



# 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 April 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. [REDACTED] (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
<u>COMMON SHARES</u>	<u>14,308,296,249</u>
<u>VOTING PREFERRED SHARES</u>	<u>12,442,328,397</u>

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

**Re: Results of Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors**

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 April 2026

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

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



April 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  
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 at our annual meeting of stockholders held today, April 23, 2026, the stockholders considered and approved the following resolutions:

1. Minutes of previous meeting

*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

*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. Amendment to the Seventh Article of the Articles of Incorporation

*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. Amendment to the Second Article of the Articles of Incorporation

*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:

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.

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 carried 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 Independent Directors)

Resolution No. S-05-26: "**RESOLVED**, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

Jaime Augusto Zobel de Ayala  
Cezar P. Consing  
Anna Ma. Margarita B. Dy  
Fernando Zobel de Ayala  
Mariana Beatriz Zobel de Ayala  
Daniel Gabriel M. Montecillo (Independent Director)  
Cesar V. Purisima (Independent Director)  
Rex Ma. A. Mendoza (Independent Director)  
Surendra M. Menon (Independent Director)"

6. Election of Isla Lipana & Co. as external auditor for the year 2026 and fixing of its remuneration

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 (P5,128,000.00), exclusive of value-added tax and out of pocket expenses."

7. Audited Financial Statements, including noting of Annual Report

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."

At its organizational meeting held immediately after the stockholders' meeting, our Board of Directors:

1. Approved the change in our business address from 31<sup>st</sup> Floor Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City to 32<sup>nd</sup> to 35<sup>th</sup> Floors Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City effective May 1, 2026.
2. Ratified the actions of our Corporate Governance and Nomination Committee to revise our Board Committees and to update the Corporate Governance Manual and the relevant Committee Charters, as follows:

- a. Functions of the Nomination Committee will be added to the Personnel and Compensation Committee
- b. Change the name of the Personnel and Compensation Committee to Nomination, Personnel and Compensation Committee
- c. Removal of the Nomination Committee functions from the Corporate Governance and Nomination Committee
- d. Renaming of the Corporate Governance and Nomination Committee to Corporate Governance Committee
- e. Amendment of the Corporate Governance Manual, Personnel and Compensation Committee Charter and Corporate Governance and Nomination Committee Charter to reflect the foregoing changes

3. Election of Chairpersons and Members of the Board Committees:

Executive Committee

Jaime Augusto Zobel de Ayala - Chairman  
Cezar P. Consing - Member  
Anna Ma. Margarita B. Dy - Member  
Fernando Zobel de Ayala - Member  
Mariana Beatriz Zobel de Ayala - Member  
Daniel Gabriel M. Montecillo - Member

Nomination, Personnel and Compensation Committee

Rex Ma. A. Mendoza – Chairman  
Cezar P. Consing – Member  
Surendra M. Menon – Member

Corporate Governance Committee

Daniel Gabriel M. Montecillo - Chairman  
Cesar V. Purisima - Member  
Rex Ma. A. Mendoza – Member

Related Party Transactions Review Committee

Rex Ma. A. Mendoza – Chairman  
Daniel Gabriel M. Montecillo – Member  
Surendra M. Menon – Member

Audit Committee

Cesar V. Purisima - Chairman  
Rex Ma. A. Mendoza - Member  
Daniel Gabriel M. Montecillo – Member

Sustainability Committee

Fernando Zobel de Ayala - Chairman  
Mariana Beatriz Zobel de Ayala - Member  
Anna Ma. Margarita B. Dy – Member

Risk Oversight Committee

Surendra M. Menon - Chairman  
Cesar V. Purisima - Member  
Mariana Beatriz Zobel de Ayala - Member

Inspectors of Proxies & Ballots Committee

Maria Franchette M. Acosta – Chairman  
Annabeth R. Bernardo – Member  
Ma. Luisa D. Chiong – Member

4. Designation of Mr. Daniel Gabriel M. Montecillo as our lead independent director.
5. Appointment of Mr. Arturo G. Corpuz as our independent advisor to the Board of Directors.
6. Election of officers:

Jaime Augusto Zobel de Ayala  
Cezar P. Consing  
Anna Ma. Margarita B. Dy  
Raquel S. Cruz  
Joseph Carmichael Z. Jugo  
Robert S. Lao  
Christopher B. Maglanoc  
Jose Eduardo A. Quimpo II

Chairman  
Vice Chairman  
President and Chief Executive Officer  
Senior Vice President  
Senior Vice President  
Senior Vice President  
Senior Vice President  
Senior Vice President, Chief Finance Officer, Treasurer, and  
Chief Risk Officer  
Senior Vice President  
Senior Vice President

Mariana Beatriz Zobel de Ayala	Senior Vice President
Lyle A. Abadia	Vice President
Millette A. Arnedo	Vice President, Chief Legal Officer, Chief Compliance Officer, Assistant Corporate Secretary and Data Protection Officer
Robert Michael N. Baffrey	Vice President
Roann H. Batoon	Vice President
Chrysilla Carissa P. Bautista	Vice President and Head of Litigation
Ma. Luisa D. Chiong	Vice President
Pauline Clarisse F. Darre	Vice President
Dindo R. Fernando	Vice President
Rufino Hermann S. Gutierrez	Vice President
Jose Ramon E. Katipunan	Vice President
Michael F. Magpusao	Vice President
Enrique B. Manuel, Jr.	Vice President
Romeo T. Menpin, Jr.	Vice President
Roscoe M. Pineda	Vice President and Chief Information Officer
Isabel D. Sagun	Vice President and Chief Human Resources Officer
Jeremy U. Sy	Vice President
Maria Clavel G. Tongco	Vice President
Cherryl N. Uy	Vice President
Paolo O. Viray	Vice President
Hansgeorg G. Lopez-Vito	Vice President
Richard T. Yap	Vice President
Neal C. Perez	Chief Audit Executive
Maria Franchette M. Acosta	Group General Counsel and Corporate Secretary

Please also be informed of the following members of our Management Committee:

Anna Ma. Margarita B. Dy - Chairperson	Joseph Carmichael Z. Jugo
Mariana Beatriz Zobel de Ayala	Robert S. Lao
Jose Eduardo A. Quimpo II	Isabel D. Sagun
Raquel S. Cruz	Darwin L. Salipsip
Jaime Z. Urquijo	

Joahna S. Soriano – Management Committee Secretariat

Thank you.

Very truly yours,

**MARIA FRANCHETTE M. ACOSTA**  
Group General Counsel and  
Corporate Secretary