



SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No.: 0000034218

Company Name: AYALA CORPORATION

Industry Classification: K70120

Company Type: Stock Corporation

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COVER SHEET

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(Company's Full Name)

3	7	F	T	O	3	9	F	A	Y	A	L	A	T	R	I	A	N	G	L	E	G	A	R	D	E	N	S
T	O	W	E	R	2	,	P	A	S	E	O	D	E	R	O	X	A	S	C	O	R	N	E	R			
M	A	K	A	T	I	A	V	E	N	U	E	,	M	A	K	A	T	I	C	I	T	Y	1	2	2	6	

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

ATTY. MARIA FRANCHETTE M. ACOSTA

Contact Person

908-3346

Company Telephone Number

1	2	3	1
Month		Day	
Fiscal Year			

FORM TYPE				

I-ACGR

0	4	2	6
Month		Day	
Annual Meeting			

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Secondary License Type, if Applicable

C	F	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total No. Of Stockholders				

Total Amount of Borrowings														
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



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2023**.
2. SEC Identification Number **34218**
3. BIR Tax Identification No. **000-153-610-000**
4. Exact name of issuer as specified in its charter **AYALA CORPORATION**
5. **PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **37F to 39F, Ayala Triangle Gardens Tower 2,**
Paseo de Roxas cor. Makati Avenue, Makati City **1226**
Address of principal office Postal Code
8. **(632) 8908-3000**
Issuer's telephone number, including area code
9. **N.A.**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<p>Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	Provide information or link/reference to a document containing information on the following:	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant	<p>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	Compliant	<p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Nominees to the Board of Directors, page 8 and Annex B - Board of Directors and Officers, pages 22-28 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, pages 32-38 and Board Skills Matrix, page 39 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

		<p>Amended By-laws, Article IV, Sections 1 to 3 https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Revised Manual of Corporate Governance, Part One – Governance Structure, I. Board of Directors, Qualifications and Disqualifications, pages 2-3 and Independent Directors, pages 4-5 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
Recommendation 1.2			
<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Nominees to the Board of Directors, page 8 and Annex B - Board of Directors and Officers, pages 22-28 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement-Redacted.pdf</p> <p>2023 Integrated Annual Report-Board of Directors, pages 32-38; Board and Board Committee Membership and Attendance, page 40-42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, About, Leadership, Board of Directors</p>	

		https://ayala.com/about-ayala/leadership/	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p><u>Links/references:</u></p> <p>Charter of the Board, Section 13, Orientation and Continuing Education Program for Directors, page 14 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance, Part One – Governance Structure, I. Board of Directors, Training, page 6 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p> <p><u>Links/references:</u></p> <p><u>Continuing Training Program</u></p> <p>Company website, Governance, Board Matters, Continuing Education and Training Tab https://ayala.com/governance/board-matters/continuing-education-and-training/</p>	
3. Company has relevant annual continuing training for all directors.	Compliant		

		<p>Company Disclosures – Corporate Governance Trainings of Directors and Officers https://ayala.com/app/uploads/2024/04/AC_SEC-PSE-PDEx-Participation-of-Directors-and-Officers-in-CG-Training-in-2023_1.25.24.pdf</p> <p>Company website, Governance, Board Matters, Appointment, Orientation https://ayala.com/governance/board-matters/appointment/</p>	
Recommendation 1.4			
<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p><u>Links/references:</u></p> <p>Charter of the Board, Section 2, Item 2 – Board Competencies and Diversity, page 1 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance, Part One – Governance Structure, I. Board of Directors, Composition, page 1 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Board Diversity Policy, page 39 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

		<p>Per its Board Diversity Policy, there must be at least 30% or two (2) female directors in the Board by 2025. The company attained this target ahead of schedule with the re-election of Ms. Rizalina G. Mantaring and election of Ms. Chua Sock Koong and Ms. Mercedita S. Nollobo in 2022 and continues to do so in spite of the resignation of Ms. Nollobo. .</p>	
Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p><u>Links/references:</u></p> <p>Charter of the Board, Section 2, Item 2 – Board Competencies and Diversity, page 1 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance, Part One – Governance Structure, I. Board of Directors, Composition, page 1 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Board Diversity Policy, page 39 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

		Per its Board Diversity Policy, there must be at least 30% or two (2) female directors in the Board by 2025. The company attained this target ahead of schedule with the re-election of Ms. Rizalina G. Mantaring and election of Ms. Chua Sock Koong and Ms. Mercedita S. Nollo do in 2022 and continues to do so in spite of the resignation of Ms. Nollo do.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Non-Compliant	<p>Links/references:</p> <p>2024 Definitive Information Statement, Annex B, Board of Directors and Key Officers, page 25 (Solomon M. Hermosura), and page 28 (Maria Franchette M. Acosta) https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement-Redacted.pdf</p>	With the complementary nature of the functions of Corporate Secretary and Chief Compliance Officer, the combined responsibility allows the holder of both positions to optimally assist the Board in its functions and in keeping Ayala compliant with laws, regulations and good corporate governance practices. A strong team also supports both roles, allowing for an effective performance in both capacities
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>Company Disclosures – Corporate Governance Result of the Board of Directors' Meeting (Appointment of Maria Franchette M. Acosta as the new Corporate Secretary and OIC-Compliance Officer) https://ayala.com/app/uploads/2024/03/AC-Material-Information-031224.pdf</p> <p>2023 Amended General Information Sheet</p>	

		<p>https://ayala.com/app/uploads/2024/03/AYALA-CORPORATION-5th-Amended-GIS-2023_Redacted.pdf</p> <p>2023 Integrated Annual Report, Business Practices and Corporate Governance, Corporate Secretary, Chief Compliance Officer, Data Protection Officer and Chief Legal Officer, page 105 and Ayala Group Management Committee Members Profiles (Solomon M. Hermosura), page 178</p> <p>https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Charter of the Board, Section 10, Corporate Secretary, pages 12-13</p> <p>https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance, Part One – Governance Structure, I. Board of Directors, Support from Key Officers, Corporate Secretary, pages 12-13</p> <p>https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p> <p><u>Links/references:</u></p> <p>Company Disclosures – Corporate Governance Trainings of Directors and Officers</p>	

		https://ayala.com/app/uploads/2024/04/AC_S-EC-PSE-PDEx-Participation-of-Directors-and-Officers-in-CG-Training-in-2023_1.25.24.pdf 2024 Definitive Information Statement, Trainings and Continuing Education Programs for the Directors and Key Officers, page 9 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf Company website, Governance, Board Matters, Continuing Education and Training Tab https://ayala.com/governance/board-matters/continuing-education-and-training/	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting Links/references: 2023 Integrated Annual Report, Board of Directors, Board Attendance and Performance, page 39 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf Company website, Governance, Board Matters, Meetings and Attendance Tab, Access to Information Section https://ayala.com/governance/board-matters/meetings-and-attendance/	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant		

<p>2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p>	
<p>3. Compliance Officer is not a member of the board.</p>	<p>Compliant</p>	<p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Annex B, Board of Directors and Key Officers, page 25 (Solomon M. Hermosura), and page 28 (Maria Franchette M. Acosta) https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Amended 2023 General Information Sheet https://ayala.com/app/uploads/2024/03/AYALA-CORPORATION-5th-Amended-GIS-2023_Redacted.pdf</p> <p>2023 Integrated Annual Report, Business Practices and Corporate Governance, Corporate Secretary, Chief Compliance Officer, Data Protection Officer and Chief Legal Officer, page 105 and Ayala Group Management Committee Members Profiles (Solomon M. Hermosura), page 178 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Revised Manual of Corporate Governance, Part One – Governance Structure, I. Board of Directors, Support from Key Officers, Corporate Secretary, pages 12-13</p>	

		https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p><u>Links/references:</u></p> <p>Company Disclosures – Corporate Governance Trainings of Directors and Officers https://ayala.com/app/uploads/2024/04/AC_SE-EC-PSE-PDEx-Participation-of-Directors-and-Officers-in-CG-Training-in-2023_1.25.24.pdf</p> <p>2024 Definitive Information Statement, Trainings and Continuing Education Programs for the Directors and Key Officers, page 9 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Company website, Governance, Board Matters, Continuing Education and Training Tab https://ayala.com/governance/board-matters/continuing-education-and-training/</p>	
<p>Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p>Recommendation 2.1</p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p><u>Links/references:</u></p>	

		<p>Charter of the Board of Directors, Section 7, Responsibilities of the Board, pages 7-10 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance Manual, Part I- Governance Structure, Board of Director, Roles and Responsibilities, pages 6-9 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Company Disclosure – Results of Meeting of the Board of Directors and Resolutions approved by the Board of Directors</p> <p>https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-1Q-ACPBI-Div-Declaration_1.16.23.pdf</p> <p>https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-1Q-APB2R-Div-Declaration_1.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/06/AC-SEC-PSE-PDEx-Result-of-BOD-Mtg_3.9.23.pdf https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-2Q-ACPBI-Div-Declaration_4.17.23.pdf</p> <p>https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-ACVP-Div-Declaration_4.20.23.pdf https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-ASM-and-Org-BOD_4.28.23.pdf</p>	
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	<p>https://ayala.com/app/uploads/2023/05/AC-SEC-PSE-PDEx-2Q-APB2R-Div-Declaration_5.2.23.pdf</p> <p>https://ayala.com/app/uploads/2023/07/SEC-PSE-PDEx-Result-of-BOD-Mtg_7.18.23.pdf https://ayala.com/app/uploads/2023/08/AC-SEC-PSE-PDEx-3Q-APB2R-and-ACPAR-Div-Declaration_7.31.23.pdf</p> <p>https://ayala.com/app/uploads/2023/08/AC-SEC-PSE-PDEx-3Q-APB2R-and-ACPAR-Div-Declaration_7.31.23.pdf</p> <p>https://ayala.com/app/uploads/2023/10/AC_SEC-PSE-PDEx-Result-of-BOD-Mtg_9.28.23.pdf</p> <p>https://ayala.com/app/uploads/2023/10/AC-SEC-PSE-PDEx-4Q-APB2R-and-ACPAR-Div-Declaration_10.31.23.pdf</p> <p>https://ayala.com/app/uploads/2023/12/SEC-PSE-PDEx-Result-of-BOD-Mtg_12.11.23.pdf</p> <p>https://ayala.com/app/uploads/2024/01/AC-SEC-PSE-PDEx-1Q-APB2R-and-ACPAR-Div-Declaration_1.30.24.pdf</p> <p>https://ayala.com/app/uploads/2024/01/AC-SEC-PSE-PDEx-1Q-APB2R-and-ACPAR-Div-Declaration_1.30.24.pdf</p> <p>https://ayala.com/app/uploads/2024/03/AC-Material-Information-031224.pdf</p>	
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Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>Indicate frequency of review of business objectives and strategy</p> <p><u>Links/references:</u></p> <p>The Board oversees the business affairs of the Company. It meets regularly and allots time to discuss strategic issues with the Ayala Group Management Committee to gain insights into each specific business area. It leads the review of the company's vision and mission every year, revisits and approves the group's corporate strategy and performance objectives, and monitors its implementation.</p> <p>2023 Integrated Annual Report, Board of Directors, page 38 and 40 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Charter of the Board of Directors, Section 7, Responsibilities of the Board, pages 7-10 https://ayala.com/app/uploads/2023/05/AC- Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance Manual, Part I- Governance Structure, Board of Director, Roles and Responsibilities, pages 6-9</p>	

