

**MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING****April 28, 2023 at 9:00 AM****Conducted virtually via****[https://us06web.zoom.us/webinar/register/WN\\_NJ6xF5A-SPOguJu3IgfnqA](https://us06web.zoom.us/webinar/register/WN_NJ6xF5A-SPOguJu3IgfnqA)****Stockholders Present and Represented:** The complete list is attached as Annex A.

<b>Total Number of Shares Present:</b>	<b>684,442,762</b>
<b>Total Number of Outstanding Shares:</b>	<b>869,148,362</b>
<b>Percentage of Shares Present vis-à-vis Total Outstanding Shares:</b>	<b>78.75%</b>

**Directors Present:**

Jaime Augusto Zobel de Ayala

*Chairman of the Board  
Chairman, Executive Committee  
Member, Finance Committee*

Cezar P. Consing

*President and Chief Executive Officer (CEO)  
Chairman, Sustainability Committee  
Member, Executive Committee  
Member, Finance Committee*

Cesar V. Purisima (independent director)

*Chairman, Risk Management and Related Party  
Transactions Committee  
Member, Audit Committee  
Member, Finance Committee  
Member, Personnel and Compensation Committee  
Member, Corporate Governance and Nomination  
Committee*

Rizalina G. Mantaring (independent director)

*Chairman, Audit Committee  
Member, Corporate Governance and Nomination  
Committee  
Member, Risk Management and Related Party  
Transactions Committee  
Member, Sustainability Committee*

Chua Sock Koong (independent director)

*Chairman, Corporate Governance and Nomination  
Committee  
Chairman, Personnel and Compensation Committee  
Member, Audit Committee  
Member, Sustainability Committee*

Delfin L. Lazaro

*Chairman, Finance Committee  
Vice-Chairman, Executive Committee  
Member, Personnel and Compensation Committee  
Member, Risk Management and Related Party  
Transactions Committee*

Mercedita S. Nollado

**Officers/Advisors Present:**

Fernando Zobel de Ayala, *Special Advisor to the Board*  
Jose Rene Gregory D. Almendras, *Senior Managing Director*  
Alberto M. de Larrazabal, *Senior Managing Director, Chief Finance Officer, Chief Risk Officer, Chief Sustainability Officer, and Finance Group Head*  
John Eric T. Francia, *Senior Managing Director*  
Arthur R. Tan, *Senior Managing Director*  
Solomon M. Hermosura, *Senior Managing Director, Corporate Secretary, Compliance Officer, Chief Legal Officer, Data Protection Officer, and Corporate Governance Group Head*  
Alfredo I. Ayala, *Managing Director*  
Paolo Maximo F. Borromeo, *Managing Director*  
Ruel T. Maranan, *Managing Director*  
Francisco Romero Milan, *Managing Director, Chief Human Resources Officer and Chair of the Ayala Group HR Council*  
Catherine H. Ang, *Executive Director and Chief Audit Executive*  
Estelito C. Biacora, *Executive Director and Treasurer*  
Josephine G. De Asis, *Executive Director and Controller*  
Jose Martin C. Lopez, *Head of Investor Relations*  
Rosario Carmela G. Austria, *Assistant Corporate Secretary*

**1. Call to Order**

After the national anthem, the Chairman, Mr. Jaime Augusto Zobel de Ayala, called the meeting to order at 9:00 a.m. He stated that pursuant to the Corporation's By-laws and after the stockholders were given the opportunity to propose a physical meeting, the annual stockholders' meeting was held in a fully virtual format. He added that advancements in technology have made virtual meetings the new normal. Balancing good governance practices and keeping up-to-date with technological advancements, the Corporation exerted utmost effort to ensure the convenient and full participation of its stockholders in the meeting, particularly ensuring and safeguarding their right to vote and be informed. Stockholders were given the opportunity to vote through proxy forms or electronic voting that was available until the end of the meeting.

The Chairman introduced each of the presenters, namely: Cezar P. Consing (President and Chief Executive Officer), Alberto M. de Larrazabal (Chief Finance Officer), Solomon M. Hermosura (Corporate Secretary), Jose Martin C. Lopez (Head of Investor Relations), Rizalina G. Mantaring (Independent Director and Chairman of the Audit Committee) and Chua Sock Koong (Independent Director and Chairman of the Corporate Governance and Nomination Committee). He then presented the other members of the Board of Directors, Cesar V. Purisima, Delfin L. Lazaro, and Mercedita S. Nollado, the Special Advisor to the Board, Fernando Zobel de Ayala, and the members of the Group Management Committee, namely, Jose Rene Gregory D. Almendras (President of AC Infrastructure Holdings Corporation and AC Logistics Holdings Corporation), Alfredo I. Ayala (President and Chief Operating Officer of iPeople, Inc.), Paolo Maximo F. Borromeo (President of Ayala Healthcare Holdings, Inc.), Ernest L. Cu (President of Globe Telecom, Inc.), Bernard Vincent O. Dy (President of Ayala Land, Inc.), John Eric T. Francia (President of ACEN Corporation), Jose Teodoro K. Limcaoco (President of Bank of Philippine Islands), Ruel T. Maranan (President of Ayala Foundation, Inc.), Francisco Romero Milan, (Chief Human Resource Officer), and Arthur R. Tan (President of AC Industrial Technology Holdings, Inc. and Chief Executive Officer of Integrated Micro-Electronics, Inc.). The Chairman likewise acknowledged the presence of Mr. Keiichi Matsunaga and Mr. Harutaka Ishikawa (outgoing and incoming General Manager of Mitsubishi Corporation, respectively), the other officers of the Corporation and the representatives of SyCip Gorres Velayo & Co. ("SGV"), the Corporation's external auditor.

