

COVER SHEET

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(Company's Full Name)

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

ATTY. SOLOMON M. HERMOSURA

Contact Person

7908-3346

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

	1	7	-	C
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FORM TYPE

0	4
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Month

2	9
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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

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Total No. Of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. May 12, 2022
Date of Report (Date of earliest event reported)
2. 34218
SEC Identification Number
3. 000-153-610-000
BIR Tax Identification Number
4. AYALA CORPORATION
Exact Name of registrant as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code
7. 32F to 35F , Tower One and Exchange Plaza, Ayala Triangle,
Ayala Avenue, Makati City
Address of principal office
- 1226
Postal code
8. (02)7908-3000
Registrant's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	619,703,617 shares
Preferred B Series 1 Shares	20,000,000 shares
Preferred B Series 2 Shares	30,000,000 shares
Voting Preferred Shares	200,000,000 shares

: Item 9- Other Events

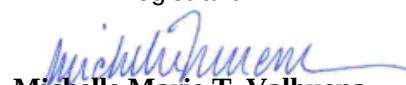
Re: **Redemption via Call Option of Php10 Billion Ayala 6.875% Fixed Rate Bonds due 2027**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AYALA CORPORATION

Registrant

Date : **May 12, 2022**


Michelle Marie T. Valbuena

Senior Compliance Manager

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



33F Tower One, Ayala Triangle, Ayala Avenue
Makati City, 1226 Philippines
www.ayala.com.ph

May 12, 2022

Securities and Exchange Commission
SEC Building, Mandaluyong City

Attention: Director Vicente Graciano P. Felizmenio, Jr.
Director, Markets & Securities Regulation Department

Philippine Stock Exchange, Inc.
6/F, PSE Tower
5th Avenue corner 28th Street,
Bonficio Global City, Taguig City

Attention: Ms. Alexandra D. Tom Wong
Officer-in-Charge, Disclosure Department

Philippine Dealing and Exchange Corporation
29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: Atty. Marie Rose M. Magallen-Lirio
Head, Issuer Compliance and Disclosure Department

Re: Redemption via Call Option of PhP10 Billion Ayala 6.875% Fixed Rate Bonds due 2027

Gentlemen:

Further to our disclosure on April 1, 2022 on the redemption of Ayala Corporation's PhP10 Billion 6.875% Fixed Rate Bonds Due 2027 (the "Bonds"), we confirm full payment of the said Bonds on May 11, 2022, the Call Option Date. The payment was made through the Philippine Depository & Trust Corporation, the appointed registrar and paying agent for the Bonds (the "Paying Agent").

Attached herewith are copies of the Notice of Bond Redemption and the certifications of the Paying Agent and Metropolitan Bank and Trust Company – Trust Banking Group, the Trustee for the Bonds.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'E. Biacora', is enclosed within a hand-drawn oval.

Estelito C. Biacora
Treasurer

A small, stylized handwritten signature in blue ink.



33F Tower One, Ayala Triangle, Ayala Avenue
Makati City, 1226 Philippines
www.ayala.com.ph

NOTICE OF CALL OPTION EXERCISE

PhP 10 Billion Ayala 6.875% Bonds due 2027

Issue Date: May 11, 2012

Maturity Date: May 11, 2027

Call Option Date: May 11, 2022 (10th Anniversary Date)

Record Date: May 6, 2022

Pursuant to a resolution of its Executive Committee on February 21, 2022 and duly ratified by the Board of Directors on March 10, 2022, effectively delegating to the Management the decision as to when to exercise the Call Option on its PhP10 Billion Ayala 6.875% Bonds due 2027, Ayala Corporation hereby advises the Bondholders of the exercise of its Call Option redeeming all Outstanding Bonds amounting to P10,000,000,000.00 on the Call Option Date, 11 May 2022.

