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(Company's Full Name)

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

ATTY. SOLOMON M. HERMOSURA

ATTY. SOLOMON M. HERMOSURA

7908-3346

7908-3346

Contact Person

1	2
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Month

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Day

Fiscal Year

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Month

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Day

Annual Meeting

Secondary License Type, if Applicable

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Amended Articles Number/Section

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Total No. Of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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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. **April 29, 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

Indicate the item numbers reported herein : **Item 9 - Other Events**

**Re: Results of the 2022 Annual Stockholders' Meeting and Organizational Board
of Directors' Meeting**

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

AYALA CORPORATION

Registrant

Date **April 29, 2022**


MICHELLE MARIE T. VALBUENA
Senior Compliance Manager

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



For The
Greater Good

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

April 29, 2022

Securities and Exchange Commission

PICC Complex, Roxas Boulevard
Pasay 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
Bonifacio 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

Gentlemen:

Please be informed that at our annual meeting of stockholders held today, the stockholders approved the following resolutions:

1. Minutes of previous meeting

Resolution No. S-01-2022: "RESOLVED, to approve the minutes of the annual stockholders' meeting held on April 23, 2021."

2. Annual report for calendar year (CY) 2021 including the consolidated Audited Financial Statements for the CY December 31, 2021

Resolution No. S-02-2022: "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, 2021, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co."

3. Ratification of the acts and resolutions of the Board of Directors and Management during the preceding year

Resolution No. S-03-2022: "RESOLVED, to ratify each and every act and resolution, from 23 April 2021 to 29 April 2022 (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."

4. Amendment of the Third Article of the Articles of Incorporation on the change in principal office address

Resolution No. S-04-2022: "RESOLVED, as recommended by the Board of Directors in Resolution No. B-18-22, to approve the amendment of the Third Article of the Articles of Incorporation to change the principal office of the Corporation from 32F to 35F, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City, Metro Manila, Philippines to 37F to 39F, Ayala Triangle Gardens Tower 2, Paseo de Roxas cor Makati Avenue, Makati City 1226, Philippines, such that, as amended, the Third Article shall henceforth read as follows:

THIRD. – That the place where the principal office of the corporation is located is at 37F to 39F, Ayala Triangle Gardens Tower 2, Paseo de Roxas cor Makati Avenue, Makati City 1226, Philippines but it may establish branch offices in any part of the Philippines or in such other places outside the Philippines as may be approved by the Board of Directors. (As amended on April 11, 2014; further amended on April 29, 2022)

5. Election of directors

Resolution No. S-05-2022: "RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

*Jaime Augusto Zobel de Ayala
Fernando Zobel de Ayala
Cezar P. Consing
Delfin L. Lazaro
Rizalina G. Mantaring (Independent Director)
Chua Sock Koong (Independent Director)
Cesar V. Purisima (Independent Director)"*

6. Election of SyCip Gorres Velayo & Co. as the external auditor of our Company for the year 2022 and fixing of its remuneration

Resolution No. S-06-22: "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 2022 for an audit fee of PhP6,559,140.00, inclusive of value-added tax."

At its organizational meeting held immediately after the stockholders' meeting, our Board of Directors considered and approved the following:

1. Election of Chairpersons and Members of the Board Committees:

Executive Committee

Jaime Augusto Zobel de Ayala	Chairman
Fernando Zobel de Ayala	Vice Chairman
Delfin L. Lazaro	Member

Audit Committee

Rizalina G. Mantaring	(independent director)	Chairman
Cesar V. Purisima	(independent director)	Member
Chua Sock Koong	(independent director)	Member

Risk Management and Related Party Transactions Committee

Cesar V. Purisima	(independent director)	Chairman
Rizalina G. Mantaring	(independent director)	Member
Cezar P. Consing		Member

Corporate Governance and Nomination Committee

Chua Sock Koong	(independent director)	Chairman
Rizalina G. Mantaring	(independent director)	Member
Cesar V. Purisima	(independent director)	Member

Personnel and Compensation Committee

Chua Sock Koong	(independent director)	Chairman
Delfin L. Lazaro		Member
Cesar V. Purisima	(independent director)	Member

Finance Committee

Delfin L. Lazaro		Chairman
Jaime Augusto Zobel de Ayala		Member
Fernando Zobel de Ayala		Member
Cezar P. Consing		Member

Sustainability Committee

Cezar P. Consing		Chairman
Rizalina G. Mantaring	(independent director)	Member
Chua Sock Koong	(independent director)	Member