		<p>https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Company Disclosure – Results of Meeting of the Board of Directors</p> <p>https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-1Q-ACPB1-Div-Declaration_1.16.23.pdf</p> <p>https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-1Q-APB2R-Div-Declaration_1.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-BOD-Mtg_3.9.23.pdf</p> <p>https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-2Q-ACPB1-Div-Declaration_4.17.23.pdf</p> <p>https://ayala.com/app/uploads/2023/05/SEC-PSE-PDEx-ACVP-Div-Declaration_4.20.23.pdf</p> <p>https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-ASM-and-Org-BOD_4.28.23.pdf</p> <p>https://ayala.com/app/uploads/2023/05/AC-SEC-PSE-PDEx-2Q-APB2R-Div-Declaration_5.2.23.pdf</p> <p>https://ayala.com/app/uploads/2023/07/SEC-PSE-PDEx-Result-of-BOD-Mtg_7.18.23.pdf</p>	
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Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values. Indicate frequency of review of the vision, mission and core values.</p> <p><u>Links/references:</u></p> <p>Annually, the Board leads the review of the Company's vision and mission, revisits and approves the group's corporate strategy and</p>	

		<p>performance objectives, and monitors its implementation.</p> <p>2023 Integrated Annual Report, Core Values, page 9 and Board of Directors, page 38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website – About Ayala https://ayala.com/about-ayala/</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p><u>Links/references:</u></p> <p>Charter of the Board, Section 7, Responsibilities of the Board, pages 7-10 https://ayala.com/app/uploads/2023/05/AC- Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>2023 Integrated Annual Report, Outlook and Strategy, pages 48-57 and Ayala Group Management Committee, pages 44 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p><u>Links/references:</u></p>	

		<p>2024 Definitive Information Statement, Annex B, Board of Directors and Key Officers, page 22 (Jaime Augusto Zobel de Ayala) https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Company Website – About Ayala – Leadership https://ayala.com/about-ayala/leadership/</p> <p>2023 Integrated Annual Report-Board of Directors, page 32 (Jaime Augusto Zobel de Ayala) https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation</p>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Roles and Responsibilities, item 15, pages 7; Retirement Age, page 2 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Corporate Governance and Nomination Committee Charter, Section 2, items 4 to 9. Pages 1-2; and Section 4, page 4</p>	

		https://ayala.com/app/uploads/2023/05/Revised-CG-and-Nomination-Committee-Charter_12-1-17.pdf 2023 Integrated Annual Report, Human Capital Management and Development, pages 89-91 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf Company Website, Governance, Governance Documents and Company Policies, Management Succession Planning https://ayala.com/app/uploads/2023/10/Management-Succession-Planning.pdf	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	Links/references:	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Company website, Governance, Board Matters, Remuneration https://ayala.com/governance/board-matters/remuneration/ 2024 Definitive Information Statement, Compensation of Directors and Executive Officers, pages 10-13 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf	

		<p>Revised Manual of Corporate Governance, Part I – Governance Structure, Board of Directors, Remuneration, page 12 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Director Remuneration, pages 42-43 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<p>Provide proof of board approval</p> <p><u>Links/references:</u></p> <p>2023 Integrated Annual Report, Report of the Personnel and Compensation Committee to the Board of Directors, page 194 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, Board Matters, Meetings and Attendance Tab, Personnel and Compensation Committee Section https://ayala.com/governance/board-matters/meetings-and-attendance/</p>	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Corporate Governance Report, Disclosure and Transparency Tab</p>	

		https://ayala.com/governance/corporate-governance-report/disclosure-and-transparency/ Company website, Governance, Board Matters, Remuneration Tab https://ayala.com/governance/board-matters/remuneration/ 2023 Integrated Annual Report, Stakeholder Engagement, Employees, page 68 and Engagement and Retention, page 92 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<u>Links/references:</u> Corporate Governance and Nomination Committee Charter, Section 3 – Process and Criteria for Nominations to the Board, page 2	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		

<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>https://ayala.com/app/uploads/2023/05/Revised-CG-and-Nomination-Committee-Charter_12-1-17.pdf</p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders' Rights and Engagement of Stakeholders, Voting Rights, pages 19-20 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2024 Definitive Information Statement, Nominees to the Board, page 8 and Voting Procedures, page 17 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Company website, Governance, Board Matters, Appointment Tab https://ayala.com/governance/board-matters/appointment/</p> <p>Company website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Treatment to Minority Stockholders Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p> <p>2023 Integrated Annual Report, Board of Directors, Board Composition, pages 38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
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Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	<p>Identify the professional search firm used or other external sources of candidates</p> <p><u>Links/references:</u></p> <p>2023 Integrated Annual Report, Board of Directors, Board Composition, page 38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Charter of the Corporate Governance and Nomination Committee, Section 3, page 3 https://ayala.com/app/uploads/2023/05/Revised-CG-and-Nomination-Committee-Charter_12-1-17.pdf</p>	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<p>Identify transactions that were approved pursuant to the policy.</p> <p><u>Links/references:</u></p>	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p>Related Party Transactions Policy https://ayala.com/app/uploads/2024/05/AC-Revised-RPT-Policy-March-2024.pdf</p> <p>Risk Management and Related Party Transactions Committee Charter, Section C - Authority, Roles and Responsibility, pages 1-2</p>	

		https://ayala.com/app/uploads/2024/04/20240308-AC-RMRPT-Committee-Charter_vF.pdf 2024 Definitive Information Statement, Certain Relations and Related Transactions, pages 9-10 and Note 31 of 2023 Audited Consolidated Financial Statements, pages 306-312 of the PDF File https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	Provide information on a materiality threshold for RPT disclosure and approval, if any. Provide information on RPT categories <u>Links/references:</u> Company Website, Governance, Governance Documents and Company Policies, Related Party Transactions Policy https://ayala.com/app/uploads/2024/05/AC-Revised-RPT-Policy-March-2024.pdf 2023 Integrated Annual Report, Report of the Risk Management and Related party Transactions Committee to the Board of Directors, page 191 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of	Non-Compliant	Provide information on voting system, if any. <u>Links/references:</u>	The Company has a well-established Related Party Transactions Policy in place and has a Related Party Transactions

<p>related party transactions during shareholders' meetings.</p>		<p>Company Website, Governance, Governance Documents and Company Policies, Related Party Transactions Policy https://ayala.com/app/uploads/2024/05/AC- Revised-RPT-Policy-March-2024.pdf</p>	<p>Committee composed of at least two independent directors. Said committee exercises oversight over the Company's related party transactions. The Company's Management also ensures that transactions within the group are carried out on arms-length terms, engaging the services of an external auditor to do a transfer pricing review.</p> <p>For SEC Defined Material RPTs, the company also adopts a policy that approval shall be by at least two-thirds (2/3) vote of the board of directors, with at least a majority vote of the independent directors. In case that a majority of the independent directors' vote is not secured, the Material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.</p>
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team appointed</p> <p><u>Links/references:</u></p>	

		<p>Corporate Governance and Nomination Committee Charter, Section 4 –Nominations to Key Management Positions, page 4 https://ayala.com/app/uploads/2023/05/Revised-CG-and-Nomination-Committee-Charter_12-1-17.pdf</p> <p>Charter of the Board, Section 7, Responsibilities of the Board, pages 7-10 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Roles and Responsibilities, pages 6-10 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Results of the 2023 Annual Stockholders' Meeting and Organizational Board Meeting https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-ASM-and-Org-BOD_4.28.23.pdf</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p><u>Links/references:</u></p>	

		<p>Charter of the Board, Section 14, Performance Assessment, page 14 and Guidelines in Conducting Performance Assessment, pages 16-17 https://ayala.com/app/uploads/2023/05/AC- Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Company Website, Governance, Board Matters, Annual Performance Assessment Tab https://ayala.com/governance/board-matters/annual-performance-assessment/</p> <p>Personnel and Compensation Committee Charter, Section 2, Items 2.2 to 2.3, page 1 https://ayala.com/app/uploads/2023/05/AC- Personnel-and-Compensation-Committee- Charter-as-of-9-6-12.pdf</p>	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p><u>Links/references:</u></p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Charter of the Board, Section 7, Responsibilities of the Board, pages 7-10, Section 14, Performance Assessment, page 14 and Guidelines in Conducting Performance Assessment, pages 16-17 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, P Human Capital Management and Development, Engagement and Retention, pages 91-92</p>	

		https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab, Employees' Performance Management Section https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<u>Links/references:</u> Charter of the Board, Section 7, Responsibilities of the Board, pages 7-10 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Roles and Responsibilities, pages 6-10 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf 2023 Integrated Annual Report, Board of Directors, page 32-37 and Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	

		<p>Company Website, Governance, Corporate Governance Report, Internal Audit and Control Tab https://ayala.com/governance/corporate-governance-report/internal-audit-and-control/</p> <p>Code of Conduct and Ethics, V. Conflict of Interest, pages 4-6 https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <p><u>Links/references:</u></p> <p>Internal Audit Charter https://ayala.com/app/uploads/2023/03/Ayala-Corporation-Internal-Audit-Charter_0.pdf</p> <p>2023 Integrated Annual Report, Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala-IR-2023-full-report-SEC-1504-1.pdf</p>	
Recommendation 2.11			

<p>1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p> <p><u>Links/references:</u></p> <p>Charter of the Board, Section 7, Responsibilities of the Board, pages 7-10 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Roles and Responsibilities, pages 6-10 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
<p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>	<p>Compliant</p>	<p>Risk Management and Related Party Transactions Committee Charter https://ayala.com/app/uploads/2024/04/20240308-AC-RMRPT-Committee-Charter_vF.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Risk Management System Tab https://ayala.com/governance/corporate-governance-report/risk-management-system/</p> <p>2023 Integrated Annual Report, Board of Directors, page 32-37, Risk Management and Related Party Transactions Committee, page</p>	

		<p>41, Risk and Opportunities, pages 58-63, Risk Management, pages 108-110 and Report of the Risk Management and Related Party Transactions Committee to the Board of Directors, page 191</p> <p>https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	<p>Provide link to the company's website where the Board Charter is disclosed.</p> <p><u>Links/references:</u></p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	<p>Charter of the Board</p> <p>https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p>	
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	<p>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Company Policies, Insider Trading Policy</p> <p>https://ayala.com/app/uploads/2024/02/revised-AC-Insider-Trading-Policy_January-2024.v2.pdf</p>	