## 2. Notice of Meeting

The Secretary, Mr. Solomon M. Hermosura, certified that on March 27, 2023, the Notice of the meeting and the Definitive Information Statement were distributed to all stockholders by posting on the Corporation's website and by disclosure on the Philippine Stock Exchange disclosure system. On April 4, 2023, the Notice was also sent by email to all stockholders of record as of March 14, 2023 with email addresses on file. In addition, the Notice was published in print and online formats on April 4 and 5, 2023 in the Manila Bulletin and the Philippine Daily Inquirer. Accordingly, the stockholders have been duly notified in accordance with the By-Laws and the applicable rules of the Securities and Exchange Commission.

## 3. Determination of Quorum

The Secretary certified that there was a quorum for the meeting with stockholders owning 684,442,762 shares, or 78.75% of the 869,148,362 total outstanding shares, present through their appointment of the Chair as proxy or by participating by remote communication or in the live webcast of the meeting or by electronic voting. The mode of attendance of the stockholders present and the respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares	Number of Shares
Appointment of the Chairman as proxy	74.947% <sup>s</sup>	651,403,893
Voting in absentia	0.001%	9,040
Remote Communication	3.800%	33,029,829

Additionally, there were 201 viewers of the live webcast of the meeting.

## 4. Instructions on Rules of Conduct and Voting Procedures

Valuing the engagement of the Corporation's stockholders, the Chairman encouraged the stockholders to actively participate in the meeting through the various means to be discussed by Mr. Hermosura pursuant to the rules of conduct and procedures for the meeting as set forth in the Definitive Information Statement and in the Explanation of Agenda Items, which forms part of the Notice of the Annual Stockholders' Meeting. Mr. Hermosura proceeded to emphasize the following points:

- (i) Stockholders may send their questions or comments to [corporatesecretary@ayala.com.ph](mailto:corporatesecretary@ayala.com.ph).
- (ii) Mr. Jose Martin C. Lopez, Head of Investor Relations, will read aloud questions or comments received before 9:30 a.m. during the Question and Answer period. Management will reply by email to questions and comments not taken up during the meeting.
- (iii) There are six resolutions proposed for adoption by the stockholders, each of which will be shown on the screen as the same is being taken up.
- (iv) Stockholders could cast their votes on the proposed resolutions and in the election of directors beginning March 31, 2023 until the end of the meeting through the Voting in Absentia & Shareholder (VIASH) System.
- (v) The Secretary reported that the votes cast as of close of business of April 21, 2023, after the proxy validation process, have been tabulated. The votes were from stockholders owning 651,403,893 voting shares representing 95.30% of the total voting shares represented in the meeting, and 79.52% of the total outstanding voting shares. The Secretary will refer to this

preliminary tabulation when reporting the voting results during the meeting. However, the results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, will be reflected in the minutes of the meeting.

## 5. Approval of the Minutes of the 2022 Stockholders' Meeting

The Chairman then proceeded with the approval of the minutes of the annual stockholders' meeting held on April 29, 2022, an electronic copy of which was posted on the website of the Corporation.

The Secretary presented Resolution No. S-01-2023 and based on the votes received, reported the approval by the stockholders of the resolution, which is set forth below:

### Resolution No. S-01-2023

**RESOLVED**, to approve the minutes of the annual stockholders' meeting held on April 29, 2022.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the independent validator of the voting results, the votes for the adoption of Resolution No. S-01-2023 providing for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Voted Shares	649,938,691	-	1,527,825
% of Shares of Shareholders Present	94.96%	-	0.22%

## 6. Annual Report of Officers

### Message of the Chairman

The Chairman, Mr. Jaime Augusto Zobel de Ayala, shared that the Corporation ended 2022 with renewed hope that the worst of the COVID-19 pandemic had passed. The past year saw improved mobility, decreasing unemployment and pent-up demand that produced 2.9% global gross domestic product (GDP) growth rate. The Philippines grew 7.6%, exceeding several estimates and returned to pre-pandemic productivity levels in the third quarter. Despite the volatility brought about by the conflict in Europe resulting to high oil and energy prices, global supply chain disruption, and fueled inflation, the Chairman remained positive as the Corporation was provided an excellent opportunity to revisit its business paradigms and to rebuild and make things much better and stronger for everyone's benefit.

The Chairman then expressed his optimism and thoughts for 2023, particularly on the waning of the health and economic crisis, the greater demand for more resilient and sustainable systems, and on Ayala leading a more inclusive economic recovery.

### *(i) Expansion alongside economic recovery*

In parallel to the country's full reopening, Ayala's businesses have started to meaningfully recover and take advantage of expansion opportunities. Ayala Land, Inc. (ALI) propped up its performance with increasing commercial and office foot traffic. The robust demand in the residential group despite higher interest rates allowed ALI to launch thirty (30) projects. For 2023, ALI will be rolling out development projects, refreshed mall experiences, and much-needed warehousing and cold chain facilities. With the increasing importance of e-commerce and more resilient logistics systems, AC Logistics is progressing towards its goal of being integral to all parts of the supply chain. The acquisition of the Air21 group allows AC Logistics to be a full end-to-end logistics provider for international freight forwarding, warehousing, in-land transportation, and waste management. Moreover, AC Industrials' core

manufacturing and four-vehicle distribution and retail operations have returned to profitability. Electric vehicles (EV) represent considerable potential, and the group is excited to participate in the emerging electric mobility ecosystem.

