

**ADVISEMENT REPORT ON  
MATERIAL RELATED PARTY TRANSACTIONS**

**Reporting PLC:** AREIT, Inc. (AREIT)

**SEC Identification Number:** CS200613870

**Name of Related Party:** Ayala Land, Inc. (ALI)

**Execution Date of Transaction:** 15 Jan 2021

**Relationship between the Parties including financial/non-financial interest:** ALI is the sponsor; ALI owns 54% of AREIT

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets <sup>1</sup> of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority <sup>2</sup>
On 15 Jan 2021, AREIT, Inc. (AREIT) entered into a Deed of Sale with Ayala Land Inc. (ALI) for the acquisition of The 30 <sup>th</sup> Commercial Development for Php5.1 billion (VAT inclusive).	Initial down payment equivalent to 20% of the purchase price is to be paid on the signing date, with the balance to be paid on 29 January 2021, and transfer of the PEZA accreditation of the office building to AREIT.	The acquisition will result into higher distributable income for AREIT shareholders, increase its recurring income portfolio to 344 thousand sqm and property value to Php37 billion.	P15,815,952,209.00	P5,112,000,000.00	32.3%	N.A.	ALI Board and RPT Committee (100% of Votes): <ol style="list-style-type: none"> <li>1. Fernando Zobel de Ayala</li> <li>2. Jaime Augusto Zobel de Ayala</li> <li>3. Bernard Vincent O. Dy</li> <li>4. Rizalina G. Mantaring (LID)</li> <li>5. Rex Ma. A. Mendoza (ID)</li> <li>6. Sherisa P. Nuesa (ID)</li> <li>7. Cesar V. Purisima (ID)</li> <li>8. Antonio T. Aquino</li> <li>9. Arturo G. Corpuz</li> </ol> AREIT Board and RPT Committee (100% of Votes): <ol style="list-style-type: none"> <li>1. Jose Emmanuel H. Jalandoni</li> <li>2. Carol T. Mills</li> <li>3. Augusto D. Bengzon</li> <li>4. Bernard Vincent O. Dy</li> <li>5. Omar T. Cruz (LID)</li> <li>6. Enrico S. Cruz (ID)</li> <li>7. Simeon S. Cua (ID)</li> </ol>

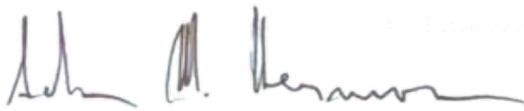
<sup>1</sup> Total assets shall pertain to consolidated assets if the reporting PLC is a parent company.

<sup>2</sup> The information shall include the names of directors present, names of directors who approved the Material Related Party Transaction and the corresponding voting percentage obtained.

## SIGNATURES

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AREIT, INC.**



.....  
**SOLOMON M. HERMOSURA**

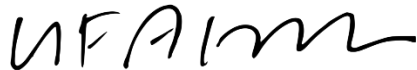
*Corporate Secretary*

**AYALA LAND, INC.**



.....  
**AUGUSTO D. BENGZON**

*Chief Finance Officer, Treasurer, and Chief Compliance Officer*



.....  
**ELAINE MARIE F. ALZONA**

*Chief Finance Officer, Treasurer, and Chief Compliance Officer*

(Name, Signature of the Corporate Secretary/  
Authorized Representative/s<sup>3</sup>)

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<sup>3</sup> Proof of authority must be attached to the Advisement Report.



REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) SS.

### SECRETARY'S CERTIFICATE

I, **NIMFA AMBROSIA L. PEREZ-PARAS**, of legal age, being the duly elected, qualified, and incumbent Assistant Corporate Secretary of **AYALA LAND, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, after having been duly sworn in accordance with law, do hereby certify that –

1. Mr. Augusto D. Bengzon is the Corporation's duly elected Chief Finance Officer, Treasurer and Chief Compliance Officer and a duly authorized Attorney-in-Fact of the Corporation for regulatory requirements.
2. Mr. Bengzon is authorized to sign, execute and deliver, on behalf of the Corporation, the Advisement Report on Material Related Party Transactions to be submitted to the Securities and Exchange Commission to disclose the Deed of Sale executed by and between the Corporation and AREIT, Inc. for the acquisition, by AREIT, Inc., of the Corporation's The 30<sup>th</sup> Commercial Development amounting to Php5.1 Billion, inclusive of value-added tax.

IN WITNESS WHEREOF, I have signed this Certificate this JAN 12 2021 at Makati City.


  
**NIMFA AMBROSIA L. PEREZ-PARAS**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this JAN 12 2021 at Makati City, the affiant exhibited to me, as competent evidence of identity, her Passport No. \_\_\_\_\_ by the Department of Foreign Affairs in Manila, Philippines.

Doc No. 16 ;  
Page No. 5 ;  
Book No. XXIII ;  
Series of 2021.

Notarial DST pursuant to  
Sec. 188 of the Tax Code  
affixed on Notary Public's copy.



  
**MARIA PAULA G. ROMERO-BAUTISTA**  
Notary Public – Makati City  
Appt. No. M-150 until December 31, 2021  
Roll of Attorneys No. \_\_\_\_\_  
IBP No. 136251 – 12/21/2020 – Makati City  
PTR No. \_\_\_\_\_ – 01/04/2021 – Makati City  
MCI.E Compliance No. VI-0009490-06/20/2018  
4<sup>th</sup> Floor Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City, Philippines



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

### SECRETARY'S CERTIFICATE

I, **NIMFA AMBROSIA L. PEREZ-PARAS**, of legal age, being the duly elected, qualified and incumbent Assistant Corporate Secretary of **AREIT, INC.** (formerly *AyalaLand REIT, Inc.*) (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of Philippines with principal office address at the 28<sup>th</sup> Floor, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City, do hereby certify that:

1. Solomon M. Hermosura and Elaine Marie F. Alzona are duly authorized Attorneys-in-Fact of the Corporation.
2. Mr. Hermosura and Ms. Alzona, signing jointly, are authorized to sign, execute and deliver the Advisement Report on Material Related Party Transactions to disclose to the Securities and Exchange Commission the Corporation's acquisition of The 30<sup>th</sup> Commercial Development from Ayala Land, Inc.

IN WITNESS WHEREOF, I have issued this Certificate this JAN 14 2021 at Makati City.

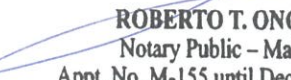
  
**NIMFA AMBROSIA L. PEREZ-PARAS**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this JAN 14 2021 at Makati City, the affiant exhibited to me, as competent evidence of identity, her Passport by the Department of Foreign Affairs in Manila, Philippines.

Doc. No. 254 ;  
Page No. 52 ;  
Book No. XXXIII ;  
Series of 2021.

Notarial DST pursuant to  
Sec. 188 of the Tax Code  
affixed on Notary Public's copy.



  
**ROBERTO T. ONGSIAKO**  
Notary Public - Makati City  
Appt. No. M-155 until December 31, 2020  
Roll of Attorneys No. 37041  
Lifetime IBP No. - RSM Chapter  
PTR No. - 01/04/2021 - Makati City  
MCLE Compliance No. VII - 0000267 - 07/30/2019  
4th Floor Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City, Philippines