		Code of Conduct and Ethics, VII. Insider Trading Policy, pages 6-9 https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any. <u>Links/references:</u> Charter of the Board, Section 3. Board Independence and Conflict of Interest, Item 8. Loans to Directors, page 3 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Indicate the types of decision requiring board of directors' approval and where there are disclosed. <u>Links/references:</u> Charter of the Board, Section 7, Responsibilities of the Board, pages 7-10 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Roles and Responsibilities, pages 6-10 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf Company Website, Governance, Disclosures, Disclosures on Declaration of Dividends,	

		Investment in Shares of Stock, Divestments, ESOWN Grants, Election of Director, Appointment of New Officers, Amendments of Committee Charters and Policies, and the Results of Regular Board Meetings https://ayala.com/investor-relations/disclosures/	
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Provide information or link/reference to a document containing information on all the board committees established by the company. <u>Links/references:</u> Company website, Governance, Board Matters, Committees and Charters and Meetings and Attendance Tabs https://ayala.com/governance/board-matters/committees/ https://ayala.com/governance/board-matters/meetings-and-attendance/ Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Board Committees, page 11-12 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf Charter of the Board, Section 11, Board Committees, pages 13-14	
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		https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf 2023 Integrated Annual Report, Board Committees, page 41 https://ayala.com/app/uploads/2024/04/Ayala-IR-2023-full-report-SEC-1504-1.pdf	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor. <u>Links/references:</u> Company website, Governance, Board Matters, Committees and Charters Tab, Audit Committee Section and Audit Committee Meeting Attendance Section https://ayala.com/governance/board-matters/committees/ Audit Committee Charter https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf 2023 Integrated Annual Report, Board of Directors, Audit Committee, page 41 , Business Practices and Governance, Internal Governance Mechanisms, pages 106-107 and	

		Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Audit Committee Section and Audit Committee Meeting Attendance Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, Board Skill Matrix, page 39, Board Committee Membership and Attendance, page 42 and Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Board Committees, page 7; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
3. All the members of the committee have relevant background, knowledge, skills,	Compliant	Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or	

<p>and/or experience in the areas of accounting, auditing and finance.</p>		<p>experience of the members of the Audit Committee.</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, , Board Skill Matrix, page 39, Board Committee Membership and Attendance, page 42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Audit Committee Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, Board Skill Matrix, page 39, Board Committee Membership and Attendance, page 42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

		2024 Definitive Information Statement, Board Committees, page 7 ; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor. <u>Links/references:</u> 2023 Integrated Annual Report, Business Practices and Corporate Governance, Internal Governance Mechanisms, External Auditors, page 106 , and Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf 2024 Definitive Information Statement, Independent Public Accountant, pages 13-14 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present. <u>Links/references:</u> 2023 Integrated Annual Report, Business Practices and Corporate Governance, Internal	

		<p>Governance Mechanisms, External Auditors, page 106 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Regular meetings were conducted with the external auditors without the presence of the management team to discuss any issues or concern.</p>	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p><u>Links/references:</u></p> <p>There were four (4) Audit Committee Meetings, three (3) Executive sessions and one(1) joint meeting with the Risk Management and Related Party Transactions Committee in 2023.</p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Audit Committee Meeting Attendance Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Board Committee Membership and Attendance, pages 40-42, Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p>	

		<p><u>Links/references:</u></p> <p>Audit Committee Charter, Oversight on Management and Internal Audit, page 6 https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf</p> <p>Company website, Governance, Corporate Governance Report, Internal Audit and Control Tab, Role, Scope and Internal Audit Function Section https://ayala.com/governance/corporate-governance-report/internal-audit-and-control/</p>	
Recommendation 3.3			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Corporate Governance and Nomination Committee Section https://ayala.com/governance/board-matters/committees/</p>	

		<p>Corporate Governance and Nomination Committee Charter https://ayala.com/app/uploads/2023/05/Revised-CG-and-Nomination-Committee-Charter-12-1-17.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Board Committees, Corporate Governance and Nomination Committee, pages 41 and Report of the Corporate Governance and Nomination Committee to the Board of Directors, page 190 https://ayala.com/app/uploads/2024/04/Ayala-IR-2023-full-report-SEC-1504-1.pdf</p> <p>The Nomination Committee was renamed “Corporate Governance and Nomination Committee” in May 2017 to expand its role and assist the Board in the performance of its corporate governance responsibilities.</p> <p>The Company has a Personnel and Compensation Committee separate from the Corporate Governance and Nomination Committee.</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab,</p>	

		<p>Corporate Governance and Nomination Committee Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, Board Committee Membership and Attendance, page 42 and Report of the Corporate Governance and Nomination Committee to the Board of Directors, page 190 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Board Committees, page 7; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee. <u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Corporate Governance and Nomination Committee https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37,</p>	

		<p>Board Committee Membership and Attendance, page 42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Board Committees, page 7; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
Optional: Recommendation 3.3.			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>Compliant</p>	<p>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p> <p>The Corporate Governance and Nomination Committee met two (2) times and acted on seven (7) written resolutions in 2023.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Corporate Governance and Nomination Committee Meeting Attendance Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Board Committee Membership and Attendance, page 42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 3.4			

<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Risk Management and Related Party Transactions Committee Section https://ayala.com/governance/board-matters/committees/</p> <p>Risk Management and Related Party Transactions Committee Charter https://ayala.com/app/uploads/2024/04/20240308-AC-RMRPT-Committee-Charter_vF.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Risk Management and Related Party Transactions Committee, page 41 and Report of the Risk Management and Related Party Transactions Committee, page 191 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Risk</p>	

		<p>Management and Related Party Transactions Committee Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, Board and Board Committee Membership and Attendance, page 42 and Report of the Risk Management and Related Party Transactions Committee to the Board of Directors, page 191 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Board Committees, page 7; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p> <p><u>Links/references:</u> Company website, Governance, Board Matters, Committees and Charters Tab, Risk Management and Related Party Transactions Committee Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, Board and Board Committee Membership, page 42</p>	

		https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf 2024 Definitive Information Statement, Board Committees, page 7 ; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC. <u>Links/references:</u> 2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37 , Board Skill Matrix, page 39 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf 2024 Definitive Information Statement, Board Committees, page 7 ; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	

		<p>The Company's RPT Committee is combined with its Risk Committee in what is called the Risk Management and Related Party Transactions Committee.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Risk Management and Related Party Transactions Committee Section https://ayala.com/governance/board-matters/committees/</p> <p>Risk Management and Related Party Transactions Committee Charter https://ayala.com/app/uploads/2024/04/20240308-AC-RMRPT-Committee-Charter_vF.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Risk Management and Related Party Transactions Committee, page 41 and Report of the Risk Management and Related Party Transactions Committee, page 191 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab, Risk</p>	

		<p>Management and Related Party Transactions Committee Section https://ayala.com/governance/board-matters/committees/</p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, Board Skill Matrix, page 39, Board and Board Committee Membership, page 42 and Report of the Risk Management and Related Party Transactions Committee to the Board of Directors, page 191 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Board Committees, page 7; and Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
Recommendation 3.6			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	Compliant	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	Compliant	<p><u>Links/references:</u></p> <p>Company website, Governance, Board Matters, Committees and Charters Tab https://ayala.com/governance/board-matters/committees/</p>	

<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Compliant</p>	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p><u>Links/references:</u></p> <p>Company website, Governance, Governance Documents and Company Policies Section https://ayala.com/governance/</p> <p>Company website, Governance, Board Matters, Committees and Charters Tab https://ayala.com/governance/board-matters/committees/</p>	
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Attendance of the Board of Directors, pages 6-7</p>	
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		<p>https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Company website, Governance, Board Matters, Meeting and Attendance Tab https://ayala.com/governance/board-matters/meetings-and-attendance/</p> <p>Company website, Disclosures, Attendance of the Board in 2023 https://ayala.com/app/uploads/2024/01/AC_SEC-PSE-PDEx-2023-Attendance-of-the-Board-rev.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Board and Board Committee Membership and Attendance, page 42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>Meeting materials are provided in advance to give ample time for review.</p> <p>2023 Integrated Annual Report, Board of Directors, Board Attendance and Performance, page 39 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors.</p> <p>All the directors have sought clarifications or addressed queries to the Company's Management during Board and Committee</p>	

		<p>meetings relating to, among others, operational issues, regulatory risks, and future plans.</p> <p>2023 Integrated Annual Report, Board of Directors, page 38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p><u>Links/references:</u></p> <p>2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37, https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Directorship Limits, page 2</p>	

		<p>https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Charter of the Board, Section 3, Board Independence and Conflict of Interest, Item 4, Policy on Multiple Board Seats, page 2 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Company Website, Governance, Board Matters, Composition Tab, Board Diversity, Directorship Limit, Director Term, and Retirement Age https://ayala.com/governance/board-matters/composition/</p>	
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed. Links/references:</p> <p>In addition to performing the duties prescribed by the Corporation's By-Laws and existing relevant statutes, each Director is expected to notify the Board, through the Corporate Secretary, before accepting a directorship in another Corporation.</p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Roles and Responsibilities of Each Director, page 10 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	

		Charter of the Board, Section 7, Responsibilities of the Board, Item 2, Duties of Individual Directors, page 10 https://ayala.com/app/uploads/2023/05/AC- Revised-Board-Charter-as-of-April-2022-9.pdf	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Links/references: 2023 Integrated Annual Report, Board of Directors, Profiles of the Directors, pages 32-37 , https://ayala.com/app/uploads/2024/04/Ayala IR-2023 full-report SEC 1504-1.pdf 2024 Definitive Information Statement, Profiles of the Board, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement Redacted.pdf	
2. Company schedules board of directors' meetings before the start of the financial year. 3.	Compliant	Links/references: Company Website, Governance, Board Matters, Meetings and Attendance Tab https://ayala.com/governance/board-matters/meetings-and-attendance/ 2023 Integrated Annual Report, Board of Directors, Board Attendance and Performance, page 39 , https://ayala.com/app/uploads/2024/04/Ayala IR-2023 full-report SEC 1504-1.pdf	
4. Board of directors meet at least six times during the year.	Compliant	Indicate the number of board meetings during the year and provide proof <u>Links/references:</u>	

		<p>2024 Definitive Information Statement, Attendance of the Board of Directors, pages 6-7 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Company website, Governance, Board Matters, Meeting and Attendance Tab, Board Meeting Section https://ayala.com/governance/board-matters/meetings-and-attendance/</p> <p>Company website, Disclosures, Attendance of the Board in 2023 https://ayala.com/app/uploads/2024/01/AC_SEC-PSE-PDEx-2023-Attendance-of-the-Board-rev.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Board and Board Committee Membership and Attendance, page 42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>5. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Compliant</p>	<p>Indicate the required minimum quorum for board decisions</p> <p><u>Links/references:</u></p> <p>Two-thirds (2/3) of the number of Directors as fixed in the articles of incorporation shall constitute a quorum for the transaction of corporate business.</p> <p>Amended By-Laws, Article IV, Section 5, page 6</p>	

		<p>https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Conduct of Meetings, page 10 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Charter of the Board, Section 6, Board Meetings, Item 2, Quorum, page 6 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p>	
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Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board</p> <p><u>Links/references:</u></p> <p>Company Website, About, Leadership, Board of Directors Tab https://ayala.com/about-ayala/leadership/</p> <p>Company Website, Governance, Board Matters, Composition Tab https://ayala.com/governance/board-matters/composition/</p> <p>Results of the 2023 Annual Stockholders Meeting and Organizational Board Meeting</p>	
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		https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-ASM-and-Org-BOD_4.28.23.pdf 2022 Integrated Annual Report, Board of Directors, pages 32-37 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Provide information or link/reference to a document containing information on the qualifications of the independent directors. <u>Links/references:</u> 2024 Definitive Information Statement, Profiles of the Board of Directors, pages 22-24 and Certification of Independent Director, pages 35-42 of the PDF file https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf Company Website, Governance, Board Matters, Composition Tab https://ayala.com/governance/board-matters/composition/ 2023 Integrated Annual Report, Board of Directors, pages 32-37 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements	Compliant	Provide link/reference to a document containing information that directors are not constrained to vote independently.	