*(ii) Harnessing opportunities at the intersection of customer obsession and digital*

Digital technologies have substantially transformed consumer expectations and behavior. Ayala's business units have been on extensive digitalization journeys and are reaping the rewards. Globe Telecom Inc. (Globe) built new and upgraded cell sites nationwide and installed critical 5G infrastructure that enabled Globe to provide a wide array of digital products and position itself as a digital technology company. Globe is likewise exploring new spaces through 917Ventures and Kickstart Ventures. Meanwhile, as much as 89% of BPI's transactions are already through digital channels. Customer obsession is now a core pillar of BPI's values and it continues to reformat its branches and launch new online platforms to serve a broad range of specific customer needs. Furthermore, BPI's merger with Robinsons Bank is expected to provide a much larger client base and help capture synergies across Ayala group's platforms and products.

BPI and Globe have also made gains in financial inclusivity. BPI's digital client base has grown more than five times since 2019. Last year alone, BPI Online directly acquired approximately 150,000 new-to-bank clients and around 500,000 new customers through its ongoing partnership with GCash. As for GCash, it now serves a user base of 76 million, five times higher than the next largest e-wallet in the country. Its lending platform has 2 million unique borrowers and has disbursed Php57 billion in loans.

*(iii) Building a modern, sustainable, and equitable economy*

The Covid pandemic showed that enterprises play a big role in building a stronger country. On this front, Ayala is accelerating its efforts to help create a modern Philippine economy, underpinned by a strong commitment to sustainability and stakeholder well-being. A number of Ayala malls and offices employ renewable energy in as much as 90% of gross leasable areas. AC Industrials and ALI continue to enable an electric mobility future through the rollout of EV charging infrastructure. The Corporation, Globe, and AC Industrials have also pooled resources to bring Gogoro and its innovative swappable batteries and electric bikes to the Philippines. ACEN, on the other hand, completed the world's first Energy Transition Mechanism transaction, which provides a blueprint that other coal-fired producers can adopt to responsibly transition their facilities towards cleaner alternatives. AC Health continues to develop an ecosystem of physical and digital healthcare offerings and has collaborated with Globe to combine their digital health assets under the KonsultaMD platform. Lastly, Healthway Cancer Care Center is on track to open in 2023, with the objective of providing quality affordable care to cancer patients.

*(iv) Reaffirming and accelerating our sustainability commitments*

In terms of the Corporation's sustainability initiatives, Ayala continues to be an active member of prominent international sustainability organizations, such as the World Business Council for Sustainable Development and the Council for Inclusive Capitalism. Additionally, Ayala reaffirms its support for the Ten Principles of the United Nations Global Compact with a focus on the areas of Human Rights, Labor, Environment, and Anti-Corruption. Ayala also continues to support the Taskforce on Climate-Related Financial Disclosures (TCFD) and remain committed to being a nature-positive company. Ayala's business strategies and financial reporting remain aligned to the high standards set by the TCFD. As to Ayala's net zero commitment by 2050, Ayala's core business units have made significant progress on their net zero roadmaps across Scopes 1, 2, and 3. In partnership with South Pole, the Corporation hopes to have a consolidated net zero roadmap ready by the end of 2023. Exploring nature-based solutions, an ongoing project in Mindoro will produce high-quality carbon credits. Finally, recognizing the immense importance of the 'Social' pillar in Environmental, Social, and Governance, Ayala is preparing a

framework centered on expanding access to products and services, and providing meaningful and dignified work to a broad base of Filipinos.

*(v) Looking ahead*

With a strong conviction that Ayala can regain momentum in 2023, the Chairman is hopeful and excited with the many possibilities available to the group, the continued strength of the business units, the sustained partnerships with the stakeholders and the unwavering commitment for equitable progress and the greater good. He likewise articulated Ayala's confidence in Mr. Cezar P. Consing as the Corporation's Chief Executive Officer, whose leadership will pave the way towards continued relevance and growth in the foreseeable future.

The Chairman ended by thanking the Board of Directors for its guidance through the challenging period, the management teams and employees across Ayala group for being an integral part of Ayala's relevance and longevity, and the Corporation's customers, host communities, business partners and shareholders for their continued faith in Ayala.

Report of the President

The President, Mr. Cezar P. Consing, reported that 2022 presented the Corporation with the opportunity to assert itself as the best proxy for Philippine growth. The full year's results demonstrate the strength and diversification of the Corporation's portfolio as the four key business units, BPI, ALI, Globe, and ACEN took advantage of the re-opening of the economy. Collectively, they helped drive an 18% increase in the group's core net income.

BPI's earnings were up 66% as a result of better than industry loan growth, widening net interest margins with higher policy rates, and lower provisions with improving asset quality. The bank's digitalization initiatives continue to pay off as client acquisition, engagement and transaction count were up even while branch count was down. Over a quarter of BPI's clients are now digital clients with an average cost-to-income ratio of about half that of a non-digital client. A digital client also generates more than twice the revenues versus a non-digital client across various products.

ALI likewise observed healthy recoveries across its business segments as it took advantage of increased mobility and spending to book a 51% increase in earnings. Revenues from malls and leisure segments doubled while residential was resilient despite higher mortgage rates. Office occupancy rates were at par with the industry as BPO take-up kept leasing revenues stable. ALI will continue to capitalize on its landbank of over 12,000 hectares by adding to the number of its integrated estates. It also has the largest REIT in the country and is prepared to inject more assets into the REIT on a regular basis.

