COVER SHEET

152747

AYALA LAND, INC.

(Company's Full Name)

31/F TOWER ONE, AYALA TRIANGLE
AYALA AVENUE, MAKATI CITY

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

ATTY. MARIA FRANCHETTE M. ACOSTA

Contact Person

7908-3000

Company Telephone Number

12 31

Month *Day*

Fiscal Year

17-C

Secondary License Type, if Applicable

04 24

Month *Day*

Annual Meeting

CFD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. Of Stockholders

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

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. **23 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
COMMON SHARES	14,339,932,449
VOTING PREFERRED SHARES	12,442,328,397

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

Re: Detailed Notice and Agenda of our 2026 Annual Stockholders' 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 : **23 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 23, 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
5th Avenue corner 28th 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 see attached detailed notice and agenda of our annual stockholders' meeting which is set for April 23, 2026.

Thank you.

Very truly yours,

MARIA FRANCHETTE M. ACOSTA
Corporate Secretary

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **AYALA LAND, INC.** will be conducted virtually via https://conveneagm.com/ph/ALI2026ASM on **Thursday, April 23, 2026 at 9:00 o'clock in the morning** with the following

A G E N D A[1]

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval of Stockholders
    i. Approval of Minutes of Previous Meeting
    ii. Ratification of the Acts of the Board of Directors and Management
    iii. Approval of the amendment to the Seventh Article of the Articles of Incorporation to decrease the Authorized Capital Stock from Php20,437,602,946.40[2] to Php19,937,602,946.40 through the retirement of 500,000,000 common shares held in Treasury
    iv. Approval of the amendment to the Second Article of the Articles of Incorporation to include the cold storage business in the secondary purpose
    v. Election of Directors (Including the Independent Directors)
    vi. Election of External Auditor and Fixing of its Remuneration
    vii. Approval of the Audited Financial Statements, including noting of Annual Report
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Presentation of Management and Open Forum
6. Adjournment

Pursuant to the Company's By-Laws, the Chairman, acting on the authority delegated by the Board of Directors during its meeting on November 27, 2025, has approved that the Annual Stockholders' Meeting be conducted in a fully virtual format. Stockholders may attend the meeting by remote communication and by voting *in absentia*, electronically or by proxy.

Only stockholders of record as of **March 9, 2026** are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Company by email on or before **April 14, 2026**. Stockholders may likewise register online via ConveneAGM starting March 27, 2026. Voting may be *in absentia*, electronically or by proxy, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia*, electronically or by proxy, will be set forth in the Information Statement[3].

Duly accomplished proxy form and voting instruction shall be submitted on or before **April 14, 2026** to the Office of the Corporate Secretary at 37/F Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City or by email. Validation of proxies is set for April 16, 2026 at 9:00 o'clock in the morning.

Stockholders of record as of March 9, 2026 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda on or before **April 16, 2026**[4].

All email communications should be sent to corporatesecretary@ayalaland.com.ph on or before the designated deadlines.

Makati City, February 23, 2026.

MARIA FRANCHETTE M. ACOSTA
Corporate Secretary

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[1] *See next page for the explanation for each agenda item.*
[2] *Pending approval by the Securities and Exchange Commission of the application for decrease in Authorized Capital Stock 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.*
[3] *Stockholders should notify the Company by email of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 9, 2026.*
[4] *The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.*

EXPLANATION OF AGENDA ITEMS WITH PROPOSED RESOLUTIONS

Call to order

The Chairman will formally open the meeting at approximately 9:00 o' clock in the morning.

Certification of Notice and Quorum (and rules of conduct and procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Company has set up a designated online web address, https://conveneagm.com/ph/ALI2026ASM, which may be accessed by the stockholders to register and vote electronically *in absentia* on the matters for resolution at the meeting[5]. A stockholder participating by remote communication or voting *in absentia,* electronically or by proxy, shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

(i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at corporatesecretary@ayalaland.com.ph.

(ii) Each of the proposed resolutions will be shown on the screen during the meeting as the same is taken up at the meeting.

(iii) Stockholders must notify the Company through corporatesecretary@ayalaland.com.ph on or before April 14, 2026 of their intention to participate in the Meeting by remote communication in order to be included in the determination of the existence of a quorum, together with the stockholders who voted *in absentia,* electronically and by proxy.

(iv) Voting shall only be allowed for validated stockholders registered in ConveneAGM or who submitted a duly accomplished proxy form. Stockholders registered in the ConveneAGM may cast their votes through the said system at any time prior to or at real time during the meeting. Vote tabulation shall be completed and finalized after the meeting.

(v) All the items on the agenda for approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting, except for the amendment of the Articles of Incorporation which requires the affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Company.

(vi) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.

(vii) The Inspectors of Proxies and Ballots Committee will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of initial voting during the meeting.

(viii) The meeting proceedings shall be recorded in audio and video format.

