COVER SHEET

1	6	3	6	7	1

SEC Registration Number

AYALALAND LOGISTICS HOLDINGS CORP.

(Company's Full Name)

3RD FLOOR GLORIETTA 5
AYALA CENTER MAKATI CITY

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

ATTY. JUNE VEE D. MONTECLARO-NAVARRO

(Contact Person)

8884-1106

(Company Telephone Number)

Definitive Information Statement

1	2		3	1
Month			*Day*	

(Fiscal Year)

2	0	-	I	S

(Form Type)

0	4		2	1
Month			*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 ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.

AyalaLand
LOGISTICS HOLDINGS CORP.

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of **AYALALAND LOGISTICS HOLDINGS CORP.** will be conducted virtually via http://www.ayalagroupshareholders.com/ on **THURSDAY, 21 APRIL 2022** at **9:00 o'clock in the morning**, with the following

AGENDA[1]

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of Previous Meeting
4. Annual Report
5. Ratification of the Acts of the Board of Directors and Officers
6. Approval of:
   a. the amendment to the Seventh Article of the Articles of Incorporation to increase the Authorized Capital Stock of up to Php10Bn through the creation of up to Php5Bn non-voting preferred shares with a par value of Php1.00 per share and the increase of common shares from Php7.5Bn to Php12.5Bn with a par value of Php1.00 per share; and
   b. the delegation to the Board of Directors of the final terms of the issuance of the shares and the features of the preferred shares, the implementation of the proposed increase in authorized capital stock and the creation of the preferred shares.
7. Election of Directors (Including the Independent Directors)
8. Appointment of External Auditor and Fixing of its Remuneration
9. Consideration of Such Other Business as May Properly Come Before the Meeting
10. Adjournment

Only stockholders of record at the close of business on **7 MARCH 2022** shall be entitled to notice of, and to vote at, this meeting.

Given the current circumstances and pursuant to the Company's By-Laws, the Board of Directors resolved on 16 December 2021 that the Annual Stockholders' Meeting be held in a fully virtual format, hence, stockholders may only attend the meeting by remote communication, by voting *in absentia* or by appointing the Chairman of the meeting as proxy. Stockholders intending to participate by remote communication should notify the Company on or before 8 April 2022.

Duly accomplished proxies shall be submitted on or before 8 April 2022 to the Office of the Corporate Secretary at 4/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City or by email. Validation of proxies is set for 12 April 2022.

Stockholders may participate in the meeting by remote communication or vote *in absentia* subject to validation procedures. The procedures for participating in the meeting through remote communication and for casting of votes *in absentia* will be set forth in the Information Statement[2].

Stockholders of record as of 7 March 2022 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 14 April 2022[3].

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

This notice supersedes the notice filed on 18 February 2022 with the Securities and Exchange Commission and the Philippine Stock Exchange.

Makati City, 24 February 2022.

JUNE VEE D. MONTECLARO-NAVARRO
Corporate Secretary

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[1] *See next page for the explanation for each agenda item.*
[2] *Stockholders should notify the Company at* corporate.secretary@ayalalandlogistics.com *of their preference to receive hard copies of the Information Statement and other ASM materials on or before 4 March 2022.*
[3] *The inclusion of the proposed agenda item is in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.*

EXPLANATION OF AGENDA ITEMS

Call to order
The Chairman will formally open the meeting at approximately 9:00 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, http://www.ayalagroupshareholders.com/, which may be accessed by the stockholders to register at the meeting and vote *in absentia*[4]. A stockholder participating by remote communication or who votes *in absentia* shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting:
(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@ayalalandlogistics.com and shall be limited to the items in the Agenda.
(ii) Each of the proposed resolutions will be shown on the screen during the livestreaming as the same is taken up at the meeting.
(iii) Stockholders must notify the Company on or before 8 April 2022 of their intention to participate in the Meeting by remote communication to be included in determining the existence of a quorum, together with the stockholders who voted *in absentia* and by proxy.
(iv) Voting shall only be allowed for stockholders registered in the Voting *in Absentia* and Shareholder (VIASH) System or through authorizing the Chairman of the meeting as proxy.
(v) Stockholders voting *in absentia*, who have previously registered in the VIASH System, may cast their votes electronically at any time using the VIASH System prior to or during the meeting.
(vi) All the items in the agenda for the 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.
(vii) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.
(viii) The Committee of Inspectors of Proxies and Ballots will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.
(ix) The meeting proceedings shall be recorded in audio and video format.
(x) A link to the recorded webcast of the meeting will be posted on the Company's website after the meeting. Stockholders shall have two weeks from posting to raise to the Company any issues, clarifications and concerns on the matters arising from the meeting conducted.

Approval of minutes of previous meeting
The minutes of the meeting held on 21 April 2021 are available at the Company's website, https://www.ayalalandlogistics.com.

A resolution approving the minutes will be presented to the stockholders and approved by the vote of the stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Annual report
The President and Chief Executive Officer, Maria Rowena M. Tomeldan, will deliver a report to the stockholders on the significant operational and financial performance as well as the milestones and achievements of the Company for the year 2021, and the outlook for 2022.

The Annual Report which contains the messages from the Chairman and President will be posted on the Company's website, https://www.ayalalandlogistics.com.

The Audited Financial Statements (AFS) as of 31 December 2021 will be presented to the stockholders for their approval. The AFS will be included in the Information Statement that may be accessed by the stockholders at the Company's website, https://www.ayalalandlogistics.com. The Audit Committee has recommended to the Board the approval of the AFS, and the Board has approved the AFS on 22 February 2022.

A resolution noting the report and approving the consolidated audited financial statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Ratification of the acts of the Board of Directors and officers
The acts of the Board and its Committees were those adopted since the annual stockholders' meeting on 21 April 2021 until 21 April 2022. They include the approval of agreements, projects, investments, treasury-related matters, corporate governance matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The acts of the officers were those taken to implement the resolutions of the Board or its Committees or in the general conduct of business.

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

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 stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Approval of the amendment of the Seventh Article of the Articles of Incorporation to increase the Authorized Capital Stock of up to Php10Bn, and the delegation to the Board of Directors of the final terms of the issuance of the shares and the features of the preferred shares, the implementation of the proposed increase in authorized capital stock and the creation of the preferred shares
Approval of the stockholders will be sought to increase the authorized capital stock of up to Php10Bn through the creation of up to Php5Bn non-voting preferred shares with a par value of Php1.00 per share, and the increase of common shares from Php7.5Bn to Php12.5Bn with a par value of Php1.00 per share and to amend the Seventh Article of the Articles of Incorporation to reflect such increase and features of the preferred shares. The increase in capital stock will provide alternative funding source for the Company's growth plans. The Board approved the increase and the corresponding amendment during its meeting on 22 February 2022.

A resolution on this agenda item must be approved by stockholders owning at least two-thirds (2/3) of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Election of directors (including the independent directors)
The Corporate Governance and Nomination Committee of the Board would have evaluated and determined that the nine (9) nominees to the Board, including the nominees for independent directors, have all the necessary qualifications to serve as directors and the expertise and competence, individually and collectively, to enable the Board to fulfill its roles and responsibilities and manage the Company to achieve its objectives.

The profiles of the candidates to the Board of Directors will be provided in the Information Statement.

Appointment of external auditor and fixing of its remuneration
The Audit Committee of the Board will endorse to the stockholders the appointment of SyCip Gorres Velayo & Co. (SGV & Co.) as the external auditor for the ensuing year as well as its proposed remuneration. The external auditor conducts an independent verification of the Company's financial statements and provides an objective assurance on the accuracy of its financial statements.

The profile of SGV & Co. will be provided in the Information Statement.

A resolution for the appointment of the external auditor, SGV & Co., and for the approval of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding capital stock voting *in absentia* or voting through the Chairman of the meeting as proxy.

Consideration of such other business as may properly come before the meeting
The Chairman will open the floor for comments and questions by the stockholders, and take up agenda items received from stockholders on or before 14 April 2022 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines[5].

[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/.*

PROXY

The undersigned stockholder of **AYALALAND LOGISTICS HOLDINGS CORP.** (the "Company") hereby appoints the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all shares registered in his/her/its name at the Annual Meeting of Stockholders to be held on **21 April 2022 (Thursday) at 9:00 a.m.** by remote communication and at any adjournments thereof for the purpose of acting on the following matters.

It is understood that if you sign without otherwise marking the form, the shares will be voted for the election of all nominees and for the approval of the matters stated below and for such other matters as may properly come before the meeting in the manner described in the Information Statement and/or recommended by management of the Board of Directors.

Hereunder are the matters to be taken up during the meeting. Please indicate your proposed selection by firmly placing an **"X"** in the appropriate box:

1. Approval of the Minutes of the 21 April 2021 Annual Stockholders' Meeting

   ☐ For ☐ Against ☐ Abstain

2. Approval of Annual Report for Calendar (CY) 2021 (including the Consolidated Audited Financial Statements for the CY ended 31 December 2021)

   ☐ For ☐ Against ☐ Abstain

3. Ratification of All Acts of the Board of Directors and Officers During the Preceding Year

   ☐ For ☐ Against ☐ Abstain

4. Approval of

   a. the amendment of the Seventh Article of the Articles of Incorporation to increase the Authorized Capital Stock of up to Php10Bn through the creation of up to Php5Bn non-voting preferred shares with a par value of Php1.00 per share and the increase of common shares from Php7.5Bn to Php12.5Bn with a par value of Php1.00 per share

   ☐ For ☐ Against ☐ Abstain

   b. the delegation to the Board of Directors of the final terms of the issuance of the shares, and the features of the preferred shares, the implementation of the proposed increase in authorized capital stock and the creation of preferred shares

   ☐ For ☐ Against ☐ Abstain

5. Election of the Nine (9) Directors (Including the Three (3) Independent Directors)

   ☐ Vote equally for nominees listed below:

	No. of Votes
☐ Bernard Vincent O. Dy	________
☐ Jose Emmanuel H. Jalandoni	________
☐ Maria Rowena M. Tomeldan	________
☐ Jaime Alfonso E. Zobel de Ayala	________
☐ Felipe U. Yap	________
☐ Nathanael C. Go	________
Independent Directors	
☐ Rex Ma. A. Mendoza	________
☐ Renato O. Marzan	________
☐ Cassandra Lianne S. Yap	________

6. Appointment of SyCip Gorres Velayo & Co. as External Auditor for the Ensuing Fiscal Year and Fixing of its Remuneration

   ☐ For ☐ Against ☐ Abstain

7. At its discretion, the proxy is authorized to vote on such matters as may properly come before the meeting

   ☐ For ☐ Against ☐ Abstain

____
Printed Name of Stockholder

____
Signature of Stockholder

Date: ____________

IF THE STOCKHOLDER IS A CORPORATION, A SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION AUTHORIZING THE CORPORATE OFFICER WHO SIGNED THIS PROXY MUST BE SUBMITTED TO THE CORPORATE SECRETARY AT corporate.secretary@ayalalandlogistics.com.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS CONSIDERED REVOKED IF THE STOCKHOLDER REGISTERS ON THE VOTING IN ABSENTIA & SHAREHOLDER (VIASH) SYSTEM AND/OR NOTIFIES THE COMPANY BY EMAIL BY 8 APRIL 2022 OF HIS INTENTION TO PARTICIPATE IN THE MEETING BY REMOTE COMMUNICATION.

STOCKHOLDERS PARTICIPATING BY REMOTE COMMUNICATION WILL NOT BE ABLE TO VOTE UNLESS THEY REGISTER IN THE VIASH SYSTEM OR AUTHORIZE THE CHARIMAN TO VOTE AS PROXY, ON OR BEFORE 8 APRIL 2022.

A SCANNED COPY OF THIS PROXY SHOULD BE SENT TO THE CORPORATE SECRETARY AT corporate.secretary@ayalalandlogistics.com **ON OR BEFORE 8 APRIL 2022 WHICH IS THE DEADLINE FOR SUBMISSION OF PROXIES. THIS PROXY NEED NOT BE NOTARIZED.**

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT OF
AYALALAND LOGISTICS HOLDINGS CORP.
(the "Registrant", "Company" or "ALLHC")
PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [ ] Preliminary Information Statement

   [x] Definitive Information Statement

2. Name of Registrant as specified in its charter **AYALALAND LOGISTICS HOLDINGS CORP.**

3. Province, country or other jurisdiction of incorporation or organization **REPUBLIC OF THE PHILIPPINES**

4. SEC Identification Number **163671**

5. BIR Tax Identification Code **000-804-342-000**

6. **3RD FLOOR GLORIETTA 5, AYALA CENTER, MAKATI CITY** **1224**
   Address of Principal Office Postal Code

7. Registrant's telephone number, including area code **(632) 8884-1106**

8. Date, Time and Place of the Meeting of Security Holders

Date	:	**21 APRIL 2022**
Time	:	**9:00 A.M.**
Place where the Chairman will preside over the virtual meeting	:	**28/F Tower One and Exchange Plaza Ayala Triangle Ayala Avenue, Makati City**

Online web address/URL
(for participation by remote communication and for voting in absentia) - http://www.ayalagroupshareholders.com/

9. Approximate Date on which the Information Statement is First to be Sent or given to Security Holders

   Date **29 MARCH 2022**

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class *(As of 28 February 2022)*	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common	**6,301,591,987**
Bank Loans Payable (consolidated)	**Php1.97 billion**

11. Are any or all of registrant's securities listed in a Stock Exchange?

    Yes __x__ No ______

    4,893,838,398 common shares are listed in the Philippine Stock Exchange *(as of February 28, 2022)*

INFORMATION REQUIRED IN INFORMATION STATEMENT

Part I

A. GENERAL INFORMATION

Item 1. **Date, time and place of meeting of security holders (hereafter, the "annual stockholders' meeting" or "meeting")**

(a) **Date** : **21 April 2022 (Thursday)**
Time : **9:00 a.m.**
Place where the Chairman will preside over the virtual meeting : **28/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City**

Online web address/URL:
(for participation by remote communication and for voting in absentia) - http://www.ayalagroupshareholders.com/

Complete mailing address of principal office of the Registrant/Company:

3rd Floor Glorietta 5, Ayala Center, Makati City 1224

(b) Copies of this Information Statement may be accessed by the Company's stockholders beginning **29 March 2022** at the Company's website.

WE ARE NOT ASKING FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND A PROXY.

Item 2. **Dissenters' Right of Appraisal**

Section 80 of the Revised Corporation Code of the Philippines ("Revised Corporation Code") provides for the instances where the stockholder shall have the right to dissent and demand payment of the value of his shares, as follows:

(a) in case of amendment to the articles of incorporation which has the effect of changing or restricting the rights of any stockholders or class of shares; or of authorizing preferences in any respect superior to those of outstanding shares of any class; or of extending or shortening the term of corporate existence;
(b) in case of sale, lease, exchange, transfer, mortgage, pledge or disposition of all or substantially all of the corporate property and assets;
(c) in case of merger and consolidation; and
(d) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

Section 81 of the Corporation Code provides:

Section 81. How Right is Exercised.- The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the corporation for the payment of the fair market value of shares held within thirty (30) days from the date on which the vote was taken: Provided, That the failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholders' shares, or the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within sixty (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom, shall be named by the stockholder, another by the corporation, and the third by the two (2) thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment:

Provided further, That upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the share to the corporation.

To be submitted for approval of the stockholders is the proposed increase in the Company's authorized capital stock of up to Php10Bn through the creation of up to Php5Bn non-voting preferred shares, with par value of Php1.00 per share, and issuance of common shares from Php7.5Bn to up to Php12.5Bn, with par value of Php1.00 per share, and the corresponding amendment of the Seventh Article of the Articles of Incorporation to reflect the increase in the Company's authorized capital stock. The creation of preferred shares may give rise to the exercise of appraisal right by a stockholder.

Item 3. **Interest of Certain Persons in, or Opposition to, Matters to be Acted Upon**

(a) No current director or officer of the Company, or nominee for election as director of the Company, or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.

(b) No director of the Company intends or has expressed an intention to oppose any action to be taken during the annual stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. **Voting Securities and Principal Holders Thereof**

(a) Number of Outstanding Shares as of 28 February 2022

Common Shares : 6,301,591,987

Number of Votes Entitled : one (1) vote per share

(b) All stockholders of record as of **7 March 2022** are entitled to receive notice and to vote at the annual stockholders' meeting.

(c) **Manner of Voting**

Sections 6 and 8, Article II of the Company's Amended By-laws[1] provide:

"6. Proxies - Proxies shall be in writing and signed by the stockholder and in accordance with existing laws, rules and regulations of the Securities and Exchange Commission. xxx

Each share of stock is entitled to one (1) vote, provided the share has not been declared delinquent.
(As amended at the Regular Meeting of the Board of Directors on 11 November 2020.)

8. Voting - A stockholder entitled to vote may vote in person, through remote communication, or *in absentia*, electronically or otherwise or may be represented by proxy at any regular or special meeting, subject to compliance with the rules and regulations as may be issued by the Securities and Exchange Commission from time to time; and provided, that the shares have not been declared delinquent. Stockholders casting votes through remote communication or *in absentia*, electronically or otherwise, shall be deemed present for purposes of determining the existence of a quorum.

The election of directors shall be by ballot and each stockholder may vote such number of share for as many persons as are directors to be elected, or he may give to one (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.
(As amended at the Regular Meeting of the Board of Directors on 11 November 2020.)"

These are consistent with Secs. 23 and 57 of the Revised Corporation Code.

[1] Approved by the Securities and Exchange Commission on 4 March 2021

The stockholders may vote electronically or *in absentia* using the online web address, http://ayalagroupshareholders.com/, subject to validation procedures. The detailed instructions for electronic voting *in absentia* are provided in **Annex "A"** hereof.

(d) **Security Ownership of Certain Record and Beneficial Owners and Management**

i. Security Ownership of Record and Beneficial Owners of more than 5% as of 28 February 2022:

Title of Class	Name & address of record owner & relationship with issuer	Name of Beneficial Owner & relationship with record owner	Citizenship	No. of Shares Held	Percent (%)
Common	Ayala Land, Inc. (ALI) [2] 31/F Tower One and Exchange Plaza, Ayala Triangle, Makati City -Stockholder	ALI [3]	Filipino	4,467,752,834 (direct)	70.90%
Common	PCD Nominee Corporation (Filipino) G/F MSE Bldg., Ayala Ave., Makati City	PCD Participants acting for themselves or for their customers[4]	Filipino	1,116,470,266	17.72%

ii. Security Ownership of Directors and Management as of 28 February 2022

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial ownership	Citizenship	Percent of Class (%)
Directors				
Common	Bernard Vincent O. Dy	2 (direct)	Filipino	0.00%
Common	Felipe U. Yap	3,010,000 (direct) 28,000,000 (indirect)*	Filipino	0.49%
Common	Jose Emmanuel H. Jalandoni	2 (direct)	Filipino	0.00%
Common	Maria Rowena M. Tomeldan	2 (direct) 199,000 (indirect)	Filipino	0.00%
Common	Jaime Alfonso E. Zobel de Ayala	1 (direct)	Filipino	0.00%
Common	Nathanael C. Go	1,025,000 (direct) 34,375,000 (indirect)	Filipino	0.56%
Common	Rex Ma. A Mendoza	1 (direct)	Filipino	0.00%
Common	Renato O. Marzan	1 (direct)	Filipino	0.00%
Common	Cassandra Lianne S. Yap	1,638,000 (indirect)	Filipino	0.03%
Officers				
Common	Augusto D. Bengzon	0	Filipino	0.00%
Common	Francis M. Montojo	0	Filipino	0.00%
Common	June Vee D. Monteclaro-Navarro	0	Filipino	0.00%
Common	Nimfa Ambrosia L. Perez-Paras	0	Filipino	0.00%
Common	Francis Paolo P. Tiopianco**	0	Filipino	0.00%
Common	Amelia Ann T. Alipao	0	Filipino	0.00%
Common	Annabeth R. Bernardo	0	Filipino	0.00%
	Total	**68,247,009**		**1.08%**

* Includes share subscriptions under the Employees Stock Ownership (ESOWN) Plan
** Resigned effective February 4, 2022

None of the Company's directors and management owns 2.0% or more of the outstanding capital stock of the Company.

[2] Ayala Land, Inc. is the parent of the Company.
[3] Under the By-Laws and the Revised Corporation Code, the ALI Board has the power to decide how ALI's shares are to be voted.
[4] Each beneficial owner of shares through a PCD participant is the beneficial owner to the extent of the number of shares in his account with the PCD Participant. There is no PCD Participant who owns more than 5% of the shares of the Company.

iii. Voting Trust Holders of 5% or More

The Company knows of no persons holding more than 5% of common shares under a voting trust or similar agreement.

iv. Change in Control of Registrant

No change in control in the Company has occurred since the beginning of its last fiscal year.

(e) **Foreign Ownership Level as of 28 February 2022**

Kind of Shares	Total Outstanding Shares	Shares Owned by Foreigners	Percent of Ownership
Common	6,301,591,987	95,700,757	1.52%

Item 5. **Directors and Executive Officers**

Article Sixth of the Articles of Incorporation of the Company provides:

"SIXTH: That the number of directors of the said corporation shall be nine (9) and that the names and residences of the directors of the said corporation who are to serve until their successors are elected and qualified as provided by the By-laws, xxx".

