

## ADVISEMENT REPORT ON MATERIAL RELATED PARTY TRANSACTIONS

Reporting PLC: AREIT, Inc. (AREIT)

SEC Identification Number: CS200613870

Name of Related Party: Buendia Christiana Holdings Corp. (BCHC)

Execution Date of Transaction: 19 March 2024

Relationship between the Parties including financial/non-financial interest: ALI as the Sponsor owns (directly and indirectly) 58.43% of AREIT; Ayala Corporation (AC) owns 51.01% of ALI. AC also owns 100% of AC Energy and Infrastructure Corporation (ACEIC). ACEIC owns 58.16% of ACEN Corporation. BCHC is 100% owned by ACEN.

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 19 March 2024, AREIT, Inc. (AREIT) entered into a Deed of Exchange with Ayala Land Inc. (ALI), Greenhaven Property Ventures, Inc. (Greenhaven), Cebu Insular Hotel Co., Inc. (Cebu Insular), and Buendia Christiana Holdings Corp. (BCHC), whereby AREIT will issue 841,259,412 common shares to ALI, Greenhaven, Cebu Insular, and BCHC out of the AREIT's authorized capital stock, at an issue price of	The Swap shall be subject to the approval of the Securities and Exchange Commission of the subscription of ALI, Greenhaven, Cebu Insular, and BCHC to an aggregate of 841,259,412 common shares. The respective subscriptions of ALI, Greenhaven, Cebu Insular, and BCHC are indicated in Annex A.	As the first Philippine REIT which successfully listed amidst the pandemic, and true to its commitment to diversify and expand its portfolio through constant, accretive asset infusions, AREIT aspires to further grow its leasing portfolio with prime and stable assets. Upon completion of the infusion, AREIT will own the Properties, thereby increasing AREIT's building portfolio from 861 thousand square meters to over one	Php93,272,292,451	Php28,602,820,008.00  ALI: Php17,894,780,244.00 Greenhaven: Php2,635,203,116.00 Cebu Insular: Php1,303,115,756.00 BCHC: Php6,769,720,892.00	30.67%	N.A.	BCHC Board (100% of Votes): 1. Jose Maria Eduardo P. Zabaleta 2. Janel M. Bea 3. Dodjie D. Lagazo 4. Rodrigo M. San Pedro, Jr. 5. Anabele R. Natividad  AREIT Board and RPT Committee (100% of Votes): 1. Anna Ma. Margarita B. Dy 2. Carol T. Mills 3. Augusto D. Bengzon 4. Bernard Vincent O. Dy 5. Mariana Beatriz E. Zobel de Ayala 6. Omar T. Cruz (LID) 7. Enrico S. Cruz (ID) 8. Sherisa P. Nuesa (ID)

<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.

<p>Php34.00 per share, set at a 3.75% premium over the thirty (30)-day volume weighted average price ("30-day VWAP") or the Market Price<sup>3</sup> of Php32.77, in exchange for identified properties owned by ALI, its subsidiaries, Greenhaven and Cebu Insular (Subsidiaries), and BCHC valued at Php 28,602,820,008.00 (Swap). Pursuant to the Exchange, ALI transferred the properties indicated in Annex A.</p>		<p>million square meters in gross leasable area and 286 hectares of industrial land, a size at par with regional players; increasing AREIT's assets under management from Php87B to around Php117B; diversify its asset base of offices, malls, hotels, and industrials to reduce sector risks; capitalize on flagship commercial assets from its Sponsor, ALI, and expand opportunities across the Ayala Group; include freehold land which generates income and long-term value appreciation; and at the Transaction Price of Php34.00 per share, the assets to be infused are yield accretive to AREIT at a capitalization rate of 6.8% for the Properties of ALI and the Subsidiaries, and 6.92% for the BCHC industrial land, ultimately redounding to the benefit of all</p>					
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<sup>3</sup> **Market Price** means the volume weighted average of the closing price for a period of thirty (30) trading days prior to the approval of the transaction (PSE Consolidated Listing and Disclosure Rules, Rule V, Section 3, paragraph (a)). Transaction date refers to the approval of the Board of Directors when issue price was set, or the meeting of the Board of Directors of AREIT on 26 November 2023.