<p>that constrain the directors' ability to vote independently.</p>		<p><u>Links/references:</u></p> <p>Amended By-laws, page 4 https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Company Website, Governance, Company Policies, Code of Conduct and Ethics https://ayala.com/app/uploads/2023/05/2021-AC-Code-of-Conduct.pdf</p>	
Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Board Matters, Composition Tab https://ayala.com/governance/board-matters/composition/</p> <p>2023 Integrated Annual Report, Board of Directors, pages 32-37 and Non-Executive and Independent Director, page 38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Profiles of the Board of Directors, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p>	

<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Independent Director, Term Limits, page 5 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Charter of the Board, Section 5, Independent Directors, Item 3, Term Limits for Independent Director, page 5 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Company Website, Governance, Board Matters, Composition Tab, Board Diversity, Directorship Limit, Director Term, and Retirement Age https://ayala.com/governance/board-matters/composition/</p> <p>The company has a term limit of nine years for independent directors subject to re-election only with meritorious justification and shareholders' approval.</p>	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.</p>	

<p>shareholders' approval during the annual shareholders' meeting.</p>		<p><u>Links/references:</u></p> <p>None of the current independent directors have served for more than nine years.</p> <p>Revised Manual of Corporate Governance Manual, Part I – Governance Structure, Board of Directors, Independent Director, Term Limits, page 5 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Charter of the Board, Section 5, Independent Directors, Item 3, Term Limits for Independent Director, page 5 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Company Website, Governance, Board Matters, Composition Tab, Board Diversity, Directorship Limit, Director Term, and Retirement Age https://ayala.com/governance/board-matters/composition/</p> <p>2023 Integrated Annual Report, Board of Directors, Non-Executive and Independent Director, page 38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p>	

		<p>The Company's Chairman of the Board is Mr. Jaime Augusto Zobel de Ayala while its President and Chief Executive Officer is Mr. Cezar P. Consing</p> <p>Company Website, Governance, Board Matters, Composition Tab, Chairman/CEO and President/COO Section https://ayala.com/governance/board-matters/composition/</p> <p>2023 Integrated Annual Report, Board of Directors, pages 32 and38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Results of the 2023 Annual Stockholders Meeting and Organizational Board Meeting https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-ASM-and-Org-BOD_4.28.23.pdf</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p><u>Links/references:</u></p> <p>Revised Corporate Governance Manual, Part I- Governance Structure, Leadership, Chairman of the Board, page 3; and Part II – Management, Chief Executive Officer, page 14</p>	

		<p>https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Charter of the Board of Directors, Section 9. Chairman of the Board, pages 11-12</p> <p>https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Amended By-Laws, Article IV, Section 10, page 7</p> <p>https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Company Website, Governance, Board Matters, Composition Tab, Chairman/CEO and President/COO Section</p> <p>https://ayala.com/governance/board-matters/composition/</p>	
Recommendation 5.5			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p> <p><u>Links/references:</u></p> <p>Mr. Jaime Augusto Zobel de Ayala, our Chairman of the Board, is not an Independent Director. Our Board of Directors has designated Ms. Rizalina G. Mantaring as the lead independent director since April 2022. Prior to Ms. Mantaring, Mr. Antonio Jose U. Periquet served as lead independent director from</p>	

		<p>December 2020-April 2022 and Mr. Xavier P. Loinaz from April 2017-December 2020.</p> <p>Results of the 2023 Annual Stockholders Meeting and Organizational Board Meeting https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-ASM-and-Org-BOD_4.28.23.pdf</p> <p>Company Website, Governance, Board Matters, Composition Tab https://ayala.com/governance/board-matters/composition/</p> <p>Company Website, About Ayala, Leadership, Board of Directors Tab https://ayala.com/about-ayala/leadership/</p> <p>Revised Corporate Governance Manual, Part One-Governance Structure, Board of Directors, Independent Director, Lead Independent Director, page 6 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Charter of the Board of Directors, Section 5. Independent Directors, Item 2. Lead Independent Director, page 5 https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>2023 Integrated Annual Report, Board of Directors, Lead Independent Director, page 38 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
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Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Provide proof of abstention, if this was the case</p> <p><u>Links/references:</u></p> <p>There have been no such recent transactions.</p> <p>The Charter of the Board, Related Party Transactions Policy and Conflict of Interest Policy require the Directors to abstain from participating in the discussion of, and voting on, any matter where he is in conflict of interest.</p> <p>Charter of the Board of Directors, Section 3. Board Independence and Conflict of Interest, Item 1. Conflict of Interest, page 2 https://ayala.com/app/uploads/2023/05/AC- Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>Related Party Transaction Policy, E. Disclosure Requirement of Material RPT and F. Identification, Prevention or Management of Potential or Actual Conflict of Interest, pages5 https://ayala.com/app/uploads/2024/05/AC- Revised-RPT-Policy-March-2024.pdf</p> <p>Code of Conduct and Ethics, Conflict of Interest Policy, pages 4-6 https://ayala.com/app/uploads/2024/04/2024- AC-Code-of-Conduct.pdf</p>	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal</p>	<p>Compliant</p>	<p>Provide proof and details of said meeting, if any.</p>	

audit, compliance and risk functions, without any executive present.		Provide information on the frequency and attendees of meetings.	
2. The meetings are chaired by the lead independent director.	Compliant	<p><u>Links/references:</u></p> <p>Under the chairmanship of Ms. Mantaring as the lead independent director, the company's NEDs and IDs had two (2) meetings without the executive director present on January 24, 2023 and December 11, 2023.</p> <p>The Audit Committee, which is composed of independent directors, conducted regular meetings with the external auditors without the presence of the management team to discuss any issues or concern.</p> <p>Company Website, Governance, Board Matters, Composition Tab, Independent Directors Section, Role of Lead Independent Director https://ayala.com/governance/board-matters/composition/</p> <p>2023 Integrated Annual Report, Board of Directors, Non-Executive and Independent Director and Lead Independent Director, page 38 and Business Practices and Corporate Governance, Internal Governance Mechanisms, External Auditors, page 106 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-Compliant	Provide name/s of company CEO for the past 2 years	

		<p>From April 2021 to August 2022, Mr. Fernando Zobel de Ayala was the Company's Chief Executive Officer.</p> <p>Since August 2022, Mr. Cezar P. Consing is the Company's Chief Executive Officer.</p>	
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Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	<p>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Board Matters, Annual Performance Assessment Tab https://ayala.com/governance/board-matters/annual-performance-assessment/</p> <p>2023 Integrated Annual Report, Board of Directors, Performance Assessment, page 40 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Corporate Governance, 2023 Board Performance Self-Assessment, page 73 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p>	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The Chairman conducts a self-assessment of his performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Compliant		Identify the external facilitator and provide proof of use of an external facilitator.

		<p>In 2023, Aon plc facilitated an independent third-party evaluation of the Board's 2022 performance assessment. Aon plc Certification is found on page 40 of the 2023 Integrated Annual Report and on the Company website. https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, Governance, Board Matters, Annual Performance Tab, Aon plc Certification https://ayala.com/governance/board-matters/annual-performance-assessment/</p> <p>https://ayala.com/app/uploads/2023/11/Ayala-Corporation-Certificate-2022.pdf</p>	
Recommendation 6.2			
<p>1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	Compliant	<p><u>Links/references:</u></p> <p>Company Website, Governance, Board Matters, Annual Performance Assessment Tab https://ayala.com/governance/board-matters/annual-performance-assessment/</p> <p>2023 Integrated Annual Report, Board of Directors, Performance Assessment, page 40, and Stakeholder Engagement, Investors and Shareholders, page 68</p>	

		https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf 2024 Definitive Information Statement, Corporate Governance, 2023 Board Performance Self-Assessment, page 73 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics. <u>Links/references:</u> Company Website, Governance, Governance Documents and Company Policies, Code of Conduct and Ethics https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees. <u>Links/references:</u> Company Website, Governance, Governance Documents and Company Policies, Code of Conduct and Ethics https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf	

		2023 Integrated Annual Report, Responsible Business Practices, Policies, Code of Conduct and Ethics, pages 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed. <u>Links/references:</u> Company Website, Governance, , Governance Documents and Company Policies, Code of Conduct and Ethics https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery <u>Links/references:</u> Company Website, Governance, Governance Documents and Company Policies, Code of Conduct and Ethics, V. Conflict of Interest Policy and VIII. Anti-Bribery and Anti-Corruption Policy https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf 2023 Integrated Annual Report, Responsible Business Practices, Policies, Conflict of Interest Policy and Anti-Corruption Policy, page 112	

		https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p><u>Links/references:</u></p> <p>The Board established a Code of Conduct and Ethics to guide all directors, officers, and employees in executing their roles and responsibilities. An annual refresher course is given to all directors, officers and employees, who are all required to annually attest to their compliance with the Code of Conduct and Ethics.</p> <p>Company Website, Governance, Governance Documents and Company Policies, Code of Conduct and Ethics, Part II. Implementation and Monitoring https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Process, Policies, Code of Conduct and Ethics, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p><u>Links/references:</u></p> <p>2023 Integrated Annual Report, Responsible Business Process, Disclosure and Transparency, page 111 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, Investor Relations, Disclosures https://ayala.com/investor-relations/disclosures/</p> <p>Revised Corporate Governance Manual, Part Three-Promotion of Shareholders' Rights and Engagement of Stakeholders, III. Disclosure and Transparency, page 21 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Disclosure and Transparency Tab https://ayala.com/governance/corporate-governance-report/disclosure-and-transparency/</p>	
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Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p><u>Links/references:</u></p> <p>The audited consolidated financial statements and interim reports of the Company were published on the following dates:</p> <p>2022 Audited Consolidated FS in 2023 Definite Information Statement – March 27, 2022 https://ayala.com/app/uploads/2023/05/AC-2023-Definitive-IS.pdf</p> <p>2023 Audited Consolidated FS in 2024 Definite Information Statement – April 3, 2024 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>First Quarter Financial Report – May 12, 2023 https://ayala.com/app/uploads/2023/06/Ayala-Corporations-1Q-2023-SEC-17-Q-Report-May-12-2023.pdf</p> <p>First Half Financial Report -August 14, 2023 https://ayala.com/app/uploads/2023/08/Q2-2023-Ayala-Corporation_SEC-Form-17-Q-14August2023.pdf</p> <p>Third Quarter Financial Report – November 14, 2023</p>	
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<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. <p><u>Links/references:</u></p> <p>2023 Annual Report (SEC Form 17-A), Security Ownership of Certain Beneficial Owners and Management, pages 233-234</p> <p>https://ayala.com/app/uploads/2024/04/2023-Ayala-Corporation_SEC-Form-17-A_15April2024.pdf</p>	

