COVER SHEET

C	S	2	0	0	6	1	3	8	7	0

A R E I T ,   I N C .

(f o r m e r l y   A y a l a L a n d   R E I T ,

I n c .)

(Company's Full Name)

2 8 / F   T O W E R   O N E   A N D   E X C H A N G E

P L A Z A ,   A Y A L A   T R I A N G L E ,   A Y A L A

A V E N U E ,   M A K A T I   C I T Y   1 2 2 6

(Business Address: No. Street City / Town / Province)

ATTY. MA. FLORENCE THERESE DG. MARTIREZ-CRUZ
Contact Person

79083804
Company Telephone Number

1 2 *Month* **3 1** *Day*
Fiscal Year

1 7 - C

0 4 *Month* **2 3** *Day*
Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. Of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

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. **August 10, 2026**
   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. (SEC Use Only)
   Industry Classification Code

7. **28th Floor, Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City**
   Address of principal office

   1226
   Postal code

8. **(02) 79083804**
   ~~Registrant's tel~~ephone 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
COMMON SHARES	4,156,887,818

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

Re: **Notice and Agenda of the 2026 Special Stockholders' Meeting**

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 : **August 10, 2026**

Michelle Marie T. Valbuena
Senior Compliance Manager

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

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the special meeting of stockholders of **AREIT, INC.** will be conducted virtually via https://conveneagm.com/ph/AREIT2026SSM/ on **Wednesday, September 23, 2026** at **10:00 o'clock in the morning** with the following

A G E N D A[1]

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Issuance of Common Shares in Exchange for Properties
4. Consideration of Such Other Business as May Properly Come Before the Meeting
5. Adjournment

Pursuant to the Company's By-Laws, the Board of Directors during its meeting on August 10, 2026, has approved that the Special Stockholders' Meeting be conducted in a fully virtual format. Stockholders may only attend the meeting by remote communication and by voting *in absentia*, electronically or by proxy.

Only stockholders of record as of **August 25, 2026,** are entitled to notice of, and to vote at, this meeting. Stockholders intending to participate by remote communication should notify the Company by email on or before **September 14, 2026**. Stockholders may likewise register online via ConveneAGM starting September 2, 2026. Voting may be *in absentia*, electronically or by proxy, subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting votes *in absentia,* electronically or by proxy, will be set forth in the Information Statement.[2]

Duly accomplished proxy form and voting instruction addressed to the Office of the Corporate Secretary shall be submitted on or before **September 14, 2026,** at 37/F Ayala Triangle Gardens Tower 2, Paseo de Roxas corner Makati Avenue, Makati City or by email. Validation of proxies is set for September 16, 2026, at 9:00 o'clock in the morning.

Stockholders of record as of August 25, 2026, 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 **September 16, 2026**.[3]

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

Makati City, August 10, 2026.

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

---

1 *See next page for the explanation for each agenda item.*

2 *Stockholders should notify the Company by email of their preference to receive hard copies of the Information Statement and other SSM materials on or before August 24, 2026.*

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

EXPLANATION OF AGENDA ITEMS WITH PROPOSED RESOLUTIONS

Call to order
The Chairman will formally open the meeting at approximately 10:00 o' clock in the morning.

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, https://conveneagm.com/ph/AREIT2026SSM/, which may be accessed by the stockholders to register and vote electronically *in absentia* on the matters for resolution at the meeting.[4] A stockholder participating by remote communication or voting *in absentia,* electronically or by proxy, 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.

(ii) The proposed resolution will be shown on the screen during the meeting as the same is taken up at the meeting.

(iii) Stockholders must notify the Company through corporate.secretary@areit.com.ph on or before September 14, 2026 of their intention to participate in the Meeting by remote communication in order to be included in the determination of the existence of a quorum, together with the stockholders who voted *in absentia,* electronically and by proxy.

(iv) Voting shall only be allowed for validated stockholders registered in ConveneAGM or who submitted a duly accomplished proxy form. Stockholders registered in ConveneAGM may cast their votes through the said system at any time prior to or at real time during the meeting. Vote tabulation shall be completed and finalized after the meeting.

(v) All the items on the agenda for 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 unless the law requires otherwise.

(vi) The Proxy Validation Committee will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of initial voting during the meeting.

(vii) The meeting proceedings shall be recorded in audio and video format.

Approval of Issuance of Common Shares in Exchange for Properties
Approval of the stockholders will be sought for the issuance of 462,481,990 primary common shares to Ayala Land, Inc. ("ALI") and its subsidiaries, Capitol Central Commercial Ventures Corp., Bay City Commercial Ventures Corp., Makati Cornerstone Leasing Corp., and North Triangle Hotel Ventures, Inc., in exchange for six (6) commercial properties with an aggregate value of ₱17,333,824,985.20, as validated by a third-party fairness opinion. 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 capital stock. Below is the proposed resolution:

> *"**RESOLVED**, to approve the issuance of 462,481,990 primary common shares to Ayala Land, Inc. ('ALI'), and its subsidiaries, Capitol Central Commercial Ventures Corp. ('CCCVC'), Bay City Commercial Ventures Corp. ('BCCVC'), Makati Cornerstone Leasing Corp. ('MCLC'), and North Triangle Hotel Ventures, Inc. ('NTHVI') (CCCVC, BCCVC, MCLC, and NTHVI are collectively referred to as 'Subsidiaries')), in exchange of identified properties owned by ALI and the Subsidiaries valued at Seventeen Billion Three Hundred Thirty-Three Million Eight Hundred Twenty-Four Thousand Nine Hundred Eighty-Five and 20/100 Pesos (₱17,333,824,985.20), under a property-for-share swap, at an issue price of ₱37.48 per share, set at a premium over the thirty (30)-day volume weighted average price (30-day VWAP) of ₱37.29 or the prevailing Market Price."*

Consideration of such other business as may properly come before the meeting
The Chairman will take up agenda items received from stockholders on or before September 16, 2026, in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines.[5]

---

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

5 *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/.

*   *   *