

COVER SHEET

1	5	2	7	4	7				
---	---	---	---	---	---	--	--	--	--

A	Y	A	L	A		L	A	N	D	,		I	N	C	.															

(Company's Full Name)

3	1	/	F		T	O	W	E	R		O	N	E	,		A	Y	A	L	A		T	R	I	A	N	G	L	E	
A	Y	A	L	A		A	V	E	N	U	E	,		M	A	K	A	T	I		C	I	T	Y						

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

ATTY. SOLOMON M. HERMOSURA															7908-3000									
Contact Person															Company Telephone Number									

1	2	3	1		1	7	-	C	0	4	2	7
Month		Day							Month		Day	
Fiscal Year								Annual Meeting				

Secondary License Type, if Applicable									

C	F	D															
Dept. Requiring this Doc.			Amended Articles Number/Section														

					Total Amount of Borrowings														
					Domestic					Foreign									
Total No. Of Stockholders																			

To be accomplished by SEC Personnel concerned

File Number										LCU									
Document I.D.										Cashier									

STAMPS									
--------	--	--	--	--	--	--	--	--	--

Remarks = pls. Use black ink for scanning purposes

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. 21 February 2023
Date of Report (Date of earliest event reported)
2. 152747
SEC Identification Number
3. 000-153-790-000
BIR Tax Identification Number
4. AYALA LAND, INC.
Exact Name of registrant as specified in its charter
5. PHILIPPINES
Province, country or other jurisdiction of incorporation
6. [REDACTED] (SEC Use Only)
Industry Classification Code
7. 31F, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City
Address of principal office
- 1226
Postal code
8. 7908-3000
Registrant's telephone number, including area code
9. Not Applicable
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	15,047,708,731
VOTING PREFERRED SHARES	12,442,524,223

Indicate the item numbers reported herein : Please refer to attached letter

Re: Result of the 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.

Date 21 February 2023

Ayala Land, Inc.
Registrant

MICHELLE MARIE T. VALBUENA
Senior Compliance Manager

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



February 21, 2023

Securities and Exchange Commission

17/F SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati City

Attention: Hon. 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 Disclosures Dept.

Gentlemen:

Please be informed that our Board of Directors (“Board”), at its regular meeting held today, approved the following:

1. The appointment of an Advisor to the Board

Our Board appointed Mr. Fernando Zobel de Ayala as advisor to the Board. Mr. Zobel de Ayala was our Chairman of the Board for 23 years.

2. The appointment of Vice Presidents

Our Board, upon the endorsement of our Corporate Governance and Nomination Committee, approved the appointment of Ms. Mary Grace Santos-Ontiveros as Vice President and Digital Transformation Head, and Mr. Roscoe M. Pineda as Vice President and Information Technology Director for the Residential Business Group, effective March 1, 2023. The profiles of Ms. Santos-Ontiveros and Mr. Pineda are in the attached Annex “A”.

3. The appointment of Independent Auditor for 2023

In its meeting on February 16, 2023, the Audit Committee approved an Independent Auditor Tenure policy to align with the 2014 European Union Audit Regulation standard on mandatory audit firm rotation.

The policy prescribes that an Independent Auditor shall be replaced after a maximum duration of 10 years, extendable to a maximum of 24 years, subject to meeting certain conditions.

Following the adoption of this policy, the Audit Committee recommended the engagement of PwC Isla Lipana & Co as the Independent Auditor of the Company for 2023. The current Independent Auditor, SyCip Gorres Velayo and Co., has been the Company’s Independent Auditor since 1988.

At its regular meeting today, our Board unanimously approved the appointment of PwC Isla Lipana & Co as the new Independent Auditor of the Company for the year 2023.

The appointment of the new Independent Auditor will be submitted to our stockholders for approval at their annual meeting on April 26, 2023.

4. *The decrease in our authorized capital stock (ACS) and the corresponding amendment of the Seventh Article of our Articles of Incorporation*

Our Board approved the decrease in our ACS by Php62,397,053.60, from Php21,500,000,000.00 to Php21,437,602,946.40, through the retirement of our redeemed voting preferred shares as of January 31, 2023, and any additional redeemed voting preferred shares until April 25, 2023, as well as the corresponding amendment of the Seventh Article of our Articles of Incorporation. The decrease in our ACS and the amendment of the Seventh Article will be presented to our stockholders for approval at their annual meeting on April 26, 2023.

5. *The declaration of regular cash dividend of Php0.1495 per common share*

This dividend is for the first half of 2023. The record date is March 7, 2023, and the payment date is March 23, 2023.

The dividends 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 BPI Buendia Center, 372 Sen. Gil Puyat Ave., Makati City 1209 beginning March 23, 2023. Stockholders may contact Ms. Christine Gaile P. Malonzo or Mr. Rodel O. Jaime at (02) 8580-4693 to 95.

6. *The 2023 Stock Option Program*

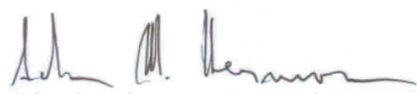
Our Board approved the 2023 stock option program pursuant to our Employee Stock Ownership Plan (the "Plan") which authorizes the grant to qualified executives, in accordance with the terms of the Plan, of stock options covering up to a total of 20,200,407 common shares at a subscription price of Php24.68 per share, which is the average price of our common shares at the Philippine Stock Exchange over the last 5-day trading as of February 13, 2023, less a prescribed discount.

7. *The amendment to the Audit Committee Charter*

Our Board approved the amendment to the Audit Committee Charter consisting of the deletion of Annex A pertaining to the self-assessment questionnaire for the Audit Committee since we already have an established self-assessment process and questionnaire for the Board and its committees including that which is applicable to the Audit Committee.

Thank you.

Very truly yours,



SOLOMON M. HERMOSURA

Corporate Secretary
and Group General Counsel

Annex “A”

Mary Grace Santos-Ontiveros, 44, Filipino, is a Digital Transformation Head and Vice President of Ayala Land, Inc. effective March 1, 2023. Ms. Santos-Ontiveros was the Head of Industry for Consumer Packaged Goods, Retail, Healthcare: Large Customers of Google Philippines, and the Global Marketing Manager, Citra Skin Care Portfolio of Unilver. She is a Board member of Internet Marketing Mobile Association of the Philippines and a Founding Member of its Digital Committee. She graduated from the Ateneo de Manila University in 2000 with a degree in BS Legal Management.

Roscoe M. Pineda, 50, Filipino, is a Vice President and an Information Technology Director at the Residential Business Group of Ayala Land, Inc. effective March 1, 2023. Mr. Pineda headed the Service Center Lead Technology of ANZ Global Services and Operations in Manila. He was the Chief Shared Services Officer of the Asia Service Centre of Sun Life of Canada, Philippines, and was the Head of Systems, Quality Management, Global Migration of CHARTIS Technology and Operations Management Corp. – AIG Shares Services. He is a member of the Board of Trustees of Global In house Centers Council of the Philippines, a Certified Project Management Profession of PMI.org, and a company delegate and representative in IT & Business Process Association of the Philippines and Contact Center Association of the Philippines. Mr. Pineda has a Bachelors Degree in Mathematics, Major in Computer Science from the University of Santo Tomas.