		2023 Integrated Annual Report, Responsible Business Practice, Disclosure and Transparency, page 111 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Governance Documents and Company Policies, Code of Conduct and Ethics, VII. Insider Trading Policy https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p> <p>Company Website, Governance, Governance Documents and Company Policies, Insider Trading Policy https://ayala.com/app/uploads/2024/02/revised-AC-Insider-Trading-Policy_January-2024.v2.pdf</p> <p>Company Website – Governance, Disclosures, Statements of Beneficial Ownerships Tab https://ayala.com/investor-relations/disclosures/</p>	

		2023 Integrated Annual Report, Responsible Business Practice, Policies, Insider Trading Policy, page 112 and Changes in Shareholdings, page 184 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p><u>Links/references:</u></p> <p>Company Website, Investor Relations, Disclosures, Statements of Beneficial Ownerships Tab https://ayala.com/investor-relations/disclosures/</p> <p>2024 Definitive Information Statement, Security Ownerships of Directors and Management, pages 5-6 and Ayala Corporation and Subsidiaries Dec. 31, 2023 Map of Relationships of the Companies within the Group, pages 347-359 of the PDF file https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>Top 100 Stockholders Reports</p>	

	<p>https://ayala.com/app/uploads/2024/02/Top-100-Common-Stockholders-as-of-March-31-2023.pdf</p> <p>https://ayala.com/app/uploads/2024/02/Top-100-APB2R-Stockholders-as-of-March-31-2023.pdf</p> <p>https://ayala.com/app/uploads/2024/02/Top-100-ACPB1-Stockholders-as-of-March-31-2023.pdf</p> <p>https://ayala.com/app/uploads/2023/07/AC-Top-100-Stockholders-as-of-June-30-2023.pdf</p> <p>https://ayala.com/app/uploads/2023/07/ACPB1-Top-100-Stockholders-Report-as-of-6.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/07/APB2R-Top-100-Stockholders-Report-as-of-6.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/07/ACPAR-Top-100-Stockholders-Report-06.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/10/AC-Top-100-Stockholders-as-of-9.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/10/ACPAR-Top-100-Stockholders-Report-09.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/10/ACPB1-Top-100-Stockholders-Report-as-of-9.30.23.pdf</p> <p>https://ayala.com/app/uploads/2023/10/APB2R-Top-100-Stockholders-Report-as-of-9.30.23.pdf</p>	
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Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Security Ownerships of Directors and Management, pages 5-6 Profiles of the Board of Directors, pages 22-24 and Certification of Independent Director, pages 35-42 of the PDF file</p>	

		<p>https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>Company Website, Governance, Board Matters, Continuing Education and Training Tab https://ayala.com/governance/board-matters/continuing-education-and-training/</p> <p>2023 Integrated Annual Report, Board of Directors, pages 32-37, Board Skills Matrix, page 39, Board and Senior Management Training, page 43 and Changes in Shareholdings, page 184 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Security Ownerships of Directors and Management, pages 5-6 and Profiles of Management and Key Officers, pages 22-24 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>Company Website – Governance, Board Matters, Continuing Education and Training Tab</p>	

		<p>https://ayala.com/governance/board-matters/continuing-education-and-training/</p> <p>2023 Integrated Annual Report, Ayala Group Management Committee Members Profiles, pages 178-183 and Changes in Shareholdings, page 184</p> <p>https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p><u>Links/references:</u></p> <p>Amended By-Laws, Article IV, Section 14, pages 7-8</p> <p>https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Revised Corporate Governance Manual, Part One-Governance Structure, Board of Directors, Remuneration, page 12</p> <p>https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Charter of the Board of Directors, Section 12. Compensation of the Board, page 14</p> <p>https://ayala.com/app/uploads/2023/05/AC-Revised-Board-Charter-as-of-April-2022-9.pdf</p> <p>2024 Definitive Information Statement, Compensation of Directors and Executive</p>	

		<p>Officers, Compensation of Directors, pages 11-12 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>Company Website, Governance, Board Matters, Remuneration Tab https://ayala.com/governance/board-matters/remuneration/</p> <p>2023 Integrated Annual Report, Board of Directors, Director Remuneration, page 42-43 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Compensation of Directors and Executive Officers, pages 11-12 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Disclosure and Transparency Tab https://ayala.com/governance/corporate-governance-report/disclosure-and-transparency/</p>	

		<p>2023 Integrated Annual Report, Human Capital Management and Development, Engagement and Retention, page 91-92 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Non-Compliant</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p><u>Links/references:</u></p> <p>2023 Integrated Annual Report, Board of Directors, Director Remuneration, page 42 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Compensation of Directors and Executive Officers, pages 10-13 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>Company Website, Governance, Board Matters, Remuneration Tab, Board Compensation in year 2020-2023 Sections https://ayala.com/governance/board-matters/remuneration/</p> <p>Company Website, Governance, Corporate Governance Report, Disclosure and Transparency Tab https://ayala.com/governance/corporate-governance-report/disclosure-and-transparency/</p>	<p>For director remuneration, the remuneration is disclosed individually.</p> <p>For executive remuneration, the remuneration of the top five highest-paid officers is disclosed. Balance must be struck between full disclosure and the protection and privacy of the individual officers.</p>

Recommendation 8.5

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p><u>Links/reference:</u></p> <p>Related Party Transactions Policy https://ayala.com/app/uploads/2024/05/AC-Revised-RPT-Policy-March-2024.pdf</p> <p>2024 Definitive Information Statement, Certain Relations and Related Transactions, page 9-10 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>Revised Corporate Governance Manual, Part Two-Internal Control System, III. Related Party Transactions, page 18 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Policies, Related Party Transactions Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 	

		<ol style="list-style-type: none"> 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions <p><u>Links/references:</u></p> <p>The RPT disclosure or the Note 31 of our AFS is compliant with the applicable PFRS and SEC SRC reporting standards.</p> <p>2024 Definitive Information Statement, Certain Relations and Related Transactions, page 9-10 and Note 31 to 2023 Audited Consolidated Financial Statements, pages 306-312 of the PDF File https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p> <p>2023 SEC Form 17-A (Annual Report), Item 12 – Certain Relationships and Related Transactions, page 234-235; and Note 31 to 2023 Audited Consolidated Financial Statement, pages 200-206 of the PDF File https://ayala.com/app/uploads/2024/04/2023-Ayala-Corporation_SEC-Form-17-A_15April2024.pdf</p>	
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Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><u>Links/references:</u></p> <p>Related Party Transactions Policy https://ayala.com/app/uploads/2024/05/AC-Revised-RPT-Policy-March-2024.pdf</p> <p>Code of Conduct and Ethics, V. Conflict of Interest, pages 4-6 https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p> <p>2023 Integrated Annual Report, Economic & Governance, Code of Conduct and Ethics and Conflict of Interest Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Optional : Recommendation 8.5			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	Compliant	<p>Provide link or reference where this is disclosed, if any</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Certain Relations and Related Transactions, page 9-10 and Note 31 to 2023 Audited Consolidated Financial Statements, pages 306-312 of the PDF File https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted-1.pdf</p>	

		2023 Integrated Annual Report, Economic & Governance, Related Party Transactions Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Provide link or reference where this is disclosed <u>Links/references:</u> Company Website, Investor Relations, Disclosures https://ayala.com/investor-relations/disclosures/ 2023 Integrated Annual Report, Responsible Business Practices, Disclosure and Transparency, page 111 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not Applicable	Identify independent party appointed to evaluate the fairness of the transaction price Disclose the rules and procedures for evaluating the fairness of the transaction price, if any. <u>Links/references:</u> There are no transactions in 2023 that required fairness opinion report from an independent party.	
Supplement to Recommendation 8.6			

<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<p>Provide link or reference where these are disclosed.</p> <p><u>Links/references:</u></p> <p>Revised Corporate Governance Manual, Part Three-Promotion of Shareholder's Rights and Engagement of Stakeholders, pages 18-20 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, Outlook and Strategy, Stakeholder Management, pages 57 and 68-69 185 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>Recommendation 8.7</p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>Compliant</p>	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p> <p><u>Links/references:</u></p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>Compliant</p>	<p>Revised Corporate Governance Manual https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
<p>3. Company's MCG is posted on its company website.</p>	<p>Compliant</p>		
<p>Supplement to Recommendation 8.7</p>			
<p>1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.</p>	<p>Compliant</p>	<p>Provide proof of submission.</p> <p><u>Links/references:</u></p>	

		Company Website, Investor Relations, Disclosures, Other Disclosures, Revised Corporate Governance Manual https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant	2023 Integrated Annual Report https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant	SEC Form 17-A – 2023 Annual Report https://ayala.com/app/uploads/2024/04/2023-Ayala-Corporation_SEC-Form-17-A_15April2024.pdf	
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Provide link or reference to where this is contained in the Annual Report 2023 Integrated Annual Report, Responsible Business Practices, Compliance with the Corporate Governance Code, pages106	

		https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report 2023 Integrated Annual Report, Board of Directors, page 38 and Report of the Audit Committee to the Board of Director, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report 2023 Integrated Annual Report, Report of the Audit Committee to the Board of Directors, page 192 and Report of the Risk Management and Related Party Transactions Committee to the Board of Directors, page 191 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Provide link or reference to where these are contained in the Annual Report 2023 Integrated Annual Report, Principal Risk and Opportunities, pages 58-63 , and Risk Management, pages 108-110 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the	
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		<p>appointment, reappointment, removal and fees of the company's external auditor.</p> <p><u>Links/references:</u></p> <p>Audit Committee Charter, Oversight on External Audit, Item 5.1, page 7 https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanisms, External Auditors, pages 106 and 107, https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p><u>Links/references:</u></p> <p>Minutes of the 2023 Annual Stockholders' Meeting https://ayala.com/app/uploads/2023/05/AC-2023-ASM-Minutes-28-April-2023-v2.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanisms, External Auditors, pages 106 -107, and Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Independent Public Accountant, pages 13-14- https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanisms, External Auditors, pages 106-107, and Report of the Audit Committee to the Board of Directors, page 192 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>The re-election of SGV as the external auditor for the years 2023 was presented to and approved by the stockholders during their annual meetings.</p> <p>Minutes of the 2023 Annual Stockholders' Meeting https://ayala.com/app/uploads/2023/05/AC-2023-ASM-Minutes-28-April-2023-v2.pdf</p>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p><u>Links/references:</u></p>	