Globe and ACEN had challenging years but are in positions to reap the benefits in the coming years from initiatives taken in the past few years. Globe saw a 10% drop in core earnings, partly as a result of increased depreciation expenses. Capital expenditures (CAPEX) of PhP101 billion was at an all-time high as the company bolstered its infrastructure to support growing data demand and 5G coverage. Growth in fiber revenues was strong and revenue contribution from digital services continued to rise on the back of Globe's digital transformation. GCash user count grew to 76 million with the increase in use cases, including financing and investing. Globe used a portion of the PhP108 billion in proceeds from its stock rights offering and the sale of a number of its tower assets to de-lever its balance sheet.

ACEN's net earnings were down 15%. With many of its plants still under construction, it was a net buyer in a period of very tight supply. Confident in its ability to build out, ACEN is now targeting 20GW in attributable renewable capacity by 2030, a five-fold increase from current levels. Complementing this objective was ACEN's full divestment of the coal-fired SLTEC via the world's first Energy Transition Mechanism. Coal no longer features in ACEN's energy mix.

The group's global semiconductor business, IMI, showed earnings recovery as the global economy reopened. However, its bolt-on acquisitions remained challenged. AC Motors' 4-wheel business registered growth and profits, but its 2-wheel business experienced losses because of supply chain issues. AC Ventures pared down its passive investments and booked substantial provisions for its investment in Yoma, which is among Myanmar's leading business groups. Yoma has done well to position its key assets such as banking, real estate and digital payments for growth once the country's over-all situation improves.

Significant strides have been made in the group's newer businesses. In AC Health, the recovery of its clinics and pharmaceutical businesses allowed the company to book earnings. The consolidation of the digital health assets into the KonsultaMD superapp will support the company's continued growth. By the third quarter of this year, AC Health will open the first dedicated comprehensive cancer hospital in the Philippines which aspires to offer the best value private cancer hospital in the country. AC Health will continue to build on its integrated healthcare ecosystem to provide Filipinos with quality, affordable and accessible healthcare.

AC Logistics' acquisition of 60% of the Air21 Group will allow it to provide an end-to-end product set to a wider customer base. The company now lists among its growing customer base fast-moving consumer goods companies, manufacturing companies and almost all the companies in Ayala group.

iPeople, the education joint venture with the Yuchengco group, registered strong earnings growth as enrollments climbed throughout most of its traditional schools. iPeople forged a partnership with Arizona State University which will push digital learning and complement its current product suite.

With earnings at 90% of pre-COVID levels, Ayala group is on track towards full recovery. There will be continuous investments significantly as a group to take advantage of the country's growth. In 2022, the Ayala group CAPEX reached an all-time high of PhP280 billion. For 2023, the group is allocating PhP264 billion in CAPEX driven by sustained investments in ALI, Globe and ACEN. The group aims to strengthen and maintain the leadership positions of the listed entities in their respective sectors. At the parent level, PhP19 billion is allocated in CAPEX, with approximately half to be spent on the emerging businesses, AC Health and AC Logistics, while the balance will be allotted for opportunistic investments and Ayala's other businesses. The Corporation's balance sheet remains strong with an average debt cost of only 4.5% and average duration of 18.5 years. It continues to realize value from the sale of non-core assets and is now 60% of the PhP50 billion target set three years ago.

The digitalization initiatives across the group have raised customer satisfaction scores considerably. The initiatives, coupled with the use of data science, are helping build the Ayala of the future. In addition, EV is one project that takes advantage of the group's unique ecosystem. ALI and IMI are working together to put up EV charging stations, the Corporation and Globe have teamed up to introduce into the country Gogoro, 2-wheel EVs using battery-swapping technology, and AC Motors has introduced the Kia EV6.

Ayala continues to champion Sustainability through ESG Impact Management and Creating Shared Value. ESG Impact Management involves mitigating environmental and social issues and being more transparent in the way things are done. Creating Shared Value, on the other hand, involves developing innovative ideas and scaling them through business models that create value for society. It is the group's desire to produce and distribute socially responsible products that meet the needs of as many Filipinos as possible as well as to strive to have an inclusive work environment and be an employer of choice.

The President shared that Ayala group remains guarded but constructive in its outlook for 2023. Ayala Corporation and the key business units will keep their objectives straightforward by: (i) working on getting core net income back to pre-COVID levels, (ii) with improved earnings, seeking higher dividends from the core business units, (iii) rationalizing the portfolio so that each of the non-core business units has

the potential to be the group's next engine of growth, (iv) continuing to value realize towards the PhP50 billion goal, (v) maintaining a fortress balance sheet, with strong liquidity and leverage at a reasonable level, to take advantage of attractive investment opportunities that arise, and (vi) completing the Net Zero roadmaps of the various business units and ingrain ESG into all the activities to help build the Philippines of the future.

In conclusion, the President thanked the Board of Directors for their wise counsel and strong engagement across many endeavors, the management and employees for their dedication and professionalism, and the shareholders and all the stakeholders for their continued trust and support.

