing to read 'SDA', is written over the 'By:' label.

Sammy Dave A. Santos
Assistant Corporate Secretary

Date: March 7, 2025

NOTICE AND AGENDA OF THE ANNUAL MEETING OF STOCKHOLDERS

NOTICE is hereby given that the Annual Meeting of the Stockholders of **ABOITIZ EQUITY VENTURES INC.** (the "Company") will be held on **April 28, 2025**, Monday at **11:00 a.m.** (the "2025 ASM"). The meeting will be conducted virtually and will be streamed live from NAC Tower, 32nd Street, Bonifacio Global City, Taguig City. The 2025 ASM will be accessible through the link available in the Company's website at <https://aboitiz.com/2025asm> (the "ASM Portal") beginning on March 28, 2025.

The Agenda* of the meeting is as follows:

1. Call to Order
2. Proof of Notice of Meeting and Determination of Quorum
3. Reading and Approval of the Minutes of the Previous Annual Stockholders' Meeting held on April 22, 2024
4. Presentation of the President's Report
5. Approval of the 2024 Annual Report and Financial Statements
6. Appointment of the Company's External Auditor for 2025
7. Election of the Members of the Board of Directors
8. Approval of the Amendment of Articles of Incorporation to Change the Company's Principal Place of Business
9. Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from April 22, 2024 up to April 27, 2025
 - 9.1 Ratification of the authority to amend the By-Laws to Change the Company's Principal Place of Business and align with the provisions of the Revised Corporation Code, the Company's updated corporate governance practices, and applicable SEC rules and regulations
10. Other Business
11. Adjournment

Only stockholders of record at the close of business on March 24, 2025 are entitled to notice of, to participate in, and to vote at this meeting by registering at the ASM Portal beginning on March 28, 2025 until 08:00 a.m. on April 28, 2025. Once registered, stockholders may send in questions or remarks through the ASM Portal.

Stockholders may vote through proxy, remotely, or *in absentia*.

Registered stockholders may cast their votes by remote communication or *in absentia* using the online voting platform available at the ASM Portal beginning March 28, 2025. Votes cast by registered stockholders until 08:00 a.m. of April 28, 2025, will be tabulated and presented during the 2025 ASM.

Stockholders may still vote after the cut-off time, and the final votes received through proxy and through the ASM Portal will be included in the minutes of the 2025 ASM and posted in the Company's website.

The procedures for attendance and voting during the 2025 ASM are included in the Information Statement and will be distributed to the stockholders and published in the Company's website at www.aboitiz.com and in the PSE EDGE portal at edge.pse.com.ph.

Stockholders may send their duly accomplished proxies on or before the close of business hours on April 21, 2025 to the Corporate Secretary either through email at AEV_BoardSecretariat@aboitiz.com or hard copies delivered prior to the cut-off date at NAC Tower, 32nd Street, Bonifacio Global City, Taguig City. Validation of proxies will be on April 24, 2025 virtually from the Office of the Corporate Secretary. **WE ARE NOT SOLICITING PROXIES.**

For the Board of Directors:

(SGD)

CONNIE G. CHU

Corporate Secretary

**The rationale for each Agenda item is explained in the attached Annex "A" and may also be viewed at AEV's website at <http://www.aboitiz.com/2025asm> under Annual Stockholders' Meeting in the Investor Relations Page.*

ANNEX "A"

EXPLANATION OF AGENDA ITEMS (including Agenda Items requiring Stockholders' Approval)

ITEM NO. 1: The Chairman will formally open the meeting at approximately 11:00 A.M.

ITEM NO. 2: **Proof of Notice of Meeting and Determination of Quorum**

RATIONALE: *To inform the stockholders that notice requirements for the 2025 Annual Stockholders' Meeting ("2025 ASM") have been complied with in accordance with the Company's Amended By-Laws and the Revised Corporation Code of the Philippines, and that quorum exists for the transaction of business.*

The Corporate Secretary will certify the date when notices for the 2025 ASM were sent out to the stockholders of record, including the dates of publication and the newspapers where the notice was published. The Corporate Secretary will also certify to the existence of a quorum, as verified and confirmed by Luis Cañete & Co., an independent auditing firm. Stockholders representing at least a majority of the outstanding capital stock, present in person or by proxy, shall constitute a quorum for the transaction of business.

