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AYC Finance Limited
(the “Issuer”)

(incorporated with limited liability in the Cayman Islands)



Ayala Corporation
(the “Company”)

(incorporated with limited liability in the Republic of the Philippines)

COMMENCEMENT OF TENDER OFFER

Relating to the holders of the Issuer’s outstanding

U.S. \$400,000,000 5.125% Guaranteed Undated Notes (ISIN: XS1681502537) (the “5.125% Undated Notes”) and

U.S. \$400,000,000 4.85% Guaranteed Undated Notes (ISIN: XS2068075980) (the “4.85% Undated Notes”, and together with the 5.125% Undated Notes, the “Notes”),

each unconditionally and irrevocably guaranteed by the Company

Series	Principal Amount Outstanding	Amount Subject to Offer	Tender Price (per U.S. \$1,000 principal amount of Notes)⁽¹⁾
5.125% Guaranteed Undated Notes (ISIN: XS1681502537; Common Code: 168150253)	U.S. \$400,000,000	Up to the 5.125% Undated Notes Tender Cap ⁽²⁾	U.S. \$1,041.25 (the “ 5.125% Undated Notes Tender Price ”)
4.85% Guaranteed Undated Notes (ISIN: XS2068075980; Common Code: 206807598)	U.S. \$400,000,000	Up to the 4.85% Undated Notes Tender Cap ⁽³⁾	U.S. \$1,042.50 (the “ 4.85% Undated Notes Tender Price ”)

Notes:

- (1) *In addition to the Tender Price, the Issuer will also pay holders of the Notes (whose Notes are accepted for purchase by the Issuer) on the Settlement Date an Accrued Interest Payment (as defined herein).*
- (2) **IMPORTANT:** *The Issuer is offering to purchase the 5.125% Undated Notes tendered subject to a maximum acceptance amount (the “5.125% Undated Notes Tender Cap”). The 5.125% Undated Notes Tender Cap is expected to be determined and announced by the Issuer on or about 17 September 2021, or such other date in the Issuer’s sole discretion.*
- (3) **IMPORTANT:** *The Issuer is offering to purchase the 4.85% Undated Notes tendered subject to a maximum acceptance amount (the “4.85% Undated Notes Tender Cap”). The 4.85% Undated Notes Tender Cap is expected to be determined and announced by the Issuer on or about 17 September 2021, or such other date in the Issuer’s sole discretion.*

Background

AYC Finance Limited (the “Issuer”) today announced that it has commenced a tender offer to purchase for cash (the “Tender Offer”) the outstanding Notes, subject to the terms and conditions (including the 5.125% Undated Notes

Tender Cap and the 4.85% Undated Notes Tender Cap) set out in the tender offer memorandum dated 15 September 2021 (the “Tender Offer Memorandum”).

Expected Timetable

Event	Time and Date	Description
Launch and Commencement of Tender Offer.....	15 September 2021	Tender Offer announced via publication on website of the SGX-ST via SGXNET and as set out below; Tender Offer Memorandum delivered to Euroclear and Clearstream, Luxembourg for communication to Direct Participants. Tender Offer Memorandum available (subject to the offer and distribution restrictions set out in the Tender Offer Memorandum) on the Offer Website and from the Tender and Information Agent.
Announcement of the 5.125% Undated Notes Tender Cap	On or about 17 September 2021, or such other date in the Issuer’s sole discretion	Announcement of the 5.125% Undated Notes Tender Cap, which may be subject to increase or decrease by the Issuer in its sole and absolute discretion.
Announcement of the 4.85% Undated Notes Tender Cap	On or about 17 September 2021, or such other date in the Issuer’s sole discretion	Announcement of the 4.85% Undated Notes Tender Cap, which may be subject to increase or decrease by the Issuer in its sole and absolute discretion.
Expiration Deadline	4:00 p.m. (London Time), on 24 September 2021, unless extended, re-opened, revoked or terminated	Cut-off time for receipt by the Tender and Information Agent of valid Tender Instructions for Noteholders to be eligible to participate in the Tender Offer and receive the relevant Tender Consideration for their Notes accepted for purchase.
Announcement/Publication of Results of the Tender Offer	As soon as reasonably practicable, expected to be on or about 27 September 2021	Announcement of results of the Tender Offer will be delivered by the Issuer to (i) the Clearing Systems for communication to Direct Participants and (ii) the SGX-ST.
Settlement Date and Payment of the Tender Consideration	On or about 29 September 2021	Settlement of the Tender Offer; the Issuer will pay the relevant Tender Consideration to each Noteholder whose Notes are accepted for purchase in the Tender Offer.