Upon the request of the Chairman, the Secretary presented the following Resolution No. S-02-2023 and reported the stockholders' approval of the same in accordance with the voting results:

**Resolution No. S-02-2023**

**RESOLVED**, to note the Corporation's Annual Report, which consists of the Chairman's Message, the President's Report, and the audio-visual presentation to the stockholders, and to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2022, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the motion for the noting of the annual report and the approval of the 2022 consolidated audited financial statements of the Corporation and its subsidiaries together with the approval of Resolution No. S-02-2023 are as follows:

	For	Against	Abstain
Number of Shares Voted	649,482,430	208,435	1,775,651
% of Shares of Shareholders Present	94.89%	0.03%	0.26%

**7. Ratification of the acts of the Board of Directors and Officers**

The Secretary, upon the Chairman's request, stated that stockholders' ratification was sought for all the acts and resolutions of the Board, the Executive Committee, and other Board Committees exercising powers delegated by the Board, as well as for all the acts of the Corporation's officers performed to implement the resolutions of the Board or its Committees, or in connection with the Corporation's general conduct of its business. The acts and resolutions of the Board and its Committees were adopted from 29 April 2022 until 28 April 2023 and are reflected in the minutes of the meetings, and they include the (1) approval of the purchase of ACEN shares and property dividend declaration, (2) participation in Globe Telecom, Inc's stock rights offering, (3) senior leadership assessment and talent mapping, (4) tender offer and redemption exercise of up to USD 300 million fixed for life bonds by its foreign subsidiary, AYC Finance Limited, (5) engagement of external facilitator for the board assessment exercise, (6) sustainability-linked financing of up to USD100 Million or Philippine Peso equivalent, (7) amendments to the Board Charter, Corporate Governance Manual, Data Privacy Manual, Related Party Transaction Policy, and Audit Committee and Sustainability Committee Charters, (8) capital allocation and disbursement of funds to subsidiaries, (9) treasury-related matters, (10) declaration of cash dividends, and (11) matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

The Secretary reported that Resolution No. S-03-2023 had been approved by the stockholders:



### Resolution No. S-03-2023

**RESOLVED**, to ratify each and every act and resolution, from 29 April 2022 to 28 April 2023 (the “Period”), of the Board of Directors (the “Board”) and the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-laws of the Corporation.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the ratification of the acts of the Board of Directors and Officers of the Corporation and the adoption of Resolution No. S-03-2023 are as follows:

	For	Against	Abstain
Number of Shares Voted	648,894,912	717,204	1,854,400
% of Shares of Shareholders Present	94.81%	0.10%	0.27%

#### 8. Reissuance of Preferred “A” Shares and Delegation of Authority on Future Offers, Issuance or Reissuance and Listing of Preferred Shares

The Secretary, upon the Chairman’s request, presented that on March 9, 2023, the Board of Directors approved and authorized the reissuance of the Corporation’s Philippine Peso Preferred “A” Shares with a base amount from ₱10,000,000,000.00 to ₱15,000,000,000.00 with an Oversubscription Option for up to ₱10,000,000,000.00, and the filing for registration with the Securities and Exchange Commission and application for listing with the Philippine Stock Exchange, Inc. Stockholders approval was sought for the reissuance of the Corporation’s Preferred "A" Shares.

Stockholders’ approval was also sought for the delegation of authority to the Board of Directors of the Corporation to approve any offering, issuance, or re-issuance (in case of redeemed preferred shares), and listing of any class, series, or tranche of any of the Corporation’s preferred shares under such terms and conditions as may be decided by the Board and the delegation of authority to the Corporation’s Management to implement the foregoing transaction.

The Secretary presented Resolution No. S-04-2023 and based on the votes received from stockholders holding the total outstanding shares, reported the approval of the resolution, which is set forth below:

### Resolution No. S-04-2023

**RESOLVED**, to approve, ratify, and authorize the reissuance by Ayala Corporation (the “Corporation” or “AC”) of Philippine Peso Preferred “A” Shares with a base amount of ₱10,000,000,000.00 up to ₱15,000,000,000.00 with an Oversubscription Option for up to an additional ₱10,000,000,000.00, subject to the requirements for registration under the Securities Regulation Code with the Securities and Exchange Commission (“SEC”) and for listing with the Philippine Stock Exchange, Inc. (“PSE”), under the following indicative terms and conditions (the “Offer”):

<b>Issuer</b>	Ayala Corporation
<b>Instrument</b>	Cumulative, non voting, non participating, perpetual Preferred “A” Shares
<b>Issue Manager</b>	BPI Capital Corporation

<b>Joint Lead Underwriters and Bookrunners</b>	BPI Capital Corporation BDO Capital & Investment Corporation China Bank Capital SB Capital Investment Corporation RCBC Capital Corporation
<b>Selling Agents</b>	TBD
<b>Issue Amount</b>	Pesos: Base amount of Ten Billion (₱10,000,000,000.00) up to Fifteen Billion (₱15,000,000,000.00) with an Oversubscription Option for up to an additional Ten Billion (₱10,000,000,000.00)
<b>Pricing Reference</b>	3-Day Average 5Y BVAL
<b>Tenor</b>	5 years
<b>Underwriting Fees (exclusive of GRT) and other fees</b>	37.5 bps
<b>Indicative Spread</b>	40-85 bps, subject to Underwriting Agreement
<b>Re-Pricing/Step Up</b>	On the 5th anniversary the higher of: (i) Initial Dividend Rate; or (ii) Average of 5Y PHP BVAL for three (3) consecutive days + 150bps On the 10th anniversary the higher of: (i) Prevailing dividend rate; or (ii) Average of 25Y PHP BVAL for three (3) consecutive days + 250bps
<b>Dividend Payment</b>	Quarterly, 30/360
<b>Optional Redemption</b>	AC has the option to redeem in whole or in part the outstanding preferred shares on: <ul style="list-style-type: none"> <li>• The first dividend rate re-pricing date (5th anniversary);</li> <li>• Any dividend payment date after the first dividend rate re-pricing (5th anniversary); and</li> <li>• Occurrence of a Tax Event</li> </ul>
<b>Registrar and Depository Agent</b>	Philippine Depository & Trust Corp.
<b>Stock Transfer and Receiving Agent</b>	Stock Transfer Service, Inc.
<b>Underwriters' Counsel</b>	Romulo Mabanta Buenaventura Sayoc & De Los Angeles
<b>Governing Law</b>	Philippine Law
<b>Form and Title</b>	Scripless
<b>Listing Exchange</b>	Philippine Stock Exchange, Inc.