Voting shall be through proxy or remote communication or *in absentia*. Pursuant to Section 4, 5 and 6 of the Company's Amended By-Laws and Sections 23 and 57 of the Revised Corporation Code which allow voting through remote communication or *in absentia*, stockholders may access the link: <https://abotiz.com/2025asm/> (the "ASM Portal"), to register and vote on the matters at the meeting beginning on March 28, 2025. A stockholder voting *in absentia* shall be deemed present for the purpose of quorum.

Votes may be cast by registered stockholders until 08:00 a.m. of April 28, 2025, which will be tabulated and presented during the 2025 ASM. Stockholders may still vote after the cut-off time, and the final total votes received through proxy and through the ASM Portal will be included in the minutes of the 2025 ASM.

The following are the rules of conduct and procedures for voting and participation in the meeting through remote communication:

1. Stockholders may register and vote at the Company's ASM Portal beginning March 28, 2025 until 08:00 a.m. on April 28, 2025. Only stockholders as of the record date who registered before the cut-off time will be counted for quorum purposes.
2. Votes cast by registered stockholders until 08:00 a.m. of April 28, 2025 will be tabulated and presented during the 2025 ASM. Stockholders may still vote after the cut-off time, and the final total votes received through proxy and through the ASM Portal will be included in the minutes of the 2025 ASM.
3. The conduct of the 2025 ASM will be livestreamed and registered stockholders may participate through the Company's ASM Portal.
4. Stockholders may send in their remarks or questions in advance, or during the meeting, through the ASM Portal. The moderator shall read out the remarks or questions, and direct them to the relevant director or officer.
5. Each of the proposed resolutions for approval will be shown on screen at the time they are being taken up at the meeting.
6. All votes received within the cut-off shall be tabulated by the Office of the Corporate Secretary and the results shall be validated by Luis Cañete & Company, an independent auditing firm.
7. The Corporate Secretary shall report the votes received and inform the stockholders if the particular agenda item is carried or disapproved. The total number of votes cast for all items for approval, as of the cut-off time, will be flashed on the screen.

ITEM NO. 3: Reading and Approval of the Minutes of the Annual Stockholders' Meeting held on April 22, 2024

RATIONALE: To allow the stockholders to confirm that the proceedings during the ASM were recorded accurately and truthfully.

The minutes of the stockholders' meetings held on April 22, 2024 was posted at AEV's website, www.aboitiz.com, on April 23, 2024. Copies of the minutes will also be part of the Information Statement provided to the stockholders.

A resolution approving the minutes of the Annual Stockholders Meeting held on April 22, 2024 will be presented to the stockholders for approval.

ITEM NO. 4: Presentation of the President's Report.

RATIONALE: To apprise the stockholders of the Company's operating performance, financial condition and outlook.

The Company's President and Chief Executive Officer, Mr. Sabin M. Aboitiz, shall deliver a report to the stockholders on the 2024 operating and financial performance of the Company, as well as its outlook for 2025.

ITEM NO. 5: Approval of the 2024 Annual Report and Financial Statements.

RATIONALE: To present to the stockholders the results of the Company's operations in 2024, in accordance with Section 74 of the Revised Corporation Code.

The Company's audited financial statements as of December 31, 2024 will be integrated and made part of the Company's Information Statement that will be sent to the stockholders at least 15 business days prior to the 2025 ASM. The Information Statement and the Company's 2024 Annual Report will be posted on the Company's website at www.aboitiz.com.

A resolution approving the 2024 Annual Report and Audited Financial Statements shall be presented to the stockholders for approval.

ITEM NO. 6: Appointment of the Company's External Auditor for 2025.

RATIONALE: To appoint an auditing firm which can best provide assurance to the directors and stockholders on the integrity of the Company's financial statements and adequacy of its internal controls. The Board Audit Committee and the Board of Directors will endorse an external auditor for 2025 for the stockholders to appoint.

The Company's Board Audit Committee endorsed, and the Board of Directors approved for the stockholders' consideration the election of Sycip Gorres Velayo & Co. (SGV) as the Company's external auditor for 2025.

The accounting firm of SGV has been AEV's Independent Public Accountant for the last 30 years. Ms. Jhoanna Feliza C. Go is AEV's audit partner from SGV since 2022. Ms. Go replaced Ms. Maria Veronica R. Pore who previously served as AEV's audit partner from 2017 to 2021. AEV complies with the requirements of Section 3(b) (ix) of SRC Rule 68 on the rotation of external auditors or signing partners and the two-year cooling-off period.