The above times and dates are subject to the right of the Issuer and the Company to extend, re-open, amend and/or terminate the Tender Offer.

Noteholders are advised to check with the bank, securities broker or other intermediary through which they hold Notes when such intermediary would require to receive instructions to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Tender Offer in order to meet the deadlines set out above. The deadlines set by any such intermediary and each of Euroclear and Clearstream, Luxembourg for the submission of Tender Instructions will be earlier than the relevant deadlines above. See the Tender Offer Memorandum for further details.

General

The Tender Offer is described in more detail in the Tender Offer Memorandum, which is available at <https://deals.lucid-is.com/ayala> (the “**Offer Website**”), operated by the Tender and Information Agent for the purpose of the Tender Offer. Capitalised terms not defined herein shall have the same meaning as in the Tender Offer Memorandum.

Noteholders wishing to participate in the Tender Offer should refer to the Tender Offer Memorandum for the procedures to be followed with respect to the Tender Offer. Questions on how to participate in the Tender Offer should be directed to the Tender and Information Agent.

Financing Condition and Preferential Allocation

The Tender Offer is conditional upon (i) the pricing of a new issue of U.S. dollar-denominated Guaranteed Undated Notes of the Issuer guaranteed by the Company (the “**New Notes**”), (ii) the signing of a subscription agreement between the Issuer, the Company and the joint lead managers and bookrunners as named in the offering circular for the New Notes (the “**Joint Lead Managers and Bookrunners**”) for the purchase of, and subscription for, New Notes and (iii) the settlement of the New Notes prior to the Settlement Date (together, the “**Financing Condition**”).

The offering of the New Notes is being made solely by means of an offering circular relating to that offering, and the Tender Offer Memorandum does not constitute an offer to sell or the solicitation of an offer to buy the New Notes.

A Noteholder that wishes to subscribe for New Notes in addition to tendering Notes for purchase pursuant to the Tender Offer may receive preference in the allocation of such New Notes, subject to the completion of the Tender Offer and the satisfaction or waiver of the Financing Condition and as set out in the Tender Offer Memorandum. When considering allocations of New Notes, the Issuer, among other factors, intends to look favourably upon those Noteholders who have, prior to the allocation of the New Notes, indicated their firm intention to the Issuer or the Dealer Managers to tender Notes. Accordingly, if a Noteholder submits a bid for New Notes to one of the Dealer Managers (in its capacity as a Joint Lead Manager and Bookrunner) in accordance with the standard new issue procedures of such Dealer Manager, the Issuer may, in its sole and absolute discretion, accord such Noteholder’s bid priority in the allocation of the New Notes (“**Preferential Allocation**”). However, neither the Issuer nor the Dealer Managers are obligated to allocate New Notes or any particular quantity of New Notes to a Noteholder that has validly tendered or indicated its firm intention to tender Notes in the Tender Offer. In order for Noteholders to be considered for a Preferential Allocation, eligible Noteholders must contact any of the Dealer Managers using the contact details as set out on the last page of this Tender Offer Memorandum. As the New Notes are expected to price before the expiration of the Tender Offer, Noteholders who wish to obtain a Preferential Allocation should indicate their firm intention to the Issuer or the Dealer Managers as soon as possible and submit a bid for the New Notes, which should be in the form of a separate application to the Joint Lead Managers and Bookrunner in accordance with the standard new issue procedures of such Joint Lead Manager and Bookrunner.

Rationale for the Tender Offer

The Issuer is undertaking the Tender Offer as part of its active liability management program, and is intended to be funded by the issuance of the New Notes. Any Notes validly tendered and purchased by the Issuer pursuant to the Tender Offer will be cancelled and will not be reissued or resold.

