

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17.1

1. July 14, 2023  
Date of Report (Date of earliest event reported)
2. CS200613870  
SEC Identification Number
3. 006-346-689-000  
BIR Tax Identification Number
4. AREIT, INC.  
Exact Name of registrant as specified in its charter
5. MAKATI CITY, PHILIPPINES  
Province, country or other jurisdiction of incorporation
6. [REDACTED] (SEC Use Only)  
Industry Classification Code
7. 28F Tower One and Exchange Plaza, Ayala Triangle,  
Ayala Avenue, Makati City  
Address of principal office
- 1226  
Postal code
8. (632) 7908-3804  
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 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class  
(As of January 18, 2023)  
Common

Number of Shares of  
Stock Outstanding  
1,761,047,193

Amount of Debt Outstanding  
(Registered)

Indicate the item numbers reported herein :

**Item 9. Other Events**  
**Re: 2Q 2023 Reinvestment Plan Progress Report**

**AREIT, INC.**

Registrant



Date: July 14, 2023

**MICHAEL ANTHONY L GARCIA**

Head, Investor Communications and Compliance,

July 13, 2023

**THE PHILIPPINE STOCK EXCHANGE**

Philippine Stock Exchange Plaza  
6<sup>th</sup> Floor, PSE Tower  
Bonifacio Global City, Taguig

Attention: Alexandra D. Tom Wong  
Officer-in-Charge, Disclosure Department

Subject: 2023 Second Quarter Progress Report on the Disbursement of Proceeds from the Sale of  
205 million AREIT Shares

Dear Ms. Tom Wong,

We are pleased to submit our Progress Report on the Application of Proceeds for the Second Quarter of 2023, duly certified by our external auditors, in compliance with the disclosure requirements of the Philippine Stock Exchange.

On April 3, 2023, Ayala Land, Inc. ("ALI") received net proceeds from the sale of 205 million AREIT Shares amounting to Six Billion Five Hundred Thirty-Six Million One Hundred Sixty-Seven Thousand Pesos (Php6,536,167,000).

As of June 30, 2023, ALI already disbursed total net proceeds amounting to Two Billion Seventy-Nine Million Six Hundred Ten Thousand Four Hundred Eighty Pesos (Php2,079,610,480) in accordance with its Reinvestment plan.

The details of the disbursement are as follows:

Net Proceeds from sale of 205 million AREIT Shares as of April 3, 2023	Php6,536,167,000
Less: Disbursements from April 3 to June 30, 2023 (Annex A)	<u>2,079,610,480</u>
Balance of Proceeds from sale of AREIT Shares as of June 30, 2023	<u>4,456,556,520</u>

Thank you.

Very truly yours,



**Augusto D. Bengzon**  
Ayala Land, Inc.  
Treasurer and Chief Finance Officer



**Ma. Teresa R. Famy**  
AREIT, Inc.  
Chief Finance and Compliance Officer


SUBSCRIBED AND SWORN to before me this JUL 13 2023 at Makati City, affiants exhibiting to me their identification documents as follows:

Name	Competent Evidence of Identity	Date and Place Issued
AYALA LAND, INC.	TIN: 000-153-790-000	
<i>Represented by:</i>		
Augusto D. Bengzon	Passport No. P4323352B	08 Jan 2020/ DFA NCR East
AREIT, Inc.	TIN: 006-346-689-000	
<i>Represented by:</i>		
Ma. Teresa R. Famy	Driver's License No. D06-97-186463	Expiration Date 05 Dec 2023

Doc No. 237 ;  
Page No. 49 ;  
Book No. XVI ;  
Series of 2023 ;

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



  
MA. FLORENCE THERESE D.G. MARTIREZ-CRUZ  
Notary Public - Makati City  
Appt. No. M-258 until December 31, 2023  
Roll of Attorneys No. 60896  
IBP No. 297593 - 02/03/2023 - Makati City  
PTR No. MKT9569474 - 01/09/2023 - Makati City  
MCLE Compliance No. VII -0018684 - 01/25/2022  
28th Floor, Tower One and Exchange Plaza, Ayala Triangle,  
Ayala Avenue, Makati City, Philippines

**ANNEX A- Disbursements from April 3 to June 30, 2023**

<b>Project Name</b>	<b>Disbursing Entity</b>	<b>Amount (in PHP)</b>
Metro Manila Property	ALI Eton Property Development Corporation (a 50:50 JV Between ALI and EPPI)	820,000,000
Gardencourt Residences	Ayala Land, Inc.	298,235,766
Arbor Lanes	Ayala Land, Inc.	134,967,060
Andacillo	Ayala Land, Inc.	66,584,730
One Vertis Plaza	Ayala Land, Inc.	332,145,298
Orean Place T1	Ayala Land, Inc.	177,595,948
Tryne Enterprise Plaza	Ayala Land, Inc.	145,629,309
Park Cascades	Ayala Land, Inc.	104,452,369
<b>TOTAL</b>		<b>2,079,610,480</b>



## **Agreed-Upon Procedures Report**

To the Management of  
Ayala Land, Inc.  
31<sup>st</sup> Floor, Tower One & Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

### **Purpose of this Agreed-Upon Procedures Report**

Our report is solely for the purpose of assisting Ayala Land, Inc. (the "Company") in connection with the Company's compliance with the Philippine Stock Exchange, Inc.'s (PSE) requirement to submit an external auditor's certification on the information being presented by the Company on the Quarterly Progress Report for the period from April 3 to June 30, 2023 relating to the use of proceeds received by the Company from the block sale of its shares in AREIT, Inc. ("AREIT") on April 3, 2023 and may not be suitable for another purpose.