There was no event in the past 30 years wherein AEV and SGV or its handling partner had any disagreement regarding any matter relating to accounting principles or practices, financial statement disclosures or auditing scope or procedures.

A resolution for the appointment of the Company's external auditor for 2025, and ratifying the fees shall be presented to the stockholders for approval.

ITEM NO. 7: Election of the Members of the Board of Directors.

RATIONALE: To allow stockholders to elect the Company's Board of Directors in accordance with Section 24 of the Revised Corporation Code and the Company's Amended By-Laws.

Under the Amended Guidelines for the Nomination and Election of Independent Directors, the period for nominations for Independent Directors started on January 1, 2025 and the table of nominations closed on February 15, 2025, unless the Board Sustainability, Governance, and Related Party Transactions (SGRPT) Committee, acting as the Nominations Committee, unanimously agrees to extend the deadline for meritorious reasons. The stockholders who nominated the Independent and other Directors are disclosed in the Company's Information Statements. The Board SGRPT Committee assesses and evaluates the nominees before submitting the final list of qualified nominees to the stockholders for approval. The profiles of all the nominees are (i) disclosed to the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE), and the Philippine Dealing Exchange (PDEX), (ii) included in the Company's Information Statements, and (iii) uploaded in the Company's website for examination by the stockholders.

Article 6 of the Company's Amended Articles of Incorporation provides that the number of directors of AEV shall be nine who are to serve until their successors are elected and qualified as provided in the Company's Amended By-Laws.

To vote, a stockholder may distribute his shares for as many nominees as there are directors to be elected, or he may cumulate his shares and give one candidate as many votes as the number of directors to be elected, provided that the total number of votes cast does not exceed his shares in the Company. The nine nominees receiving the highest number of votes will be declared elected as directors of the Company.

ITEM NO. 8: Approval of the Amendment of Articles of Incorporation to Change the Company's Principal Place of Business

RATIONALE: At its meeting on January 28, 2025, the Board of Directors approved to amend Article III of the Company's Articles of Incorporation to reflect the change in its principal place of business to its future corporate headquarters in Makati City, as read below:

THIRD : That the place where the principal office of the corporation is to be established or located is at **Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines.**

A resolution approving the proposed amendment to Article Third of the Company's Articles of Incorporation shall be presented for the approval of stockholders representing at least two-thirds of the outstanding capital stock.

ITEM NO. 9: Ratification of the Acts, Resolutions and Proceedings of the Board of Directors, Corporate Officers and Management from April 22, 2024 up to April 27, 2025.

RATIONALE: The acts and resolutions of the Board of Directors, Corporate Officers and Management to be ratified were those taken and adopted during the period since the conclusion of the Company's 2024 ASM last April 22, 2024 until April 27, 2025. These included the approval of contracts and agreements and other transactions in the ordinary course of business. A summary of these acts and resolutions are enumerated in the Information Statement. The Company also regularly discloses material transactions approved by the Board of Directors. These disclosures are available for viewing and download at the Company's website at www.aboitiz.com.

A resolution ratifying the acts and proceedings of the Board of Directors, Corporate Officers and Management will be presented to the stockholders for approval.

ITEM NO. 9.1: Ratification of the authority to amend the By-Laws to Change the Company's Principal Place of Business and align with the provisions of the Revised Corporation Code, the Company's updated corporate governance practices, and applicable SEC rules and regulations.

RATIONALE: Pursuant to the Board's delegated power under Article VII of the Amended By-Laws to amend, repeal, or alter in whole or in part, the Company's By-Laws, or adopt new By-Laws, the Board of Directors, in its regular Board Meeting held on January 28, 2025, approved to amend Article I Sections 1, 3, and 8; Article II Sections 1, 2, and 4; and Article IV Section 6 of the Company's By-Laws to reflect the change in its principal place of business and align with the provisions of the Revised Corporation Code, the Company's updated corporate governance practices, and applicable SEC rules and regulations. The AEV Board also authorized the Corporate Secretary to make editorial clean ups on the Company's By-Laws.