**RESOLVED, FURTHER,** to approve, ratify, and authorize the delegation to the Chief Finance Officer and Treasurer of the authority to negotiate and approve the final Terms and Conditions of the proposed Offer, to appoint the Issue Manager, Joint Lead Underwriters and Bookrunners, Selling Syndicate, to agree on the final terms and conditions, including tenor, rate resetting, underwriting, discretionary, and incentive fees for the Offer, and to sign, execute and deliver the Prospectus, Listing Application, Underwriting Agreement, Registry, Paying and Receiving Agency Agreement, Transfer Agency Agreement, and such other documents

and papers necessary or required to implement the transactions for the Offer, and to perform all acts necessary or relevant to the Offer.

**RESOLVED, FURTHER**, to approve, ratify, and authorize the Corporation's filing of the Registration Statement with the SEC and the application of listing with the PSE, as well as all other documents and disclosures relevant and necessary for the Offer including, but not limited to, an updated Prospectus, and for such purpose, to authorize the Corporation's President and Chief Executive Officer to sign the updated Registration Statement, and other required documents.

**RESOLVED, FINALLY**, (1) to delegate (a) to the Board of Directors of the Corporation (the "Board") full authority, solely on its discretion, to approve any offering, issuance or re-issuance (in case of redeemed preferred shares), and listing on an appropriate securities exchange of any class, series or tranche of any preferred shares from the authorized capital stock of the Corporation, from time to time, including the terms, denomination, and timing of any such offer, issuance or re-issuance, and listing (hereafter, the "Issuance or Reissuance and Listing of Preferred Shares"); and (b) to the Corporation's Management and Attorneys-in-Fact full authority, solely on their discretion, to prepare, file and submit the appropriate application for any registration and/or listing with the relevant regulatory authority to implement such transaction; and (2) to adopt as the resolution of the stockholders of the Corporation the resolutions of the Board for the Issuance or Reissuance and Listing of Preferred Shares.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the Reissuance of Preferred "A" shares and delegation of authority on future offers, issuance or reissuance and listing of preferred shares and the adoption of Resolution Nos. S-04-2023 are as follows:

	For	Against	Abstain
Number of Shares Voted	647,560,952	2,377,680	1,527,884
% of Shares of Shareholders Present	94.61%	0.35%	0.22%

## 9. Election of Directors

The next item in the Agenda was the election of the seven (7) members of the Board of Directors for the ensuing year. Ms. Chua Sock Koong, Chairman of the Corporate Governance and Nomination Committee, informed the stockholders that in accordance with the requirements of the Corporation's By-Laws, the Manual of Corporate Governance, the Charter of the Board of Directors, and applicable regulations, the Corporate Governance and Nomination Committee endorsed the following nominees to serve as directors of the Corporation: Jaime Augusto Zobel de Ayala, Cezar P. Consing, Delfin L. Lazaro, Mercedita S. Nollado, Rizalina G. Mantaring, Cesar V. Purisima and Chua Sock Koong.

Ms. Mantaring, Ms. Chua and Mr. Purisima were nominated as independent directors.

Ms. Chua reported that (i) the Corporate Governance and Nomination Committee, recognizing that a well-balanced and diverse board with the right combination of expertise, experience and independent perspective ensures the Board's optimal performance of its function, and the creation and maximization of long-term stockholder value, has determined that the all the nominees are qualified to serve as directors of the Corporation, and (ii) all the nominees have given their consent to their respective nominations.

Upon the Chairman's request, the Corporate Secretary reported that based on the tabulation of votes, each of the seven nominees has garnered at least 605,639,262 votes. Given this, he certified that each nominee has received enough votes for election to the Board and that, consequently, Resolution No. S-05-2023 for the election of the seven nominees to the Board had been approved:

**Resolution No. S-05-2023**

**RESOLVED**, to elect the following as directors of the Corporation to serve as such beginning 28 April 2023 until their successors are elected and qualified:

Jaime Augusto Zobel de Ayala  
Cezar P. Consing  
Delfin L. Lazaro  
Mercedita S. Nollado  
Rizalina G. Mantaring (*independent director*)  
Cesar V. Purisima (*independent director*)  
Chua Sock Koong (*independent director*)

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the final votes received by the nominees based on the total cumulative votes received are as follows:

	For	Against	Abstain
Jaime Augusto Zobel de Ayala	639,180,311	10,758,439	1,527,825
Cezar P. Consing	641,004,754	8,933,937	1,527,825
Delfin L. Lazaro	639,050,541	10,077,730	2,388,245
Mercedita S. Nollado	644,126,021	5,002,250	2,338,245
Cesar V. Purisima	605,639,262	37,649,370	8,177,825
Rizalina G. Mantaring	640,389,361	9,549,330	1,527,825
Chua Sock Koong	647,394,446	2,469,245	1,602,825