Attendance of Directors

The record of attendance of the directors at the meetings of the Board of Directors of the Company (the "Board") for calendar year 2021 is as follows:

Directors	No. of Board Meetings Attended/Held (in 2021 and during the incumbency of the director)	Percent Present
Bernard Vincent O. Dy	6/6	100%
Felipe U. Yap	6/6	100%
Jose Emmanuel H. Jalandoni	6/6	100%
Maria Rowena M. Tomeldan	6/6	100%
Jaime Alfonso E. Zobel de Ayala	6/6	100%
Nathanael C. Go	6/6	100%
Rex Ma. A. Mendoza	6/6	100%
Renato O. Marzan	6/6	100%
Cassandra Lianne S. Yap	6/6	100%

The officers, unless removed by the Board, shall serve as such until their successors are elected or appointed.

(a) **Information required of Directors and Executive Officers**

i. Directors and Executive Officers

The following persons, who constitute the final list of candidates for election as directors presented and approved by the Corporate Governance and Nomination Committee (which is composed of Ms. Cassandra Lianne S. Yap*, Chairman, Mr. Rex Ma. A. Mendoza and Mr. Renato O. Marzan) have been nominated to the Board for the ensuing year and have accepted their nomination:
*appointed as Chairman on 9 November 2021

Name	Age (as of 31 Jan. 2022)	Citizenship
Bernard Vincent O. Dy	58	Filipino
Felipe U. Yap	84	Filipino
Jose Emmanuel H. Jalandoni	54	Filipino
Maria Rowena M. Tomeldan	60	Filipino
Jaime Alfonso E. Zobel de Ayala	31	Filipino

Nathanael C. Go	46	Filipino
Rex Ma. A. Mendoza – Independent Director	59	Filipino
Renato O. Marzan – Independent Director	73	Filipino
Cassandra Lianne S. Yap – Independent Director	32	Filipino

All of the above nominees are incumbent directors of the Company and were nominated for re-election as directors.

In accordance with SRC Rule 38 and Section 2, Article III (The Independent Director) of the Company's By-Laws, the Company's Corporate Governance and Nomination Committee evaluated the qualifications of the nominees and prepared the final list of nominees prior to the annual stockholders' meeting. Only such nominees whose names appear in the final list of candidates are eligible for election as directors, including independent directors. No other nomination shall be entertained or allowed on the floor during the annual stockholders' meeting. In case of failure of election for independent directors, the Chairman of the meeting shall call a separate election during the same meeting to fill up the vacancy.

Messrs. Bernard Vincent O. Dy, Jose Emmanuel H. Jalandoni, Jaime Alfonso E. Zobel de Ayala and Ms. Maria Rowena M. Tomeldan were nominated by ALI. Mr. Felipe U. Yap was nominated by F. Yap Securities, Inc. Mr. Nathanael C. Go was nominated by Mr. David C. Go. All nominees to the Board and their nominators are stockholders of the Company.

Messrs. Rex Ma. A. Mendoza and Renato O. Marzan were nominated as independent directors of the Company by ALI. Mr. Mendoza is an independent director of ALI at present. Messrs. Mendoza and Marzan used to be with Ayala Group many years ago as stated in **Annex B.** Ms. Cassandra Lianne S. Yap was nominated as independent director of the Company by Lucky Securities, Inc., a stockholder of the Company. As verified by the Corporate Governance and Nomination Committee, all three nominees are not related to ALI. Ms. Yap is not related to Lucky Securities, Inc.

The list of the directors and officers as well as a summary of the qualifications and date when first elected of the incumbent directors, nominees for directors for election at the annual stockholders' meeting and incumbent officers are set forth in **Annex "B".** The Certificates of Qualification of the Independent Directors are attached to this Information Statement as **Annex "B-1".**

ii. Significant Employees

The Company's entire work force is considered as significant employees. The entire work force is expected to work as a team to attain the Company's objectives. There is no employee who is expected to make individually on his own a significant contribution to the business of the Company.

iii. Family Relationships

The independent director, Ms. Cassandra Lianne S. Yap, is the niece of a director, Mr. Felipe U. Yap. Ms. Yap is qualified to be an independent director under Sec. 1.9, Art. III of the Company's Manual on Corporate Governance, as revised on 22 February 2022 (the "Revised Corporate Governance Manual").

There are no other family relationships up to fourth civil degree, either by consanguinity or affinity, among the abovenamed directors and executive officers.

iv. Involvement in Certain Legal Proceedings

None of the abovementioned directors and executive officers is involved in any of the following events or legal proceedings that occurred during the past five (5) years up to the date of filing of this Information Statement which are material to an evaluation of the ability and integrity of the said directors and executive officers:

a. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two (2) years prior to that time;
b. Any conviction by final judgment in a criminal proceeding, domestic or foreign or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
c. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and

d. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or self-regulatory organization, to have violated a securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

The pending legal proceedings involving the Company or any of its subsidiaries or affiliates which may be considered significant are discussed in **Annex "C"**.

(b) **Certain Relationships and Related Transactions**

The Company and its subsidiaries in their normal course of business, have entered into transactions with related parties principally consisting of noninterest-bearing advances, reimbursement of expenses, purchase of real estate property and purchase and sale of shares of stock, construction contracts, marketing, leasing, management and administrative service agreements. As disclosed in Note 18 of the Notes to Consolidated Financial Statements, the Company and the related parties have common stockholders.

The Company negotiates transactions with related parties on an arm's length basis, with due consideration of current market prices at the time of the transactions.

The Company's employees are required to disclose any business or family-related transactions with the Company to ensure that potential conflicts of interest situations are brought to the attention of Management.

There was no transaction during the last two (2) years, without proper disclosure, to which the Company was a party, in which any of the following persons had or is to have a direct or indirect material interest:

a. Any director or executive officer of the Company;
b. Any nominee for election as a director;
c. Any security holder named in Item 4 (d) (i) and (ii) above; and
d. Any member of the immediate family (including spouse, parents, children, siblings and in-laws) of any of the persons named in the immediately preceding subparagraphs (a) (b) and (c) hereof.

(c) **Ownership Structure and Parent Company**

As of 28 February 2022, ALI owns 70.90% of the total outstanding shares of the Company.

(d) **Disagreement with Registrant**

To date, no director has resigned or declined to stand for re-election to the Board of Directors due to any disagreement with the Company relating to the Company's operations, policies or practices.

Item 6. **Compensation of Directors and Executive Officers**

(a) **Executive Compensation**

Information as to aggregate compensation paid or accrued during the last two (2) fiscal years and the ensuing fiscal year to the Company's Chief Executive Officer and four (4) other most highly compensated executive officers.

Summary Compensation Table

Annual Compensation

Name	Calendar Year	Salary (in ₱000s)	Bonus (in ₱000s)	Other Annual Compensation (in ₱000s)
Maria Rowena M. Tomeldan (President/CEO)	2020 2021 2022	- - -	- - -	- - -
Francis M. Montojo (Chief Finance Officer/Compliance Officer/ Chief Risk Officer)	2020 2021 2022	- - -	- - -	- - -
Patrick John C. Avila (Head, Industrial Parks and Real Estate Logistics Group)	2020 2021 2022	- - -	- - -	- - -
Marita C. Cabral (Head, Human Resources)	2020 2021 2022	- - -	- - -	- - -

Maria Norina U. Raniel (Head, Commercial Leasing Group)	2020 2021	- -	- -	- -
Jessica O. Santos * (Head, Commercial Leasing Group)	2021 2022	- -	- -	- -
CEO and four most highly compensated Executive Officers	2020 Actual 2021 Actual *2022 (projected)*	- - -	- - -	- - -
All other officers** and directors∞ as a group unnamed	2020 Actual *2021 Actual* *2022 (projected)*	3,740.00 *4,240,000* *4,320,000*	- -	- -

* Appointed on 1 February 2021 to replace Ms. Norina Raniel
** Vice President and up; excludes managers
∞ Compensation consists of per diems; excludes ESOWN Plan shares

The above executive officers are employees of ALI assigned to the Company and their salaries and benefits are paid by ALI. Management fees paid by the Company to ALI cover part of the compensation of the executive officers of ALLHC (i.e., President/CEO, CFO/Treasurer, heads of Human Resources, Industrial Parks Group and Commercial Leasing Group). The per diems of the ALI nominee-directors including that of the President, were paid to the nominating company, ALI. For 2021, the directors received per diems as compensation, the amounts of which were approved by the stockholders in 2017.

The total annual compensation of all directors and senior personnel from managers and up was paid in cash.

(b) **Compensation of Directors**

Section 11 of Article III of the Amended By-Laws provides:

11. Compensation of Directors – Directors are entitled to receive form the Corporation, pursuant to a resolution of the Board of Directors, fees and other compensation for their services. In no case shall the total yearly compensation of Directors exceed ten percent (10%) of the net income before income tax of the Corporation during the preceding year.

The Personnel and Compensation Committee of the Board of Directors shall have the responsibility of recommending to the Board of Directors the fees and other compensation of directors. In discharging this duty, the committee shall be guided by the objective of ensuring that the level of compensation should fairly pay directors for work required in a company of the Corporation's size and scope. No director shall be involved in deciding his own remuneration during his incumbent term.
(As amended at the Regular Meeting of the Board of Directors on 11 November 2020.)

(i) Standard Arrangement

The Board of Directors are entitled to receive such compensation as fixed by the Board for services as director. The directors receive as compensation, per diems fixed by the Board of Directors, as recommended by the Personnel and Compensation Committee, and approved by the stockholders.

During the annual stockholders' meeting on 13 January 2017, the stockholders approved the resolution fixing the director's per diem of directors starting 2017 as follows:

Board meeting fee per meeting attended	Php40,000.00
Committee meeting fee per meeting attended	Php30,000.00

The total compensation, consisting of per diems, received by/accrued to each director in 2021 for their attendance in all the meetings of the Board and committees are as follows:

Director	**Total Remuneration/ Per Diem**
Jose Emmanuel H. Jalandoni*	Php380,000.00
Felipe U. Yap	380,000.00
Bernard Vincent O. Dy*	320,000.00
Maria Rowena M. Tomeldan*	450,000.00
Jaime Alfonso E. Zobel de Ayala*	320,000.00
Nathanael C. Go	320,000.00

Rex Ma. A. Mendoza	740,000.00
Renato O. Marzan	710,000.00
Cassandra Lianne S. Yap	620,000.00

*Per diems were paid to their nominating company

(ii) Other Arrangement

None of the non-executive directors has been contracted and compensated by the Company for services other than those provided as a director. The Company has no arrangement with regard to the compensation of its non-executive directors other that the compensation received as herein stated.

One of the Company's non-executive directors availed of the stock grant in 2018 under the ESOWN Plan of the Company. The details of the ESOWN Plan are discussed in Item 6 (d) – Warrants and Options Outstanding below.

(c) **Employment Contracts/Termination of Employment/Change-in Control Arrangements**

The present executive officers of the Company are regular employees of ALI and are covered by their respective engagement/employment contracts with ALI which provide for their functions corresponding to their position/rank.

There are no special terms or compensatory plans or arrangements relative to the resignation, termination of employment of such executive officers. No incumbent executive officer has been granted an ESOWN benefit by the Company.

The Company has no change-in-control arrangements with its executive officers.

(d) **Warrants and Options Outstanding**

In August 2015, the Board of Directors of the Company approved the Terms and Conditions of its ESOWN Plan covering 250 million common shares of the Company for its directors and employees as of June 30, 2015. The ESOWN Shares were issued in two (2) tranches: (i) Tranche 1 – covering 32 million shares; and (ii) Tranche 2 – covering 218 million shares (First Availment - 43 million shares, and Second Availment- 175 million shares).

Total number of shares subscribed under the ESOWN Plan are as follows: Tranche 1- 29,161,115 shares (excluding 144,485 shares returned to the Plan Pool); Tranche 2- First Availment- 26,629,700 shares; Tranche 2- Second Availment – 103,692,268 shares. Exercise price was P1.00 per share for Tranche 1 and P1.68 per share for Tranche 2. Except for Mr. Felipe U. Yap, no other incumbent director or executive officer of the Company was granted any ESOWN Plan shares.

There were no stock grants after 31 December 2018.

Item 7. **Independent Public Accountants**

Pursuant to the General Requirements of SRC Rule 68 (3)(b)(iv)(ix) (Qualification and Reports of Independent Auditors), SyCip Gorres Velayo & Co. (SGV) was appointed by the stockholders of the Company as its external auditor for this audit period. Upon the recommendation of its Audit Committee (composed of Mr. Rex Ma. A. Mendoza, Chairman, Atty. Renato O. Marzan and Ms. Cassandra Lianne S. Yap, members) to the Board, the same accounting firm is being recommended for appointment at the annual stockholders' meeting.

SGV was founded in 1946, and is the largest auditing firm in the Philippines at present. It is a member practice of Ernst & Young Global Limited since 2002. It offers services on assurance, tax, consulting, strategy and transactions.

Mr. Carlo Paolo V. Manalang is the Partner-in-Charge assigned to handle the Company's audit for 2021. This is his fourth year as Partner-in-Charge of the audit. There has been no resignation, dismissal or change in the external auditor of the Company for the past three (3) fiscal years.

The Company's Audit Committee Charter provides for rotation of the partner every five (5) years, or as may be prescribed under applicable laws and regulations on rotation of external auditor or key engagement partners as provided under the Revised Corporate Governance Manual. There were no disagreements with external auditor on matters relating to accounting principles or practices or financial disclosures for the same period.

The representatives of SGV are expected to be present during the annual stockholders' meeting of the Company. They are not expected to make a statement but may do so if they so desire. They are ready to answer questions, if any, on the 2021 audited financial statements of the Company.

(a) Audit and Audit-Related Fees

The Company paid the following audit and non-audit service fees, including Value Added Tax, in the past two (2) years:

Audit and Audit-Related Fees:

	CY 2021	CY 2020
Professional Fees (SGV)	Php2,027,000.00	Php1,950,000.00
Value Added Tax	243,000.00	234,000,00
Total Audit Fees	Php2,270,000.00	Php2,184,000.00

The non-audit services fees:

	CY 2021	CY 2020
Other Fees*	Php152,000.00	Php60,000.00
Value Added Tax	18,240.00	7,200.00
Total Non-Audit Fees	Php170,240.00	PhP67,200.00

* includes SGV fees for the review of the BOI reports of Unity Realty and Development Corporation and Laguna Technopark, Inc. (2019-2021) and validation of votes during the 2021 annual stockholders' meeting

The appointment of SGV and fixing of the auditor's fee will be presented to the stockholders for their approval at the annual stockholders' meeting.

(b) Tax Fees

There were no tax advisory services rendered by the auditor or any other entity to the Company in 2021.

Item 8. **Compensation Plans**

There are no matters or actions to be taken up in the meeting with respect to any compensation plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. **Authorization or Issuance of Securities Other than for Exchange**

The Board in its meeting on 22 February 2022, resolved to submit for approval of the stockholders the following:

(a) Increase in authorized capital stock of up to Php10Bn through the creation of up to Php5Bn non-voting preferred shares with a par value of Php1.00 per share, and the increase of common shares from Php7.5Bn to Php12.5Bn with a par value of Php1.00 per share, and the corresponding amendment of the Seventh Article of the Articles of Incorporation to reflect the increase;

(b) Delegation to the Board of the final terms of the issuance of shares and features of the preferred shares

The increase in capital stock will provide alternative funding source for the Company's growth plans. Appropriate disclosures will be released upon determination of the final terms of the issuance of the shares.

Description of the Registrant's Shares

(a) The Company shall issue from the increase in authorized capital stock of up to Php10Bn, Php5Bn common shares of stock with par value of Php1.00 per share, and non-voting preferred shares of up to Php5Bn, with par value of Php1.00 per share.

(b) The common shares to be created from the capital increase shall have the same rights and privileges as the existing common shares of the Company. The common shares have voting rights and right to receive dividends; right to information, and appraisal right. The common shares shall have no pre-emptive rights, as provided in the Company's Articles of Incorporation.

The preferred shares are non-voting. These shares shall be entitled to dividends. Stockholders' approval is sought for the delegation to the Board of the final terms of the issuance of the shares and the features of the preferred shares and the timeline of the implementation of the proposed amendments pertaining to the increase in authorized capital stock. The features of the preferred shares are to be determined as soon as approved by the Board of Directors in due course.

There is no provision in the Articles of Incorporation or By-Laws which would delay, defer or prevent a change in control of the registrant.

The increase in capital will be used as funding source for the Company's expansion projects and growth plans, which may include acquisition of lands, development of industrial parks, warehouses and facilities or new business projects. The approximate amount and time to be devoted for such purposes will be made in due time and appropriate disclosures will be released.

The issuance of securities will be for cash. The issuance of common shares and creation of preferred shares may result in the dilution of holdings of existing shareholders.

Item 10. **Modification or Exchange of Securities**

There are no matters or actions to be taken up for the modification of the Company's securities or the issuance or authorization for issuance of one class of the Company's securities in exchange for outstanding securities of another class.

Item 11. **Financial and Other Information**

The audited financial statements as of 31 December 2021, Management's Discussion and Analysis, Market Price of Shares and Dividends and other data related to the Company's financial information are attached hereto as **Annex "D"**. The Schedules required under Part IV(c) of Rule 68 are also attached to Annex "D" and will be included in the Annual Report (SEC Form 17-A).

Item 12. **Mergers, Consolidations, Acquisitions and Similar Matters**

There are no matters or actions to be taken up in the annual stockholders' meeting with respect to merger, consolidation, acquisition by sale, or liquidation of the Company.

Item 13. **Acquisition or Disposition of Property**

There are no matters or actions to be taken up in the annual stockholders' meeting with respect to acquisition or disposition of any property by the Company requiring stockholders' approval under the Revised Corporation Code.

Item 14. **Restatement of Accounts**

There was no restatement of account for CY 2021.

D. OTHER MATTERS

Item 15. **Action with Respect to Reports**

(a) Approval of the minutes of Annual Stockholders' Meeting (ASM) held on 21 April 2021 covering the following matters:
  i. Approval of minutes of the 2020 annual stockholders' meeting
  ii. Annual Report for calendar year 2020 (including consolidated audited financial statements (FS) for the calendar year ended 31 December 2020)
  iii. Ratification of all acts and resolutions of the Board of Directors and Management beginning 13 April 2020 until 21 April 2021
  iv. Election of directors (including the Independent Directors)
  v. Appointment of external auditor and fixing of its remuneration
  vi. Other Matters which include update on the impact of Covid-19 and the initiatives undertaken by the Corporation to ensure the safety of its employees, workers, tenants and customers.

Copy of the 2021 ASM minutes (Annex E) was posted on the Company's website within five (5) business days from ASM date and may be accessed at https://www.ayalalandlogistics.com/wp-content/uploads/2021/04/ALLHC-Minutes-ASM-21-April-2021.pdf

The minutes contain the following information:

1. A description of the voting and vote tabulation procedures used in the meeting;
2. A description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given;
3. The matters discussed and resolutions reached;
4. A record of the voting results for each agenda item; and
5. A list of the directors, officers and the percentage of outstanding and voting shares of stockholders who attended and participated in the meeting.

(b) Approval of the annual report of Management for the year ended 31 December 2021, including the Company's 2021 audited consolidated financial statements and supplementary schedules.

(c) The Board and the committees conduct performance self-assessment every year through a self-assessment questionnaire. Starting in 2020, the online surveys replaced the physical questionnaires. The Board questionnaire cover topics such as composition, roles and functions, board strategy, and risk management; the committee surveys cover quality of relationship with management, effectiveness of board processes and meetings, and performance of individual board member. The results of the surveys are collated by the Office of Compliance Officer and reported to the Board and respective committees. The 2021 self-assessment questionnaires are pending completion.

Item 16. **Matters Not Required to be Submitted**

There are no matters or actions to be taken up in the meeting that will not require the vote of the stockholders as of record date.

Item 17. **Amendment of Charter, By-laws or Other Documents**

On 22 February 2022, the Board of Directors approved the increase in authorized capital stock of the Company of up to Php10Bn through the creation of up to Php5Bn non-voting preferred shares with a par value of Php1.00 per share, and the increase of common shares from Php7.5Bn to Php12.5Bn with a par value of Php1.00 per share, as well as the corresponding amendment of the Seventh Article of the Articles of Incorporation. The stockholders will consider the amendment and the delegation to the Board of the final terms of the issuance of the shares and the features of the preferred shares and the timeline on the implementation of the proposed amendments.

The proposed increase in the authorized capital stock will serve as an alternative funding source for the Company given its expansion plans and growth aspirations.

The amended provision of the Seventh Article of the Articles of Incorporation will be disclosed after the Board approves the final terms of the issuance of the shares and the features of the preferred shares in due course. An increase in authorized capital stock may result in change in equity holdings of present stockholders.

