



**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. 20 February 2026  
Date of Report (Date of earliest event reported)
2. 152747 SEC Identification Number      3. 000-153-790-000 BIR Tax Identification Number
4. AYALA LAND, INC.  
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. 31F, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City Address of principal office      1226 Postal code
8. 7908-3000  
Registrant's telephone number, including area code
9. Not Applicable  
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
<b>COMMON SHARES</b>	14,339,932,449
<b>VOTING PREFERRED SHARES</b>	12,442,328,397

Indicate the item numbers reported herein :                     Please refer to attached letter                    

**Re: Results of the Board of Directors' Meeting**  
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 Land, Inc.  
Registrant

Date : **20 February 2026**

Michelle Marie T. Valbuena  
Senior Compliance Manager  
Office of the Corporate Secretary

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



February 20, 2026

**Securities and Exchange Commission**

17/F SEC Headquarters, 7907 Makati Avenue  
Barangay Bel-Air, Makati City

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

**Philippine Stock Exchange, Inc.**

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

Attention: Atty. Johanne Daniel M. Negre  
*Head, Disclosure Department*

**Philippine Dealing and Exchange Corporation**

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

Attention: Atty. Suzy Claire R. Selleza  
*Head, Issuer Compliance and Disclosures Dept.*

Gentlemen:

Please be informed that our Board of Directors (“Board”), at its regular meeting held today, approved the following:

1. The amendment of our Articles of Incorporation on:
  - a. The Second Article to include the cold storage business in our secondary purpose, and
  - b. The Seventh Article to decrease the authorized capital stock (ACS) from Php20,437,602,946.40<sup>1</sup> to Php19,937,602,946.40 through the retirement of 500,000,000 common shares held in Treasury.

The amendment of the Second and Seventh Article, and the decrease in our ACS will be presented to our stockholders for approval at their annual meeting on April 23, 2026.

2. The raising of up to Php40Bn with tenor of up to 10 years through the issuance of retail bonds and/or corporate notes for listing on the Philippine Dealing and Exchange Corporation, and/or bilateral term loans primarily for the purpose of debt refinancing and to partially finance general corporate requirements.
3. The filing with the Securities and Exchange Commission of a new 5-year shelf registration for debt securities of up to Php50Bn.

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<sup>1</sup>*Pending approval by the Securities and Exchange Commission of our application for decrease in ACS from Php21,500,000,000.00 to Php21,437,602,946.40, and from Php21,437,602,946.40 to Php20,437,602,946.40.*

4. The declaration of cash dividends totaling Php0.3513 per common share consisting of a regular cash dividend of Php0.3194 per common share and a special cash dividend of Php0.0319 per common share for the first half of 2026. The record date is March 6, 2026, and the payment date is March 19, 2026.

The dividends shall be paid by electronic transfer to stockholders with enrolled accounts. For stockholders with no enrolled accounts, the dividend checks shall be available for pick-up at Stock Transfer Service, Inc. at Unit 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City beginning March 19, 2026. Stockholders may contact Mr. Joel S. Cortez or Ms. Angelica M. Elcano at (02) 8403-3433, (02) 8403-2414 or 0910-2896581.

5. The allocation of 10,000,000 common shares for the ALI Performance Shares to vest over three years.

Thank you.

Very truly yours,

**MARIA FRANCHETTE M. ACOSTA**  
Corporate Secretary