**10. Election of External Auditor and Fixing of Its Remuneration**

At the request of the Chairman, Ms. Rizalina G. Mantaring, Chairman of the Audit Committee, stated that it is the responsibility of the Audit Committee to recommend the appointment and remuneration of the Corporation's external auditor and in the due performance of this responsibility, the Committee oversees the work of the external auditor and assesses its independence and the integrity of the audit process. She then informed the stockholders that in exercising this responsibility and oversight function, the Committee evaluated and was satisfied with the performance of the Corporation's external auditor, SyCip Gorres Velayo & Co. ("SGV") for the past year. Thus, the Audit Committee and the Board agreed to endorse the election of SGV as the external auditor of the Corporation for the current fiscal year for an audit fee of Php12,096,000.00, inclusive of value-added tax. Ms. Mantaring explained that the significant increase in the audit fee versus last year is attributable to the additional audit procedures to be performed by SGV for the audit of the consolidated financial statement of the company arising from the change of Ayala Land, Inc.'s external auditor.

The Secretary presented Resolution No. S-06-2023 for the election of the Corporation's external auditor and fixing of its remuneration and reported that there were enough votes received for the approval of said resolution:

**Resolution No. S-06-2023**

**RESOLVED**, as endorsed by the Board of Directors, to approve the election of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2023 for an audit fee of Php12,096,000.00, inclusive of value-added tax.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes on the election of SGV as external auditor of the Corporation, the approval of its audit fee, and the adoption of Resolution No. S-06-2023 are as follows:

	For	Against	Abstain
Number of Shares Voted	647,071,621	2,866,885	1,528,010
% of Shares of Shareholders Present	94.54%	0.42%	0.22%

## 11. Other Matters

After the Secretary confirmed that there were no other matters requiring consideration by the stockholders, and that there were no submission from the stockholders of proposed agenda items, the Chairman requested Mr. Jose Martin C. Lopez, the Corporation's Head of Investor Relations, to read aloud the questions and comments together with the names of the stockholders who sent them.

Mr. James Erwin C. Villarin inquired on the Corporation's preparedness to handle external shocks that may arise from the financial markets situation in the US and Europe. The Chairman responded that the Corporation remains guarded in its outlook for 2023 as slower growth is expected for the Philippines due to elevated inflation and interest rates. Though declining, high inflation may persist and will result in high-interest rates for an extended period and corporates' appetite for spending may remain dampened due to this. The substantial current account deficit also limits the Peso's potential appreciation even if the US Dollar weakens with interest rates cut by the Federal Reserve Bank. He added that certain indicators point towards this outlook, such as slower imports and loan growth which lagged to 10% as of February. Notwithstanding, economic prospects still point to some level of growth with remittances continuing to grow healthily at +3.5% in February and unemployment reaching 4.8%, below pre-pandemic levels. Tourist arrivals continue to improve as well, reaching 67% of pre-pandemic levels last February. Looking ahead, the Chairman noted that the pivotal question is how fast inflation will decelerate to the BSP's target of 2.0-4.0%.

Ms. Mary Ann Dela Cruz noted that Ayala's stock is down close to 10% year to date and asked if there is anything management can do to support the Corporation's share price. The Chairman referred the question to Mr. Consing, President and Chief Executive Officer, who explained that generating shareholder value is a top priority. Mr. Consing shared that first, the Corporation will allocate its capital spend to support the growth of its businesses so the business units, as a whole, will have an even stronger year this year versus last year. This should bring the Corporation's core net income back to pre-COVID levels. Better earnings will allow for more dividends to be paid to the Corporation, and for it to pay more dividends to its shareholders. Second, the Corporation will continue to take strategic and tactical steps that will allow for growth and improved earnings to be reflected in the share prices of the Corporation and its publicly listed business units. Lastly, the Corporation is ready to use a portion of its capital to buy-back from the market a number of its shares, if necessary.

Ms. Sylvia Maghirang posted a question on Ayala's digital strategy and the Corporation's initiatives to forge more synergies across the group. The Chairman explained that digital initiatives are developed within Ayala Corporation's business units that have direct touchpoints with customers, enabling the group to identify the needs of the stakeholders and create products that are most relevant to them. BPI and GCash are working together to increase financial inclusivity by harnessing their digital capabilities. GCash has BPI savings and investment products which allow users to open an interest-yielding savings account and make micro-investments for as little as Php50. He further shared that the new KonsultaMD superapp was launched in March 2023 with a combined user base of over 2.5 million. It is a one-stop shop that provides medical services. The Chairman highlighted that Ayala group harnesses diversity and collective capabilities through regular dialogues between its businesses and teams and supports the projects developed from these forums through the deployment of capital via Kickstart Ventures and 917Ventures.

Lastly, Ms. Elma Guinto requested more details on Ayala's initiatives and plans for electric vehicles (EVs). Mr. Consing responded that Ayala aspires to accelerate EV adoption in the Philippines and for EVs to gain traction, a supportive ecosystem is needed. IMI is building manufacturing capabilities across the EV value chain while ALI is rolling out EV charging stations in Ayala malls and estates. Ayala group will continue to expand its EV portfolio through its partnership with Gogoro, a Taiwanese manufacturer of 2-wheel EVs that utilizes battery-swapping technology. An initial batch of one hundred (100) smart scooters, four hundred (400) batteries, and seven (7) battery-swapping stations have already arrived. On 4-wheelers, the group is exploring with OEM partners other models that can be introduced into the Philippines, following the recent launch of the Kia EV6.