On 9 November 2021, the Board of Directors ratified and approved the amendments to the 1) charters of the Board of Directors, Executive Committee and Personnel and Compensation Committee, 2) Manual on Corporate Governance, and 3) Insider Trading Policy. On 16 December 2021, the Board ratified the 1) Charter of the Risk Management and Related Party Transactions Committee, and 2) Related Party Transactions Policy. These documents were amended to align with those of the parent company, ALI, the Company's By-Laws and the Revised Corporation Code. On 22 February 2022, the Board of Directors also ratified and approved the amendment to the provision of the Manual on Corporate Governance pertaining to the rotation of external auditor or key engagement partners.

Item 18. **Other Proposed Actions**

(a) Ratification of all acts and resolutions of the Board of Directors and Officers since the annual stockholders' meeting on 21 April 2021 until 21 April 2022, which include, among others:

i. Approval of 2021 audited financial statements, management representation letter and 2022 internal audit plan
ii. Election of officers

iii. Appointment of chairmen and members of the Board Committees
iv. Ratification and confirmation of the actions of the Board Committees
v. Updating the list of attorneys-in-fact of the Company for various transactions
vi. Updating of list of bank counterparty risk limits and bank signatories
vii. Acquisition of shares, real properties and cold facility
viii. Establishment of term facility and short-term credit facilities, and loan availment
ix. Registration with the online submission tool of and submission of email addresses and phone numbers the Securities and Exchange Commission
x. Planning and construction of warehouses and cold logistics facilities
xi. Re-auction of delinquent shares
xii. Corporate governance matters including amendments of the Manual on Corporate Governance, Board Charter, Board Committee Charters, company policies on Insider Trading and Related Party Transactions
xiii. Creation of the Risk Management and Related Party Transactions Committee and approval of its charter
xiv. Write-off of receivables
xv. Schedule of the 2022 annual stockholders' meeting
xvi. Matters covered disclosed to the SEC and PSE.

(b) Election of the members of the Board including the independent directors for the ensuing year; and
(c) Appointment of the external auditor and fixing of its remuneration.

Item 19. **Voting Procedures**

(a) Vote required

The affirmative vote of stockholders representing at least a majority of the issued and outstanding capital stock entitled to vote and represented at the annual stockholders' meeting is required for approval of the matters presented to the stockholders for decision, except for the amendment of the Articles of Incorporation. The election of directors is by plurality of votes.

The amendment of the Articles of Incorporation and the delegation to the Board of Directors of the final terms of the issuance of the shares, and the features of the preferred shares, the implementation of the proposed increase in authorized capital stock and the creation of preferred shares require the affirmative vote of two-thirds (2/3) of the outstanding capital stock of the Company.

(b) Method by which votes will be counted: Straight and cumulative

In all items for approval, each stockholder as of the Record Date may vote the number of shares of stock standing in his/her name on the books of the Company. Each share represents one vote. As explained in Item 20 below, stockholders will only be allowed to vote by appointing the Chairman of the meeting as their proxy or electronically *in absentia*.

In the case of the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected, or he/she may cumulate the aforesaid shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he/she may distribute them on the same principle among as many nominees as he/she may see fit; provided that, the whole number of votes cast by him/her shall not exceed the number of shares owned by him/her multiplied by the total number of directors to be elected.

Proxies shall be in writing, signed and filed, by the stockholders, in the form provided in this Information Statement, and shall be received by the Corporate Secretary on or before 8 April 2022.

A stockholder may vote electronically *in absentia* using the online web address, http://ayalagroupshareholders.com/, subject to validation procedures. A stockholder voting electronically *in absentia* shall be deemed present for purposes of quorum.

All votes shall be counted and tabulated by the Company's Committee of Inspectors of Proxies and Ballots composed of Atty. June Vee D. Monteclaro-Navarro, Chairman, Ms. Francis M. Montojo and Ms. Michelle Marie T. Valbuena as members) and the results will be validated by an independent third party.

Item 20. Participation of Shareholders by Remote Communication

To ensure the safety and welfare of our stockholders given the current circumstances, the Board of Directors, during their regular meeting on November 16, 2021, approved the holding of the meeting in a fully virtual format. Stockholders may only attend the meeting by remote communication, as set forth below, and by voting *in absentia*, as provided in Item 4(c) and Item 19 above, or voting through the Chairman of the meeting as proxy. For the avoidance of doubt, stockholders shall not be allowed to physically attend the meeting and may only participate through the means identified above.

The live webcast of the meeting shall be accessible through the following online web address: http://www.ayalagroupshareholders.com/ to stockholders who registered in the Voting in Absentia Shareholder (VIASH) System. A meeting livestreaming access button will be available on the Stockholders' dashboard in the VIASH System on the date of the Meeting as indicated in the Company's Notice of Meeting. To enable the Company to perform validation procedures, identify the shareholders participating by remote communication and record their presence for purposes of quorum, the shareholders shall inform the Company by email on or before 8 April 2022, of their participation in the meeting by remote communication. Stockholders may email questions or comments prior to or during the meeting, All email communications must be sent to corporate.secretary@ayalalandlogistics.com within the prescribed period. The detailed instructions for participation through remote communication are attached as **Annex "A"**.

Item 21. Acceptance of Stockholder Proposals on Agenda Item

Stockholders of record as of 7 March 2022 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 14 April 2022.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 18 March 2022.

AYALALAND LOGISTICS HOLDINGS CORP.
By:

JUNE VEE D. MONTECLARO-NAVARRO
Corporate Secretary

ANNEX "A"

2022 ANNUAL STOCKHOLDERS' MEETING
OF
AYALALAND LOGISTICS HOLDINGS CORP.
(THE "MEETING")

REQUIREMENTS AND PROCEDURE FOR
ELECTRONIC VOTING *IN ABSENTIA*
AND
PARTICIPATION BY REMOTE COMMUNICATION

Electronic voting *in absentia* and participation by remote communication shall be allowed only through complete registration and successful validation in the Voting *in Absentia* & Shareholder (VIASH) System.

I. ELECTRONIC VOTING IN ABSENTIA

1. Stockholders as of record date of **7 March 2022** ("Stockholders") have the option of electronic voting *in absentia* on the matters in the Agenda, after complete registration and successful validation in the VIASH System. Stockholders with e-mail addresses on record shall be sent an e-mail with a link to the VIASH System. To register in the VIASH System, Stockholders shall simply follow the instructions sent in the e-mail.

2. Stockholders who have registered in the VIASH System for the 2021 annual stockholders meeting may continue using their credentials (username and password) to log-in and need not resubmit the requirements provided in Item 5 below.

3. Otherwise, Stockholders may access the link http://www.ayalagroupshareholders.com/ to create an account and register in the VIASH System. Stockholders should complete the online registration form and submit for validation together with the requirements provided in Item 5 below.

4. All registered accounts shall be subject to the validation process set forth in Item 5 below. The deadline for registration to vote *in absentia* is **8 April 2022** ("Registration Deadline"). The VIASH System will be open for registration on 29 March 2022.

5. The following are needed for registration:

   5.1 For individual Stockholders –

   5.1.1 A recent photo of the Stockholder, with the face fully visible (in JPG or PNG format). The file size should be no larger than 5MB;
   5.1.2 A scanned-copy of the Stockholder's valid government-issued ID showing photo and personal details, preferably with residential address (in JPG or PDF format). The file size should be no larger than 5MB;
   5.1.3 A valid and active e-mail address;
   5.1.4 A valid and active contact number;

   5.2 For Stockholders with joint accounts –

   A scanned copy of an authorization letter signed by all Stockholders, identifying who among them is authorized to cast the vote for the account (in JPG or PDF format). The file size should be no larger than 5MB;

   5.3 For Stockholders under Broker accounts –

   5.3.1 A broker's certification on the Stockholder's number of shareholdings (in JPG or PDF format). The file size should be no larger than 5MB;
   5.3.2 A recent photo of the stockholder, with the face fully visible (in JPG or PNG format). The file size should be no larger than 5MB;
   5.3.3 A scanned copy of the Stockholder's valid government-issued ID showing photo and personal details, preferably with residential address (in JPG or PDF format). The file size should be no larger than 5MB;
   5.3.4 A valid and active e-mail address;
   5.3.5 A valid and active contact number;

5.4 For corporate Stockholders –

5.4.1 A secretary's certificate attesting to the authority of the representative to vote for, and on behalf of the Corporation (in JPG or PDF format). The file size should be no larger than 5MB;
5.4.2 A recent photo of the Stockholder's representative, with the face fully visible (in JPG or PNG format). The file size should be no larger than 5MB;
5.4.3 A scanned copy of the valid government-issued ID of the Stockholder's representative showing photo and personal details, preferably with residential address (in JPG or PDF format). The file-size should be no larger than 5MB;
5.4.4 A valid and active e-mail address of the Stockholder's representative;
5.4.5 A valid and active contact number of the Stockholder's representative.

Important Notes:

- Stockholders who as of record date are also stockholders of the other publicly-listed corporations in the Ayala group only need to register one account in the VIASH System and may "Add another company" in their respective profiles, as applicable. The digital absentee ballot for each corporation shall be separately accessed from the Stockholder's Dashboard in the VIASH System and votes shall be cast per corporation.

- Considering the prevailing extraordinary circumstances in relation to COVID-19, the Company shall allow electronic signature for the required documents, as applicable. Notarization requirement shall also be dispensed with at this time. However, the Company reserves the right to request additional information, and original signed and notarized copies of these documents at a later time.

- Incomplete or inconsistent information may result in an unsuccessful registration. As a result, Stockholders will not be allowed access to vote electronically *in absentia*, but may still vote through the Chairman of the Meeting as proxy, by submitting a duly accomplished proxy form, on or before 8 April 2022.

6. The validation process in the VIASH System will be completed by the Corporation no later than three (3) business days from the date of the Stockholder's complete registration. The Stockholder's dashboard in the VIASH System will indicate the status of registration.

   Once validated, the Stockholder will receive an e-mail confirmation on their successful registration. Registered Stockholders have until the end of the Meeting to cast their votes *in absentia*.

7. All agenda items indicated in the Notice of the Meeting will be set out in the digital absentee ballot in the VIASH System and the registered Stockholder may vote as follows:

   7.1 For items other than the Election of Directors, the registered Stockholder has the option to vote: For, Against, or Abstain. The vote is considered cast for all the registered Stockholder's shares.
   7.2 For the Election of Directors, the registered Stockholder may either: (1) vote for all nominees, (2) not vote for any of the nominees, or (3) vote for some nominees only, in such number of shares as preferred by the Stockholder, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of directors to be elected.

   Once voting on the agenda items is finished, the registered Stockholder can proceed to submit the accomplished ballot by clicking the 'Submit' button.

   The VIASH System will prompt the Stockholder to confirm the submission of the ballot. The votes cast *in absentia* will have equal effect as votes cast by proxy.

   After the ballot has been submitted, Stockholders may no longer change their votes except by submitting a duly accomplished proxy form within the set deadline.

8. The Committee of Inspectors of Proxies and Ballots will tabulate all votes cast *in absentia* together with the votes cast by proxy, and a firm selected for this purpose will validate the results.

II. PARTICIPATION BY REMOTE COMMUNICATION

1. Stockholders as of **7 March 2022** ("Stockholders") are required to register in the VIASH System to participate by remote communication in the Meeting on 21 April 2022. A Meeting livestreaming access button will be available in the Stockholder's dashboard in the VIASH System on the Meeting date as indicated in the Company's Notice of the Meeting.

2. The procedure and requirements for registration in the VIASH System are found in the Electronic Voting *in Absentia* section in this Annex. The deadline for registration to participate by remote communication is on **8 April 2022**.

3. In addition to registration in the VIASH System, Stockholders are requested to notify the Company by e-mail to corporate.secretary@ayalalandlogistics.com on or before **8 April 2022** of their intention to participate in the Meeting by remote communication.

4. Only the Stockholders who have notified the Company of their intention to participate in the Meeting by remote communication, together with the Stockholders who voted *in absentia* and by proxy, will be included in the determination of quorum at the Meeting.

5. Stockholders participating by remote communication may vote anytime until the end of the Meeting using the digital ballot in the VIASH System.

6. Stockholders may send their questions and/or remarks prior to or during the Meeting by e-mail to corporate.secretary@ayalalandlogistics.com.

7. A link to the recorded webcast of the Meeting will be posted on the Company's website after the Meeting. Stockholders shall have two weeks from posting to raise to the Company any issues, clarifications and concerns on the Meeting conducted by e-mail to corporate.secretary@ayalalandlogistics.com.

For any clarifications, please contact our Office of the Corporate Secretary through corporate.secretary@ayalalandlogistics.com.

ANNEX "B"

DIRECTORS AND KEY OFFICERS
(as of 31 December 2021)

The write-ups below include positions held as of 31 December 2021 and in the past five (5) years, and personal data as of 31 December 2021 of directors and executive officers.

Board of Directors:

Jose Emmanuel H. Jalandoni
Felipe U. Yap
Bernard Vincent O. Dy
Maria Rowena M. Tomeldan
Jaime Alfonso E. Zobel de Ayala
Nathanael C. Go
Rex Ma. A. Mendoza
Renato O. Marzan
Cassandra Lianne S. Yap

Jose Emmanuel H. Jalandoni, Filipino, 54, has served as the Chairman of the Company since April 12, 2018. He was the President of the Company from February 24, 2016 to February 19, 2018. He is a Senior Vice President and a member of the Management Committee of ALI. He is the Group Head of ALI's commercial businesses including malls, offices, hotels, resorts. He is Chairman of AREIT, Inc., a publicly-listed subsidiary of ALI. His other significant positions are: Chairman, President and Chief Executive Officer of Northgate Hotel Ventures, Inc. and Southcrest Hotel Ventures, Inc.; Chairman of the Board of ALI Commercial Center, Inc., ALI Makati Hotel and Residences, Inc., ALI Makati Hotel Property, Inc., ALI Triangle Hotel Ventures, Inc., Arca South Hotel Ventures, Inc., AsiaTown Hotel Ventures, Inc., Ayala Hotels, Inc., AyalaLand Hotels and Resorts Corporation, AyalaLand Medical Facilities Leasing, Inc., AyalaLand Offices, Inc., Bacuit Bay Development Corporation, Bay Area Hotel Ventures, Inc., Bonifacio Hotel Ventures, Inc., Capitol Central Hotel Ventures, Inc., Cebu Insular Hotel Company, Inc., Central Bloc Hotel Ventures, Inc. Chirica Resorts Corporation, Circuit Makati Hotel Ventures, Inc., Direct Power Services, Inc., Ecoholdings Company Inc., Econorth Resort Ventures, Inc., EcoSouth Hotel Ventures, Inc., Enjay Hotels, Inc., Greenhaven Property Ventures, Inc., Integrated Eco-Resort, Inc., Lio Resort Ventures, Inc., Lio Tourism Estate Management Corporation, Makati Cornerstone Leasing Corp., Makati North Hotel Ventures, North Eastern Commercial Corporation, North Liberty Resort Ventures, Inc., North Triangle Hotel Ventures., Inc., One Makati Hotel Ventures, Inc., One Makati Residential Ventures, Inc. Pangulasian Island Resort Corporation, Paragua Eco-Resort Ventures, Inc., Regent Horizons Conservation Company, Inc., Sentera Hotel Ventures, Inc., Sicogon Island Tourism Estate Corporation, Sicogon Town Hotel, Inc., Ten Knots Development Corporation, Ten Knots Philippines, Inc., and Whiteknight Holdings, Inc.. He is also a Director of the following companies: Accendo Commercial Corporation, Alabang Commercial Corporation, ALI Capital Corporation, Anvaya Cove Golf And Sports Club, Inc., Ayagold Retailers, Inc., Ayala Property Management Corporation, Cagayan de Oro Gateway Corporation, Columbus Holdings, Inc., Fort Bonifacio Development Corporation, Lio Tourism Estate Association, Makati Cornerstone Leasing Corporation, Makati Development Corporation, Philippine FamilyMart CVS, Inc., Philippine Integrated Energy Solutions, Inc., SIAL CVS, Inc., SIAL Specialty Retailing, Inc., and Station Square East Commercial Corporation. He served as a Director of Cebu Holdings, Inc. from August 2016 to December 2021. He joined ALI in 1996 and held various positions in the Company. He graduated with a degree of Bachelor of Science in Legal Management from Ateneo de Manila University. He earned his Master's Degree in Business Administration from Asian Institute of Management. He is a Chartered Financial Analyst.

Felipe U. Yap, Filipino, 84, has been Vice Chairman of the Company from February 24, 2016. He was Chairman of the Board of Directors of the Company from 2000 to February 2016 and its Vice Chairman from 1993 to 2000. His other significant positions include: Chairman of the Board and Chief Executive Officer of publicly-listed companies Lepanto Consolidated Mining Company, and Manila Mining Corporation, of Far Southeast Gold Resources, Inc., Lepanto Investment and Development Corporation, Diamant Manufacturing and Trading Corporation, Diamond Drilling Corporation of the Philippines, and Shipside, Inc.; Chairman of the Board of publicly-listed company Zeus Holdings, Inc., Kalayaan Copper-Gold Resources, Inc., and Yapster e-Conglomerate, Inc.; Director of Manila Peninsula Hotel, Inc., Philippine Associated Smelting & Refining Corp. (PASAR), FLT Prime Insurance Corporation, Orion Land Inc. and Tutuban Properties, Inc. He graduated with a degree in. B.A. Philosophy from the University of San Carlos in Cebu. He has extensive experience in the mining industry. He served as Chairman of the PSE Board of Governors from 2000 to 2002.

Bernard Vincent O. Dy, Filipino, 58, has been a director of the Company since February 24, 2016. He served as its Chairman from February 24, 2016 to April 12, 2018. He is the President and CEO of Ayala Land, Inc. (ALI) and a Senior Managing Director and a member of the Ayala Group Management Committee since 2014. He is also a Director of publicly listed companies, AREIT, Inc. and MCT Bhd of Malaysia. Concurrently, he is the Chairman of Alveo Land Corporation, Amaia Land Corporation, Avencosouth Corp., Aviana Development Corp., Ayagold Retailers, Inc., Ayala Property Management Corporation, Bellavita Land Corporation, BGNorth Properties, Inc., BGSouth Properties, Inc., BGWest Properties, Inc., Cagayan De Oro Gateway Corp., Makati Development Corporation, Portico Land Corporation, Station Square East Commercial Corporation, and Vesta

Property Holdings, Inc.; Vice Chairman of Alviera Country Club, Inc., Aurora Properties Incorporated, and Ayala Greenfield Development Corporation, and Director of AKL Properties, Inc., ALI Eton Property Development Corporation, Alveo-Federal Land Communities, Inc., Amicassa Process Solutions, Inc., AyalaLand Medical Facilities Leasing, Inc., Nuevocentro, Inc., Philippine Integrated Energy Solutions, Inc., Serendra, Inc., and Whiteknight Holdings, Inc. He is also the President and CEO of Berkshires Holdings, Inc., Bonifacio Land Corporation, Columbus Holdings, Inc., Emerging City Holdings, Inc., and Fort Bonifacio Development Corporation; President of Accendo Commercial Corporation, Alabang Commercial Corporation, Bonifacio Art Foundation, Inc., Ceci Realty Inc., and Hero Foundation Inc.; member of the Board of Trustees of Ayala Foundation, Inc. and Ayala Group Club, Inc., and Director of the Junior Golf Foundation of the Philippines since 2010 and Vice Chairman since 2017. Mr. Dy earned a degree of BBA in Accountancy from the University of Notre Dame in 1985, an MBA in 1997, and Masters in International Relations in 1989 from the University of Chicago.

Maria Rowena Victoria M. Tomeldan, Filipino, 60, is the President and Chief Executive Officer of AyalaLand Logistics Holdings Corp, a publicly-listed subsidiary of ALI, which develops and manages industrial parks, logistics facilities, and commercial centers since February 19, 2018. She has been a director of the Company since February 26, 2016. Among the Company's developments are Laguna Technopark, Cavite Technopark, Alviera Industrial Park, Laguindingan Technopark, Pampanga Technopark, ALogis standard factory buildings, ALogis Artico cold storage facilities, Tutuban Center, and South Park Center. She is the Vice President and Head of the Real Estate Logistics and Special Investments of ALI. Her other significant positions include: Chairman of the Board of Ecozone Power Management, Inc. (EPMI), Laguna Technopark, Inc. (LTI), LCI Commercial Ventures, Inc., and Unity Realty & Development Corp.; Chairman and President of AMSI, Inc., ESTA Galleria, Inc., FLT Prime Insurance Corporation. and Orion Property Development, Inc. She is a Board Member of BF Jade E-Services Philippines, Inc. (Zalora PH) since 2017. She was formerly President of Ayala Land Malls, Inc. She served as a member of the International Council of Shopping Centers (ICSC), Asia Pacific Advisory Board from 2008 until 2020. She is a 2015 International Council of Shopping Centers (ICSC) Trustees Distinguished Service Awardee. She graduated as cum laude of Bachelor of Arts in Economics from the University of the Philippines in 1983 and earned her Masters in Business Administration from the same university in 1988. She finished the Executive Development Program at the Aresty Institute of Executive Education in Wharton University, Pennsylvania, USA in 2005.