### **Responsibilities of the Engaging Party**

The management of the Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement. The Company is responsible for the subject matter on which the agreed-upon procedures are performed.

### **Practitioner's Responsibilities**

We have conducted the agreed-upon procedures engagement in accordance with Philippine Standard on Related Services (PSRS) 4400 (Revised), Agreed-Upon Procedures Engagements. An agreed-upon procedures engagement involves us performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

### **Professional Ethics and Quality Control**

We have complied with the ethical requirements in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics). We also complied with the independence requirements in accordance with Part 4A of the IESBA Code.

Isla Lipana & Co., 29th Floor, AIA Tower (formerly Philamlife Tower), 8767 Paseo de Roxas,  
1226 Makati City, Philippines  
T: +63 (2) 8845 2728, F: +63 (2) 8845 2806, [www.pwc.com/ph](http://www.pwc.com/ph)

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Our firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements

### Procedures and Findings

We have performed the procedures described below, which were agreed upon with the Company in the letter of engagement dated July 10, 2023, on the use of proceeds received by the Company from the block sale of its shares in AREIT:

Procedures	Findings
Obtained the Quarterly Progress Report on use of proceeds from the block sale of AREIT Shares (the "schedule") for the period from April 3 to June 30, 2023 and performed the following:	
a. Checked the mathematical accuracy of the schedule.	No exceptions were noted.
b. Checked whether there were additions and disbursements in the schedule and compared with the schedule of application of proceeds.	No exceptions were noted.
c. On a sample basis, traced additions and disbursements listed in the schedule for the period from April 3 to June 30, 2023 to the supporting documents such as progress billings, statement of account, invoices and official receipts, as applicable, and agreed the amount to the schedule.	No exceptions were noted.  We present in Appendix A the schedule for the period from April 3 to June 30, 2023 based on the information we obtained from the Company.
d. On a sample basis, inquired into and identified the nature of additions and disbursements. Checked if the disbursements were classified consistently according to its nature based on the schedule of planned use of proceeds from the block sale of AREIT shares.	No exceptions were noted.  We have noted that the Sponsor Reinvestment Plan dated April 3, 2023 included the proceeds from the block sale of AREIT amounting to P6,536,167,000. Out of the total proceeds, P2,079,610,480 has been disbursed for the period from April 3 to June 30, 2023 based on the information we obtained from the Company as presented in Appendix A.



#### **Restriction on Distribution and Use**

Our report is solely for the purpose set forth in the first paragraph of this report and is not to be used for any other purpose or to be distributed to any other parties.

  
Ruth F. Blasco  
Partner

CPA Cert No. 112595

P.T.R. No. 0018519, issued on January 9, 2023, Makati City

SEC A.N. (individual) as general auditors 112595-SEC, Category A; valid to audit 2020 to 2024  
financial statements

SEC A.N. (firm) as general auditors 0142-SEC, Category A; valid to audit 2020 to 2024  
financial statements

TIN 235-725-236

BIR A.N. 08-000745-133-2023, issued on May 9, 2023; effective until May 8, 2026

BOA/PRC Reg. No. 0142, effective until November 14, 2025

Makati City  
July 13, 2023



## Appendix A

Summary of Quarterly Progress Report for the period from April 3 to June 30, 2023

<b>Distributing Entity</b>	<b>Project Name</b>	<b>Amount (in Php)</b>
ALI Eton Property Development Corporation Ayala Land, Inc.	Metro Manila Property	820,000,000
	Gardencourt Residences	298,235,766
	Arbor Lanes	134,967,060
	Andacillo	66,584,730
	One Vertis Plaza	332,145,298
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	Tryne Enterprise Plaza	145,629,309
	Park Cascades	104,452,369
<b>Total</b>		<b>2,079,610,480</b>



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

**ACKNOWLEDGEMENT**

JUL 13 2023 SUBSCRIBED AND SWORN to before me, a Notary Public, for and in behalf of the City of Makati this  
\_\_\_\_ day of July 2023, by RUTH F. BLASCO who presented to me her CPA License ID No. 112595 issued by  
the Professional Regulation Commission in the City of Manila and valid until October 8, 2023, that she is the  
same person who personally signed before me the foregoing document and acknowledged that she executed  
the same.

Doc. No. 508 :  
Page No. 103 :  
Book No. 10 :  
Series of 2023.

**ATTY. JERICO D. VALENCIA**  
Appointment No. M-105  
Notary Public for Makati City  
Valid until 31 December 2023  
29th Floor AIA Tower (formerly Philamlife Tower)  
8767 Paseo de Roxas, Makati City 1226  
Roll No. 69819  
PTR No. 9574294; 1/12/2023; Makati City  
IBP Lifetime No. 016813; 7/25/2017; Bataan