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(Company's Full Name)

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

ATTY. MARIA FRANCHETTE M. ACOSTA

Contact Person

Month Day Fiscal Year

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Month Day
Annual Meeting

Secondary License Type, if Applicable

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Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. Of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

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File Number

[illegible]

Document I.D.

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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. **6 October 2026**
Date of Report (Date of earliest event reported)
2. **34218**
SEC Identification Number
3. **000-153-610-000**
BIR Tax Identification Number
4. **AYALA CORPORATION**
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. **37F to 39F, Ayala Triangle Gardens Tower 2, Paseo De Roxas
Corner Makati Avenue, Makati City**
Address of principal office
- 1226**
Postal code
8. **(02)7908-3000**
Registrant's telephone number, including area code
9. **N/A**
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	620,417,577 shares
Preferred A Shares (Reissued)	5,244,515 shares
Preferred B Series 3 Shares	7,500,000 shares
Preferred B Series 4 Shares	10,000,000 shares
Voting Preferred Shares	200,000,000 shares

: **Item 9- Other Events**

Re: Detailed Notice and Agenda of the Special 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 CORPORATION

Registrant

Date : **6 October 2026**

Michelle Marie T. Valbuena
Senior Compliance Manager

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



October 6, 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

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

Attention: Atty. John S. Edralin
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 Disclosure Department

Gentlemen:

Please see attached detailed notice and agenda of our special stockholders' meeting which is set for October 27, 2026.

Thank you.

Very truly yours,

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ROSARIO CARMELA G. AUSTRIA

Assistant Corporate Secretary



NOTICE OF SPECIAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the special meeting of stockholders of **AYALA CORPORATION** will be conducted virtually via <https://conveneagm.com/ph/AC2026SSM> on **Tuesday, October 27, 2026 at 9:00 o'clock in the morning** with the following

A G E N D A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Matters for Approval
 - A. Amendment of the Articles of Incorporation as recommended by the Board of Directors on:
 - a. The Sixth Article to increase the number of directors from seven (7) to nine (9)
 - b. The Seventh Article for the:
 - i. reclassification of One Million Four Hundred Thirty Seven Thousand One Hundred Seventy Seven (1,437,177) unissued Carved-Out common shares with a par value of Php50.00 per share to Seventy One Million Eight Hundred Fifty Eight Thousand Eight Hundred Fifty (71,858,850) voting preferred X shares with a par value of Php1.00 per share
 - ii. denial of pre-emptive rights to issuances of voting preferred X shares, except for the holders of such voting preferred X shares
 - iii. grant of the same features, rights and privileges of the voting preferred shares to voting preferred X shares
 - iv. inclusion of a convertibility feature for the unissued common shares
 - B. Election of Directors (to fill the proposed additional two (2) Board seats)
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Adjournment

The Board of Directors, on September 21, 2026, has approved that the Special 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.²

The Corporation shall hold a physical meeting if so requested by the stockholders holding at least 10% of our outstanding capital stock. Stockholders have until October 5, 2026 to submit their request by email.

Only stockholders of record as of **October 5, 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 **October 16, 2026**. Stockholders may likewise register online via ConveneAGM starting October 6, 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 Statement³.

Duly accomplished proxy form and voting instruction shall be submitted on or before **October 16, 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 October 20, 2026 at 9:00 o'clock in the morning.

Stockholders of record as of October 5, 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 **October 20, 2026**⁴.

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

Makati City, September 22, 2026.


MARIA FRANCHETTE M. ACOSTA
Corporate Secretary

¹ See next page for the explanation for each agenda item.

² Tokens will be given to stockholders who will participate by remote communication or vote *in absentia*.

³ Stockholders should notify the Company by email of their preference to receive hard copies of the Information Statement and other SSM materials on or before October 5, 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

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/AC2026SSM>, which may be accessed by the stockholders to register and vote electronically *in absentia* on the matters for resolution at the meeting⁵. 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@ayala.com.
- (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@ayala.com on or before October 16, 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 at least two-thirds 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 Committee of Inspectors of Proxies and Ballots 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. Amendment of the Sixth Article of the Articles of Incorporation

The Sixth Article of the Articles of Incorporation is being amended to increase the number of directors from seven (7) to nine (9).

2. Amendment of the Seventh Article of the Articles of Incorporation

The Seventh Article of the Articles of Incorporation is being amended to provide for the following:

- a. Reclassification of One Million Four Hundred Thirty Seven Thousand One Hundred Seventy Seven (1,437,177) unissued Carved-Out common shares with a par value of Php50.00 per share to Seventy One Million Eight Hundred Fifty Eight Thousand Eight Hundred Fifty (71,858,850) voting preferred X shares with a par value of Php1.00 per share.
- b. Denial of pre-emptive rights to issuances of voting preferred X shares, except for the holders of voting preferred X shares
- c. Grant of the same features, rights and privileges of the voting preferred shares to voting preferred X shares
- d. Inclusion of a convertibility feature for unissued common shares

3. Election of Directors

The two (2) nominees to fill the vacancies that will result from the proposed increase in the number of directors, pursuant to the Company's proposed amendment to its articles of incorporation, as evaluated by the Nomination, Personnel and Compensation 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 by the stockholders.

The profiles of the nominees to the Board will be provided in the Information Statement. The election of the directors shall take effect upon approval of the Securities and Exchange Commission of the Company's amended articles of incorporation.

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 October 20, 2026 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines⁶.

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

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

⁶SEC 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/>.