Matters for Approval of Stockholders

1. Approval of Minutes of Previous Meeting

The minutes of the meeting held on April 24, 2025 are available at the Company's website, ir.ayalaland.com.ph and shall be presented for stockholders' approval. Below is the proposed resolution:

> *Resolution No. S-01-26: "**RESOLVED**, to approve the minutes of the annual stockholders' meeting held on April 24, 2025."*

2. Ratification of the Acts of the Board of Directors and Management

The actions of the Board and its committees taken and the acts of management to implement the resolutions of the Board or its committees or made in the general conduct of business since the annual stockholders' meeting on April 24, 2025 until April 23, 2026 shall be presented for stockholders' ratification. They include the approval of the Company's agreements, projects, investments, capital allocations, treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. Below is the proposed resolution:

> *Resolution No. S-02-26: "**RESOLVED**, to ratify each and every act and resolution, from April 24, 2025 to April 23, 2026 (the "Period"), of the Board of Directors (the "Board"), the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed pursuant to the resolutions of the Board, the Executive Committee and other Board committees as well as pursuant to the By-laws of the Corporation."*

3. Approval of the amendment to the Seventh Article of the Articles of Incorporation to decrease the Authorized Capital Stock from Php20,437,602,946.40[6] to Php19,937,602,946.40 through the retirement of 500,000,000 common shares held in Treasury

Approval of the stockholders will be sought to decrease the authorized capital stock from Php20,437,602,946.40 to Php19,937,602,946.40 through the retirement of 500,000,000 common shares held in Treasury. The Board approved the decrease and the corresponding amendment during its meeting on February 20, 2026.

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[5] *The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.*

[6] *Pending approval by the Securities and Exchange Commission of the application for decrease in Authorized Capital Stock from Php21,500,000,000.00 to Php21,437,602,946.40.*

A resolution on this agenda item must be approved by the stockholders owning at least two-thirds (2/3) of the outstanding capital stock voting *in absentia,* electronically or by proxy. Below is the proposed resolution:

> *Resolution No. S-03-26: "**RESOLVED**, to approve the amendment of the Seventh Article of the Articles of Incorporation to decrease the authorized capital stock from Php20,437,602,946.40 to Php19,937,602,946.40 through the retirement of 500 million common shares held in Treasury."*

4. Approval of the amendment to the Second Article of the Articles of Incorporation to include the cold storage business in the secondary purpose

Approval of the stockholders will be sought to include the cold storage business in the secondary purpose of the Company. The Board approved the proposed amendment during its meeting on February 20, 2026. Below is the proposed resolution:

> *Resolution No. S-04-26: "**RESOLVED**, to approve the amendment of the Second Article of the Articles of Incorporation to include as its 9th Secondary Purpose the following and the current 9th Secondary Purpose be re-numbered to 10:*
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> *9. To purchase, construct, own, lease, operate and manage cold storage and dry warehouse and engage in the general business of trading, food processing, warehousing, storage, moving, loading and unloading, distribution services, supply chain and inventory management and all the business activities necessary or impliedly incidental thereto and carry on the operations of cold storage business and dry warehousing to such extent and in such manner as may be permitted by applicable law.*
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> *~~9.~~ 10. To do all such other things and acts as are necessary or impliedly included, incidental or conducive to the attainment of the above objects or any of them, or which may be conveniently caried on or done in connection therewith, or which may directly or indirectly enhance the value of or render profitable any business of the Corporation; provided always that, nothing shall be done in connection with any of the above objects of the Corporation which is prohibited by laws of the Philippines now or hereafter existing, and provided further that the funds of the Corporation invested for one purpose shall not be diverted to another purpose except in accordance with the Corporate Law of the Philippines."*

5. Election of Directors (Including the Independent Directors)

The nine (9) nominees for directors, including the nominees for independent directors, as evaluated by the Corporate Governance and Nomination Committee of the Board to have all the qualifications and competence necessary for the effective performance of the Board's roles and responsibilities, and none of the disqualifications to serve as members of the Board, shall be presented for election to the stockholders.

The profiles of the nominees to the Board will be provided in the Information Statement.

6. Election of External Auditor and Fixing of its Remuneration

As endorsed by the Audit Committee, the election of the external auditor for the ensuing year as well as its proposed remuneration shall be presented for stockholders' approval. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of the external auditor will be provided in the Information Statement. Below is the proposed resolution:

> *Resolution No. S-06-26: "**RESOLVED**, as endorsed by the Board of Directors, to approve the election of Isla Lipana & Co. as the external auditor of the Corporation for the year 2026 for an audit fee of Five Million One Hundred Twenty Eight Thousand Pesos (₱5,128,000.00), exclusive of value-added tax and out of pocket expenses."*

7. Approval of the Audited Financial Statements, including noting of Annual Report

The Audited Financial Statements as of December 31, 2025 (AFS), as approved by the Board upon the recommendation of the Audit Committee, will be embodied in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting. The Audited Financial Statement shall be presented for stockholders' approval during the meeting, together with the noting of the Company's annual report, titled Integrated Report. The annual report will contain the "Message from the Chairman" and the "President's Report". Below is the proposed resolution:

> *Resolution No. S-07-26: "**RESOLVED**, to note the Corporation's Annual Report, which consists of the Message from the Chairman, the President's Report, and the audio-visual presentations to the stockholders, and to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2025, as audited by the Corporation's external auditor, Isla Lipana & Co."*

Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will take up agenda items received from stockholders on or before April 16, 2026 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines[7].

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[7] *SEC Memorandum Circular No. 14, series of 2020 or "Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings": https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-special-stockholders-meetings/.*

Presentation of Management and Open Forum

The Chairman, Mr. Jaime Augusto Zobel de Ayala, and the President and Chief Executive Officer, Ms. Anna Ma. Margarita B. Dy, will report on the performance of the Company in 2025 and the outlook for 2026. The Company's performance is also embodied in the Company's Annual Report, titled Integrated Report. A soft copy of the Integrated Report will be posted on the Company's website, ir.ayalaland.com.ph.

The Chairman will open the floor for comments and questions by the stockholders.