Jaime Alfonso E. Zobel de Ayala, Filipino, 31, has been a Director of the Company since May 14, 2020. He currently heads the Business Development and Innovation Units of Ayala Corporation. He is also the Co-Deputy Head of Corporate Strategy Group. He is a Director of ACE Enexor, Inc. and MCT Berhad, publicly listed companies in the Philippines and Malaysia, respectively. He is also a Director of and AC Energy International, Inc., AC Ventures Corporation, BPI Capital Corporation, and BPI Direct BanKo Inc. He is the Chairman of Global Ideas Committee of the Makati Business Club and a member of the Investment Committee of the Kickstart Ventures Inc. Previously, he was Head of Business Development (Prepaid Division) of Globe Telecom. Before joining Ayala Group, he was an Analyst at Goldman Sachs Singapore under the Macro Sales Desk (FICC Division). He graduated at Harvard University, with a Primary Concentration in Government in 2013 and his Master of Business Administration from Columbia Business School in 2019.

Nathanael C. Go, Filipino, 46, has been a Director of the Company since January 13, 2017. He is also the President of Grenelle Central Corporation, Mighty and Strong (MAS) Food Corporation, United Harvest Corporation, and United Sustainment Solutions Corporation. Mr. Go graduated magna cum laude from Georgetown University with a BS degree in Foreign Service and completed his graduate studies in International Political Economy from the University of Warwick as a British Chevening scholar. Mr. Go worked in the Public Affairs practice of Burson Marstellar Beijing, and before that was a senior member of the Policy and Strategy Division of the National Security Council, Philippines.

Rex Ma. A. Mendoza, Filipino, 59, has been an Independent Director of the Company since February 26, 2016 and its Lead Independent Director since July 18, 2017. He is the President & CEO of Rampver Financials, a dynamic player in financial services specializing in investments, and one of the biggest distributors of mutual funds in the Philippines. He currently serves as the lead independent director of Globe Telecom, Inc., a publicly listed company and an independent director of the National Reinsurance Corporation of the Philippines and ALI, also publicly listed companies. He is also a director of the Cullinan Group, Esquire Financing, Inc., Mobile Group, Inc., Seven Tall Trees Events Company, Inc., and TechnoMarine Philippines . Rex is a member of Bro. Bo Sanchez' Mastermind Group, and is cited by many as one of the best leadership, business strategy, investments, marketing and sales speakers in the country. He is the author of two books, Trailblazing Success and Firing On All Cylinders, both certified national bestsellers. He served as the President & CEO of Philam Life, one of the country's most trusted financial services conglomerates and was Chairman of its affiliates and subsidiaries. He was also Senior Adviser to the Chief Executive Officer of the AIA Group. Prior to this, he was previously Senior Vice President and Chief Marketing and Sales Officer of ALI. He was also Chairman of Ayala Land International Sales, Inc., President of Ayala Land Sales, Inc., and Avida Sales Corporation. He has a Master's Degree in Business Management with distinction from the Asian Institute of Management. He was one of the 10 Outstanding Graduates of his batch at the University of the Philippines where he obtained a BSBA degree with a double major in marketing and finance. He was awarded Most Distinguished Alumnus of the UP Cesar Virata School of Business. He is also a Fellow with Distinction at the Life Management Institute of Atlanta, Georgia, USA, a Registered Financial Planner (RFP) and a four-time member of the Million Dollar Round Table (MDRT). He was a professor of Marketing and

Computational Finance at the De La Salle University Graduate School of Business. He taught strategic marketing, services marketing and services strategy. He has served as Chairman of the Marketing Department and was awarded as one of the University's most outstanding professors.

Renato O. Marzan, Filipino, 73, has been an Independent Director of the Company since January 13, 2017. He is currently the Chairman of the Board of Directors of UBS Securities Philippines, Inc. (USPI), a wholly-owned subsidiary of UBS AG. He has been an independent director of the USPI since May 2010. He is also a consultant and director in a number of private corporations. He was formerly connected with Ayala Corporation where he retired in December 31, 2008. At the time of his retirement, he was the General Counsel, Managing Director and the Group Head of the Corporate Governance and Legal Affairs Group of the corporation. In such capacity, he exercised direct supervision and oversight over the Legal Division, Office of the Corporate Secretary, the Compliance Unit and the Internal Audit of the corporation. He played an important role in the adoption and implementation of the principles and best practices of good corporate governance in the Ayala Group of Companies. During his career in Ayala, he also served as a director and corporate secretary of a number of companies within the Ayala Group. He graduated *magna* cum laude with a degree of Bachelor of Arts major in Philosophy in 1969, and cum laude with a degree of Bachelor of Laws in 1973, both from San Beda College. Prior to joining Ayala in 1978, he was in the active practice of law.

Cassandra Lianne S. Yap, Filipino, 32, has been an Independent Director of the Company since April 13, 2020. She is the Vice President and Corporate Secretary of Zamcore Realty & Development Corp. She is also the President, Chief Operating Officer and Chief Executive Officer of Ferenzo Holdings & Development Corp. and the Executive Vice President of FelCris Hotels & Resorts Corp. She graduated in 2011 with a degree in Psychology from Kwantlen Polytechnic University in British Columbia.

<u>Nominees to the Board of Directors for election at the stockholders' meeting:</u>

All incumbent directors were nominated for re-election as directors at the 2022 annual stockholders' meeting.

Management/ Key Executive Officers:

Maria Rowena M. Tomeldan*	President and Chief Executive Officer
Augusto D. Bengzon	Treasurer
Francis M. Montojo	Chief Finance Officer, Compliance Officer, and Chief Risk Officer
June Vee D. Monteclaro-Navarro	Corporate Secretary
Nimfa Ambrosia L. Perez-Paras	Assistant Corporate Secretary
Francis Paolo P. Tiopianco**	Assistant Corporate Secretary
Annabeth R. Bernardo	Chief Audit Executive
Amelia Ann T. Alipao	Data Protection Officer

**Member of the Board*
***Assistant Corporate Secretary until 4 February 2022*

Augusto D. Bengzon, Filipino, 59, is the Treasurer of AyalaLand Logistics Holdings Corp. since May 14, 2020. He served as a Director of the Company from July 18, 2017 to May 14, 2020. He joined ALI in December 2004 and currently serves as its Senior Vice President, Chief Finance Officer, Chief Compliance Officer & Treasurer. He is a Director of AREIT, Inc. and of ACE Enexor, Inc., another publicly listed companies of Ayala. His other significant positions include: Chairman of Aprisa Business Process Solutions Inc. Anvaya Cove Golf and Sports Club, Inc. and Anvaya Cove Beach and Nature Club, Inc.; Director and Chief Finance Officer of Altaraza Development Corporation; Director and Treasurer of ALI Eton Property Development Corp., Amaia Land Corp., Aurora Properties Inc., Avida Land Corp., Ayala Property Management Corp., Bellavita Land Corp., BGNorth Properties Inc., BGSouth Properties Inc., BGWest Properties Inc., Ceci Realty Inc., Philippine Integrated Energy Solutions Inc., Serendra Inc. and Vesta Property Holdings Inc.; Director & Assistant Treasurer of Ayala Greenfield Development Corp.; Director of Alviera Country Club Inc., Alveo Land Corp., Ayala Group Legal, Ayala Land Premier Inc., Makati Development Corp., Nuevocentro Inc., Northgate Hotel Ventures, Inc., Portico Land Corp., Station Square East Commercial Corp. and Southcrest Hotel Ventures, Inc.; Treasurer of Alabang Commercial Corporation, AKL Properties, Inc. and Hero Foundation, Inc.; Assistant Treasurer of Ayala Greenfield Golf & Leisure Club, Inc.; Director of Financial Executives Institute of the Philippines; and Trustee of the Philippine National Police Foundation, Inc. He received his Bachelor of Science degree in Business Management from the Ateneo de Manila University and is a graduate of the Philippine Trust Institute. He was granted the Andres K. Roxas scholarship at the Asian Institute of Management where he received his Masters in Business Management degree.

Francis M. Montojo, Filipino, 39, has served as the Chief Finance Officer and Compliance Officer of the Company since 15 December 2018 and its Chief Risk Officer effective 11 November 2020. She served as the Treasurer of the Company from 1 January 2019 to 14 May 2020. Her other significant positions include: Director, Treasurer and Chief Finance Officer of AMSI, Inc., Orion Land, Inc., Orion Property Development, Inc., Tutuban Properties, Inc., LCI Commercial Ventures, Inc., and Unity

Realty and Development Corporation; Director, Treasurer and Compliance Officer for AMLA of FLT Prime Insurance Corporation; and, Director and Treasurer of Ecozone Power Management, Inc., Esta Galleria, Inc., and Laguna Technopark, Inc. She joined Ayala Land, Inc. in July 2012 under the Strategic Landbank Management Group which is involved in Ayala's township developments as Controls and Analysis Head and Chief Accountant. In May 2015, she was assigned to Ayala's Healthcare business and served as the Chief Finance Officer of Mercado General Hospital, Inc. and the Treasurer of QualiMed Physician Associates, Inc. from May 2016 to December 2018. She graduated with a degree in Bachelor of Science in Accountancy from St. Paul University Manila in 2003 and has eight years of public practice from 2004 to 2012 with PricewaterhouseCoopers Manila, focused on consumer, industrial products and services. She is a Certified Public Accountant.

June Vee D. Monteclaro-Navarro, Filipino, 50, is a Vice President, Chief Legal Counsel and Assistant Corporate Secretary of Ayala Land, Inc. (ALI) Concurrently, she is the Corporate Secretary of the Company since 24 February 2016. She is also the Assistant Corporate Secretary of AREIT, Inc.. ALI, ALLHC and AREIT, Inc. are publicly-listed companies. She is also the Corporate Secretary of Alveo Land Corp., Avida Land Corp., AKL Properties, Inc., ALI Eton Property Development Corporation and Altaraza Development Corporation. She served as Director (management position) and Corporate Secretary of Ayala Group Legal from 2012 to 2020. She was Legal Officer at Ayala Land, Inc. from 2007 to 2012 and a Senior Associate at SyCip Salazar Hernandez & Gatmaitan prior to that. She graduated from the University of St. La Salle in Bacolod with a Bachelor of Arts Major in Economics and a Bachelor of Science in Commerce Major in Data Processing in 1993. She earned a Bachelor of Laws degree from the University of the Philippines in 1997. She finished the Program on Negotiation at Harvard Law School in 2012 and the Leadership in Corporate Counsel Executive Education at Harvard Law School in 2016.

Nimfa Ambrosia L. Perez-Paras, Filipino, 56, has served as the Assistant Corporate Secretary of the Company since 24 February 2016. She is a Senior Counsel 2 at the Ayala Group Legal. She was the Assistant Corporate Secretary of Integrated Micro-Electronics, Inc. from April 2014 to April 2015, Ayala Land, Inc. from April 2014 to April 2021 and Cebu Holdings, Inc. from April 2014 until December 2021. Prior to joining Ayala Group Legal in February 2014, she was a State Counsel at the Department of Justice. She also worked at the Regional Trial Courts of Makati and Quezon City. In the private sector, she worked as Legal Counsel for Coca-Cola Bottlers Philippines, Inc., RFM Corporation, and Roasters Philippines, Inc. She graduated with a Bachelor of Laws degree from Manuel L. Quezon School of Law in 1990. She finished the Program on Negotiation and Leadership at Harvard Law School in 2018.

Francis Paolo P. Tiopianco, Filipino, 37, served as a legal counsel of the Company and Assistant Corporate Secretary of our Company from April 12, 2019 to February 4, 2022. He was also the Assistant Corporate Secretary of Orion Land Inc., Orion Property Development, Inc., Tutuban Properties, Inc. and Unity Realty & Development Corporation. He served as Counsel for Ayala Group Legal from 2019-2020. Prior to joining Ayala Group Legal in February 2019, he was a senior law clerk in the Supreme Court under Associate Justice Francis H. Jardeleza, and was formerly an associate at SyCip Salazar Hernandez & Gatmaitan. He was admitted to the Philippine Bar in 2013, placing 10th in the Philippine Bar examinations. He holds a Master of Laws degree from the University of Cambridge, where he was a Chevening-Cambridge Trust scholar. He graduated cum laude from the University of the Philippines College of Law in 2012 and obtained a bachelor's degree in Management Economics from the Ateneo de Manila University in 2005.

Annabeth R. Bernardo, Filipino, 39, has been the Chief Audit Executive of the Company since February 23, 2021. She is also the current Chief Audit Executive of ALI. Prior to these positions, she was the Head of Control & Analysis handling management reports and financial analyses of Makati Development Corporation (MDC), a wholly-owned subsidiary of ALI. She also served as its Head of Internal Audit and as Chief Finance Officer of one of MDC's Construction Divisions. She was an Internal Audit Manager of ALI prior to her secondment to MDC. She is a Certified Public Accountant (CPA), Certified Internal Auditor (CIA), Certification in Control Self-Assessment (CCSA) holder, and a member of the Institute of Internal Auditors Philippines (IIAP). She holds a Bachelor of Science degree in Business Administration and Accountancy, cum laude, from the University of the Philippines and was awarded with the Certificate of Honor for being part of the Top 25 successful CIA examinees worldwide back in 2007.

Amelia Ann T. Alipao, Filipino, 59, has been the Data Protection Officer of the Company since September 12, 2019. She is currently Vice President and Chief Information Officer of ALI. She is also the Group Data Protection Officer for ALI Group of Companies and presently a member of the Data Privacy Council for Real Estate of the National Privacy Commission. She sits on the board of APRISA Business Process Solutions, Inc and HCX Technology Partners Inc. She is also Vice President for Ka-uSAP Inc, a non-profit organization for SAP User Group of the Philippines. She is currently a member of the ALI Corporate Bidding Committee. She previously occupied this role in 2009-2011 and acted as Chairperson. Before joining ALI, she took on dual roles in SAP Philippines as Account Manager, handling government accounts, and project manager for SAP Implementation. She served as Assistant Vice President in Coca-Cola Bottlers Philippines, Inc., where she held various IT systems implementation projects. She started her IT career as an IT Instructor in I/Act of SyCip Gorres Velayo & Co. She holds a Bachelor of Arts in Biology and a Bachelor of Science in Business Management from De La Salle University.

ANNEX B-1

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **REX MARIA A. MENDOZA**, Filipino, of legal age and a resident of No. 10 San Antonio St., Magallanes Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of **AYALALAND LOGISTICS HOLDINGS, INC. ("ALLHC")** and have been its independent director since February 26, 2016.

2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporation):

Company/Organization	Position/Relationship	Period of Service
TechnoMarine Enterprises Philippines, Inc.	Member, Board of Directors	2001 to present
Cullinan Group, Inc.	Member, Board of Directors	2008 to present
Seven Tall Trees Events Company, Inc.	Member, Board of Directors	2008 to present
Esquire Financing, Inc.	Member, Board of Directors	2013 to present
Rampver Financials Inc.	Member, Board of Directors	2014 to present
Globe Telecom Inc.*	Independent Director	2014 to present
FLT Prime Insurance	Member, Board of Directors	2016 to present
National Reinsurance Corporation of the Philippines*	Independent Director	2019 to present
Seedbox Technologies, Inc.	Member, Board of Directors	2019 to present
Singapore Life Philippines, Inc.	Chairman, Board of Directors	2019 to present
Mobile Group, Inc.	Member, Board of Directors	July 30, 2020 to present
Anvaya Beach and Nature Club, Inc.	Member, Board of Directors	December 10, 2020 to present
Ayala Land, Inc.*	Independent Director	April 22, 2020 to present

*publicly-listed company on the Philippine Stock Exchange

I am not affiliated with any of Government-Owned and Controlled Corporation.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **AYALALAND LOGISTICS HOLDINGS, INC.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any of the directors/officers/substantial shareholders of Ayalaland Logistics Holdings, Inc. and its subsidiaries and affiliates other than the relationships provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.

7. I shall inform the Corporate Secretary of Ayalaland Logistics Holdings, Inc. of any changes in the abovementioned information within five days from its occurrence.

Done, this _____ day of FEB 2 4 2022 2022 at Makati City.

REX MARIA A. MENDOZA
Affiant

SUBSCRIBED AND SWORN to before me this FEB 2 4 2022 day of ____________ at Makati City, affiant personally appeared before me and exhibited to me his Passport No. P6999664A issued at DFA Manila, Philippines on May 02, 2018.

Doc. No. 110 ;
Page No. 23 ;
Book No. XLII ;
Series of 2022.

ROBERTO T. ONGSIAKO
NOTARY PUBLIC
ROLL NO. 37041
MAKATI CITY, PHILIPPINES

ROBERTO T. ONGSIAKO
Notary Public – Makati City
Appt. No. M-149 until December 31, 2022
Roll of Attorneys No. 37041
Lifetime IBP No. 02163 – RSM Chapter
PTR No. 8852355MJ – 01/03/2022 - Makati City
MCLE Compliance No. VII – 0000267 – 07/30/2019
4th Floor Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

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

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RENATO O. MARZAN**, Filipino, of legal age and a resident of 35 Bonifacio St., Ayala Heights, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director **AYALALAND LOGISTICS HOLDINGS, INC. ("ALLHC")** and have been its independent director since January 13, 2017.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
UBS Securities Philippines, Inc.	Chairman	May 2010 to Present
Private Holding companies:		
Capa Property Holdings, Inc	Director/Corp Sec	2002 to present
Estrellamar Holdings, Inc.	Director/Corp Sec	2012 to present
Kalima Holdings, Inc.	Director/Corp Sec	2006 to present
Kaseriya Holdings, Inc.	Director/Corp Sec	2011 to present

I am not affiliated with any of Government-Owned and Controlled Corporation.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of **AYALALAND LOGISTICS HOLDINGS, INC.**, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any of the director/officer/substantial shareholder of AyalaLand Logistics Holdings, Inc. and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.

7. I shall inform the Corporate Secretary of AyalaLand Logistics Holdings Corp. of any changes in the abovementioned information within five days from its occurrence.

Done this 28th day of February at Makati City.

RENATO O. MARZAN
Affiant

SUBSCRIBED AND SWORN to before me this ____ day of FEB 28 2022 at MAKATI CITY affiant personally appeared before me and exhibited to me his Passport No. P6999664A issued at DFA Manila, Philippines on May 2, 2018.

Doc. No. 51 ; Page No. 12 ;
Book No. XIV ; Series of 2022.

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

RIZZA ANNE O. SY
NOTARY PUBLIC
ROLL NO. 64676
MAKATI CITY, PHILIPPINES

RIZZA ANNE O. SY
Notary Public – Makati City
Appt. No. M-150 until December 31, 2022
Roll of Attorneys No. 64676
Lifetime IBP No. 018509 – 01/04/18 – Bulacan
PTR No. 8852361MJ – 01/03/2022 – Makati City
MCLE Compliance No. VI – 0009493 – 06/20/2018
4th Floor Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

CERTIFICATION OF INDEPENDENT DIRECTOR

I, Cassandra Lianne S. Yap, of legal age and a resident of 1970 Kasoy Street, Dasmarinas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of AyalaLand Logistics Holdings Corp. for its Annual Stockholders Meeting to be held on April 21, 2022.

2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
FERENZO HOLDINGS & DEVELOPMENT CORP.	President	Since 2021
ZAMCORE REALTY & DEVELOPMENT CORP	Vice President and Corporate Secretary	Since 2011
FELCRIS HOTELS & RESORTS CORP.	Executive Vice President	Since 2011

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of AyalaLand Logistics Holding Corp., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am related to the following director of Ayala Corporation/ its subsidiaries and affiliates:

NAME OF DIRECTOR/ OFFICER/ SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
FELIPE U. YAP	Ayala Land Logistics Holdings Corp.	Uncle

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.

7. I shall inform the Corporate Secretary of AyalaLand Logistics Holdings Corp. of any changes in the abovementioned information within five days from its occurrence.

Done, this __day of FEB 23 2022, at Makati City.

CASSANDRA LIANNE S. YAP
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of FEB 23 2022 at MAKATI CITY, affiant personally appeared before me and exhibited to me /her Passport No. __________ issued at Manila on ____________.

Doc. No. 162;
Page No. 34;
Book No. XI;
Series of 2022.

ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2022
IBP No. 05729 Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-[illegible] (2021-2022)
PTR No. [illegible] Jan. 3, 2022
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg
Brgy. Pio Del Pilar, Makati City

ANNEX "C"

I. BUSINESS AND GENERAL INFORMATION

Item 1. Business

A. Business Development

AyalaLand Logistics Holdings Corp. (ALLHC/Company/Issuer), a 70.90%-owned subsidiary of ALI, is a developer and operator of industrial parks, real estate logistics facilities and commercial centers. The Company has the following operating subsidiaries:

(i) Laguna Technopark, Inc.
(ii) Unity Realty & Development Corporation
(iii) LCI Commercial Ventures, Inc.
(iv) Ecozone Power Management, Inc.
(v) Orion Land Inc.
(vi) Tutuban Properties, Inc.
(vii) Orion Property Development, Inc.

B. Business of Issuer

(i) Principal Products and Services

Laguna Technopark, Inc. (LTI)

- LTI, a wholly-owned subsidiary of ALLHC, was organized in 1990 to engage in the business of real estate development. LTI started the development of Laguna Technopark with an initial land area of 224 hectares. To date, the industrial estate in Biñan and Sta. Rosa, Laguna has eight (8) phases which covers a 470-hectare development that caters to light and medium, non-polluting enterprises, from both global and local markets.