		<p>Audit Committee Charter, Oversight on External Audit, Item 5.3, page 7 https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf</p> <p>Revised Corporate Governance Manual, Part Two-Internal Control System, External Auditors pages 17-18 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p><u>Links/references:</u></p> <p>Audit Committee Charter, Oversight on External Audit, pages 7-8 https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p><u>Links/references:</u></p> <p>Audit Committee Charter, Oversight on External Audit, pages 7-8</p>	

		https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Provide link/reference to the company's Audit Committee Charter <u>Links/references:</u> Audit Committee Charter, Oversight on External Audit, pages 7-8 https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter <u>Links/references:</u> Audit Committee Charter, Oversight on External Audit, pages 7-8 https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter-Approved-March-2023.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any. <u>Links/references:</u> 2024 Definitive Information Statement, Independent Public Accountant, pages 13-14-	

		https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf 2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanisms, External Auditors, pages 106-107 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Provide link or reference to guidelines or policies on non-audit services <u>Links/references:</u> Audit Committee Charter, Oversight on External Audit, Item 5.7, page 8 https://ayala.com/app/uploads/2023/05/Audit-Committee-Charter_Approved-March-2023.pdf	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid. <u>Links/references:</u> 2024 Definitive Information Statement, Independent Public Accountant, pages 13-14 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf 2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanisms, External Auditors, pages 106-107 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	

Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Provide information on company's external auditor, such as: <ol style="list-style-type: none"> 1. Name of the audit engagement partner – Sherwin V. Yason 2. Accreditation number – 104921-SEC (Group A) 3. Date Accredited – May 25, 2021 4. Expiry date of accreditation – Valid for five (5) years to engage in the audit of 2021 to 2024 financial statements of SEC covered institutions and 5. Name, address, contact number of the audit firm – Sycip Gorres Velayo & Co., 6760 Ayala Avenue, 1226 Makati City, +632 88910307 	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	Provide information on the following: <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected – August 1-12, 2022 (SOAR Inspection is conducted every three years) 2. Name of the Audit firm – SGV & Co. 3. Members of the engagement team inspected by the SEC – The names of the members of the engagement team were provided to the SEC during the SOAR inspection. 	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>Compliant</p>	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p><u>Links/references:</u></p> <p>2023 Integrated Annual Report, The Ayala Sustainability Blueprint, Materiality Index and Performance Indices pages 118-175 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, Sustainability, Sustainability Reporting https://ayala.com/sustainability/</p> <p>Company Website, Sustainability, How We Create Value https://ayala.com/sustainability/how-we-create-value/</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p><u>Links/references:</u></p> <p>Ayala continues to publish an Integrated Report and the 2023 version is now publicly available on the website thru the link below:</p> <p>https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>The report has been prepared based on the Guiding Principles and Content Elements of the International <IR> Framework (the "<IR> Framework") and has adopted general</p>	

		disclosures and selected topic-specific disclosures related to identified material topics from the GRI Standards 2016, selected GRI Standards (2018 and 2020) as well as the SASB Standards 2018, TCFD for climate-related financial disclosures, SDGs and the United Nations Global Compact (UNGC) principles.	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p><u>Links/references:</u></p> <p>Website – https://ayala.com/investor-relations/</p> <p>Analysts' /Media Briefings - https://ayala.com/investor-relations/presentations/</p> <p>Quarterly Reporting – https://ayala.com/investor-relations/disclosures/</p> <p>Current Reporting - https://ayala.com/investor-relations/disclosures/</p>	
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		2023 Integrated Annual Report, Responsible Business Practice, Disclosure and Transparency, page 111 and 2023 Unstructured Disclosures, page 185 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Provide link to company website <u>Links/references:</u>	
a. Financial statements/reports (latest quarterly)	Compliant	Financial Reports – https://ayala.com/investor-relations/disclosures/	
b. Materials provided in briefings to analysts and media	Compliant	Analysts' /Media Briefings - https://ayala.com/investor-relations/presentations/	
c. Downloadable annual report	Compliant	Annual Reports — https://ayala.com/investor-relations/annual-reports/	
d. Notice of ASM and/or SSM	Compliant	Notice of ASM –	
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant	Detailed Notice and Agenda of the 2024 Annual Stockholders' Meeting https://ayala.com/app/uploads/2024/02/AC_Notice-of-Annual-Stockholders-Meeting-Detailed-Notice-and-Agenda-of-2024-ASM_2.27.24.pdf Revised Detailed Notice and Agenda of the 2024 Annual Stockholders' Meeting https://ayala.com/app/uploads/2024/04/AC-SEC-PSE-PDEx-Revised-Detailed-Notice-and-Agenda-of-2024-ASM_4.3.24.pdf	

		<p>Amended Detailed Notice and Agenda of the 2023 Annual Stockholders' Meeting https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Amended-Detailed-Notice-and-Agenda-of-2023-ASM_3.23.23.pdf</p> <p>Detailed Notice and Agenda of the 2023 Annual Stockholders' Meeting https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Detailed-Notice-and-Agenda-of-2023-ASM_2.28.23.pdf</p> <p>Minutes of ASM - https://ayala.com/governance/annual-stockholders-meeting-matters/</p> <p>Company's Articles of Incorporation and By-laws, Governance Documents and Company Policies Section – https://ayala.com/governance/</p> <p>Amended Articles of Incorporation https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-AOI-17-June-2022-1.pdf</p> <p>Amended By-Laws https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p>	
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Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	www.ayala.com	
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Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Corporate Governance Report, Internal Audit and Control Tab https://ayala.com/governance/corporate-governance-report/internal-audit-and-control/</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Accountability and Audit, page 106 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Management reviews the adequacy and effectiveness of internal controls continuously throughout the year as part of its day-to-day function. Internal Audit assists management to attain company goals through independent risk-based planned reviews and evaluation of the effectiveness of controls.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p>	

		<ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p> <p><u>Links/references:</u></p> <p>Frequency of review is at least once a year.</p> <p>Company Website, Governance, Corporate Governance Report, Risk Management System Tab https://ayala.com/governance/corporate-governance-report/risk-management-system/</p> <p>2023 Integrated Annual Report, Principal Risk and Opportunities, pages 58-63, Risk Management, pages 108 and Report of the Risk Management and Related Party Transactions Committee to the Board of Directors, page 191 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>The international framework used for Enterprise Risk Management is ISO 31000</p>	
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Supplement to Recommendations 12.1			
<ol style="list-style-type: none"> 1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually 	Compliant	Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.	

<p>reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>		<p>Indicate frequency of review.</p> <p><u>Links/references:</u></p> <p>Frequency of review is at least once a year.</p> <p>Revised Corporate Governance Manual https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Code of Conduct and Ethics, I. Compliance, page 3 https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Code of Conduct and Ethics, page 112, and Whistleblower Policy and Data Privacy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Management reviews the adequacy and effectiveness of internal controls continuously throughout the year as part of its day-to-day function. Internal Audit assists management to attain company goals through independent risk-based planned reviews and evaluation of the effectiveness of controls.</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all</p>	<p>Compliant</p>	<p>Provide information on IT governance process</p> <p>IT is part of the Crisis Management Team of the Company formed to ensure Business Continuity.</p>	

<p>key risks are identified, managed and reported to the board.</p>		<p>There is a process that is documented and that we need to follow for serious IT issues such as cybersecurity breaches, service disruption and disaster recovery.</p> <p>2023 Integrated Annual Report, Principal Risk and Opportunities, pages 58-63, Risk Management, page 108, Responsible Business Practice, Information and Cybersecurity, page 113 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Risk Management System Tab, Control System Set-up for the Parent Company, Information and Cyber Security https://ayala.com/governance/corporate-governance-report/risk-management-system/</p>	
<p>Recommendation 12.2</p>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p><u>Links/references:</u></p> <p>The Internal Audit Group of the Company is in-house.</p> <p>Company Website, Governance, Corporate Governance Report, Internal Audit and Control Tab https://ayala.com/governance/corporate-governance-report/internal-audit-and-control/</p>	

		2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanism, Internal Auditors, page 107 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p> <p><u>Links/references:</u></p> <p>The Company's Chief Audit Executive is Ms. Catherine H. Ang.</p> <p>2024 Definitive Information Statement, Annex B, Board of Directors and Key Officers, page 26 (Catherine H. Ang) https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanism, Internal Auditors, page 107 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Internal Audit and Control Tab https://ayala.com/governance/corporate-governance-report/internal-audit-and-control/</p>	

		<p>Internal Audit Charter, Responsibilities of Chief Audit Executive, pages 2-3 https://ayala.com/app/uploads/2023/03/Ayala-Corporation-Internal-Audit-Charter_0.pdf</p> <p>Revised Corporate Governance Manual, Part One-Governance Structure, II. Management, Chief Audit Executive, page 16 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p><u>Links/references:</u></p> <p>Internal Audit Charter, Responsibilities of Chief Audit Executive, pages 2-3 https://ayala.com/app/uploads/2023/03/Ayala-Corporation-Internal-Audit-Charter_0.pdf</p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Not Applicable	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p><u>Links/references:</u></p> <p>The Internal Audit Group of the Company is in-house.</p> <p>2024 Definitive Information Statement, Annex B, Board of Directors and Key Officers, page 26 (Catherine H. Ang) https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Internal Governance Mechanism, Internal Auditors, page 107 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

		Company Website - Corporate Governance Report, Internal Audit and Control Tab https://ayala.com/governance/corporate-governance-report/internal-audit-and-control/	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>Provide information on company's risk management function.</p> <p><u>Links/references:</u></p> <p>Charter of the Risk Management and Related Party Transactions Committee https://ayala.com/app/uploads/2024/04/20240308-AC-RMRPT-Committee-Charter_vF.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Risk Management System Tab https://ayala.com/governance/corporate-governance-report/risk-management-system/</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Risk Management, pages 108-110 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>Identify source of external technical support, if any.</p> <p><u>Links/references:</u></p> <p>We employ the services of Deloitte Philippines and Singapore, as well as Aon Risk Solutions for some of our projects.</p>	

		<p>Company Website, Governance, Corporate Governance Report, Risk Management System Tab https://ayala.com/governance/corporate-governance-report/risk-management-system/</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Risk Management, page 108-110 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Recommendation 12.5			
<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p>	<p>Compliant</p>	<p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p> <p><u>Links/references:</u></p> <p>The Company's Chief Sustainability and Risk Officer since August 1, 2023 is Mr. Jaime Z. Urquijo. He was appointed by the Board of Directors at its meeting on July 18, 2023, replacing Mr. Alberto M. de Larrazabal.</p> <p>Results of the July 18, 2023 Regular Board of Directors' Meeting https://ayala.com/app/uploads/2023/07/SEC-PSE-PDEx-Result-of-BOD-Mtg_7.18.23.pdf</p> <p>2023 Results of the Annual Stockholders' Meeting and Organizational Meeting of the Board</p>	