		stockholders, including the minority retail investors through dividend accretion.					
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### 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.**



**MA. TERESA R. FAMY**

*Chief Finance Officer and Treasurer*



**MA. FLORENCE THERESE DG. MARTIREZ-CRUZ**

*Assistant Corporate Secretary and Chief Compliance Officer*


(Name, Signature of the Related Party/Authorized Representative<sup>4</sup>)

**BUENDIA CHRISTIANA HOLDINGS CORP.**



**JANEL M. BEA**

*Chief Finance Officer and Treasurer*



**CHRISTIAN GERARD CASTILLO**

*Attorney-in-Fact*

(Name, Signature of the Corporate Secretary/Authorized Representative<sup>4</sup>)

<sup>4</sup> Proof of authority must be attached to the Advisement Report.



Table 1 – Properties Subject of Property-For-Share Swap

Property	Registered Owner	Fair Market Value (in Php)	Transaction Value (in Php)
ATG Tower 2	ALI	12,474,406,000.00	12,480,755,836.00
Greenbelt 3 and 5	ALI	5,423,621,000.00	5,414,024,408.00
Holiday Inn	Greenhaven*	2,638,647,000.00	2,635,203,116.00
Seda Ayala Center Cebu	Cebu Insular*	1,327,325,000.00	1,303,115,756.00
BCHC Industrial Land	BCHC	6,734,208,000.00	6,769,720,892.00
<b>Total</b>		<b>₱28,598,207,000.00</b>	<b>₱28,602,820,008.00</b>

*\*Greenhaven and Cebu Insular are subsidiaries of ALI. Greenhaven is a wholly-owned subsidiary of Ayala Hotels and Resorts Corporation (AHRC), a wholly-owned subsidiary of ALI. Cebu Insular is owned by both ALI and AHRC. (collectively, the "Properties")*

Table 2 – Breakdown of Shares to be Issued to ALI, Greenhaven, Cebu Insular and BCHC

Stockholder	Number of Shares
ALI	526,317,066
Greenhaven	77,505,974
Cebu Insular	38,326,934
BCHC	199,109,438
<b>TOTAL</b>	<b>841,259,412</b>



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

### SECRETARY'S CERTIFICATE

I, **MA. FLORENCE THERESE DG. MARTIREZ-CRUZ**, 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 the 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. The following are duly authorized Attorneys-in-Fact of the Corporation:

Carol T. Mills  
Elaine Marie F. Alzona  
Jennifer L. Gallaga  
Ma. Florence Therese dG. Martirez-Cruz

Ma. Teresa R. Famy  
Francisco Ma. D. Roxas  
Anna Ma. Margarita B. Dy  
Michael Anthony D. Garcia

2. Any two (2) of the aforementioned Attorneys-in-Fact, signing jointly, are authorized to sign, execute, and deliver the Advisement Report on Material Related Party Transactions pertaining to the disclosure of the Corporation to the Securities and Exchange Commission of its acquisition of the identified properties owned by Ayala Land Inc., Greenhaven Property Ventures, Inc., Cebu Insular Hotel Co., Inc., and Buendia Christiana Holdings Corp. valued at Php 28,602,820,008.00 in exchange for the issuance of 841,259,412 common shares of the Corporation.

IN WITNESS WHEREOF, I have issued this Certificate this MAR 21 2024 at Makati City.

  
**MA. FLORENCE THERESE DG. MARTIREZ-CRUZ**  
Assistant Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this MAR 21 2024 at Makati City, the affiant exhibited to me, as competent evidence of identity, her Unified Multi-Purpose Identification with Common Reference No. 0111-3606313-0 issued by the Social Security System.

Doc. No. 381 ;  
Page No. 78 ;  
Book No. XLVII ;  
Series of 2024.

Notarial DST pursuant to Sec. 61 of the  
TRAIN Act (amending Sec. 188 of the NIRC)  
affixed on Notary Public's copy.



