



# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. April 24, 2025  
Date of Report (Date of earliest event reported)
2. CS200613870  
SEC Identification Number
3. 006-346-689  
BIR Tax Identification Number
4. AREIT, INC. (formerly AyalaLand REIT, Inc.)  
Exact Name of registrant as specified in its charter
5. PHILIPPINES  
Province, country or other jurisdiction of incorporation
6. [REDACTED] (SEC Use Only)  
Industry Classification Code
7. 28<sup>th</sup> Floor, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City  
Address of principal office
- 1226  
Postal code
8. (02) 79083804  
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 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>COMMON SHARES</u>	<u>3,209,865,985</u>

Indicate the item numbers reported herein : Item 9 - Other Events

Re: **Results of 2025 Annual Stockholders' Meeting and Organizational Meeting of the Board of Directors**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AREIT, INC.**  
**(formerly AyalaLand REIT, Inc.)**  
Registrant

Date : **April 24, 2025**

  
**Michelle Marie T. Valbuena**  
Senior Compliance Manager

\* Print name and title of the signing officer under the signature.



April 24, 2025

**Securities and Exchange Commission**

17/F SEC Headquarters, 7907 Makati Avenue  
Barangay Bel-Air, Makati City

Attention: Atty. Oliver O. Leonardo  
*Director, Markets & Securities Regulation Department*

**Philippine Stock Exchange, Inc.**

6/F PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: Atty. Johanne Daniel M. Negre  
*Officer-in-Charge, Disclosure Department*

Gentlemen:

Please be informed that at our annual meeting of stockholders held today, the stockholders considered and approved the following:

1. Minutes of previous annual stockholders' meeting

*Resolution No. S-01-2025: “**RESOLVED**, to approve the minutes of the annual stockholders’ meeting held on April 23, 2024.”*

2. Ratification of the acts and resolutions of the Board of Directors and Management during the preceding year

*Resolution No. S-02-2025: “**RESOLVED**, to ratify each and every act and resolution, from April 23, 2024 until April 24, 2025 (the “Period”), of the Board of Directors (the “Board”), the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act of the officers of the Corporation, during the Period, performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-laws of the Corporation.”*

3. Issuance of common shares in exchange for properties

*Resolution No. S-03-2025: “**RESOLVED**, to approve the issuance of 505,890,177 primary common shares to Ayala Land, Inc. (ALI), and its subsidiaries, Accendo Commercial Corporation (Accendo), Cagayan de Oro Gateway Corporation (CDOGC), and Central Bloc Hotel Ventures, Inc. (CBHVI), in exchange of identified properties owned by ALI, Accendo, CDOGC, and CBHVI valued at Twenty Billion Nine Hundred Ninety-Four Million Four Hundred Forty-Two Thousand Three Hundred Forty-Five and 50/100 Pesos (₱20,994,442,345.50), under a property-for-share swap at an issue price of ₱41.50 per share, set at a ~2% premium over the thirty (30)-day volume weighted average price (30-day VWAP) of ₱40.68 or the prevailing Market Price.”*

4. Increase in compensation of independent and non-executive directors

Resolution No. S-04-2025: “**RESOLVED**, as endorsed by the Board of Directors, to approve the increase in compensation of independent and non-executive directors from Forty Thousand Pesos (₱40,000.00) to Sixty Thousand Pesos (₱60,000.00) for every Board meeting attended, and from Twenty Thousand Pesos (₱20,000.00) to Thirty Thousand Pesos (₱30,000.00) for every committee meeting attended.”

5. Election of the directors (including Independent Directors)

Resolution No. S-05-2025: “**RESOLVED**, to elect the following as directors of the Corporation to serve as such beginning April 24, 2025 until their successors are elected and qualified:

Anna Ma. Margarita B. Dy  
Mariana Beatriz E. Zobel de Ayala  
Augusto D. Bengzon  
Jose Eduardo A. Quimpo II  
Maria Theresa D. Marcial  
Omar T. Cruz (Independent Director)  
Enrico S. Cruz (Independent Director)  
Sherisa P. Nuesa (Independent Director)”

6. Election of Isla Lipana & Co. as our external auditor for the year 2025 and fixing of its remuneration

Resolution No. S-06-2025: “**RESOLVED**, as endorsed by the Board of Directors, to approve the appointment of Isla Lipana & Co. (PWC) as the external auditor of the Corporation for the year 2025 with an audit fee of Eight Hundred Eighty-Two Thousand Pesos (Php882,000.00), net of value-added tax and out-of-pocket expenses, with inflationary allowance of up to 5%.”

7. Audited Financial Statements, including noting of Annual Report

Resolution No. S-07-2025: “**RESOLVED**, to approve the audited financial statements of the Corporation as of December 31, 2025, as audited by the Corporation’s external auditor, Isla Lipana & Co. (PWC).”

At its organizational meeting held immediately after the annual stockholders’ meeting, our Board of Directors considered and approved the following:

1. Appointment of Chairpersons and Members of the Board Committees:

Executive Committee

Augusto D. Bengzon - Chairman  
Jose Eduardo A. Quimpo II - Member  
Omar T. Cruz - Member

Sustainability Committee

Sherisa P. Nuesa - Chairman  
Jose Eduardo A. Quimpo II - Member  
Maria Theresa D. Marcial – Member

Risk Management and Related Party  
Transactions Review Committee

Omar T. Cruz - Chairman  
Enrico S. Cruz - Member  
Sherisa P. Nuesa - Member

Corporate Governance and Nomination  
Committee

Sherisa P. Nuesa - Chairman  
Omar T. Cruz - Member  
Enrico S. Cruz – Member

Audit Committee

Enrico S. Cruz - Chairman  
Omar T. Cruz - Member  
Augusto D. Bengzon – Member

Proxy Validation Committee

Maria Franchette M. Acosta – Chairman  
Ma. Florence Therese dG. Martinez-Cruz – Member  
Michelle Marie T. Valbuena – Member

2. Designation of Mr. Omar T. Cruz as our lead independent director.
3. Election of officers:

Anna Ma. Margarita B. Dy	Chairman
Jose Eduardo A. Quimpo II	President and Chief Executive Officer
Ma. Teresa R. Famy	Treasurer, Chief Finance Officer and Chief Risk Officer
Ma. Florence Therese dG. Martinez-Cruz	Chief Compliance Officer and Assistant Corporate Secretary
Maria Franchette M. Acosta	Corporate Secretary
Roscoe M. Pineda	Data Protection Officer
Rowena P. Libunao	Chief Audit Executive

Thank you.

Very truly yours,



**MARIA FRANCHETTE M. ACOSTA**  
Corporate Secretary