  In 2015, LTI developed Cavite Technopark, a 118-hectare property located in Naic, Cavite, which is also intended for light to medium, non-polluting enterprises. Subsequently, expansion areas were acquired, increasing the total gross land area of Cavite Technopark to 166 hectares to date.

  In 2019, LTI acquired from Ayala Corp. a 62-hectare property in Habini Bay, Misamis Oriental, for the development of the Laguindingan Technopark, which is underway.

  LTI is likewise into the construction and operation of standard factory buildings located in multiple sites such as Laguna, Cavite, and Pampanga, spanning approximately 147,000 square meters (sqm.) of warehouse gross leasable area (GLA).

Unity Realty & Development Corporation (URDC)

- In July 2019, the Company acquired 100% of the shares of URDC. URDC, organized in 1997, is a real estate holding company. It owns the 192-hectare property in Mabalacat. Pampanga, which is being developed as Pampanga Technopark. In December 2021, expansion areas were acquired with total gross land area of 25 hectares.

LCI Commercial Ventures, Inc. (LCVI)

- LCVI, a wholly-owned subsidiary of Orion Property Development, Inc. (OPDI), organized in 1990, owns and manages warehouse facilities. The GLA at full redevelopment will be 104k sqm within its 14-hectare property in Calamba, Laguna (Lepanto Industrial Complex). There are ongoing improvements and conversion of non-leasable areas that will yield better returns.

Ecozone Power Management, Inc. (EPMI)

- EMPI is a wholly-owned subsidiary of LTI, organized in 2010, engaged in retail electricity supply to locators within the industrial parks in Laguna as well as other commercial establishments. In 2021, it acquired two cold storage facilities with a total of 7,300 pallet positions to operate under the ALogis Artico brand. In December 2021, the company approved the assignment of contracts from its retail electricity supply business to focus on growing its real estate logistics facilities business.

Orion Land Inc. (OLI)

- OLI was organized in 1996 as a holding company. In November 2017, OLI expanded its activities into property development and leasing by acquiring the 5-storey mall and the 6-storey BPO office (collectively, South Park Center) located in Muntinlupa. Currently, certain areas of the mall have been converted into a mixed-use development to include office spaces for lease and other uses such as office for government agencies, worship centers, clinics and training centers.

Tutuban Properties, Inc. (TPI)

- TPI, a wholly-owned subsidiary of OLI, organized in 1990, holds the lease and development rights over a 20-hectare property in Divisoria, the country's oldest and biggest trading district. On the property sits the Tutuban Center (the "Center"), an integrated wholesale and retail complex, known as the premier shoppers' bargain market in the Philippines.

Orion Property Development, Inc. (OPDI)

- OPDI, a wholly-owned subsidiary of OLI, organized in 1993, handles property development. Its present landholdings include properties in Batangas and San Vicente, Palawan.

Item 2. Legal Proceedings

a. *"Lavine Loungewear vs. First Lepanto-Taisho Insurance Corp. (now FPIC), et. al."*
Civil Case No. 68287
G.R. Nos. 197219, 197227, 197244,197867 and 198481 / CA GR CV No. 90499
For: Sum of Money

Status: FPIC consigned amounts it was ordered to pay. Case terminated as far as FPIC is concerned.
FPIC deemed released from any and all responsibility from its obligations under the cases.

A complaint for sum of money (representing insurance proceeds) with issuance of Temporary Restraining Order (TRO) and Injunction was filed on 24 January 2001 with the Pasig Regional Trial Court (RTC)-Branch 71, against the Company's subsidiary, FPIC, by its insured, Lavine Loungewear Mfg. Inc. (Lavine). Prior to the filing of the suit, there was an intra-corporate dispute between two groups of stockholders of Lavine, each group claiming to be the owner of Lavine and therefore entitled to receive the insurance proceeds. Since FPIC could not determine which group of Lavine stockholders to pay, FPIC only made partial payment on the claim.

On 2 April 2001, the RTC rendered a Decision finding FPIC liable to pay Lavine the amount of P18,250,000 with 29% interest per annum from October 1998 until full payment. A Special Order for Execution Pending Appeal was also issued by the Court. As a result, certain assets of FPIC were garnished/attached. FPIC then filed a Petition with prayers for TRO and Injunction with the Court of Appeals (CA)-10th Division.

On 29 May 2003, the CA-10th Division, in its Consolidated Decision, ruled to set aside the RTC Decision dated 2 April 2001 and declared null and void the Special Order dated 17 May 2002 and the Writ of Execution dated 20 May 2002, and remanded the case to the lower court for pre-trial conference and payment of proceeds to Lavine (if adjudged entitled to said proceeds) be withheld until a decision on the rightful members of the Board of Directors of Lavine is issued by the intra-corporate court.

On 20 April 2004, the CA resolved to lift the order of levy and notices of garnishment on the real and personal properties and bank deposits of FPIC.

Separately, FPIC filed an appeal with the CA of the RTC Decision dated 2 April 2001. The CA issued a Decision dated 30 September 2010 which affirmed the RTC Decision dated 2 April 2001.

On 5 November 2010, FPIC filed an MR of the CA Decision dated 30 September 2010. The CA issued a Resolution dated 9 June 2011 which modified the CA Decision insofar as it held FPIC is liable for the sum of P10,145,760.11 with 6% interest p.a. from 26 November 2001 and 12% p.a. from finality of resolution until fully paid, and deleted the award of 10% attorney's fees.

FPIC filed a PR on Certiorari with the SC on 29 July 2011. The SC-First Division affirmed the CA Resolution of 9 June 2011, with modification that the legal interest imposed on the respective balance of the insurance proceeds shall be 6% per annum from 26 November 2001 and another 6% per annum from finality of the resolution until fully paid, and remanded the case to the RTC Br. 71, Pasig City.

On 12 December 2019, to stop the continuous running of the interest on the judgment against FPIC due to matters which have not been resolved, FPIC filed with the SC a Motion for Leave to be Allowed to Consign and/or Deposit the Judgment Amount plus Interests, and a Motion to Fix the Amount to be Consigned at P21,154,589.73, inclusive of interests.

The SC issued a resolution dated 29 July 2020 directing the RTC Pasig Br. 71 to resolve the Motion to Consign and Motion to Fix the Amount to be Consigned.

The RTC Pasig Br. 71 issued an Order dated 18 March 2021 which allowed FPIC to consign to the court the amount of P21,940,414.72, broken down as follows:

1. P10,145,760.11 which is the balance of the insurance proceeds due to Lavine through the Intervenors;
2. P11,794,654.60), the total amount of legal interest computed from November 26, 2001, until March 18, 2021.

FPIC was directed to deposit the manager's check amounting to P21,940,414.71 to the Office of the Clerk of Court, Regional Trial Court of Pasig City, with RTC-PASIG-FIDUCIARY as the payee thereof.

For the payment of legal fees, FPIC was ordered to issue a manager's check amounting to P164,653.11 to SAJ-RTC-PASIG CITY as payee, and another check with the same amount to JDF-RTC-PASIG CITY as payee.

As directed, in June 2021, FPIC delivered three (3) manager's checks to the court and was issued the official receipts therefor.

After the implementation of the said consignation in the amounts as so determined by the court, FPIC was be deemed to have been released from any and all responsibility from its obligations under the SC cases (as per SC resolution dated January 20, 2021) and said obligations be deemed to have been satisfied insofar as FPIC is concerned.

b. *FLT Prime Insurance Corporation vs. Solid Guaranty, Inc.*
Civil Case No. 14-381
(Makati RTC Branch 59)
CA G.R. CV No. 110458
For: Recovery of Sum of Money and Damages

Status: Solid Guaranty held liable to pay FPIC. Petition for Review filed by Solid Guaranty submitted for decision of the SC.

On 2 April 2014, a complaint for recovery of sum of money and damages was filed by FPIC against its reinsurer, Solid Guaranty, Inc. (SGI), in view of the latter's refusal to pay the amount of P10,721,938.50 representing SGI's 45% share in the final settlement amount paid by FPIC to its assured Top Forest Developers, Inc..

Defendant SGI filed its Answer with Counterclaim dated 21 May 2014, and a Motion to Set Case for Preliminary Hearing Based on Affirmative Defenses dated 21 May 2014 which motion was denied for utter lack of merit.

Subsequently, Defendant filed a Motion to Dismiss (MTD) which was denied by the court. The case was referred to Judicial Dispute Resolution (JDR) hearing. Since the parties failed to reach a settlement, the case proceeded and was re-raffled to RTC 59.

Defendant filed a MTD while FPIC filed a Motion for Summary Judgment. On 26 July 2017, the court issued a Resolution which denied Defendant's MTD and granted FPIC's Motion, and judgment was rendered in favor of plaintiff FPIC and ordered defendant to pay the amount of P10,721,938.50 with interest for the delay at the rate of 13.71% per annum commencing on 7 January 2011 until fully paid, attorney's fees in the amount of P500,000.00, and costs of suit.

Defendant filed a Motion for Partial Reconsideration (MPR) (which was denied by the court. Defendant filed an appeal with the CA. The CA-Special Third Division issued a Resolution dated 3 July 2019 which denied the MR for lack of merit. Defendant-appellant filed a PR to the SC questioning the CA resolution.

On October 16, 2019, the First Division of the Supreme Court has issued a Resolution, without giving due course to the PR, resolved to require the respondent FPIC to Comment thereon. FPIC filed its Comment to the defendant's PR. The PR was submitted for decision and is pending resolution with the SC.

ANNEX "D"

I. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Review of 2021 Consolidated Results of Operations versus 2020

For the year ended 31 December 2021, AyalaLand Logistics Holdings Corp. ("ALLHC" or the "Group") registered P4.30 billion in revenues versus P3.72 billion the year prior, or a 16% increase. Net income grew by 11% to P780 million from P703 million in 2020. The overall performance was driven by steady demand for industrial lots and increase in the company's leasable areas.

Earnings per share for the year ended 31 December 2021 was P 0.12 which was 18% higher than P0.11 last year.

Business Segments

Challenged by the COVID-19 crisis, the Group's performance was driven by industrial lot sales and steady warehouse and office leasing. The breakdown of the revenues are as follows:

	Amount – P' million			
Segment	**2021**	**2020**	**2021 vs. 2020**	**Change**
Real estate sales	2,052.9	1,275.5	777.4	61%
Rental and Storage services	1,177.5	872.8	304.7	35%
Sale of electricity	1,066.2	1,568.4	(502.20)	(32%)
Total	4,296.6	3,716.7	579.9	16%

Real estate sales. This segment pertains to sale of industrial lots. Industrial lot sales revenues stood at P2.05 billion, 61% higher compared to 2020's post of P1.28 billion, with sales coming from the domestic market. In 2021, the Group sold industrial lots in Pampanga, Cavite, and Laguindingan Technoparks.

Rental and storage services. This segment covers operations of warehouse and commercial leasing.

> **Commercial leasing.** The combined revenues of Tutuban Center and South Park Center amounted to P425.3 million which was 18% less than P519.6 million revenues last year due to continuing effects of the pandemic but tempered by steady office leasing revenues. Recoveries amounting to P251.1 million was also recognized as part of revenue in 2021. The Group ended with 93K square meters (sqm.) total commercial leasing gross leasable area (GLA).
>
> **Warehouse leasing.** Growth in GLA drove revenues to increase by 28% to P451.7 million from P353.2 million in 2020. All ALogis sites were operational in 2021. The lease-out rate at yearend was at 100%.
>
> **Cold Storage.** In 2021, the Group entered the cold storage market and acquired two existing cold storage facilities. By end of 2021, the revenues from cold storage contributed P49.4 million.

Sale of electricity. This pertains to retail electricity supply service to industrial park locators and external commercial customers. Revenue from power was 32% down to P1.07 billion attributable to the lower demand from customers due to the slowdown of their business operations as a result of the government-mandated quarantine and directives during declared alert levels in 2021.

Expenses

Consolidated costs of real estate and services costs from rental and sale of electricity amounted to P3,151.7 million in 2021 compared to P2,732.0 million in 2020 or 15% higher due to higher sales of industrial land sold, management fees, and depreciation.

Operating expenses of P199.8 million incurred in 2021 which was 3% lower than last year's P205.6 million, mainly driven by decrease in professional fees.

Project and Capital Expenditures

The Group spent P2.5 billion in capital expenditures to support the completion of new projects and aggressive expansion, of which P329 million was spent for land development cost, P987 million for building improvements, and P1,161 million for land acquisition.

Operations during the COVID-19 Pandemic

The country continued to experience surges in COVID-19 cases and had to grapple with the emergence of new variants of the virus in 2021. The government imposed lockdowns and declared alert levels in various affected areas all over the country to control the spread of the infection. Mindful that the safety and well-being of its employees, workers, merchants, locators, and customers is its primary concern, the Company has taken several measures to protect its employees, suppliers, and tenants and also serve the communities where it operates:

- For employees: continued work-from-home arrangement, regular health monitoring of employees' needs and conditions through virtual meetings, conduct of meetings online, provided online training courses and webinars for its employees, on health, finance and investments, and sustainability;
- For employees and their household members: implemented a vaccination program for its employees, their dependents and/or household members; arranged for a vaccination booster program for its employees
- For mall merchants: rent reprieve and discounts for common area charges during the quarantine period
- For tenants and customers: the Company ensured that its properties and premises were regularly disinfected and sanitized to protect the health and safety of the tenants and customers;
- For the community: in coordination with local government units, set up Tutuban Center and South Park Center as vaccination sites and RT-PCR testing site, to serve the residents, customers, tenants and government workers in these localities; in partnership with Ayala Land's *Alagang AyalaLand* program, supplied food and necessities to community pantries and distribution drives in Cavite, Laguna, Pampanga and Laguindingan.

Towards the last quarter of 2021, the Company has adopted a work schedule that allows employees to report to the office on alternate days but ensured that all government-imposed health protocols are observed for the safety and well-being of its employees.

Financial Condition

The COVID-19 pandemic resulted to a slowdown of operations but ALLHC's balance sheet remained healthy with enough capacity to undertake its growth plan and meet existing obligations.

Total Assets of the Group stood at P20.39 billion as of 31 December 2021, slightly higher than P19.35 billion as of 31 December 2020.

Total liabilities increased to P8.42 billion compared to P7.51 billion last year due to the bank loan availment.

Total Equity registered at P11.97 billion was 1% higher than the equity of P11.84 billion last year due to impact of net income during the year negated by the decline in market value of financial asset at fair value through other comprehensive income.

Financing Through Loans

As of 31 December 2021, the Group had outstanding loans from financial institution amounting to P1.97 billion.

Prospects for the future

The Group will continue to expand in key areas in the country. As part of its short-term plans, the group targets to grow its warehouse leasable area, diversify its products, explore new business such as cold storage, and look into possible partnerships.

Tutuban Center and South Park Center will continue to work on new mall offerings and bazaars, and resume full operations while observing the safety protocols for COVID-19.

Key Variable and Other Qualitative and Quantitative Factors

Ratio	Formula	31-Dec-2021	31-Dec-2020
Current Ratio	Current Assets Current Liabilities	1.91: 1 6,944,971 / 3,636,640	1.35: 1 6,664,248 / 4,921,888
Debt to Equity Ratio	Total Liabilities Equity	0.70: 1 8,417,691 / 11,967,645	0.63: 1 7,513,456 / 11,840,774
Net Debt to Equity Ratio	Net Liabilities Equity	0.54: 1 6,457,949 / 11,967,645	0.46: 1 5,451,229 / 11, 840,774
Capital Adequacy Ratio	Equity Total Assets	0.59 11,967,645 / 20,385,336	0.61 11,840,774 / 19,354,230
Book Value per Share	Equity Total # of Shares	1.90 11,967,645 / 6,301,592	1.88 11,840,774/ 6,301,592
Income per Share	Net Income Total # of Shares	0.12 779,966 / 6,252,148	0.11 702,808 / 6,252,148

Current ratio shows the Group's ability to meet its short-term financial obligation. As of 31 December 2021, the Group has P1.91 worth of current assets for every peso of current liabilities as compared to P1.35 as of 31 December 2020. The Group has sufficient current assets to support its current liabilities as of the period, higher than last year.

Debt to Equity ratio indicates the extent of the Group's debt which is covered by shareholders' fund. It reflects the relative position of the equity holders. The higher the ratio, the greater the risk being assumed by the creditors. A lower ratio generally indicates greater long-term financial safety. Compared to 31 December 2020, debt-to-equity ratio was higher due to availment of bank loan.

Net Debt to Equity Ratio is a measure of the Group's financial leverage. It is calculated by dividing net liabilities over Equity. Net liabilities is the difference of Total Liabilities less deferred payables, lease liabilities and cash and cash equivalents. Compared to 31 December 2020, net debt-to-equity ratio was higher due to long term loans.

Capital Adequacy Ratio is computed by dividing the Total Stockholders' Equity over Total Assets. It measures the financial strength of the Company. As of 31 December 2021, the Group's Capital Adequacy Ratio was slightly lower at 0.59 compared to same period last year's 0.61.

Book value per share measures the recoverable amount in the event of liquidation if assets are realized at book value. As of 31 December 2021, the Group's book value per share of P1.90 was slightly higher than as of 31 December 2020.

Income per share is calculated by dividing net income by the weighted average number of shares issued and outstanding. As of 31 December 2021, the Group reported a P0.12 income per share which was 11%, higher than last year.

(i) Any known trends, demands, commitments, events or uncertainties that will have a material impact on issuer's liability.

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company and its subsidiaries' liquidity increasing or decreasing in any material way.

(ii) Events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation

There are no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

(iii) Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.

There are no known off-balance sheet transactions, arrangements, obligations (including contingent obligations), during the period.

(iv) Any material commitments for capital expenditures, the general purpose of such commitments, and the expected sources of funds for such expenditures.

For 2021, the Group's budgeted total capital expenditures was P3.8 billion for projects and spent P2.5 billion as of 31 December 2021 for land development, building improvements, and land acquisition. This was financed through internally generated funds, bank loan and advances.

(v) Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable impact on net sales or revenues or income from continuing operations should be described.

The continuing COVID-19 crisis will continue to impact on net sales or revenues from continuing operations especially for commercial leasing and power segments. With the development and availability of vaccines for COVID-19 in the country, it is expected that businesses will gradually return to pre-COVID levels.

(vi) Any significant elements of income or loss that did not arise from the registrant's continuing operations.

The Group did not recognize income or loss during the period that did not arise from continuing operations.

(vii) Causes of Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item (5%).

a. Cash and cash equivalents stood at P81.3 million, 54% lower than the P177.4 million as of 31 December 2020. Net decrease in cash was mainly driven by spend for capital expenditures and payment of obligations.

b. Receivables- current decreased by 14% to P1,154.6 million odue to collection of receivables from lot sales and tenants.

c. Real estate held for sale and development increased by 5% mainly due to Pampanga Technopark land acquisitions and expansion.

d. Amounts owed by related parties posted at P1,244.9 million or 35% increase from P921.8 million due to intercompany loans granted to affiliates.

e. Other current assets – net increased by 9% due to increase in the advances to suppliers and contractors.

f. Right of use asset decreased by 5% to P1,200.7 million in 2021 compared to P1,267.4 million in 2020 due to recognition of depreciation.

g. Receivables-net of current portion increased to P1,128.0 million or 55% higher due to installment receivables from lot sales and tenants.

h. Deferred income tax assets increased by 20% from P58.23 million to P69.8 million due mainly to provision on NOLCO.

i. Financial Assets at fair value through other comprehensive income stood at P144.3 million, 76% lower than the P606.43 million as of 31 December 2020 due to impairment provision of Cyber Bay shares as the trading of said shares was suspended.

j. Property & equipment – net increased by P696.3 million to P723.46 million higher due to purchase of cold facilities during the year, treated as business combinations (see Note 13 of the Notes to FS).

k. Net pension assets increased by 22% to P11.8 million due to additional contribution to the plan.

l. Other non-current assets posted at P451.7 million, 5% higher due to deferred input VAT on the acquisition of land and development costs.

m. Accounts payable & accrued Expenses decreased by 15% to P1,411.2 million from P1,653.1 million due mainly due to settlement of obligation to the sellers of URDC shares and insurance claims.

n. Current portion of deferred rent income decreased by 32% to P10.6 million due to realization to income.

o. Income tax payable increased by 576% to P29.3 million mainly due to recognition of income tax from lot sales.

p. Amounts owed to related parties principally consisting of interest-bearing advances and intercompany charges, decreased by 40% to P1,594.4 million from P2,674.4 million as of 31 December 2020, due to repayment.

q. Rental and other deposits-net of current portion registered at P351.9 million, 67% higher due to reclassification from current portion of rental and other deposits

r. Nontrade payable non-current was recognized in 2021 amounting to P260.4 million due to acquisition of land and buildings on installment.

s. Long-term debt increased to P1,965.3 million due to availment of bank loan.

t. Retention payable reduced by 33% due to repayments.

u. Equity reserve increased by 6% to negative P1,693.3 million due to acquisition of remaining 5% LTI shares.

v. Unrealized valuation loss on AFS increased by 74% to negative P1,089.7 million due to the decline in value of the Cyber Bay shares.

w. Retained Earnings increased by 45% to P2,525.7 million due to net income during the year.

x. Non-controlling interest decreased by 86% to P20.0 million from P138.3 million in 2020 due to acquisition of remaining 5% LTI shares.