As amended and upon approval by the SEC, Article I Sections 1, 3, and 8; Article II Sections 1, 2, and 4; and Article IV Section 6 of the Company's By-Laws will read as follows:

ARTICLE I

SECTION I Annual Meeting - The annual meeting of the stockholders shall be held, if practicable, at the principal office of the Company at **Ayala Triangle Gardens Tower 2, Paseo de Roxas, Corner Makati Avenue, Makati City, Metro Manila, Philippines**, or in lieu thereof at any location within Metro Manila that the Board of Directors may approve, and at a time to be announced by the Board of Directors on the day which is the 4th MONDAY OF APRIL of each year; provided that if such day is a legal holiday, the annual meeting of the stockholders shall be held on the next succeeding business day.

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SECTION 3. Notices – Notice of time and place of annual or special meetings of the stockholders shall be given personally, by mail addressed to each stockholder of record at the address left by such stockholder with the Corporate Secretary of the Corporation or at his last known address, by telefacsimile, electronic mail, publication in a newspaper of general circulation, **or any other manner as the Securities and Exchange Commission shall allow under its rules and regulations**, at least **twenty one (21)** days before the date set for such meetings; Provided, however, that in the case of special meetings, notice shall be given at least **one (1) week** before the said meeting and shall state the object or objects of the same. **For this purpose, the Corporate Secretary may require stockholders to provide their updated electronic mail (e-mail) address through which notices from the Corporation may be sent.**

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SECTION 8. Minutes – Minutes of all meetings of the stockholders shall be kept and preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law or **rules and regulations as may be issued by the Securities and Exchange Commission from time to time.**

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ARTICLE II

SECTION 1. Qualification and Election –

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Nominations for election of members of the Board of Directors by stockholders **shall be accepted starting January 1 of the year in which such nominee is to serve. Nominations shall be closed by February 15 of the same year,** except as may be provided by the Board of Directors in appropriate guidelines that it may promulgate from time to time in compliance with law.

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SECTION 2. Independent Directors - The Corporation shall have at least two (2) independent directors or at least twenty percent (20%) of the entire Board membership, whichever is lesser. The independent directors shall have all the qualifications and none of the disqualifications set forth in Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, **and circulars and guidelines that the Securities and Exchange Commission may issue from time to time.**

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SECTION 4. Meetings – The Board of Directors shall hold a meeting, for organization and for the election of officers, immediately after their election, of which meeting no notice is required. Thereafter, the Board of Directors shall hold regular meetings at **such frequency and dates as the Board may determine in its discretion.**

Special meetings of the Board of Directors may be called by the Chairman or the President or on the written request of two (2) directors on **two (2)** day's prior notice to each director personally, in writing, by telefacsimile **or** electronic media, and such meeting may be held any place within the Philippines.

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SECTION 6. Loss or Destruction of Certificates – The Board of Directors may direct a new certificate of stock to be issued in place of any certificate alleged to have been lost, **stolen,** or destroyed. The Board of Directors authorizing such issue of a new certificate, may, in its discretion, require the owner of the stock or his legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board as to ownership of the stock alleged to have been lost, **stolen,** or destroyed, and the facts which supported its loss or destruction.

The Board of Directors may also require him to give notice of such loss, **theft,** or destruction by publication or otherwise, as it may direct, and cause the delivery to the Corporation of a bond with or without sureties in such sum as it may direct, indemnifying the Corporation from any claims that may be made against it by reason of the issue of such new certificate. **If a contest has been presented to the Corporation or if an action is pending in court regarding the ownership of the certificate of stock which has been alleged lost, stolen, or destroyed, the Corporation may refuse to issue a new certificate of stock until the court renders a final decision regarding the ownership of the certificate of stock which has been alleged lost, stolen, or destroyed.**

Except in case of fraud, bad faith, or negligence on the part of the Corporation

and its officers, no action may be brought against the Corporation which shall have issued a certificate of stock in lieu of those lost, stolen or destroyed pursuant to the procedure set forth above.

Given that the Company's stockholders have already delegated to the members of the Board of Directors the authority to amend the By-Laws, the amendments to the By-Laws will become effective upon the approval by SEC.

ITEM NO. 10: Other Business

The Chairman will open the floor for comments or queries by the stockholders. Stockholders are given the opportunity to address the members of the Board, ask questions, and raise matters which may be properly taken up during the 2025 ASM.

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