  
**MARIA PAULA G. ROMERO-BAUTISTA**

Notary Public – Makati City  
Appt. No. M-227 until December 31, 2025  
Roll of Attorneys No. 58335  
IBP No. 416399 – 01/11/2024– Makati City  
PTR No. MKT10083260– 01/11/2024 – Makati City  
MCLE Compliance No. VII – 0020268 - 06/02/2022  
6<sup>th</sup> Floor Makati Stock Exchange Building  
Ayala Triangle, Ayala Avenue  
Makati City, Philippines



REPUBLIC OF THE PHILIPPINES)  
MAKATI CITY ) SS.

### SECRETARY'S CERTIFICATE

I, **ALAN T. ASCALON**, Filipino, of legal age, and with office address at the 35<sup>th</sup> Floor Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Avenue, Makati City, after having been duly sworn to in accordance with law, hereby depose and state that:

1. I am the Corporate Secretary of **BUENDIA CHRISTIANA HOLDINGS CORP.** (the "Corporation"), a corporation duly organized and existing in accordance with the law of the Republic of the Philippines and with office address at 35<sup>th</sup> Floor Ayala Triangle Gardens Tower 2, Paseo de Roxas cor. Makati Avenue, Makati City. As Corporate Secretary, I have custody and access to the corporate records of the Corporation.

2. On **16 November 2023**, the Board of Directors of the Corporation approved the following:

**"RESOLVED**, to approve the proposed tax-free asset for share swap between the Corporation and AREIT, Inc. ("AREIT") whereby AREIT will issue 199,109,438 AREIT shares to the Corporation in exchange for the 276-hectare land in Palauig, Zambales (the "Palauig Site") on terms as presented (the "Transaction");

**RESOLVED, FURTHER**, to approve, as basis for the asset for share swap, a valuation of Php6.77 billion for the Palauig Site, a swap price of Php34.00 per AREIT share; and to provide the exchange ratios resulting from such valuations to FTI Consulting Philippines, Inc. ("FTI") for FTI to issue the appropriate fairness opinion for submission to the Philippine Stock Exchange and the Securities and Exchange Commission ("SEC") for the Transaction; and

**RESOLVED, FURTHER**, to approve the termination of the existing Lease Agreement between the Corporation and Giga Ace 8, Inc. upon receipt of SEC approval of the Transaction; and

**RESOLVED, FINALLY**, to delegate authority to any two Class "A" or any one (1) Class "A" and any (1) Class "B" of the existing Attorneys-in-Fact of the Corporation to execute any documents, certifications, agreements, filings or funding necessary to complete the asset for share swap and related transactions and to ratify any and all acts done for the Transaction."

3. To implement the approval under item 2 above, the following are among the Attorneys-in-Fact of the Corporation:

Class "A"  
Dodie D. Lagazo  
Janel M. Bea

Class "B"  
Christian Gerard P. Castillo  
Anabele R. Natividad  
Rodrigo M. San Pedro, Jr.

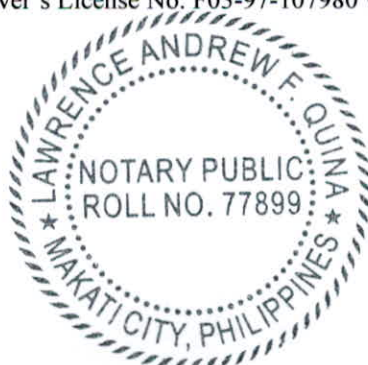
4. The above approval has not been superseded or modified and remains in full force and effect.

IN WITNESS WHEREOF, I have signed this Certificate this MAR 13 2024 in Makati City.

  
**ALAN T. ASCALON**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this MAR 13 2024 in Makati City, with the affiant personally exhibiting to me his Driver's License No. F03-97-107980 valid until 6 November 2032.

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Series of 2024.



**LAWRENCE ANDREW F. QUINA**  
Notary Public for Makati City  
Appointment No. M-376 (2023-2024)  
Attorney's Roll No. 77899

PTR No. 10079346; 1-05-2024; Makati City  
**BUENDIA CHRISTIANA HOLDINGS CORP.**  
35<sup>th</sup> Floor Ayala Triangle Gardens Tower 2  
Makati Avenue corner Paseo De Roxas  
Makati City