Requests for further information in relation to the Tender Offer should be directed to:

The Dealer Managers for the Tender Offer

BPI Capital Corporation

11th/F Ayala North
Exchange Tower 1, 6796
Ayala Avenue corner
Salcedo Street, Legazpi
Village, Makati City
1229

Tel: +632 8246-5149 / +632 8246
5150

Email:
bpicap syndicate@bpi.com.ph

**Citigroup Global Markets
Singapore Pte. Ltd.**

8 Marina View #21-00 Asia Square
Tower 1 Singapore 018960

Tel: +852 2501 2552

Email:
liabilitymanagement.asia@citi.com

**Credit Suisse (Singapore)
Limited**

One Raffles Link
#03-01/#04-01 South Lobby
Singapore 039393

Tel: +852 2101 7700

Email: list.hkdcmsyndicate@credit-
suisse.com

J.P. Morgan (S.E.A.) Limited

168 Robinson Road
Capital Tower
15th Floor
Singapore 068912

Tel: +65 6882 1823

Email:
DCM_SEA@jpmorgan.com

**Mizuho Securities (Singapore)
Pte. Ltd.**

12 Marina View
#08-02 Asia Square Tower 2
Singapore 018961

Tel: +852 2685 2023

Email:
Liability.Management@hk.mizuho-
sc.com

UBS AG Singapore Branch

9 Penang Road
Singapore 238459

Tel: +65 6495 8623

Email: ol-liabilitymanagement-
sea@ubs.com

Inquiries regarding tender instructions should be directed to:

Lucid Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +852 2281 0114 / +44 20 7704 0880

Email: ayala@lucid-is.com

Attention: Mu-yen Lo / Illia Vyshenskyi

Offer Website: <https://deals.lucid-is.com/ayala>

This announcement must be read in conjunction with the Tender Offer Memorandum. The Tender Offer Memorandum contains important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Noteholder is in doubt as to the action it should take, it is recommended to seek its own financial advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Tender Offer. None of the Issuer, the Company, the Dealer Managers, the Tender and Information Agent, the Trustee and the Agents makes any recommendation as to whether or not or how Noteholders should participate in the Tender Offer.

This announcement is for information purposes only, and does not constitute an invitation or an offer to acquire, purchase or subscribe for securities. This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or

sale would be unlawful prior to the registration or qualification under the securities law of any such jurisdiction. Any materials relating to the Tender Offer do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. If a jurisdiction requires that the Tender Offer be made by a licensed broker or dealer and any of the Dealer Managers or any of their affiliates is such a licensed broker or dealer in that jurisdiction, the Tender Offer shall be deemed to be made by such Dealer Manager or such affiliate, as the case may be, on behalf of the Issuer in such jurisdiction.

This announcement is not an offer or purchase with respect to the Notes. The Tender Offer is being made solely pursuant to the Tender Offer Memorandum and related materials. Noteholders should read the Tender Offer Memorandum and related materials carefully prior to making any decision with respect to the Tender Offer because they contain important information. Noteholders may obtain a free copy of the Tender Offer Memorandum and related materials from the Tender and Information Agent as shown above.

Any securities of the Issuer or the Company mentioned herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended or the securities laws of any state of the United States or other jurisdiction.

NEITHER THE TENDER OFFER MEMORANDUM NOR ANY RELATED DOCUMENT HAS BEEN REVIEWED BY AND THE SECURITIES BEING REFERRED TO HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED WITH THE PHILIPPINE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES REGULATION CODE OF THE PHILIPPINES AND ITS IMPLEMENTING RULES AND REGULATIONS (THE "SRC"). ANY FUTURE OFFER OR SALE OF SUCH SECURITIES WITHIN THE PHILIPPINES IS SUBJECT TO THE REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION UNDER THE SRC.

The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Noteholders and any other person into whose possession the Tender Offer Memorandum comes are required by the Issuer and the Company to inform themselves about, and to observe, any such restrictions.