COVER SHEET

3 4 2 1 8

AYALA CORPORATION

(Company's Full Name)

37F TO 39F AYALA TRIANGLE GARDENS

TOWER 2, PASEO DE ROXAS CORNER

MAKATI AVENUE, MAKATI CITY 1226

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

ATTY. MARIA FRANCHETTE M. ACOSTA	7908-3346
Contact Person	Company Telephone Number

12	31	17-C	04	24
Month	Day		Month	Day
Fiscal Year			Annual Meeting	

Secondary License Type, if Applicable

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. **27 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. _____ (SEC Use Only)
Industry Classification Code

7. **37F to 39F, Ayala Triangle Gardens Tower 2, Paseo De Roxas Corner Makati Avenue, Makati City** **1226**
Address of principal office 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: Results of 2026 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 : **27 October 2026**

Michelle Marie T. Valbuena
Senior Compliance Manager

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

October 27, 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. Marigel B. Garcia
Head, Issuer Regulation Division

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 be informed that at our special stockholders' meeting held today, the stockholders approved the following resolutions:

1. Amendment of the Sixth Article of the Articles of Incorporation to increase the number of directors from seven (7) to nine (9)

   Resolution No. S-06-2026 - RESOLVED, as recommended by the Board of Directors in Resolution No. B-74-26 to approve the amendment of the Sixth Article of the Articles of Incorporation to increase the number of directors from seven (7) to nine (9), such that, as amended, the Sixth Article shall henceforth read as follows:

   *SIXTH - That the number of directors of the Corporation shall be **nine (9)** and the names and residences of said directors who are to serve until their successors are elected and qualified as provided for in the by-laws are as follows, to wit: (As amended on October 27, 2026)*

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

   Resolution No. S-07-2026 - RESOLVED, as recommended by the Board of Directors in Resolution No. B-74-26 to approve the amendment of the Seventh Article of the Articles of Incorporation to reclassify 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, such that, as amended, the first paragraph of the Seventh Article shall henceforth read as follows:

   *SEVENTH - The authorized capital stock of the Corporation is FIFTY SIX BILLION TWO HUNDRED MILLION PESOS (P56,200,000,000.00), Philippine Currency, consisting of **Eight Hundred Ninety Eight Million Five Hundred Sixty Two Thousand Eight Hundred Twenty Three (898,562,823)** common shares with a par value of P50.00 per share and Three Hundred*

Eighty One Million Eight Hundred Fifty Eight Thousand Eight Hundred Fifty (381,858,850) *preferred shares classified into Twelve Million (12,000,000) preferred "A" shares with a par value of P100.00 per share, Fifty Eight Million (58,000,000) preferred "B" shares with a par value of P100.00 per share, Forty Million (40,000,000) preferred "C" shares with a par value of P100.00 per share, Two Hundred Million (200,000,000) voting preferred shares with a par value of P1.00 per share****, and Seventy One Million Eight Hundred Fifty Eight Thousand Eight Hundred Fifty (71,858,850) voting preferred X shares with a par value of P1.00 per share.*** *(As amended on October 27, 2026)*

3. Amendment of the Seventh Article of the Articles of Incorporation to deny the pre-emptive rights to issuances of voting preferred X shares except for the holders of such voting preferred X shares

Resolution No. S-08-2026 - RESOLVED, as recommended by the Board of Directors in Resolution No. B-74-26 to approve the amendment of the Seventh Article of the Articles of Incorporation to deny preemptive rights to issuances of voting preferred X shares, except for the holders of such voting preferred X shares, such that, as amended, the pre-emptive rights portion of the Seventh Article shall henceforth read as follows:

Pre-emptive Rights

xxx xxx xxx

One Hundred Million (100,000,000) unissued common shares of the Corporation (the "Carved-out Shares") as of the date of approval of the Securities and Exchange Commission are reserved or allocated for issuance, in one or more transactions or offerings, to raise cash to acquire properties or assets needed for the business of the Corporation, or in payment of a debt contracted prior to the issuance of Carved-out Shares. The issuance of all or any part of the Carved-out Shares is not subject to any pre-emptive right by any shareholder. (As amended on 19 April 2013). ***Of the Carved-out Shares, One Million Four Hundred Thirty Seven Thousand One Hundred Seventy Seven (1,437,177) unissued shares reclassified as Seventy One Million Eight Hundred Fifty Eight Thousand Eight Hundred Fifty (71,858,850) voting preferred X shares are reserved for issuance to any strategic investor of the Corporation, which issuance shall not be subject to any pre-emptive right by any shareholder, except for the holders of voting preferred X shares.*** *(As amended on October 27, 2026)*

4. Amendment of the Seventh Article of the Articles of Incorporation to grant the same features, rights and privileges of the voting preferred shares to voting preferred X shares

Resolution No. S-09-2026 - RESOLVED, as recommended by the Board of Directors in Resolution No. B-74-26 to approve the amendment of the Seventh Article of the Articles of Incorporation to grant the same features, rights and privileges of the voting preferred shares to voting preferred X shares, such that, as amended, the voting preferred shares portion of the Seventh Article shall henceforth read as follows:

The voting preferred shares ***and voting preferred X shares*** *shall have the following features, rights and privileges: (As amended on October 27, 2026)*

a) Issue value to be determined by the Board of Directors at the time of issuance of the shares;
b) Dividend rate to be determined by the Board of Directors at the time of issuance of the shares and declaration thereof to be determined by the Board;
c) Cumulative in payment of current dividends as well as any unpaid back dividends;
d) Non-convertible into common shares;
e) Preference over holders of common stock in the distribution of corporate assets in the event of dissolution and liquidation of the Corporation and in the payment of the dividend at the rate specified at the time of issuance;
f) Non-participating in any other or further dividends beyond that specifically payable on the shares;
g) Voting;

h) With pre-emptive rights only in respect of any issue of voting preferred shares ***(for voting preferred shareholders only) and with pre-emptive rights only in respect of any issue of voting preferred X shares (for voting preferred X shareholders only),*** *and as provided in this Article Seventh; and (As amended on October 27, 2026)*
i) Redeemable at the option of the Corporation under such terms that the Board of Directors may approve at the time of the issuance of shares. (As amended on 16 April 2010)

The preferred shares may be re-issued when fully redeemed.

5. Amendment of the Seventh Article of the Articles of Incorporation to include a convertibility feature for unissued common shares

Resolution No. S-10-2026 - RESOLVED, as recommended by the Board of Directors in Resolution No. B-74-26 to approve the amendment of the Seventh Article of the Articles of Incorporation to include a convertibility feature for common shares, such that, as amended, the Seventh Article shall henceforth read as follows:

SEVENTH – xxx xxx xxx

Convertibility

Unissued common shares may be converted into such classes of voting preferred shares at the option of the Company at such terms to be determined by the Board of Directors. *(As amended on October 27, 2026)*

xxx xxx xxx

6. Election of directors to fill the proposed additional two (2) Board seats

Resolution No. S-11-2026 - RESOLVED, to elect the following as directors of the Corporation to serve as such upon approval by the Securities and Exchange Commission of the Corporation's amended articles of incorporation until their successors are elected and qualified:

Alberto M. de Larrazabal
Delfin L. Lazaro

Thank you.

Very truly yours,

MARIA FRANCHETTE M. ACOSTA
Corporate Secretary