



37th to 39th Floor Ayala Triangle Gardens Tower 2
Paseo de Roxas corner Makati Avenue, Makati City 1226, Philippines

29 May 2025

Philippine Dealing and Exchange Corporation (PDEX)

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: **Atty. Suzy Claire R. Selleza**
Head, Issuer Compliance and Disclosure Department

Ladies and Gentlemen:

We write in response to the PDEX letter request dated 29 May 2025 which requests Ayala Corporation (the "Company") to confirm the accuracy of the news article in *The Philippine Star* titled "Ayala cleared to sell P20 billion preferred shares" published on 29 May 2025. It was reported in part that:

"MANILA, Philippines - Ayala Corp.'s preferred shares offering of up to P20 billion has received the green light from the Securities and Exchange Commission.

The SEC said it has considered favorably the offering of preferred shares by the country's oldest conglomerate in its meeting on May 27.

Ayala's registration statement covers the re-issuance of five million preferred B shares, with an overallotment option of up to five million shares.

The company will offer the preferred shares at P2,000 apiece.

Should the overallotment option be fully subscribed, Ayala could net up to P19.86 billion from the offer.

The company intends to use the proceeds from the offer to repay its short-term bank loans as well as for general corporate purposes and capital expenditures.

Based on the latest timeline submitted by Ayala to the SEC, the offer shares are expected to be re-issued and listed on the main board of the Philippine Stock Exchange on June 18.

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The conglomerate posted record core earnings of P45 billion in 2024 despite several of its smaller businesses registering losses.

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The Company has received the Pre-Effective Approval from the Securities and Exchange Commission (“SEC”) on 27 May 2025 and the Notice of Approval from The Philippine Stock Exchange, Inc. (“PSE”) on 27 May 2025 for the offer and sale by way of re-issuance of ₱10.0 billion worth of 5,000,000 cumulative, non-convertible, non-voting, non-participating, redeemable, Philippine Peso-denominated perpetual preferred “B” shares (the “Base Offer”, and such shares the “Base Offer Shares”), with an oversubscription option of up to ₱10.0 billion (the “Oversubscription Option”, together with the Base Offer, the “Offer”) worth of up to 5,000,000 preferred “B” shares (the “Oversubscription Offer Shares”, together with the Base Offer Shares, the “Offer Shares”). Assuming the full exercise of the Oversubscription Option, the net proceeds from the Offer would approximately amount to ₱19,861,279,160.79.

The Issue and Listing Date for the Offer Shares is scheduled on June 19, 2025 (not June 18, 2025) or such other date as may be agreed upon by the Issuer and BPI Capital Corporation, BDO Capital & Investment Corporation, China Bank Capital Corporation, First Metro Investment Corporation, PNB Capital and Investment Corporation, RCBC Capital Corporation, and Security Bank Capital Investment Corporation.

We would like to clarify that the net proceeds are intended to be used by the Company to fund the repayment of the Company’s short-term bank loans and for funding for an indirect investment in ACEN Corporation.

For more information, you may refer to the preliminary prospectus dated 28 May 2025, which is posted in the Company’s website available at <https://ayala.com/investor-relations/disclosures/>. Further information will be posted on the website once available.

Very Truly Yours,



Jose Martin C. Lopez
Head - Investor Relations