Committee of Inspectors of Proxies and Ballots

Solomon M. Hermosura		Chairman
Catherine H. Ang		Member
Josephine G. De Asis		Member

2. Election of Mr. Jaime Augusto Zobel de Ayala as Chairman of the Board and Mr. Fernando Zobel de Ayala as the Vice-Chairman;
3. Election of Ms. Rizalina G. Mantaring as lead independent director;
4. Election of key officers¹:

Fernando Zobel de Ayala Jose Rene Gregory D. Almendras Alberto M. de Larrazabal John Eric T. Francia Arthur R. Tan Alfredo I. Ayala Paolo Maximo F. Borromeo Solomon M. Hermosura Ruel T. Maranan Catherine H. Ang Estelito C. Biacora Josephine G. De Asis Rosario Carmela G. Austria	- President and Chief Executive Officer (CEO) - Senior Managing Director, Public Affairs Group Head - Senior Managing Director, Chief Finance Officer, Chief Risk Officer, Chief Sustainability Officer, and Finance Group Head - Senior Managing Director - Senior Managing Director - Managing Director - Managing Director and Corporate Strategy and Development Group Head - Managing Director, Chief Legal Officer, Corporate Secretary, Compliance Officer, Data Protection Officer & Corporate Governance Group Head - Managing Director - Executive Director and Chief Audit Executive - Executive Director and Treasurer - Executive Director and Controller - Assistant Corporate Secretary
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5. The declaration of the second quarter cash dividends on our outstanding Preferred "B" Series 2 Shares (APB2R) amounting to ¼ of 4.8214% per annum, or ₱6.02675 per share, based on the issue price of the shares. The record date is May 13, 2022, and payment date is on May 29, 2022.

¹ Excluding seconded officers



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Pursuant to the Corporation's amended By-Laws as ratified by stockholders in the annual stockholders' meeting on April 23, 2021, the dividend shall be paid by electronic transfer to stockholders with enrolled accounts. For stockholders with no enrolled accounts, the dividend checks shall be available for pick-up at the BPI Stock Transfer Office at 3F Buendia Center, 372 Gil Puyat Ave., Makati City 1209 beginning May 29, 2022. Stockholders may contact Ms. Christine Gaile P. Malonzo or Mr. Rodel O. Jaime at (02) 8580-4692 to 95.

6. Acquisition of 1,861,000,000 common shares of AC Energy Corporation ("ACEN") from AC Energy and Infrastructure Corporation ("ACEIC"), a wholly owned subsidiary of AC, via a block sale at prevailing market prices. The authority to negotiate the specific terms and conditions of the purchase, including the transaction price, on behalf of AC, has been delegated to the Chief Finance Officer, Mr. Alberto M. de Larrazabal, and Treasurer, Mr. Estelito C. Biacora, acting jointly.
7. Declaration of property dividends consisting of the ACEN shares acquired from ACEIC to AC's common shareholders at a ratio of 3 ACEN shares per 1 AC common share, subject to: a) completion of the abovementioned acquisition of ACEN shares, and b) applicable regulatory approvals. Record date is on May 27, 2022, with payment date to be determined by Management after applicable regulatory approvals have been obtained.

The declaration of property dividends provides the opportunity for AC's shareholders to directly benefit in one of its recent successful business-building initiatives. In addition, as ACEN's public float will increase post-transaction, the property dividend declaration enables ACEN to meet the 20% minimum public ownership requirement for companies included in the Philippine Stock Exchange Index. Post-transaction, ACEIC's ownership level in ACEN will be at 57.8% from 62.5%.

8. The 2022 stock option program pursuant to our Employee Stock Ownership Plan (the "Plan"). The program authorizes the grant to 71 executives, in accordance with the terms of the Plan, stock options covering up to a total of 483,145 common shares at a subscription price of Php749.55 per share, which is the rounded off volume-weighted average prices of our common shares at the Philippine Stock Exchange over the last 5-day trading days from April 22, 2022 to April 28, 2022.

Please also be informed of the following members of our Management Committee:

Fernando Zobel de Ayala
Paolo Maximo F. Borromeo
Solomon M. Hermosura
Alberto M. de Larrazabal
Jose Rene Gregory D. Almendras

Thank you.

Very truly yours,

SOLOMON M. HERMOSURA

Chief Legal Officer, Corporate Secretary and
Compliance Officer