(viii) Any seasonal aspects that had a material effect on the financial condition or results of operations.

There are no known seasonal aspects that had a material effect on the financial condition or results of operations.

Latest Developments

In February 2022, the Group acquired a 64,000-square meter ready-built facility and the land on which it stands located in the Light Industry & Science Park III in Sto. Tomas, Batangas. This brought the Group's total gross leasable area from 224,000 sqm. to 288,000- sqm.

Review of 2020 Consolidated Results of Operations versus 2019

For the year ended 31 December 2020, AyalaLand Logistics Holdings Corp. ("ALLHC" or the "Group") registered P3.72 billion in revenues versus P5.35 billion the year prior, experiencing a 30% drop. However, net income grew by 10% to P703 million from P641 million in 2019. The performance is driven by sale of industrial lots, stable warehouse and office leasing operations, and sale of none-core assets.

Earnings per share for the year ended 31 December 2020 was P0.11 which was 10% higher than P0.10 last year.

Business Segments

Challenged by the COVID-19 crisis, the Group's performance was driven by industrial lots sales and steady warehouse and office leasing. The breakdown of the revenues are as follows:

		Amount – P' million		
Segment	**2020**	**2019**	**2020 vs. 2019**	**Change**
Real estate sales	1,275.5	1,809.1	(533.6)	(29%)
Rental	872.8	1,140.9	(268.1)	(23%)
Sale of electricity	1,568.4	2,396.0	(827.6)	(35%)
Total	3,716.7	5.346.0	(1,629.3)	(30%)

Real estate sales. This segment pertains to sale of industrial lots. Industrial lot sales revenues stood at P1.28 billion, 29% lower compared to 2019's post of P1.81 billion, with sales coming from the domestic market. In 2020, the Group sold industrial lots in Pampanga, Cavite, and Laguindingan.

Rental. This segment covers operations of warehouse and commercial leasing.

Commercial leasing. The combined revenues of Tutuban Center and South Park Center amounted to P519.6 million which was 39% less than P854.2 million revenue last year due to rent reprieve but tempered by steady office leasing revenues. The Group ended with 90K sqm total commercial leasing GLA and lease-out rate of 80% versus 92% last year.

Warehouse leasing. Growth in GLA drove revenues to increase by 23% to P353.2 million from P286.7 million in 2019. ALogis Alviera, ALogis Biñan and ALogis Naic were operational in 2020 since its deliveries in Q1 2019. The lease-out rate for all warehouses was at 81%.

Sale of electricity. This pertains to retail electricity supply service to industrial park locators and external commercial customers. EBITDA margin registered at 3%. Revenue from power was 35% down to P1,568 million due to the lower demand from customers as many businesses slowed down or closed as a result of the government-mandated community quarantine (CQ) for most part of 2020.

Expenses

Consolidated costs of real estate and services costs from rental and sale of electricity amounted to P2,732.0 million in 2020 compared to P3,974.8 million in 2019 or 31% lower due to lower sales of industrial land sold and power sale, management fees, and depreciation, as a consequence of the series of CQs.

Operating expenses of P205.6 million incurred in 2020 which was lower than last year of P292.4 million mainly driven by set up of provisions for impairment losses and lower taxes and licenses.

Project and Capital Expenditures

The Group spent P1 billion in capital expenditures to support the completion of new projects and aggressive expansion, of which P42 million was spent for land development cost, P750 million for building improvements, and P208 million for land acquisition.

Operations during the COVID-19 Pandemic

With the implementation of CQs which started mid-March 2020, the Company's priority was to ensure the safety and well-being of its employees, workers, merchants, locators, and customers.

Initiatives taken by the Company include:

- For employees: work-from-home arrangement, regular staff meetings to monitor staff needs and conditions, and online training courses for its employees
- For workers: financial assistance and basic needs and amenities to front-liners on-duty.
- For mall merchants: rent reprieve and discounts for common area charges during the CQ period
- For medical front-liners: employees helped fund three (3) hospitals designated as COVID centers through ALI's fundraising campaign, *Ayala Land Pays It Forward*, and assisted in the procurement of much needed medical equipment and supplies for these hospitals.
- For customers: to ensure health and safety, the Company's properties and premises were regularly disinfected and sanitized.

Towards the end of 2020, as businesses slowly re-open, the Company has adopted a work schedule for the re-integration of its employees in its offices and ensured that the government-imposed health protocols in its establishments are observed for the safety and well-being of its customers and tenants.

Financial Condition

The COVID-19 pandemic resulted to a slowdown of operations but ALLHC's balance sheet remained healthy with enough capacity to undertake its growth plan and meet existing obligations.

Total Assets of the Group stood at P19.35 billion as of 31 December 2020, slightly lower than P19.37 billion last year.

Total liabilities decreased to P7.51 billion versus P8.19 billion last year due to the settlement of installment due to the purchase of URDC.

The impact of adoption of new accounting standard for leases in 2020 resulted to the recognition of P1.27 billion right-of-use asset and P1.75 billion lease liabilities.

Total Equity registered at P11.84 billion was 6% higher than the equity of P11.18 billion last year due to impact of net income during the year negated by the decline in market value of financial asset at fair value through other comprehensive income.

Financing Through Loans

As of 31 December 2020, the Group had no outstanding loans from any financial institution.

Prospects for the future

The Group will continue to pursue its vision of energizing and supporting communities in key areas across the country. Tutuban will continue to work on new mall offerings and bazaars, and full operations while observing the safety protocols for COVID-19. South Park will continue with its transformation into a mixed-use development, conversion of retail spaces to storage areas and launching of new mall merchants.

As part of its short-term plans, the Group will continue to increase in gross leasable area in warehousing with expansion and look into possible new businesses or potential partnerships.

Key Variable and Other Qualitative and Quantitative Factors

Ratio	Formula	31-Dec-2020	31-Dec-2019
Current Ratio	Current Assets / Current Liabilities	1.35: 1 6,664,248 / 4,921,888	1.09: 1 6,038,158 / 5,554,888
Debt to Equity Ratio	Total Liabilities / Equity	0.63: 1 7,513,456 / 11,840,774	0.73: 1 8,192,312 / 11,176,197
Capital Adequacy Ratio	Equity / Total Assets	0.61 11,840,774 / 19,354,230	0.58: 1 11,176,197 / 19,368,509
Book Value per Share	Equity / Total # of Shares	1.88 11,840,774/ 6,301,592	1.77 11,176,197 / 6,301,592
Income per Share	Net Income / Total # of Shares	0.11 681,962 / 6,252,148	0.10 595,838 / 6,226,225

Current ratio shows the Group's ability to meet its short-term financial obligation. As of 31 December 2020, the Group has P1.35 worth of current assets for every peso of current liabilities as compared to P1.09 as of 31 December 2019. The Group has sufficient current assets to support its current liabilities as of the period, slightly higher than last year.

Debt to Equity ratio indicates the extent of the Group's debt which is covered by shareholders' fund. It reflects the relative position of the equity holders. The higher the ratio, the greater the risk being assumed by the creditors. A lower ratio generally indicates greater long-term financial safety. Compared to 31 December 2019, debt-to-equity ratio was lower.

Capital Adequacy Ratio is computed by dividing the Total Stockholders' Equity over Total Assets. It measures the financial strength of the Company. As of 31 December 2020, the Group's Capital Adequacy Ratio was slightly higher at 0.61 compared to same period last year's 0.58.

Book value per share measures the recoverable amount in the event of liquidation if assets are realized at book value. As of 31 December 2020, the Group's book value per share of P1.88 was 6.2% higher than as of 31 December 2019.

Income per share is calculated by dividing net income by the weighted average number of shares issued and outstanding. As of 31 December 2020, the Group reported a P0.11 income per share which was 10%, higher than last year.

(i) ***Any known trends, demands, commitments, events or uncertainties that will have a material impact on issuer's liability.***

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company and its subsidiaries' liquidity increasing or decreasing in any material way.

(ii) ***Events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation***

There are no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

(iii) ***Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.***

There are no known off-balance sheet transactions, arrangements, obligations (including contingent obligations), during the period.

(iv) ***Any material commitments for capital expenditures, the general purpose of such commitments, and the expected sources of funds for such expenditures.***

For 2020, the Group's budgeted total capital expenditures was P2.16 billion for projects and spent P 1 billion as of 31 December 2020 for land development, building improvements, and land acquisition. This was financed through internally generated funds and advances.

(v) ***Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable impact on net sales or revenues or income from continuing operations should be described.***

The COVID-19 crisis and government-mandated CQ are expected to have an impact on net sales or revenues from continuing operations especially for commercial leasing and power segments. With the development and availability of vaccines for COVID-19 in the country, it is hoped that businesses will gradually return to pre-COVID levels.

(vi) ***Any significant elements of income or loss that did not arise from the registrant's continuing operations.***

The Group did not recognize income or loss during the period that did not arise from continuing operations.

(vii) ***Causes of Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item (5%).***

a. Financial Assets at fair value through other comprehensive income stood at P606.4 million, 5.9% lower than the P644.7 million as of 31 December 2019.

b. FVPL Investments posted a 5.8% increase mainly due to market value adjustment as of year-end.

c. Amounts owed by related parties posted at P921.8 million or 16.9% increase from P788.5 million as of 31 December 2019 due to intercompany loans granted to affiliates.

d. Receivables-net of current portion increased to P728.5 million or 51.7% higher due to installment receivables from lot sales.

e. Property & equipment – at cost decreased to P27.2 million or 28.3% due to depreciation and amortization during the year.

f. Software costs decreased by 69.8% to P0.43 million due to depreciation during the year.

g. Deferred tax assets increased from P24.3 million to P58.2 million due mainly provision on impairment of accounts receivables. Due to the impact of reduced provision on impairment of accounts receivables, thus, related deferred tax assets decreased.

h. Accounts Payable & Accrued Expenses decreased by 38.1% to P1,653.1 million from P2,773.2 million due mainly due to installment obligation to the sellers of URDC shares.

i. Current portion of deferred rent income increased to P15.60 million due to advance payment of rent by tenants.

j. Amounts owed to related parties principally consisting of interest-bearing advances and intercompany charges, increased by 15.4% to P2,674.4 million from P2,317.2 million as of 31 December 2019 which was used to fund land acquisitions and development costs.

k. Slight increase in Total Lease liabilities by 1.0% from P1,733.45 million to P1,751.37 million.

l. Rental and other deposits-net of current portion registered at P210.4 million, 10.3% lower due to reclassification from current portion of rental and other deposits which decreased by 4.9% from P517.86 million to P492.53 million.

m. Deferred income tax liability – net decreased by 11.1% from P125.2 million to P111.3 million due to the impact of adjustment on the recognition of PFRS 16.

n. Unrealized valuation loss on AFS increased to negative P626.7 million or 6.6% due to the decline in value of the Cyber Bay shares.

o. Retained Earnings increased to P1,737.7 million or 63.0% increase due to net income during the year.

(viii) Any seasonal aspects that had a material effect on the financial condition or results of operations.

There are no known seasonal aspects that had a material effect on the financial condition or results of operations.

<u>2019 Consolidated Results of Operations versus 2018</u>

For the year ended 31 December 2019, AyalaLand Logistics Holdings Corp. ("ALLHC" or "the Group"), formerly Prime Orion Philippines, Inc., registered a robust growth with consolidated revenues and net income of P5,345.98 million and P641.4 million, which were 58% and 15% higher versus last year.

Earnings before interest, taxes, depreciation and amortization (EBITDA) margin improved by 4% points to 29% versus last year.

<u>Business Segments</u>

The strong performance was driven by higher industrial lots sold and supported by growth in retail electricity supply and leasing businesses with revenues as follow:

	Amount – P' million			
Segment	**2019**	**2018**	**2019 vs 2018**	**Change**
Real estate sales	1,809.1	785.8	1,023.3	130%
Rental	1,140.9	843.2	297.7	35%
Sale of electricity	2,396.0	1,735.0	661.0	38%
Others	0.0	6.0	(6.0)	(100%)
Total	5.346.0	3,370.0	1,976.0	58%

Real estate sales. This segment pertains to sale of industrial lots. In 2019, the Group secured Laguindingan Technopark (62 hectares) and Pampanga Technopark (192 hectares). Driven by the strong demand, revenues significantly increased with lots sold in Laguna, Pampanga and Cavite Technoparks.

Rental. This segment covers operations of warehouse, retail and office leasing.

> **Retail and office leasing.** The combined revenues of Tutuban Center and South Park amounted to P854.2 million which grew by 25% versus P683.5 million revenue last year. The Group ended with 84K total retail and commercial leasing GLA and maintained its % lease-out at 92%.
>
> **Warehouse leasing.** Total revenues of warehouse grew by 79% to P286.7 million from P159.7 million in 2018. Additional GLA in Laguna and Alviera help boost the topline. 2019 ended with 97% lease-out rate or 8% points increase from last year.
>
> During the year, the Group launched portion of redeveloped Lepanto warehouse with 11K GLA and Alviera Warehouse with 12K GLA. It also opened an expansion in Alviera for 19K GLA and in Laguna for 14K GLA.

Sale of electricity. This pertains to retail electricity supply service to industrial park locators and external commercial customers. EBITDA margin is maintained at 3%.

Expenses

Consolidated costs of real estate and services costs from rental and sale of electricity amounted to P3,974.8 million in 2019 and P2,625.3 million in 2018 or 50% higher driven by costs for additional industrial land sold and power sale, management fees, and depreciation.

Operating expenses of P292.4 million incurred in 2019 which is higher than last year of P158.4 million mainly driven by set up of provisions in relation to the requirements of the accounting standards.

Project and Capital Expenditures

The Group spent P4.6 billion in capital expenditures to support the completion of new projects and aggressive expansion, of which P2.6 million was spent for land acquisition, P1.0 billion for development costs and P800 million for equity purchase.

Financial Condition

ALLHC's balance sheet remained healthy with enough capacity to undertake its growth plan and meet existing obligations.

Total assets of the Group stood at P19,368.5 million as of 31 December 2019 versus P12,974.4 million last year which mainly increased due to acquisitions of Pampanga Technopark, Laguindingan Technopark and South Park land.

Total liabilities amounted to P8,192.3 million versus P3,100.1 million last year which increased due to obligations and advances made in relation to the Group's investments in land, development and equity purchase.

The impact of adoption of new accounting standard for leases in 2019 resulted to P1,327.0 million right of use asset and P1,733.4 million lease liabilities.

Total Equity registered at P11,176.2 million was 13% higher than the equity of P9,874.2 million last year due to impact of net income, disposal of shares held by a subsidiary, and issuance of shares recognized during the year.

Financing Through Loans

As of 31 December 2019, the Group had no outstanding loans from any financial institution.

Prospects for the future

The Group will continue to reinforce and solidify its vision of energizing and supporting communities and jumpstart development in more non-urban areas. With the addition of new industrial estates in key areas -- Pampanga and Misamis Oriental, it is aligned towards this goal. Furthermore, Tutuban will continue having new mall offerings while South Park is maximizing value of the mall through its transformation into a mixed-use development.

The short-term plan involves increasing gross leasable area in warehousing with expansion in Laguna, Cavite and Porac, Pampanga.

Key Variable and Other Qualitative and Quantitative Factors

Ratio	Formula	31-Dec-2019	31 Dec- 2018
Current Ratio	Current Assets / Current Liabilities	1.18: 1 6,682,904 /5,641,246	2.38: 1 5,320,576/2,240,072
Debt to Equity Ratio	Total Liabilities / Equity	0.73: 1 8,192,312/ 11,176,197	0.31: 1 3,100,143/9,874,250
Capital Adequacy Ratio	Equity / Total Assets	0.58: 1 11,176,197/ 19,368,509	0.76: 1 9,874,250/12,974,393
Book Value per Share	Equity / Total # of Shares	1.77 11,176,197/ 6,301,592	1.61 9,874,250/6,148,456
Income per Share	Net Income / Total # of Shares	0.10 595,838/6,226,225	0.08 441,908/5,350.484

Current ratio shows the Group's ability to meet its short-term financial obligation. As of 31 December 2019, the Group has P1.18 worth of current assets for every peso of current liabilities as compared to P2.38 as of 31 December 2018. The Group has sufficient current assets to support its current liabilities as of the period, although the ratio is lower than last year.

Debt to Equity ratio indicates the extent of the Group's debt which is covered by shareholders' fund. It reflects the relative position of the equity holders. The higher the ratio, the greater the risk being assumed by the creditors. A lower ratio generally indicates greater long-term financial safety. Compared to 31 December 2018, debt-to-equity ratio was higher.

Capital Adequacy Ratio is computed by dividing the Total Stockholders' Equity over Total Assets. It measures the financial strength of the Company. As of 31 December 2019, the Group's Capital Adequacy Ratio was lower at 0.58 compared to same period last year's 0.76.

Book value per share measures the recoverable amount in the event of liquidation if assets are realized at book value. As of 31 December 2019, the Group's book value per share of P1.77 was10.4% higher than as of 31 December 2018.

Income per share is calculated by dividing net income by the weighted average number of shares issued and outstanding. As of 31 December 2019, the Group reported a P0.10 income per share which was 15.9%, higher than same period of last year.

(i) ***Any known trends, demands, commitments, events or uncertainties that will have a material impact on issuer's liability.***

There are no known trends or any known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company and its subsidiaries' liquidity increasing or decreasing in any material way.

(ii) ***Events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation***

There are no known events that will trigger direct or contingent financial obligation that is material to the Group, including any default or acceleration of an obligation.

(iii) ***Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships with unconsolidated entities or other persons created during the reporting period.***

There are no known off-balance sheet transactions, arrangements, obligations (including contingent obligations), during the period.

(iv) ***Any material commitments for capital expenditures, the general purpose of such commitments, and the expected sources of funds for such expenditures.***

For 2019, the Group budgeted total capital expenditures of P4.6 billion million for projects and spent P3.7 billion as of 31 December 2019. This was financed through internally generated funds and advances.

(v) ***Any known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable impact on net sales or revenues or income from continuing operations should be described.***

There are no known trends, events or uncertainties that have material impact on net sale/revenues/income from continuing operation.

(vi) ***Any significant elements of income or loss that did not arise from the registrant's continuing operations.***

The Group did not recognize income or loss during the period that did not arise from continuing operations.

(vii) ***Causes of Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item (5%).***

a. Cash and cash equivalents stood at P177.6 million, 19.3% lower than the P220.1 million as of 31 December 2018. Cash were used to fund for capital expenditures.

b. Receivables posted a 27% increase mainly due from receivables from Mabalacat industrial lot sales and LTI leasing.

c. Real estate inventories registered at P2,085.0 million, 61% higher than the P1,289.2 million as of 31 December 2018 driven mainly by more areas for sale in Pampanga and Laguindingan Technopark.

d. Amounts owed by related parties posted at P788.5 million or 16% decrease from P936.5 million as of 31 December 2018 due to collection to fund for the acquisition of land and development.

e. Other current assets posted at P977.7 million, 63% higher due to input vat on the acquisition of land and development costs.

f. Receivables-net of current portion increased to P480.3 million or 968% higher due to installment payments of customers that bought industrial lots in Pampanga Technopark.

g. Right of use asset amounting to P1,327.0 million was recognized in 2019 to adopt the new accounting standard for leases.

h. Investment Property increased by 51% to P10,254.5 million due to acquisition of land in Pampanga and Laguindingan Technopark and South Park land.

i. Plant, property & equipment – at cost decreased to P37.9 million or 10% due to depreciation and amortization during the year.

j. Software costs decreased by 51% to P1.4 million due to depreciation during the year.

k. Deferred tax assets increased from P14.2 million to P24.29 million due mainly to adoption of new accounting standards on leases and provision on impairment of accounts receivables.

l. Other non-current assets decreased by 21% to P548.5 million as of 31 December 2019 from P699.1 million due to reclassification of deferred input vat to current and decrease on advances to suppliers and contractors.

m. Accounts payable and accrued expenses increased by 87% to P2,773.2 million mainly due to installment obligation to the sellers of land in Pampanga Technopark.

n. Current portion of deferred rent income decreased by 78% due to realization during the year.

o. Amounts owed to related parties principally consisting of interest-bearing advances and intercompany charges, increased to P2,317.2 million from P234.3 million as of 31 December 2018 which is used to fund land acquisitions, development costs, and equity purchase.

p. Rental and other deposits-net of current portion registered at P234.8 million, 54% higher due to increase in rental, security, customer deposits and construction bonds paid by tenants to the Group on leased properties.

q. Deferred rent income decreased by 33% to P6.9 million due to reclass to realized income.

r. Deferred tax liability – net decreased by 42% from P215.3 million to P125.2 million due to the impact of PFRS 16 adoption.

s. Equity reserves increased by 18% to P1,598.2 million due to the acquisition of 20% equity in LTI.

t. Shares held by a subsidiary was reduced by 89% from P1,279.0 million to P144.4 million due to the sale of shares held by OLI.

u. Revaluation increment on PPE decreased by 6% due to realized portion of LCI revaluation increment.