		<p>https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Result-of-ASM-and-Org-BOD_4.28.23.pdf</p> <p>2024 Definitive Information Statement, Annex B, Board of Directors and Key Officers, pages 28 (Jaime Z. Urquijo) https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>2023 Integrated Annual Report, Management Committee, pages 179-180 and Ayala Group Management Committee Members (Jaime Z. Urquijo), pages 179-180 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Risk Management System Tab https://ayala.com/governance/corporate-governance-report/risk-management-system/</p> <p>Revised Corporate Governance Manual, Part One-Governance Structure, II. Management, Chief Risk Officer, pages 15 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Compliant</p>	<p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, Annex B, Board of Directors and Key Officers, pages 28 (Jaime Z. Urquijo)</p>	

		https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf 2023 Integrated Annual Report, Management Committee, pages 179-180 and Ayala Group Management Committee Members (Jaime Z. Urquijo), pages 179-180 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf Company Website, Governance, Corporate Governance Report, Risk Management System Tab https://ayala.com/governance/corporate-governance-report/risk-management-system/	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Provide link to CEO and CAE's attestation. 2023 Attestation of Internal Audit, Control and Compliance System https://ayala.com/app/uploads/2024/04/2023-CEO-CAE-Attestation-of-Internal-Control-and-Compliance-System.pdf	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. <u>Links/references:</u> Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and	

		Engagement of Stakeholders, I. Shareholders' Rights, pages 18-20 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to company's website <u>Links/references:</u> Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	<u>Links/references:</u> Amended By-Laws, Article III, Section 7, page 4 https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf 2024 Definitive Information Statement, Number of Votes per Share, page 4 and Voting Procedures, Method of Voting, page 17 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement-Redacted.pdf Company Website, Governance, Corporate Governance, Rights and Equitable Treatment of Stockholders Tab https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/	

		2023 Integrated Annual Report, Responsible Business Practice, Stockholder Meeting and Voting Procedures, page 111 https://ayala.com/app/uploads/2024/04/Ayala-IR-2023_full-report_SEC_1504-1.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Provide information on all classes of shares, including their voting rights if any. <u>Links/references:</u> Amended Articles of Incorporation, Seventh Article, pages 3-6 https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-AOI-17-June-2022-1.pdf 2024 Definitive Information Statement, Number of Votes per Share, page 4 and Voting Procedures, Method of Voting, page 17 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf Company Website, Governance, Corporate Governance, Rights and Equitable Treatment of Stockholders Tab https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/	
3. Board has an effective, secure, and efficient voting system.	Compliant	Provide link to voting procedure. Indicate if voting is by poll or show of hands. <u>Links/references:</u>	

		<p>2024 Definitive Information Statement, Voting Procedures, Method of Voting, page 17 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Shareholders' Rights, Voting Rights, pages 18-19 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Company Website, Governance, Corporate Governance, Rights and Equitable Treatment of Stockholders Tab https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p>	
<p>4. Board has an effective shareholder voting mechanism such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Shareholders' Rights, Voting Rights, pages 18-19 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Company Website, Governance, Governance, Corporate Governance Report, Rights and</p>	

		<p>Equitable Treatment of Stockholders Tab, Treatment of Minority Stockholders Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Shareholders' Rights, Right to Information, pages 19-20 https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Treatment of Minority Stockholders Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p> <p>Company Website, Governance, Annual Stockholders' Meeting Matters, Minutes of Annual Stockholders' Meetings https://ayala.com/governance/annual-stockholders-meeting-matters/</p> <p>Detailed Notice and Agenda of the 2024 Annual Stockholders' Meeting</p>	

		https://ayala.com/app/uploads/2024/02/AC_Notice-of-Annual-Stockholders-Meeting-Detailed-Notice-and-Agenda-of-2024-ASM_2.27.24.pdf Amended Detailed Notice and Agenda of the 2024 Annual Stockholders' Meeting https://ayala.com/app/uploads/2024/04/AC-SEC-PSE-PDEx-Revised-Detailed-Notice-and-Agenda-of-2024-ASM_4.3.24.pdf	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Provide information or link/reference to the policies on treatment of minority shareholders <u>Links/references:</u> Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Shareholders' Rights, pages 18-20 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Treatment of Minority Stockholders Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/	
7. Company has a transparent and specific dividend policy.	Compliant	Provide information on or link/reference to the company's dividend Policy. Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case	

	<p>the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p><u>Links/references:</u></p> <p>Ayala consistently declares semi-annual dividend payments to common shares from the unrestricted retained earnings of the previous year. In 2023, Ayala declared total dividends per common share of Php7.612. Further, dividends are also declared annually for voting preferred shares at a dividend rate of 4.81% per annum, and quarterly for Preferred A shares (Reissued) (issued on May 29, 2023), Preferred B Series 1 shares (redeemed on November 15, 2023) and Preferred B Series 2 shares, the dividends are given at 6.36%, 5.25% and 4.8214% per annum, respectively. It is the company's policy to treat all shareholders equally, ensuring payment of dividends in an equitable and timely manner—within 30 days after being declared and finally cleared.</p> <p>2024 Definitive Information Statement, Market Price of and Dividends on the Registrant's Common Equity, Dividends, page 71-72 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Dividend Declarations Section</p>	
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		<p>https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p> <p>2023 Integrated Annual Report, Dividend Policy, page 186</p> <p>https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Optional: Recommendation 13.1			
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p><u>Links/references:</u></p> <p>Ayala engaged SGV & Co. as the independent party to count and validate votes at the ASM.</p> <p>Minutes of Annual Stockholders' Meetings and Voting Results</p> <p>https://ayala.com/governance/annual-stockholders-meeting-matters/</p> <p>2024 Definitive Information Statement, Voting Procedures, Method of Voting, page 17</p> <p>https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Systems Used to Approve Corporate Acts</p>	

		https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/	
Recommendation 13.2			
<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Compliant</p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p><u>Links/references:</u></p> <p>2023 Stockholders' Meeting -</p> <p>On March 27, 2023 or 32 calendar days (or 20 business days) from the date of meeting, our Company posted on its website the copy of the Definitive Information Statement and the unbundled proxy form. On April 4, 2023, our Company distributed electronic copies of the same to the stockholders on record.</p> <p>2023 Definitive Information Statement https://ayala.com/app/uploads/2023/05/AC-2023-Definitive-IS.pdf</p>	

		<p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Stockholders' Participation During Annual Stockholders' Meeting</p> <p>https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p> <p>Company Website, Governance, Corporate Governance Report, Disclosure and Transparency Tab</p> <p>https://ayala.com/governance/corporate-governance-report/disclosure-and-transparency/</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, pages 22-28</p> <p>https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
b. Auditors seeking appointment/re-appointment	Compliant	<p><u>Links/references:</u></p> <p>2024 Definitive Information Statement, pages 13</p>	

		https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf	
c. Proxy documents	Compliant	<p><u>Links/references:</u></p> <p>2024 Definitive Information Statement https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>Provide link or reference to the rationale for the agenda items</p> <p><u>Links/references:</u></p> <p>2023 Definitive Information Statement https://ayala.com/app/uploads/2023/05/AC-2023-Definitive-IS.pdf</p> <p>Detailed Notice and Agenda of the 2023 Annual Stockholders' Meeting https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Detailed-Notice-and-Agenda-of-2023-ASM_2.28.23.pdf</p> <p>Amended Detailed Notice and Agenda of the 2023 Annual Stockholders' Meeting https://ayala.com/app/uploads/2023/06/SEC-PSE-PDEx-Amended-Detailed-Notice-and-Agenda-of-2023-ASM_3.23.23.pdf</p> <p>2024 Definitive Information Statement</p>	

		<p>https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p> <p>Detailed Notice and Agenda of the 2024 Annual Stockholders' Meeting https://ayala.com/app/uploads/2024/02/AC_Notice-of-Annual-Stockholders-Meeting_Detailed-Notice-and-Agenda-of-2024-ASM_2.27.24.pdf</p> <p>Amended Detailed Notice and Agenda of the 2024 Annual Stockholders' Meeting https://ayala.com/app/uploads/2024/04/AC-SEC-PSE-PDEx-Revised-Detailed-Notice-and-Agenda-of-2024-ASM_4.3.24.pdf</p>	
Recommendation 13.3			
<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p><u>Links/references:</u></p> <p>Minutes of the 2023 ASM https://ayala.com/app/uploads/2023/05/AC-2023-ASM-Minutes-28-April-2023-v2.pdf</p> <p>2023 ASM Voting Results https://ayala.com/app/uploads/2023/05/AC-2023-Voting-Results-1.pdf</p>	

<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>Compliant</p>	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p><u>Links/references:</u></p> <p>Minutes of the 2023 ASM https://ayala.com/app/uploads/2023/05/AC-2023-ASM-Minutes-28-April-2023-v2.pdf</p> <p>Company Website, Governance, Annual Stockholders' Meeting Matters, Minutes https://ayala.com/governance/annual-stockholders-meeting-matters/</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Stockholders' Participation during ASM Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p>	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant</p>	<p>Compliant</p>	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p>	

<p>individuals to answer shareholders questions during the ASM and SSM.</p>		<p>SGV, the external auditor of the Company was present at the 2023 Annual Stockholders' Meeting of the Company.</p> <p>Minutes of the 2023 ASM https://ayala.com/app/uploads/2023/05/AC-2023-ASM-Minutes-28-April-2023-v2.pdf</p>	
Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>Compliant</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Alternative Dispute Resolutions Mechanism, pages 20 https://ayala.com/app/uploads/2023/05/AC-2023-ASM-Minutes-28-April-2023-v2.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Alternative Dispute Resolution Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p> <p>Amended By-Laws, Article VIII. Arbitration https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p>	

<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Alternative Dispute Resolutions Mechanism, pages 20 https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Alternative Dispute Resolution Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p>	
Recommendation 13.5			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p>	<p>Compliant</p>	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Name of the person – Jose Martin C. Lopez 2. Telephone number - +63279083000 3. Fax number – N/A 4. E-mail address – investorrelations@ayala.com <p><u>Links/references:</u> Company Website, Investor Relations, Shareholder Inquiry</p>	

		https://ayala.com/investor-relations/	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p>Mr. Jose Martin C. Lopez, the Investor Relations Head of the Company, was present at the 2023 Annual Stockholders' Meetings of the Company.</p> <p>Minutes of the 2023 ASM https://ayala.com/app/uploads/2023/05/AC-2023-ASM-Minutes-28-April-2023-v2.pdf</p>	
1. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>Indicate the company's public float.</p> <p>51.22% as of December 31, 2023 https://ayala.com/app/uploads/2024/02/Public-Ownership-Report-as-of-December-31-2023.pdf</p> <p>51.22% as of September 30, 2023 https://ayala.com/app/uploads/2023/10/PSE-Public-Ownership-Report_9.30.23.pdf</p> <p>51.20% as of June 30, 2023 https://ayala.com/app/uploads/2023/07/PSE-Public-Ownership-Report_6.30.23.pdf</p> <p>51.21% as of March 31, 2023 https://ayala.com/app/uploads/2024/04/PSE-BIR-Public-Ownership-Report_3.31.23.pdf</p>	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with	Compliant	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	