After the last question, Mr. Lopez informed the stockholders that the link to the recorded webcast of the meeting will be posted on the Corporation's website, and stockholders may raise issues, clarifications and concerns on the meeting conducted within two weeks from posting of the link by sending an email to [corporatesecretary@ayala.com.ph](mailto:corporatesecretary@ayala.com.ph). He also announced that stockholders who registered their attendance to the meeting will receive a Healthway CareCard as a token of the Corporation's appreciation.

## 12. Adjournment

There being no other matters to discuss, the Chairman adjourned the meeting. As a parting statement, the Chairman thanked the stockholders who joined the meeting and noted that the future looks bright and hopeful with Ayala's steady recovery from the pandemic. Armed with invaluable lessons and realizations, Ayala rises stronger and remain committed to providing long-term value to its stockholders, other stakeholders, and business partners by reinventing businesses and transforming communities to enable a better future for all. He ended by reiterating Ayala's commitment to continue to do business for the greater good.



**SOLOMON M. HERMOSURA**  
Corporate Secretary



**ROSARIO CARMELA G. AUSTRIA**  
Assistant Corporate Secretary

ATTESTED BY:



**JAIME AUGUSTO ZOBEL DE AYALA**  
Chairman of the Board and of the Meeting

**Annex A**  
**Attendance of Stockholders**

	<b>Stockholder</b>	<b>Type of Shares</b>	<b>No. of Shares</b>	<b>Appointee/Beneficial Owner</b>
1	MEMAC, INC.	Common	296,625,706	Chairman of the Meeting
2	MEMAC, INC.	Voting Preferred	172,778,760	Chairman of the Meeting
3	BPI SECURITIES CORPORATION	Common	37,931,555	Chairman of the Meeting
4	STANDARD CHARTERED BANK	Common	33,102,793	Chairman of the Meeting
5	CITIBANK N.A.	Common	56,330,793	Chairman of the Meeting
6	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS' ACCT.	Common	34,498,147	Chairman of the Meeting
7	VIOLETA YAP ELEFANO	Common	1,963	Chairman of the Meeting
8	MITSUBISHI LOGISTICS CORPORATION	Common	360,512	Chairman of the Meeting
9	MITSUBISHI CORPORATION	Common	45,000	Chairman of the Meeting
10	MITSUBISHI CORPORATION	Voting Preferred	19,545,678	Chairman of the Meeting
11	DEUTSHE BANK AG MANILA BRANCH	Common	182,986	Chairman of the Meeting
	<b>Sub-Total (Proxy)</b>		<b>651,403,893</b>	
12	BPI SECURITIES CORPORATION	Common	8,685	Michelle Marie T. Valbuena
13	COL FINANCIAL GROUP, INC.	Common	10	Abigail Sy
14	COL FINANCIAL GROUP, INC.	Common	160	Luz R. Garcia
15	MICHELLE MARIE T. VALBUENA	Common	126	
16	RODERICK ALAIN MANIWANG ALVAREZ	Common	59	
	<b>Sub-Total (VIASH)</b>		<b>9,040</b>	
17	SYBASE EQUITY INVESTMENTS CORP.	Common	12,000	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
18	SHOEMART, INC.	Common	7,529,203	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
19	SYSMART CORPORATION	Common	1,500,912	Henry T. Sy, Jr &/or Virginia A. Yap
20	HARLEY T. SY	Common	1,723	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
21	HANS T. SY	Common	1,446	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
22	HERBERT T. SY	Common	1,446	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
23	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS' ACCT.	Common	6,000	Harley Sy or Virginia Yap
24	BDO SECURITIES CORPORATION	Common	7,261,790	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
25	HENRY T. SY, JR.	Common	1,446	Henry T. Sy, Jr &/or Virginia A. Yap
26	ELIZABETH T. SY	Common	1,446	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
27	TERESITA T. SY	Common	1,446	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
28	BDO SECURITIES CORPORATION	Common	11,848,619	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
29	SM INVESTMENTS CORPORATION	Common	1,448,502	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
30	BDO SECURITIES CORPORATION	Common	13,789	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
31	BDO SECURITIES CORPORATION	Common	740,570	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap
32	BDO SECURITIES CORPORATION	Common	161,227	Henry T. Sy, Jr &/or Harley T. Sy &/or Virginia A. Yap

33	CITIBANK N.A.	Common	1,557,191	Harley T. Sy and Virginia Yap
34	MARY ANN DELA CRUZ	Common	100	
35	JULIUS DE JESUS SANVICTORES	Common	56	
36	JULIUS DE JESUS SANVICTORES	Voting Preferred	18	
37	JOCELYN GIL PESQUERA	Common	200	
38	JAIME AUGUSTO ZOBEL DE AYALA	Voting Preferred	543,802	
39	CESAR V. PURISIMA	Common	1	
40	CEZAR P. CONSING	Common	10	
41	DELFIN L. LAZARO	Common	1	
42	DELFIN L. LAZARO	Voting Preferred	258,297	
43	RIZALINA G. MANTARING	Common	1	
44	MERCEDITA S. NOLLEDO	Common	7	
45	MERCEDITA S. NOLLEDO	Voting Preferred	84,996	
46	CHUA SOCK KOONG	Common	1	
47	SOLOMON MATEO HERMOSURA	Voting Preferred	53,583	
	<b>Sub-Total (Remote Communication)</b>		<b>33,029,829</b>	
	<b>TOTAL</b>		<b>684,442,762</b>	