(viii) ***Any seasonal aspects that had a material effect on the financial condition or results of operations.***

There are no known seasonal aspects that had a material effect on the financial condition or results of operations.

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Upon written request of stockholder, the Company undertakes to furnish said stockholder with a copy of SEC Form 17-A, free of charge. Any written request for a copy of SEC Form 17-A shall be addressed to the following:

AyalaLand Logistics Holdings Corp.
3rd Floor Glorietta 5
Ayala Center, Makati City 1224

Attention: Ms. Francis M. Montojo
Chief Finance Officer and Compliance Officer

II. MARKET FOR ISSUER'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

A. Market Information

The Company's Common Shares are listed and principally traded in the PSE. The high and low sales prices* of the Company's securities for each quarter are indicated in the table below:

	High	Low
Calendar Year 2021		
1st Quarter (Jan.- Mar. 2021)	₱3.80	₱2.55
2nd Quarter (Apr.-June 2021)	4.15	2.90
3rd Quarter (Jul- Sept 2021)	5.86	3.73
4th Quarter (Oct.- Dec. 2021)	6.73	5.06
Calendar Year 2020		
1st Quarter (Jan. – Mar. 2020)	₱3.03	₱1.10
2nd Quarter (Apr.- June 2020)	1.98	1.49
3rd Quarter (Jul. – Sept. 2020)	2.65	1.60
4th Quarter (Oct. – Dec. 2020)	3.75	2.35
Calendar Year 2019		
1st Quarter (Jan. – Mar. 2019)	₱3.24	₱2.36
2nd Quarter (Apr.- June 2019)	4.06	2.82
3rd Quarter (Jul. – Sept. 2019)	4.31	3.28
4th Quarter (Oct. – Dec. 2019)	3.78	2.85

*provided by PSE Corporate Planning and Research Department/ PSE Market Information

Stock price as of latest practicable trading date of 23 March 2022 is P4.85 per share.

B. Holders

As of 28 February 2022, the Company had 732 stockholders. The following are the top 20 stockholders of the Company based on the list provided by the Company's Stock and Transfer Agent, BDO Unibank, Inc. - Trust and Investments Group - Securities Services:

	Name	Number of Shares	Percentage (%)
1	Ayala Land, Inc.	4,467,752,834	70.899
2	PCD Nominee Corporation (Filipino)	1,116,470,266	17.717
3	F. Yap Securities, Inc.	249,854,100	3.965
4	ESOWN Administrator 2019	103,398,180	1.641
5	PCD Nominee Corporation (non-Filipino)	93,359,757	1.482
6	Orion Land Inc.	49,444,216	0.785
7	ESOWN Administrator 2018	24,666,300	0.391
8	YHS Holdings Corporation	22,900,000	0.363
9	Caridad Say	22,370,000	0.355
10	SEC Account FAO: Various Customers of Guoco Securities (Philippines), Inc.	18,076,380	0.287
11	Victor Say	18,000,000	0.286
12	David C. Go	16,000,000	0.254
13	Vichelli Say	10,000,000	0.159
14	Coronet Property Holdings Corp.	6,000,000	0.095
15	Federal Homes, Inc.	5,492,000	0.087
16	Eleonor Go	5,400,000	0.086
17	PLLIM Investments, Inc.	4,600,000	0.073
18	Dao Heng Securities (Phils.), Inc.	4,015,000	0.064
19	Kristine Chai Gaisano	3,900,000	0.062
20	Felipe Yap	3,010,000	0.048

C. Dividends

There were no dividend declarations for the years 2019 to 2021.

Dividend Policy

As provided in the By-laws, dividends shall be declared only from surplus profit and shall be payable at such times and in such amounts as the Board of Directors may determine. The dividends shall be payable in cash or in shares of stock from the unissued stock of the Company, or both as the Board may determine. No dividend shall be declared that will impair the capital of the Company.

Cash dividends are subject to the approval of the Board of Directors but no stockholder approval is required. For stock dividends, approval of the Board and the stockholders holding two-thirds of the capital stock of the Company are required.

D. Recent Sales of Unregistered Securities

The Company has not sold any unregistered securities within the past three fiscal years.

The Company issued common shares under its Employees Stock Ownership Plan (Tranche 2) in 2018 as stated in Item 6 (d) of the Preliminary Information Statement. The corresponding request for exemption from the registration requirement of the ESOWN Plan shares was filed with, and approved by, the SEC in October 2017. The SEC approved the exemption under Sec. 10.2 of the Securities Regulation Code (SRC) as the issuance of the shares was of limited character and limited only to the qualified employees of the issuer and registration was not necessary for interest of the public and protection of the investors.

In June 2019, the Company issued 1,225,370,620 shares to ALI pursuant to the Deed of Exchange executed in April 2018. The exchange of shares was with a stockholder exclusively.

In September 2019, the Company issued 49,444,216 shares from its unissued and unsubscribed shares to its subsidiary, Orion Land, Inc. The sale was an exempt transaction under Sec. 10.1 (e) of the SRC as it was a sale of capital stock to its own stockholders exclusively, where no commission other remuneration is paid or given directly in connection with the sale of capital stock. The Company has applied for the listing of said shares with the PSE.

In 2019, the Company issued a call for payment of unpaid subscriptions (excluding ESOWN shares). In 2020, the Company held a public auction of the delinquent shares. Another auction of delinquent shares was scheduled in September 2021 but was cancelled due to health restrictions imposed by the government.

E. Corporate Governance

In 2017, the Corporation adopted a Manual on Corporate Governance (the "Manual") in compliance with the SEC directive. The Manual was updated in 2019, 2020 and 2021.

In 2021, the Company approved the amendment of certain provisions of the Manual. The salient amendments include, among others,

(i) Inclusion of the mission-vision and core values in the Manual;
(ii) Indicated that Board should be composed of more than 50% independent and/or non-executive directors;
(iii) Added being under preventive suspension by the Corporation as another ground for temporary disqualification of the director;
(iv) Indicated that the chairman shall be separate from the Chief Executive Officer to ensure appropriate balance of power and capacity for independent decision-making;
(v) Updated qualifications of independent directors;
(vi) Indicated that non-executive directors will meet twice a year instead of periodically;
(vii) For the Executive Committee, added requirement that majority of the members be Filipino citizens and statement that all actions of the Executive Committee to be reported to the Board of Directors at the meeting following such action, and shall be subject to revision provided no rights of third parties are affected thereby;
(viii) For the Personnel and Compensation Committee, provided that the committee to be composed of three (3) members, as far as practicable, majority of whom are independent directors, including the Chairman;

(ix) Included as part of the function of the Personnel and Compensation Committee the development of a formal and transparent procedure for developing a policy on remuneration of directors and officers which disallow independent directors from receiving options, shares and bonuses;
(x) Rearranged presentation of the functions of the Audit Committee and added provision that the Internal Audit Group shall support the Audit Committee in the performance of its functions;
(xi) Creation of Risk Management and Related Party Transactions Committee (RMRPTC) to perform the functions of the Board Risk Oversight Committee and Related Party Transactions Review Committee. The RMRPTC shall be composed of non-executive directors, majority of whom are independent directors and will meet at least twice a year;
(xii) Provided the functions of the RMRPTC;
(xiii) Included provision that the Board may appoint such officers as may be necessary;
(xiv) Updated functions of the President;
(xv) Updated functions of the Chief Finance Officer, Corporate Secretary;
(xvi) Updated function of Compliance Officer to include onboarding of new directors;
(xvii) Updated functions of internal audit;
(xviii) Added requirement that the Internal Audit Group be headed by a Chief Audit Executive, preferably a Certified Public Accountant and/or Certified Internal Auditor;
(xix) Updated section on Communication and Information
(xx) Added provision on trading blackout; and
(xxi) Review of Manual to be done periodically instead of annually.

The Board also approved the amendment of the Charters of the Board, Personnel and Compensation Committee, and the Executive Committee and the creation of the RMRPTC Charter. The Board also approved updating of the company policies on Insider Trading and Related Party Transactions.

The Board, together with top Management, reviews the Corporation's vision and mission and core values. The Board sets the strategic objectives of the Company and ensures that the implementation of the strategies are in accordance with good governance practices and that internal control mechanism and procedures are in place. To evaluate performance, the Board and the committees conduct an annual self-assessment. The self-assessment forms are collated by the Compliance Officer and the results are reported to the Board and the respective committees. Every three (3) years, the Company will engage an external facilitator for the assessment of the Board's performance as provided in the Manual, starting in 2019.

The Company's website, www.ayalalandlogistics.com, is updated regularly and contains the corporate information on the business and management of the Group, company policies, corporate governance reports and disclosures of the Company for the investors, stakeholders and public in general.

There was no material deviation from the Company's Manual. Mr. Felipe U. Yap, 84 years of age, was nominated and elected during the 2021 stockholders' meeting despite a provision in the Manual setting 80 years old as the retirement age for directors. The Corporate Governance and Nomination Committee and the Board approved his nomination in consideration of his qualifications, competence and invaluable contribution to the Company. The Company has complied with the provisions of the Code of Corporate Governance for Publicly-Listed Companies (the "Code") (SEC Memorandum Circular No. 19, Series of 2016).

For the ensuing year, the Company will continue to improve its systems and procedures, and consider holding media briefings depending on the requirements of the Corporation.

Audited Consolidated Financial Statements of the Company

Please refer to the attached FS for the calendar year ended 31 December 2021. Please refer to the following additional components of the financial statements as required under SRC Rule 68 (as amended in October 2019):

1. Auditor's Report;
2. Reconciliation of Retained Earnings Available for Dividend Declaration as of 31 December 2021;
3. Map of the ALLHC Group of Companies showing the relationships between and among the parent company and its subsidiaries; and
4. Schedule showing financial soundness indicators for 2020 and 2021.

For approval by the stockholders at their annual meeting in 2022 stockholders' meeting

AyalaLand

LOGISTICS HOLDINGS CORP.

ANNEX E

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
April 21, 2021, Wednesday, 2:00 P.M.
Conducted virtually via http://www.ayalagroupshareholders.com/

Stockholders Present and Represented: The complete list is attached as Annex A.

Total Number of Shares Present and Represented:	**Percentage of Total:**
5,320,099,438	84.42%

Directors Present:

Jose Emmanuel H. Jalandoni	*Chairman of the Board* *Chairman, Executive Committee*
Felipe U. Yap	*Vice-Chairman of the Board* *Member, Executive Committee*
Maria Rowena M. Tomeldan	*President and Chief Executive Officer* *Member, Personnel and Compensation Committee* *Chairman, Sustainability Committee* *Member, Executive Committee* *Member, Board Risk Oversight Committee*
Bernard Vincent O. Dy	-
Jaime Alfonso E. Zobel de Ayala	-
Nathanael C. Go	-
Rex Ma. A. Mendoza	*Lead Independent Director* *Chairman, Audit Committee* *Member, Board Risk Oversight Committee* *Member, Corporate Governance and Nomination Committee* *Member, Personnel and Compensation Committee* *Member, Related Party Transactions Review Committee* *Member, Sustainability Committee*
Renato O. Marzan	*Independent Director* *Chairman, Corporate Governance and Nomination Committee* *Chairman, Personnel and Compensation Committee* *Member, Audit Committee* *Member, Sustainability Committee* *Chairman, Related Party Transactions Review Committee*
Cassandra Lianne S. Yap	*Independent Director* *Chairman, Board Risk Oversight Committee* *Member, Audit Committee*

Member, Corporate Governance and Nomination Committee
Member, Related Party Transactions Review Committee

Officers Present
Augusto D. Bengzon, *Treasurer*
Francis M. Montojo, *Chief Finance Officer, Compliance Officer and Chief Risk Officer*
June Vee D. Monteclaro-Navarro, *Corporate Secretary*
Nimfa Ambrosia L. Perez-Paras, *Assistant Corporate Secretary*
Francis Paolo P. Tiopianco, *Assistant Corporate Secretary*

1. Call to Order

After the national anthem, the Chairman, Mr. Jose Emmanuel H. Jalandoni, called the meeting to order at 2:00 P.M. and welcomed the stockholders. He stated at the outset that because of restrictions to address the COVID-19 pandemic and the utmost importance that the Corporation places on the health and well-being of its employees, stockholders and partners, it is holding the meeting in a fully virtual format. He further stated that in whatever format the stockholders' meeting is held, the Corporation does everything to ensure that the stockholders can freely exercise their right to vote and to be informed. He added that the stockholders may vote using the electronic voting in absentia and shareholder system until the end of the meeting and questions may be sent to corporate.secretary@ayalalandlogistics.com.

The Chairman introduced the directors and officers who joined the meeting as presenters, namely: Maria Rowena M. Tomeldan (President and Chief Executive Officer), Francis M. Montojo (Chief Finance Officer, Compliance Officer and Chief Risk Officer), June Vee D. Monteclaro-Navarro (Corporate Secretary), Nimfa Ambrosia L. Perez-Paras (Assistant Corporate Secretary), Ma. Rhodora P. dela Cuesta (Investor Relations Manager), independent directors, Renato O. Marzan (Chair of the Corporate Governance and Nomination Committee), and Rex Ma. A. Mendoza (Lead Independent Director and Chair of the Audit Committee). He also acknowledged the other members of the Board, and other officers, and representatives of SyCip Gorres Velayo & Co. (SGV), the Corporation's external auditor who validated the voting results, who joined the meeting through the live webcast.

2. Notice of Meeting

The Secretary, Ms. June Vee D. Monteclaro-Navarro, certified that on March 24, 2021, the Notice of the meeting and the Definitive Information Statement (DIS) were sent to each stockholder of record as of March 8, 2021 in three (3) ways: (i) by email to all stockholders who have provided their e-mail addresses; (ii) by posting on the Corporation's website; and (iii) by disclosure to the Philippine Stock Exchange in accordance with the By-Laws and applicable rules, including the Corporation's Internal Guidelines on Participation in Stockholders' Meeting by Remote Communication and Voting in Absentia. In addition, the Notice was published, in print and online format, in the Philippine Star and Manila Times, for two (2) consecutive days on March 29 and 30, 2021, or 21 days before the date of the stockholders' meeting as provided under the SEC Notice dated March 16, 2021.

3. Certification of Quorum

The Secretary certified that there was a quorum for the meeting with stockholders participating by remote communication, by proxy, or by voting in absentia, owning 5,320,099,438 shares, or 84.42% of the 6,301,591,987 total outstanding shares. The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares
Appointment of the Chairman as proxy	84.40839%

Voting in absentia	0.00003%
Remote Communication	0.01626%

Additionally, there were 134 viewers of the live webcast of the meeting.

4. Instructions on Rules of Conduct and Voting Procedures

The Chairman noted that although the Corporation was holding this meeting in a virtual format, it strived to provide the shareholders the opportunity to participate in the meeting to the same extent possible as in an in-person meeting.

Thereafter, the Secretary explained that the rules of conduct and the voting procedures are set forth in the DIS and in the Explanation of Agenda Items, which form part of the Notice of the Annual Stockholders' Meeting. She emphasized the following points:

(i) The agenda for the meeting covers a range of matters requiring stockholders' vote and was included in the Notice sent to stockholders for this meeting. Stockholders were also provided an opportunity to propose matters for inclusion in the agenda, pursuant to applicable laws, rules and regulations and the internal guidelines of the Corporation.

(ii) Stockholders who registered under the Voting in Absentia and Shareholder (VIASH) System or who notified the Corporation by email to corporate.secretary@ayalalandlogistics.com by April 12, 2021 of their intention to participate in the meeting by remote communication may send their questions or comments to the same email address.

(iii) Questions or comments received before 1:30 p.m. today, will be read aloud and addressed during the Q & A period, which will take place after Other Matters (Item 8 of the agenda). Management will reply by email to questions and comments not taken up during the meeting.

(iv) There are five (5) resolutions proposed for adoption by the stockholders, each proposed resolution will be shown on the screen as the same is being taken up.

(v) Stockholders could cast their votes on the proposed resolutions and in the election of directors beginning March 19, 2021 through the VIASH System with the polls remaining open until the end of the meeting for stockholders using the VIASH System.

(vi) Alternatively, the stockholders were provided the option to appoint the Chairman as proxy.

(vii) The votes cast as of April 14, 2021, after the proxy validation process and after the deadline for registration under the VIASH System, have been tabulated. Those votes are from stockholders owning 5,319,072,429 voting shares representing 99.998% of the total voting shares represented in the meeting, and 84.408% of the total outstanding voting shares. The results of the preliminary tabulation will be referred to when reporting the voting results during the meeting. However, the results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, will be reflected in the minutes.

The Secretary then thanked the stockholders who have voted through the VIASH System and by proxy. She encouraged all stockholders remotely attending the meeting to vote using the VIASH System which will remain open until the end of the meeting.

5. Approval of the Minutes of the April 13, 2020 Annual Stockholders' Meeting

The Chairman then proceeded to the approval of the minutes of the annual stockholders' meeting held on April 13, 2020. An electronic copy of the minutes is available on the website of the Corporation.

The Secretary presented Resolution No. S-01-2021 proposed by management, and based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

Resolution No. S-01-2021

> **RESOLVED,** to approve the minutes of the annual stockholders' meeting held on April 13, 2020.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the adoption of Resolution No. S-01-2021 for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Voted Shares	5,319,074,429	-	-
% of Shares of Shareholders Present	99.98%	-	-

6. Annual Report

The pre-recorded report of the President, Ms. Ma. Rowena M. Tomeldan, was shown.

In her report, Ms. Tomeldan began by stating that the past year was a significant, yet a challenging year for the Corporation. Amidst the global pandemic, the Corporation remained committed to supporting the country's economic growth and recovery.

Ms. Tomeldan highlighted that in 2020, the Corporation's revenues stood at Php3.72 Billion. In spite of the pandemic, the Corporation achieved a double-digit net income growth of 10% at Php703 Million from Php641 Million in 2019, driven by sales of industrial lots and non-core assets, and stable warehouse and office leasing operations, and was able to grow its warehouse gross leasable area by 18% to 207,000 square meters (sqm.). The Corporation repurposed non-prime retail spaces into other uses, allowing it to increase its commercial gross leasable areas by 7% from 90,000 sqm. It sold a number of industrial lots, although limited to the domestic market. The Corporation likewise embraced digitalization by launching its online platforms, virtual tours for prospective locators, Tutuban Center's TutuBuy and ANA South Park Personal Shopper for retail customers.

Ms. Tomeldan further stated that as the pandemic caught the world by surprise, its enormity fostered a stronger sense of community, renewing the Filipino spirit of *bayanihan*. The Corporation placed its employees and service providers' safety and well-being first. To protect its workforce at the height of the pandemic, the Corporation transitioned to a work-from-home arrangement, and provided online development training programs for the employees' continuous growth. Management ensured that strict health and safety protocols were in place across all its properties. She noted that the management actively participated in Ayala Land, Inc.'s Pay It Forward campaign and Project *Ugnayan* and reached out to marginalized communities in Laguna, Cavite, Pampanga, Laguindingan in Misamis Oriental, and Metro Manila. In support of our nation's frontliners, management assisted in the procurement of medical supplies and equipment at the time when these were scarce and urgently needed and were donated by the Ayala Land Group to beneficiary hospitals. Also, in partnership with the City of Manila and other Ayala

Group subsidiaries, the Corporation constructed and donated public convenience facilities in the *Kartilya ng Katipunan* Park for the benefit of the local community.

Ms. Tomeldan added that during the lockdown in 2020, the Corporation conducted its first ever virtual annual stockholders' meeting in April. It also celebrated the 30th anniversary of Laguna Technopark, one of the country's first privately-owned industrial estates, in November, which has been instrumental in the economic progress of the CALABARZON region, allowing the world's leading manufacturing investors to thrive.

Ms. Tomeldan further noted that the Corporation remains committed to being a co-catalyst for progress in areas where it is present. In January, the Corporation broke ground for the second phase of its ready-built facilities in Cavite Technopark in Naic, which will add 16,000 sqm. of warehouse gross leasable area to its ALogis portfolio upon completion. Earlier this month, the Corporation acquired an existing cold storage facility within Laguna Technopark, marking its entry into the cold logistics business, which further diversifies its product offerings. She stated that the Corporation will continue to expand its national footprint, aim to be present in 10 key areas across the country, grow warehouse gross leasable area to 500,000 sqm., and create new business platforms by the year 2025.

In closing, Ms. Tomeldan thanked the Corporation's shareholders and stakeholders for their unwavering support and trust of its strategies and plans, and the Board of Directors for the guidance and commitment to the organization. She also thanked the employees for their hard work and dedication in the fulfillment of the Corporation's projects.

A visual presentation was shown simultaneously with the President's report. The report of the President was followed by an audio-visual presentation showing the 2020 accomplishments and direction of the Corporation.

