



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **AREIT, INC.** will be conducted virtually via <http://www.ayalagroupshareholders.com/> on **Friday, April 23, 2021** at **2:00 o'clock in the afternoon** with the following

A G E N D A¹

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of Previous Meeting
4. Annual Report
5. Ratification of the Acts of the Board of Directors and Officers
6. Approval of the Amendment to the Sixth Article of the Articles of Incorporation to Increase the Number of Directors from Seven (7) to Eight (8)
7. Approval of the Increase of Authorized Capital Stock from ₱11,740,000,000.00 to ₱29,500,000,000.00, and the corresponding Amendment of the Seventh Article of the Articles of Incorporation
8. Approval of Issuance of Common Shares in Exchange for Properties
9. Approval of the Waiver of the Requirement to Conduct a Rights or Public Offering of the Shares to be subscribed by Ayala Land, Inc.
10. Approval of the Delegation of Authority to Amend, Repeal or Adopt New By-Laws to the Board of Directors
11. Election of Directors (Including the Independent Directors, and the New Director who will Fill the Directorship by Reason of the Increase in the Number of Directors²)
12. Election of External Auditor and Fixing of its Remuneration
13. Consideration of Such Other Business as May Properly Come Before the Meeting
14. Adjournment

Only stockholders of record as of **March 23, 2021** are entitled to notice of, and to vote at, this meeting.

Given the current circumstances, stockholders may only attend the meeting by appointing the Chairman of the meeting as their proxy, by remote communication or by voting *in absentia*. Stockholders intending to participate by remote communication should notify the Company on or before April 14, 2021.

¹ See next page for the explanation and rationale for each agenda item.

² In accordance with Section 28 of the Revised Corporation Code wherein any directorship can be filled by reason of an increase in the number of directors at a regular or special meeting duly called for the purpose, or in the same meeting authorizing the increase of directors.

Duly accomplished proxies shall be submitted on or before April 14, 2021 to the Office of the Corporate Secretary at 4/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City or by email to corporate.secretary@areit.com.ph. Validation of proxies is set for April 16, 2021 at 9:00 o'clock in the morning.

Stockholders may vote by remote communication, or *in absentia* subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia* will be set forth in the Information Statement³.

Stockholders of record as of March 23, 2021 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda on or before April 7, 2021⁴.

All communications should be sent by email to corporate.secretary@areit.com.ph on or before the designated deadlines.

Makati City, March 9, 2021.



SOLOMON M. HERMOSURA
Corporate Secretary

³ Stockholders should notify the Company at corporate.secretary@areit.com.ph of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 18, 2021.

⁴ The inclusion of the proposed agenda item is in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.

EXPLANATION AND RATIONALE OF AGENDA ITEMS

Call to Order

The Chairman will formally open the meeting at approximately 2:00 o' clock in the afternoon.

Certification of Notice and Quorum (and Rules of Conduct and Procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Company has set up a designated online web address which may be accessed by the stockholders to register and vote on the matters at the meeting *in absentia*⁵. A stockholder participating by remote communication or who votes *in absentia* shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at corporate.secretary@areit.com.ph and shall be limited to the items in the Agenda.
- (ii) In the event that physical attendance will be allowed at the meeting –
 - a. Anyone who wishes to make a remark shall identify himself after being acknowledged by the Chairman and shall limit his remarks to the item in the Agenda under consideration;
 - b. Stockholders present at the meeting may opt for manual or electronic voting. For manual voting, each stockholder will be given, upon registration, a ballot where he can write his vote on every item in the Agenda or proposed resolution. For electronic voting, there will be computer stations near the registration table where stockholders may cast their votes electronically using a digital version of the ballot.
- (iii) Each of the proposed resolutions will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (iv) Stockholders must notify the Company on or before April 14, 2021 of their intention to participate in the Meeting by remote communication to be included in determining the existence of a quorum, together with the stockholders who voted *in absentia* and by proxy.
- (v) Voting shall only be allowed for stockholders registered in the Voting *in Absentia* and Shareholder (VIASH) System or through authorizing the Chairman of the meeting as proxy.
- (vi) Stockholders voting *in absentia*, who have previously registered in the VIASH System, may cast their votes electronically at any time using the VIASH System prior to or during the meeting.
- (vii) All items in the agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting, except agenda items 6, 7 and 8 which require the affirmative vote of stockholders representing at least 2/3 of the outstanding capital stock.
- (viii) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.
- (ix) The Office of the Corporate Secretary will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.
- (x) The meeting proceedings shall be recorded in audio and video format.
- (xi) A link to the recorded webcast of the meeting will be posted on the Company's website after the meeting. Stockholders shall have two weeks from posting to raise to the Company any issues, clarifications and concerns on the matters arising from the meeting conducted.

Approval of Minutes of Previous Meeting

The soft copies of the minutes of the meeting held on June 23, 2020 will be distributed to the stockholders after their registration for the meeting.

A resolution approving the minutes will be presented to the stockholders and approved by the vote of the stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Annual Report

The Chairman will deliver a message which provides the highlights of the performance of the Company for the year 2020 and the outlook of the Company for the year 2021 and beyond.