Details of the Call Option Exercise are set out below:

Principal amount:	₱10,000,000,000.00 (aggregate Issue Price outstanding as of the date of this Notice of Call Option Exercise)
Issue Price:	₱10,000,000,000.00
Redemption Price:	₱10,100,000,000.00
Call Option Date:	11 May 2022, on which date all interest on the Bonds will cease to accrue and payment of the Redemption Amount will be made to each Bondholder
Aggregate Redemption Amount:	₱ 10,271,875,000.00 (includes accrued interest plus an additional amount calculated at 1.00% but before any applicable tax deduction)
Redemption Amount Per Minimum Denomination of ₱50,000.00:	₱ 51,359.375 (before any applicable tax deduction)
Payment Procedure:	Amounts due to Bondholders due to such redemption will be paid by the Issuer thru the Philippine Depository & Trust Corp. ("PDTC") as Paying Agent, in the customary manner for payments by the Issuer on the Bonds prior to the Call Option Date. For clarity, PDTC will remit the Redemption Amount to the designated Cash Settlement Accounts nominated by Bondholders as appearing in the Registry
Record Date:	Payment of the Redemption Amount will be made to Bondholders recorded as such on 6 May 2022 in the electronic Register of Bondholders maintained by the Philippine Depository & Trust Corp. as Registrar
Approval of Redemption:	Exercise by the Issuer of its Call Option was approved by the Management of the Issuer on 1-Apr-2022 (acting on the power delegated by the Executive Committee on 21-Feb-2022 and as ratified by the Board of Directors at its meeting on 10-Mar-2022) and in pursuant to the Terms and Conditions of the Issue duly incorporated in the Prospectus and in the Trust Indenture dated April 27, 2012

There shall be no secondary trading of the Bonds or modifications in the accounts starting on the Record Date. The listing of the Bonds on the Philippine Dealing & Exchange Corp. shall be terminated upon redemption on the Call Option Date.

For more information, please contact Nelson A. Mamangun of Ayala Corporation Treasury Division at tel. nos. +632 7908 3309, +632 7264 3986 or you may send your inquiries via email to mamangun.na@ayala.com 

**PDS Group**

Philippine Dealing System Holdings Corp. & Subsidiaries

29th Floor, BDO Equitable Tower
 8751 Paseo De Roxas
 1226 Makati City, Philippines
 Main: +63 2 884 5000
 Fax: +63 2 8241-2071

REPUBLIC OF THE PHILIPPINES)
 CITY OF MAKATI) s.s.

CERTIFICATION

I, **Ma. Theresa B. Ravalo**, of legal age, Filipino and with office address at the 29th Floor BDO Equitable Tower, 8751 Paseo De Roxas, Makati City, after being duly sworn in accordance with the law, hereby certify as follows:

1. I am the **President and Chief Executive Officer** of the Philippine Depository & Trust Corp. ("PDTC"), a corporation duly organized and existing under the laws of the Philippines.
2. I have the authority to issue and deliver this Certification for and on PDTC's behalf.
3. That PDTC is a specialized entity duly licensed by the Securities and Exchange Commission and qualified by the Monetary Board, with capacity to act as and perform the responsibilities of a Registrar and Paying Agent of different types of bank or corporate issues.
4. That in a Paying Agency and Registry Agreement dated 27 April 2012, PDTC was appointed as the Registrar and Paying Agent for Ayala Corporation Fixed Rate Bonds Due 2027.
5. That in its Redemption Payment, Ayala Corporation has credited payment for the Bonds to its Payment Account with PDTC on May 11, 2022 for further transmission to the Bondholders, and in accordance with the Terms and Conditions of the Bonds and its pertinent records, on May 11, 2022, PDTC has effected on behalf of Ayala Corporation, payment for the amounts due in respect of the Redemption Payment to the account of the relevant Cash Settlement Banks, for further crediting to the accounts designated by the Bondholders.