<p>the company beyond the Annual Stockholders' Meeting</p>		<p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Shareholders' Rights, pages 18-20 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Stockholders' Participation During Annual Stockholders' Meeting https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p> <p>Company Website, Governance, Corporate Governance Report, Disclosure and Transparency Tab https://ayala.com/governance/corporate-governance-report/disclosure-and-transparency/</p> <p>2023 Integrated Annual Report, Materiality and Stakeholder Engagement, Stakeholder Engagement, page 68 and Responsible Business Practices, Stockholder Meeting and Voting Procedures, page 111 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
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<p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> <p><u>Links/references:</u></p> <p>Amended By-Laws- Article III, Sections 5,6, and 8, pages 3-4 https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Company Website, Governance, Annual Stockholders' Meeting Matters https://ayala.com/governance/annual-stockholders-meeting-matters/</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Stockholder Meeting and Voting Procedures, page 111 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>2024 Definitive Information Statement, Manner of Voting, page 4 and Voting Procedures, Method of Voting, page 17 https://ayala.com/app/uploads/2024/04/AC-2024-Definitive-Information-Statement_Redacted.pdf</p>	
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Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

<p>1. Board identifies the company's various stakeholders and promotes cooperation</p>	<p>Compliant</p>	<p>Identify the company's shareholder and provide information or reference to a</p>	
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<p>between them and the company in creating wealth, growth and sustainability.</p>		<p>document containing information on the company's policies and programs for its stakeholders.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/</p> <p>2023 Integrated Annual Report, Materiality and Stakeholder Engagement, Stakeholder Engagement, pages 68-69, and Responsible Business Practices, Whistleblower Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Human Resources Policies https://ayala.com/app/uploads/2023/05/HR-Policies.pdf</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p><u>Links/references:</u></p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, IV. Stakeholder Engagement, page 21 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	

		<p>Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/</p> <p>2023 Integrated Annual Report, Materiality and Stakeholder Engagement, Stakeholder Engagement, pages 68-69, and Responsible Business Practices, Whistleblower Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Human Resources Policies https://ayala.com/app/uploads/2023/05/HR-Policies.pdf</p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>Reporting channels:</p> <p>Website: https://proactivehotline.grantthorntonsolutions.ph/report/ayala-corporation</p> <p>Face-to-face meetings: Any member of the Disclosure Committee composed of one representative each from the Office of the</p>	

		<p>General Counsel, Strategic Human Resources (SHR), Internal Audit Division (IAD), and Enterprise Risk Management</p> <p>Email: whistleblower@ayala.com</p> <p>Mail: Office of the Compliance Officer, 38F, Ayala Triangle Garden Tower 2, Paseo de Roxas corner Makati Avenue, Makati City 1226 Philippines</p> <p>Mobile/Telephone Number: +63 9177978908 and +632 72181640</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Company Policies, Whistleblower Policy Tab, Whistleblower Policy https://ayala.com/app/uploads/2024/02/AC-Whistleblower-Policy_Final-v2.pdf</p> <p>2023 Integrated Annual Report, Materiality and Stakeholder Engagement, Stakeholder Engagement, pages 68-69, and Responsible Business Practices, Whistleblower Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p><u>Links/references:</u></p>	

		<p>Amended By-Laws, Article VIII, Arbitration https://ayala.com/app/uploads/2023/05/Ayala-Corporation-Amended-By-Laws-17-June-2022-1.pdf</p> <p>Revised Manual of Corporate Governance, Part III – Promotion of Shareholders Rights and Engagement of Stakeholders, I. Alternative Dispute Resolutions Mechanism, page 20 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>Company Website, Governance, Corporate Governance Report, Rights and Equitable Treatment of Stockholders Tab, Alternative Dispute Resolution Section https://ayala.com/governance/corporate-governance-report/rights-and-equitable-treatment-of-stockholders/</p>	
Additional Recommendations to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	<p>Compliant</p>	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p><u>Links/references:</u></p> <p>None.</p> <p>Code of Conduct and Ethics, I. Compliance, page 3 https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p> <p>Revised Manual of Corporate Governance, Corporate Governance Policy and Framework, page 1</p>	

		https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf	
2. Company respects intellectual property rights.	Compliant	<p>Provide specific instances, if any.</p> <p><u>Links/references:</u></p> <p>Code of Conduct and Ethics, III. Confidentiality of Information, page 3-4 https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf Company Website-Privacy Policy https://ayala.com/privacy-policy/</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Data Privacy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Stakeholder Engagement, pages 68-69 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<p>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Stakeholder Engagement, pages 68-69 and Responsible Business Practices, Supply Chain Sustainability, page 117 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p> <p>Human Resources Policies https://ayala.com/app/uploads/2023/05/HR-Policies.pdf</p>	
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Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab, Performance Enhancing Mechanisms for Employee Participation Section</p>	
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		https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/ 2023 Integrated Annual Report, People-First Culture, pages 89-103 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf Human Resources Policies https://ayala.com/app/uploads/2023/05/HR-Policies.pdf	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders. <u>Links/references:</u> Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab, Performance Enhancing Mechanisms for Employee Participation Section https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/ 2023 Integrated Annual Report, Human Capital Management and Development, Engagement and Retention, page 91-92 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.	

		<p><u>Links/references:</u></p> <p>Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab, Performance Enhancing Mechanisms for Employee Participation Section https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/</p> <p>2023 Integrated Annual Report, Health and Safety, page 95 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Corporate Governance Report, Role of Stakeholders Tab, Performance Enhancing Mechanisms for Employee Participation Section https://ayala.com/governance/corporate-governance-report/role-of-stakeholder/</p> <p>2023 Integrated Annual Report, Human Management and Development, Management and Development, pages 90-91 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

Recommendation 15.2

<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Governance Documents and Company Policies, Code of Conduct and Ethics, VIII. Anti-Bribery and Anti-Corruption Policy https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Anti-Corruption Policy, pages 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Governance Documents and Company Policies, Code of Conduct and Ethics, Part II – Implementation and Monitoring https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf</p>	

		2023 Integrated Annual Report, Responsible Business Practices, Anti-Corruption Policy, pages 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy. <u>Links/references:</u> Company Website, Governance, Governance Documents and Company Policies , Code of Conduct and Ethics, Part II – Implementation and Monitoring https://ayala.com/app/uploads/2024/04/2024-AC-Code-of-Conduct.pdf Company Website, Governance, Corporate Governance Report, Internal Breaches and Sanction Tab https://ayala.com/governance/corporate-governance-report/internal-breaches-and-sanctions/	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes procedures to protect the employees from retaliation.	

		<p>Provide contact details to report any illegal or unethical behavior.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Governance Documents and Company Policies, Whistleblower Policy https://ayala.com/app/uploads/2024/02/AC-Whistleblower-Policy_Final-v2.pdf</p> <p>Revised Manual of Corporate Governance, Part Two – Internal Control System, IV. Whistleblower Policy, page 18 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Whistleblower Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>Compliant</p>	<p><u>Links/references:</u></p> <p>Company Website, Governance, Governance Documents and Company Policies, Whistleblower Policy https://ayala.com/app/uploads/2024/02/AC-Whistleblower-Policy_Final-v2.pdf</p> <p>Revised Manual of Corporate Governance, Part Two – Internal Control System, IV. Whistleblower Policy, page 18 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p>	

		<p>2023 Integrated Annual Report, Responsible Business Practices, Whistleblower Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p><u>Links/references:</u></p> <p>Company Website, Governance, Governance Documents and Company Policies, Whistleblower Policy https://ayala.com/app/uploads/2024/02/AC-Whistleblower-Policy_Final-v2.pdf</p> <p>Revised Manual of Corporate Governance, Part Two – Internal Control System, IV. Whistleblower Policy, page 18 https://ayala.com/app/uploads/2023/08/AC-CG-Manual-April-2022-vF.pdf</p> <p>2023 Integrated Annual Report, Responsible Business Practices, Whistleblower Policy, page 112 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p>Recommendation 16.1</p>			

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p><u>Links/references:</u></p> <p>Company Website, Sustainability https://ayala.com/sustainability/</p> <p>2023 Integrated Annual Report, Climate Action and Resource Efficiency, pages 74-87 and The Ayala Sustainability Blueprint, pages 118-143 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
<p>Optional: Principle 16</p>			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Compliant</p>	<p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p> <p><u>Links/references:</u></p> <p>Company Website, Sustainability https://ayala.com/sustainability/</p> <p>2023 Integrated Annual Report, Climate Action and Resource Efficiency, pages 74-87 and The Ayala Sustainability Blueprint, pages 118-143 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	

<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Compliant</p>	<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p><u>Links/references:</u></p> <p>Company Website, Sustainability https://ayala.com/sustainability/</p> <p>2023 Integrated Annual Report, Climate Action and Resource Efficiency, pages 74-87 and The Ayala Sustainability Blueprint, pages 118-143 https://ayala.com/app/uploads/2024/04/Ayala_IR-2023_full-report_SEC_1504-1.pdf</p>	
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Pursuant to the requirement of the Securities and Exchange Commission, we certify that the contents of this Integrated Annual Corporate Governance Report are based on the records of the Company from January to December 2023.

IN WITNESS WHEREOF, we have hereunto set our hands this APR 26 2024 in Makati City.



JAIME AUGUSTO ZOBEL DE AYALA
Chairman of the Board



CEZAR P. CONSING
President and Chief Executive Officer



RIZALINA G. MANTARING
Lead Independent Director



CESAR V. PURISIMA
Independent Director



CHUA SOCK KOONG
Independent Director



MARIA FRANCHETTE M. ACOSTA
Compliance Officer and Corporate Secretary

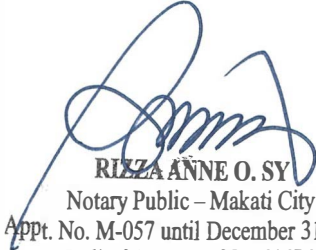
SUBSCRIBED AND SWORN to before me this APR 26 2024, affiants exhibiting to me their competent evidence of identity, as follows:

<u>Name</u>	<u>ID/Passport No.</u>	<u>Date of Issue</u>	<u>Place of Issue</u>
Jaime Augusto Zobel de Ayala	P9640299A	November 21, 2019	DFA Manila
Cezar P. Consing	P6868155A	April 17, 2018	DFA NCR South
Rizalina G. Mantaring	P7165828B	July 15, 2021	DFA NCR East
Cesar V. Purisima	P4757199B	February 10, 2020	DFA Manila
Chua Sock Koong	K1415966N	August 7, 2019	Singapore
Maria Franchette M. Acosta	P2265706C	November 4, 2022	DFA Manila

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Book No. XXI
Series of 2024.

**Notarial DST pursuant to Sec. 61
of the TRAIN Act (amending
Sec. 188 of the NIRC)
affixed on Notary Public's copy.**




RIZZA ANNE O. SY
Notary Public – Makati City
Appt. No. M-057 until December 31, 2024
Roll of Attorneys No. 64676
Lifetime IBP No. 018509 – 01/04/18 – Bulacan
PTR No. 10075606MK – 01/02/2024 – Makati City
MCLE Compliance No. VIII– 0000243 – 08/26/2022
38th Floor, Ayala Triangle Gardens Tower 2
Paseo de Roxas cor. Makati Avenue
Makati City, Philippines