The President and Chief Executive Officer will deliver the "President's Report" which provides the significant operational and financial performance as well as the milestones and achievements of the Company for the year 2020. The report will also include significant events affecting the Company's performance for the year 2020.

The Company's 2020 Integrated Report will contain the "Message From The Chairman" and the "President's Report". The Integrated Report in PDF format will be posted on the Company's website, areit.com.ph.

The Audited Financial Statements (AFS) as of December 31, 2020 will be presented to the stockholders for their approval. The AFS will be embodied in the Information Statement that may be accessed by the stockholders at the Company's website, areit.com.ph, and will also be set forth in the Integrated Report. The Audit Committee has recommended to the Board the approval of the AFS, and the Board has approved the AFS on February 24, 2021.

⁵ The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.

A resolution noting the report and approving the AFS will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Ratification of the Acts of the Board of Directors and Officers

The acts of the Board and its Committees were those adopted since the annual stockholders' meeting on June 23, 2020 until April 23, 2021. They include the approval of agreements, projects, investments, treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of the officers were those taken to implement the resolutions of the Board or its Committees or in the general conduct of business.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Approval of the Amendment to the Sixth Article of the Articles of Incorporation to Increase the Number of Directors from Seven (7) to Eight (8)

Approval by the stockholders will be sought for the increase in the number of directors from seven (7) to eight (8) to enhance diversity of the Company's Board by bringing in more experience, wisdom, and knowledge into the decision-making process, thereby making the Company's Board more robust.

A resolution on this agenda item will be presented to the stockholders for adoption by the affirmative vote of stockholders representing at least 2/3 of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Approval of the Increase of Authorized Capital Stock from ₱11,740,000,000.00 to ₱29,500,000,000.00, and the corresponding Amendment of the Seventh Article of the Articles of Incorporation

Approval by the stockholders will be sought to increase the authorized capital stock from P11,740,000,000.00 divided into 1,174,000,000 common shares with a par value of P10.00 per share to P29,500,000,000.00 divided into 2,950,000,000 common shares with par value of P10.00, and to amend the Seventh Article of the Articles of Incorporation to reflect such increase. The increase in capital stock will enable the Company to grow its assets under management through a property-for-share swap. The Board approved the increase and the corresponding amendment during its meeting on March 16, 2021.

A resolution on this agenda item must be approved by stockholders owning at least 2/3 of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Approval of Issuance of Common Shares in Exchange for Properties

Approval of the stockholders will be sought for the issuance 483,254,375 primary common shares to Ayala Land, Inc. in exchange for identified properties owned by Ayala Land, Inc. and its subsidiaries valued at Fifteen Billion Four Hundred Sixty-Four Million One Hundred Forty Thousand Pesos (₱15,464,140,000.00), under a property-for-share swap.

A resolution on this agenda item will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Approval of the Waiver of the Requirement to Conduct a Rights or Public Offering of the Shares to be subscribed by Ayala Land, Inc.

Approval of the stockholders will be sought for the waiver of the requirement to conduct a rights or public offering of the shares to be subscribed by Ayala Land, Inc. as part of the requirements of the Philippine Stock Exchange for the listing of additional shares (Article V, Part A, Section 5 of the Consolidated Listing and Disclosure Rules of the Philippine Stock Exchange).

A resolution on this agenda item must be approved by the majority vote of the minority stockholders present or represented in the meeting by voting electronically *in absentia* or voting through the Chairman of the meeting as proxy or attending via remote communication.

Approval of the Delegation of Authority to Amend, Repeal or Adopt New By-Laws to the Board of Directors

Approval by the stockholders will be sought for the approval of the delegation of authority to amend, repeal or adopt new By-Laws to the Board of Directors to allow flexibility in making timely modifications or adopting new provisions which may be required by laws and regulations or which may be necessary or beneficial for the Company's operations without having to convene the stockholders every time the need arises.

A resolution on this agenda item will be presented to the stockholders for adoption by the affirmative vote of stockholders representing at least 2/3 of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Election of Directors (Including the Independent Directors, and the New Director who will Fill the Directorship by Reason of the Increase in the Number of Directors)

The Corporate Governance and Nomination Committee of the Board would have evaluated and determined that the eight (8) nominees to the Board, including the nominees for independent directors and the new director who will fill the directorship by reason of the increase in the number of directors, have all the necessary qualifications to serve as directors and the expertise and competence, individually and collectively, to enable the Board to fulfill its roles and responsibilities and manage the Company to achieve its objectives.

The profiles of the candidates to the Board of Directors will be provided in the Information Statement.

Election of External Auditor and Fixing of its Remuneration

The Audit Committee of the Board will endorse to the stockholders the election of SyCip Gorres Velayo & Co. (SGV & Co.) as the external auditor for the ensuing year as well as its proposed remuneration. The external audit conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of SGV & Co. will be provided in the Information Statement.

A resolution for the appointment of the external auditor, SGV, and the fixing of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will open the floor for comments and questions by the stockholders, and take up agenda items received from stockholders on or before April 7, 2021 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines⁶.

⁶ SEC Memorandum Circular No. 14, series of 2020 or "Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings": <https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-special-stockholders-meetings/>.