DocuSigned by:

 MA. THERESA B. RAVALO

President and Chief Executive Officer

MAKATI CITY**MAY 12 2022**

SUBSCRIBED AND SWORN TO before me in the City of Makati this _____ day of _____, who is personally known to me, exhibited to me the following government-issued ID:

Name	Issued by/Validity	Government ID No.
Ma. Theresa B. Ravalo	LTO	F01-84-003769

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 Page No. 64
 Book No. 1
 Series of 2022

ATTY. GERVASIO B. ORTIZ JR.
 Notary Public City of Makati
 Until December 31, 2022
 IBP No. 05729-Lifetime Member
 MCLE Compliance No. VI-0024312
 Appointment No. M-02-(2021-2022)
 PTR No. 8852511 Jan. 3, 2022
 Makati City Roll No. 40061
 101 Urbani Ave. Campos Huenda Bldg.
 Brgy. Pio Del Pilar, Makati City

Republic of the Philippines)
City of City of Makati S.S

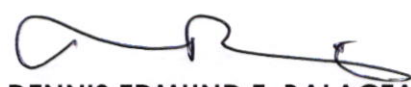
CERTIFICATION

We, **DENNIS EDMUND E. BALAGTAS** and **ATTY. JASMIN S. BILASANO**, both of legal age, Filipino citizens and with office address at the 16th Floor, Metrobank Center, 7th Avenue corner 35th Street, Bonifacio Global City, Taguig, Philippines, after being duly sworn in accordance with law, hereby certify as follows:

1. We are the First Vice President and Assistant Vice President, respectively of Metropolitan Bank & Trust Company – Trust Banking Group (Metrobank – Trust Banking Group), a universal banking corporation duly organized and existing under and by virtue of the laws of the Philippines and licensed to do trust business, with principal office at the 16th Floor, Metrobank Center, 7th Avenue corner 35th Street, Bonifacio Global City, Taguig, Philippines.
2. Metrobank – Trust Banking Group has been appointed by Ayala Corporation in behalf of the Bondholders, as Trustee under the Trust Indenture Agreement dated April 27, 2012, to perform functions provided in the said indenture in relation to Ayala Corporation's Php10 Billion 6.875% Fixed Rate Bonds due 2027 ("AC Bond due 2027" or "Bonds").
3. On April 1, 2022, Ayala Corporation formally notified Metrobank – Trust Banking Group of the final redemption of remaining outstanding bonds on May 11, 2022.
4. In a certification issued by the Philippine Depository & Trust Corporation (PDTC, the Registrar and Paying Agent) on May 11, 2022 PDTC confirms that Ayala Corporation has credited the payment for the Bonds to its Payment Account with PDTC on May 11, 2022, for further transmission to the Bondholders, in accordance with the Terms and Conditions of the Bonds and its pertinent records. On May 11, 2022, PDTC on behalf of Ayala Corporation has effected the payment for the amounts due in respect of the Final Redemption Payment, to the account of the relevant Cash Settlement Banks, for further crediting to the designated accounts of the Bondholders.
5. We certify that the final redemption is in accordance with the Trust Indenture and the Terms and Conditions of the Bonds.

IN WITNESS WHEREOF, we have hereunto set our hands MAY 11 2022 at Taguig City, Philippines.


ATTY. JASMIN S. BILASANO
Assistant Vice President


DENNIS EDMUND E. BALAGTAS
First Vice President

SUBSCRIBED AND SWORN TO BEFORE ME, a Notary Public for and in the City of Taguig, Philippines, this **MAY 11 2022** Affiants who are personally sworn to me and whose identities I have confirmed through their Passport No. P9960722A, issued on December 17, 2018 at DFA Manila and Passport No. P2844456B, issued on August 24, 2019, bearing the affiants signatures.

Doc. No. SD4
Page No. 102
Book No. 222
Series of 2022.

ATTY. JOHN DOMINGO A. PONCE, JR.
NOTARY PUBLIC
APPOINTMENT No. M-068 / MAKATI CITY
UNTIL December 31, 2023
PTR No. 8853517 / 01-03-2022 / MAKATI CITY
IBP No. 171184 / 12-22-2021 / RIZAL
MCLE COMPLIANCE No. VI-0027026 / 05-28-2019
ROLL NO. 36452 / TUN No. 106-099-102-000
Unit G-14 Makati Executive Tower 3
Sen. Gil Puyat Avenue, Pio del Pilar,
Makati City, Metro Manila

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