

December 23, 2025

via SEC eFAST

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**
Head, 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) of Aboitiz Equity Ventures Inc. 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

C E O 2 5 3 6

S.E.C. Registration Number

A B O I T I Z E Q U I T Y V E N T U R E S I N C .

(Company's Full Name)

A Y A L A T R I A N G L E G A R D E N S T O W E R

2 , P A S E O D E R O X A S , C O R N E R

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

M E T R O M A N I L A , P H I L I P P I N E S

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

CONNIE G. CHU

(02) 8 886-2800

1 2 3 1

Month Day Fiscal Year

1 7 - C

FORM TYPE

4th Monday of April

0 4 2 8

Month Day Annual Meeting

N/A

Secondary License Type, if Applicable

SEC

Dept. Requiring this Doc

N/A

Amended Articles Number/Section

Total No. of Stockholders

x

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = Pls. use black ink for scanning purposes

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:



Sammy Dave A. Santos
Assistant Corporate Secretary

Date: December 23, 2025

DISCLOSURE
Acquisition/Disposition of Shares of Another Corporation

Subject of the Disclosure	:	Aboitiz Equity Ventures Inc. (AEV, or “the Company”) and Aboitiz InfraCapital, Inc. (AIC) sells 40% ownership stake in AIC to Global Infrastructure Partners, a part of BlackRock, through GIP EM ONYX PTE. LTD. (GIP)
Background/Description of the Disclosure	:	<p>AEV and AIC entered into a Share Subscription and Purchase Agreement (SSPA) with GIP for the subscription of and purchase by GIP of a forty percent (40%) ownership interest in AIC, the infrastructure arm of the Aboitiz Group.</p> <p>In connection with the transaction, the parties likewise entered into a Shareholders’ Agreement (SHA) governing their rights and obligations as shareholders of AIC. The SHA shall take effect upon the closing of the transaction.</p> <p>The transaction documents were executed on 23 December 2025, following the completion of GIP’s due diligence and negotiations.</p>
Date of approval by the Board of Directors	:	December 15, 2025
Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction	:	<p>The transaction is intended to bring in a strategic investor in AIC. GIP brings deep global experience in infrastructure investing across transport, energy, water and digital assets, with a strong focus on operational excellence, sustainability and long-term value creation.</p> <p>GIP’s entry will support AIC’s existing infrastructure platform and provide access to additional institutional expertise, best practices and resources.</p> <p>The transaction supports AEV’s disciplined portfolio management approach and its broader transformation into a techglomerate, while driving inclusive growth and long-term stakeholder value.</p>
<i>Details of the Acquisition or Disposition</i>		
Date	:	23 December 2025
Manner	:	Acquisition by way of share subscription and purchase pursuant to a Share Subscription and Purchase Agreement.
Description of the company to be acquired or sold	:	AIC is the infrastructure arm of AEV. It holds a diversified portfolio of infrastructure-related investments in the Philippines, including airport operations, bulk water distribution, and telecommunications towers.

Terms and Conditions of the Transaction

Number of shares to be acquired or disposed	:	GIP will acquire a total of 1,146,668,000 common shares and 1,408,000,000 redeemable preferred shares in AIC, equivalent to a 40% equity interest in AIC.
Percentage to the total outstanding shares of the company subject of the transaction	:	40%
Price per share	:	Php 13,707,996,000.00 total consideration.
Nature and amount of consideration given or received	:	Cash payment of Php 13,707,996,000.00, of which Php 4,647,999,996.80 will be paid to AIC directly. The remaining balance to be paid to AEV.
Principle followed in determining the amount of consideration	:	Valuation undertaken by GIP following its due diligence review of AIC assets and businesses.
Terms of Payment	:	One-time lump sum payment at closing.
Conditions precedent to closing of the transaction, if any	:	Customary closing conditions, including, amongst others: (i) receipt of any applicable Philippine Competition Commission (PCC) approval; (ii) fulfillment of the warranties, undertakings and covenants of the Sellers and the Buyers; and (iii) the approval of AIC's increase in authorized capital stock.
Any other salient terms	:	None.

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

Name	:	GIP EM ONYX PTE. LTD.
Nature of any material relationship with the Issuer, their directors/officers or any of their affiliates	:	None.
Effect (s) on the business, financial condition and operations of the Issuer, if any	:	The transaction results in a partial divestment of a minority equity interest of AEV in AIC.
Other relevant Information	:	Please see attached Press Release for additional information.