The Secretary presented the following Resolution No. S-02-2021 which was shown on the screen and had been proposed by management, and reported the stockholders' approval of the same in accordance with the voting results:

Resolution No. S-02-2021

> **RESOLVED**, to note the Corporation's Annual Report, which consists of the President's Report and the audio-visual presentation to the stockholders, and to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of period ended December 31, 2020, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the adoption of Resolution No. S-02-2021 for the noting of the annual report and the approval of the 2020 consolidated audited financial statements of the Corporation and its subsidiaries are as follows:

	For	Against	Abstain
Number of Shares Voted	5,319,074,429	-	-
% of Shares of Shareholders Present	99.98%	-	-

7. Ratification of all Acts and Resolutions of the Board of Directors and Officers

The Chairman proceeded to the item on stockholders' ratification of all the acts and resolutions of the Board, the Executive Committee, and other Board Committees exercising powers delegated by the Board, which were adopted from April 13, 2020 until today. The Secretary explained that these acts and resolutions are reflected in the minutes of the meetings, and they include the approval of contracts, projects and investments, amendment of the By-laws, manual on corporate governance, board and committee charters and approval of company policies, appointment of authorized representatives and bank signatories, corporate governance matters, treasury matters, operations updates, and other acts covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The Secretary further stated that stockholders' ratification is also being sought for all the acts of the Corporation's officers performed in accordance with the resolutions of the Board, the Executive Committee and other Board Committees as well as the By-Laws, from April 13, 2020 to date. These acts were performed to implement the resolutions of the Board or its Committees, or as part of the general conduct of the Corporation's business.

The Secretary then reported that Resolution No. S-03-2021, as proposed by management and shown on the screen, had been approved by the stockholders based on the voting results:

Resolution No. S-03-2021

> **RESOLVED,** to ratify each and every act and resolution, from 13 April 2020 to 21 April 2021 (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, during the Period, of the officers of the Corporation performed pursuant to the resolutions of the Board, the Executive Committee and other Board committees exercising powers delegated by the Board, as well as pursuant to the By-Laws of the Corporation.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the adoption of Resolution No. S-03-2021 are as follows:

	For	Against	Abstain
Number of Shares Voted	5,319,074,429	-	-
% of Shares of Shareholders Present	99.98%	-	-

8. Election of Directors

The next item in the Agenda was the election of nine (9) members of the Board of Directors for the ensuing year. The Chairman requested Mr. Renato O, Marzan, Chairman of the Corporate Governance and Nomination Committee, to explain the item.

Mr. Marzan explained that the Corporation is committed to maximizing long-term stakeholder value and recognize that this begins with a well-balanced and diverse board that addresses the needs of the Corporation and in accordance with our By-Laws, revised Corporate Governance Manual and Charter of the Board of Directors, the Corporate Governance and Nomination Committee of the Board has ascertained that the following nine (9) duly nominated stockholders, including the nominees for Independent Directors, can add value and contribute independent judgment to the formulation of sound corporate strategies and policies for the Corporation, and are qualified to serve as directors of the Corporation for the ensuing term:

Bernard Vincent O. Dy
Felipe U. Yap
Jose Emmanuel H. Jalandoni
Jaime Alfonso E. Zobel de Ayala
Maria Rowena M. Tomeldan

Nathanael C. Go
Rex Ma. A. Mendoza
Renato O. Marzan
Cassandra Lianne S. Yap

Mr. Mendoza, Ms. Yap, and Mr. Marzan were nominated as independent directors.

Mr. Marzan further reported that all the nominees have given their consent to their respective nominations.

The Chairman requested the Secretary to report on the results of the election.

The Secretary reported that each of the nine (9) nominees has garnered at least 4,654,825,865 votes. Given this, she certified that each nominee has received enough votes for election to the Board and that Resolution No. S-04-2021 for the election of the nine (9) nominees to the Board, which was shown on the screen, had been approved:

Resolution No. S-04-2021

RESOLVED, to elect the following nominees as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

Bernard Vincent O. Dy
Felipe U. Yap
Jose Emmanuel H. Jalandoni
Jaime Alfonso E. Zobel de Ayala
Maria Rowena M. Tomeldan
Nathanael C. Go
Rex Ma A. Mendoza (Independent Director)
Renato O. Marzan (Independent Director)
Cassandra Lianne S. Yap (Independent Director)

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the final votes received by the nominees are as follows:

Director	For	Against	Abstain
1. Bernard Vincent O. Dy	4,714,686,165	-	-
2. Felipe U. Yap	7,544,044,065	-	-
3. Jose Emmanuel H. Jalandoni	4,714,686,165	-	-
4. Jaime Alfonso E. Zobel de Ayala	4,714,686,165	-	-
5. Maria Rowena M. Tomeldan	4,654,827,865	59,858,300	-
6. Nathanael C. Go	7,315,822,641	-	-
7. Rex Ma. A. Mendoza	4,714,686,165	-	-
8. Renato O. Marzan	4,714,686,165	-	-
9. Cassandra Lianne S. Yap	4,723,686,165	-	-

10. Appointment of External Auditor and Fixing of its Remuneration

Upon the request of the Chairman, Mr. Rex Ma. A. Mendoza, Chairman of the Audit Committee, informed the stockholders that the Audit Committee in the performance of its oversight function, evaluated the performance of SGV, the Corporation's present auditor, during the past year and the Committee was satisfied with its performance. Thus, the Committee and the Board of Directors agreed to endorse the election one again of SGV as the Corporation's external auditor for 2021 for an audit fee of Php522,500.00, net of value-added tax and out-of-pocket expenses up to 10% inflationary allowance.

The Secretary presented Resolution No. S-05-2021 proposed by management for the appointment of the Corporation's external auditor and fixing of its remuneration. The following resolution was shown on the screen:

Resolution No. S-05-2021

> **RESOLVED,** as endorsed by the Board of Directors, to approve the appointment of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2021 for an audit fee of Five Hundred Twenty-two Thousand Five Hundred Pesos (Php522,500.00), net of value-added tax and out-of-pocket expenses up to 10% inflationary allowance.

As tabulated by the Inspectors of Proxies and Ballots Committee and validated by SGV, the votes for the adoption of Resolution No. S-05-2021 for the election of the Corporation's external auditor and fixing of their remuneration are as follows:

	For	Against	Abstain
Number of Shares Voted	5,319,074,429	-	-
% of Shares of Shareholders Present	99.98%	-	-

11. Other Matters

Ms. Tomeldan presented an update on the impact of COVID-19 on the Corporation, in particular, during the first quarter of 2021. She stated that the priority of the Corporation is to ensure the safety and well-being of its employees, workers, tenants, and customers. She reported that the Corporation undertook the following initiatives:

(i) 2021 general community quarantine (January-mid- March 2021):

- (a) maintained relevant health and safety protocols
- (b) stabilized operations across business lines
- (c) implemented rotational/ shifting schedule of employees in the office
- (d) continued construction activities for ongoing projects, and
- (e) cooperated with local government of Manila in the conduct of free swab testing for mall employees in Tutuban Center;

(ii) 2021 enhanced and modified community quarantine (mid-March 2021 to present):

- (a) maintained health and safety protocols across all properties
- (b) complied with applicable regulations whereby locators and lessees at industrial parks and warehouse leasing were operating at a reduced capacity while construction activities were ongoing but with limited manpower,
- (c) mall merchants were operating at shortened mall hours; and BPO tenants were operating with a skeletal workforce,
- (d) provided rental assistance to affected mall merchants

(e) continued TutuBuy and ANA Personal Shopper which may be utilized by customers to purchase items from operational stores; and
(f) established South Park Center as a vaccination site for Muntinlupa citizens.

Ms. Tomeldan then presented the updates on the Corporation's operations. She reported that:

- there is interest in industrial lots, mainly from the domestic market;
- medium-term lease contracts for warehouse and office locators are being implemented;
- warehouse construction projects and land development works in the industrial parks are on-going, pursuant to the Corporation's expansion plans; and
- available non-prime retail spaces in the commercial centers are being re-purposed to other uses such as storage, offices and last mile fulfillment hub.

After the presentation of the update, the Chairman requested Ms. Ma. Rhodora P. dela Cuesta, the Investor Relations Manager of the Corporation, to read aloud the questions and comments together with the names of the stockholders who sent them.

Ms. dela Cuesta read two (2) questions received from stockholder Mina Infante: (1) What are the company's prospects for the future? and (2) Are there any more expansion plans? The Chairman asked the President to respond to the questions of Ms. Infante. Ms. Tomeldan replied that looking ahead, the Corporation remains committed to building national footprint by having presence in key areas all over the country. By the year 2025, the Corporation aims to be present in 10 key areas and intends to grow its warehouse gross leasable area to 500,000 sqm. in line with its vision of being the leading industrial parks and real estate logistics developer in the country.

12. Adjournment

There being no other questions or comments from the stockholders, the Chair adjourned the meeting and informed the stockholders that a link will be posted to the recorded webcast of the meeting on the Corporation's website. Stockholders may raise any issues, clarifications and concerns on the meeting conducted within two (2) weeks from posting of the link by sending an email to corporate.secretary@ayalalandlogistics.com.

The Chairman thanked everyone who joined the meeting. He noted that it has been a challenging year and hoped that it has made everyone even stronger. He added that team has learned to adjust swiftly to the changes brought on by the coronavirus pandemic and expressed that as the Corporation strives and thrives in these times, all will continue to persevere and work together and look ahead to new opportunities. He wished all continued good health and asked them to take care and keep safe.

JUNE VEE D. MONTECLARO-NAVARRO
Corporate Secretary

NIMFA AMBROSIA L. PEREZ-PARAS
Assistant Corporate Secretary

Approved:

JOSE EMMANUEL H. JALANDONI
Chairman of the Board

ANNEX A

AyalaLand Logistics Holdings Corp.
2021 Annual Stockholders' Meeting

Attendance of stockholders

	Stockholder	No. of Shares	Appointee
	By Proxy		
1	Ayala Land, Inc.	4,467,752,834	Chairman of the meeting
2	Orion Land, Inc.	49,444,216	Chairman of the meeting
3	Standard Chartered Bank	1,139,000	Chairman of the meeting
4	David C. Go	16,000,000	Chairman of the meeting
5	David Go Securities Corp.	273,015,164	Chairman of the meeting
6	Deutsche Bank Manila	239,000	Chairman of the meeting
7	Ma. Rhodora P. dela Cuesta	111,450	Chairman of the meeting
8	F. Yap Securities, Inc.	312,363,100	Chairman of the meeting
9	Felipe Yap	3,010,000	Chairman of the meeting
10	ESOWN Administrator 2019	103,548,180	Chairman of the meeting
11	ESOWN Administrator 2018	25,793,700	Chairman of the meeting
12	ESOWN Administrator 2015	3,728,485	Chairman of the meeting
13	Citibank N.A.	59,813,300	Chairman of the meeting
14	The Hongkong and Shanghai Banking Corp.	3,114,000	Chairman of the meeting
	Sub-Total	**5,319,072,429**	
	By Remote Communication		
15	Bernard Vincent O. Dy	2	
16	Jaime Alfonso E. Zobel de Ayala	1	
17	Jose Emmanuel H. Jalandoni	2	
18	Maria Rowena M. Tomeldan	2	
19	Nathanael C. Go	1,025,000	
20	Renato O. Marzan	1	
21	Rex Ma. A. Mendoza	1	
	Sub-Total	**1,025,009**	
	By Voting in Absentia		
22	Julius J. Sanvictores	1,000	
23	Anabell A. Tapang	1,000	
	Sub-Total	**2,000**	
	TOTAL	**5,320,099,438**	

AyalaLand
LOGISTICS HOLDINGS CORP.

STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of AyalaLand Logistics Holdings Corp. (the Company) is responsible for the preparation and fair presentation of the consolidated financial statements including the schedules attached therein for the years ended December 31, 2021, 2020 and 2019, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the consolidated financial statements including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the consolidated financial statements of the Company and its subsidiary in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

JOSE EMMANUEL H. JALANDONI
Chairman, Board of Directors

MARIA ROWENA M. TOMELDAN
President and Chief Executive Officer

FRANCIS M. MONTOJO
Chief Finance Officer

SUBSCRIBED AND SWORN to before me this FEB 22 2022 at MAKATI CITY, affiants exhibiting to me their respective Passports, to wit:

Name	Passport No.	Date & Place of Issue
Jose Emmanuel H. Jalandoni	P6984078B	June 15, 2021 – DFA Manila
Maria Rowena M. Tomeldan	P7954199A	July 16, 2018 – DFA NCR South
Francis M. Montojo	P3957008A	August 8, 2017 – DFA Iloilo

Doc. No. 76 :
Page No 17 :
Book No. XLII :
Series of 2022.

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

ROBERTO T. ONGSIAKO, NOTARY PUBLIC, ROLL NO. 37041, MAKATI CITY, PHILIPPINES

ROBERTO T. ONGSIAKO
Notary Public – Makati City
Appt. No. M-149 until December 31, 2022
Roll of Attorneys No. 37041
Lifetime IBP No. 02163 – RSM Chapter
PTR No. 8852355MJ – 01/03/2022 - Makati City
MCLE Compliance No. VII – 0000267 – 07/30/2019
4th Floor Tower One and Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
AyalaLand Logistics Holdings Corp.
3rd Floor Glorietta 5,
Ayala Center, Makati City

Opinion

We have audited the consolidated financial statements of AyalaLand Logistics Holdings Corp. (the Parent Company) and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated statements of financial position as at December 31, 2021 and 2020, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for each of the three years in the period ended December 31, 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of AyalaLand Logistics Holdings Corp and Subsidiaries as at December 31, 2021 and 2020, and for each of the three years in the period ended December 31, 2021 are prepared in all material respects, in accordance with Philippine Financial Reporting Standards (PFRSs), as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC), as described in Note 2 to the consolidated financial statements.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the consolidated financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 2 to the consolidated financial statements which indicates that the consolidated financial statements have been prepared in accordance with PFRSs, as modified by the application of the financial reporting reliefs issued and approved by the SEC in response to the COVID-19 pandemic. The impact of the application of the financial reporting reliefs on the 2021 consolidated financial statements are discussed in detail in Note 2. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion

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thereon, and we do not provide a separate opinion on this matter. For matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report, including in relation to this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Provisions and Contingencies

The Group is involved in certain disputes for which the Group has recognized provisions for probable expenses, which may be incurred, and disclosed relevant information about such contingencies. This matter is important to our audit because the assessment of the potential outcome or liability involves significant management judgment and estimation.

The Group's disclosures about provisions and contingencies are included in Note 29 to the consolidated financial statements.

Audit Response

We reviewed management's assessment on whether any provisions should be recognized, and the estimation of such amounts and performed inspection of relevant supporting documents. We discussed with management the status of the disputes. We also reviewed the disclosures on provisions in the Group's consolidated financial statements.

Other Information

Management is responsible for Other Information. The Other Information comprises the information included in SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 but does not include the consolidated financial statements and our auditor's report thereon. The SEC Form 20 IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2021 are expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover Other Information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read Other Information identified above when it becomes available and, in doing so, consider whether such information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with PFRSs, as modified by the application of financial reporting reliefs issued and approved by the SEC, as described in Note 2 to the consolidated financial statements, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in accordance with PFRSs, as modified by the application of financial reporting reliefs issued and approved by the SEC, as described in Note 2 to the consolidated financial statements.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is
Carlo Paolo V. Manalang

SYCIP GORRES VELAYO & CO.

Carlo Paolo V. Manalang

Carlo Paolo V. Manalang
Partner
CPA Certificate No. 111947
Tax Identification No. 210-730-804
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 111947-SEC (Group A)
Valid to cover audit of 2019 to 2023 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-127-2019, November 27, 2019, valid until November 26, 2022
PTR No. 8854327, January 3, 2022, Makati City

February 22, 2022

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Amounts in Thousands)

	December 31	
	2021	2020
ASSETS		
Current Assets		
Cash and cash equivalents (Notes 4 and 31)	**₱81,253**	₱177,370
Receivables - current (Notes 5 and 31)	**1,154,576**	1,348,543
Real estate held for sale and development (Note 6)	**3,398,017**	3,237,261
Amounts owed by related parties (Notes 18 and 31)	**1,244,921**	921,793
Financial assets at fair value through profit or loss (Notes 8 and 31)	**4,801**	4,741
Other current assets (Note 9)	**1,061,403**	974,540
Total Current Assets	**6,944,971**	6,664,248
Noncurrent Assets		
Receivables - net of current portion (Notes 5 and 31)	**1,128,026**	728,538
Financial assets at fair value through other comprehensive income (Notes 7 and 31)	**144,259**	606,430
Right-of-use asset (Note 28)	**1,200,703**	1,267,372
Investment properties (Note 10)	**9,710,510**	9,563,424
Property and equipment (Note 11)	**723,459**	27,178
Net pension assets (Note 24)	**11,822**	9,694
Deferred income tax assets - net (Note 25)	**69,843**	58,228
Other noncurrent assets (Notes 12 and 31)	**451,743**	429,118
Total Noncurrent Assets	**13,440,365**	12,689,982
	₱20,385,336	₱19,354,230
LIABILITIES AND EQUITY		
Current Liabilities		
Accounts payable and accrued expenses (Notes 13, 14 and 31)	**₱1,411,170**	₱1,653,121
Current portion of:		
Rental and other deposits (Notes 16 and 31)	**370,043**	492,532
Lease liabilities (Note 28)	**221,072**	81,872
Deferred rent income (Note 28)	**10,649**	15,596
Amounts owed to related parties (Notes 18 and 31)	**1,594,424**	2,674,433
Income tax payable	**29,282**	4,334
Total Current Liabilities	**3,636,640**	4,921,888
Noncurrent Liabilities		
Rental and other deposits - net of current portion (Notes 16 and 31)	**351,907**	210,423
Nontrade payable - noncurrent (Note 13)	**260,371**	–
Long term debt (Note 15)	**1,965,297**	–
Lease liabilities - net of current portion (Note 28)	**1,549,509**	1,669,500
Retention payable - net of current portion	**75,034**	112,081
Deferred rent income - net of current portion (Note 28)	**4,887**	6,537
Deferred income tax liabilities - net (Note 25)	**92,371**	111,352
Subscriptions payable (Notes 19 and 31)	**481,675**	481,675
Total Noncurrent Liabilities	**4,781,051**	2,591,568
Total Liabilities	**8,417,691**	7,513,456

(Forward)

	December 31	
	2021	2020
Equity (Note 17)		
Equity attributable to equity holders of the parent		
Paid-in capital	**₱6,195,318**	₱6,184,835
Additional paid-in capital	**6,015,733**	6,007,133
Shares held by a subsidiary (Note 17)	**(144,377)**	(144,377)
Equity reserves (Note 30)	**(1,693,307)**	(1,601,567)
Revaluation increment (Note 10)	**189,779**	196,808
Unrealized loss on financial assets at fair value through other comprehensive income (Note 7)	**(1,089,687)**	(626,651)
Loss on remessasurement of retirement benefits (Note 24)	**(51,492)**	(51,458)
Retained earnings	**2,525,714**	1,737,718
	11,947,681	11,702,441
Non-controlling interests (Notes 1 and 17)	**19,964**	138,333
Total Equity	**11,967,645**	11,840,774
	₱20,385,336	₱19,354,230

See accompanying Notes to Consolidated Financial Statements.

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Amounts in Thousands, Except Earnings Per Share)

	Years Ended December 31		
	2021	2020	2019
REVENUE			
Real estate sales (Note 27)	**₱2,052,859**	₱1,275,511	₱1,809,120
Sale of electricity (Note 27)	**1,066,185**	1,568,434	2,395,977
Rental (Note 10)	**781,557**	851,975	1,085,930
Sale of storage services	**47,745**	–	–
Others (Note 2)	**348,220**	20,767	54,954
	4,296,566	3,716,687	5,345,981
COSTS AND EXPENSES			
Cost of real estate sold (Notes 6 and 22)	**1,236,559**	666,758	1,103,637
Cost of purchased power and services	**1,034,034**	1,510,110	2,303,069
Cost of rental services (Notes 10 and 22)	**881,126**	555,087	568,137
Operating expenses (Note 20)	**199,846**	205,579	292,395
	3,351,565	2,937,534	4,267,238
OTHER INCOME (CHARGES)			
Interest expense on lease liabilities (Note 28)	**(151,409)**	(150,240)	(151,188)
Discount on sale of financial asset (Note 5)	**(56,264)**	(29,550)	–
Interest income (expense) and bank charges - net (Note 23)	**(24,316)**	(67,990)	3,264
Dividend income (Notes 7 and 8)	**235**	131	131
Unrealized gain (loss) on financial assets at FVPL (Note 8)	**60**	262	(40)
Write-off and other charges (Notes 5, 9, 12 and 18)	**–**	–	(18,771)
Reversal of probable losses (Note 29)	**5,135**	31,000	32,280
Provision for probable losses (Note 29)	**–**	(5,000)	(240,647)
Gain on sale of investment property (Note 10)	**–**	94,064	–
Others - net	**141,533**	182,002	57,520
	(85,026)	54,679	(317,451)
INCOME BEFORE INCOME TAX	**859,975**	833,832	761,292
PROVISION FOR INCOME TAX (Note 25)	**80,009**	131,024	119,873
NET INCOME	**₱779,966**	₱702,808	₱641,419
ATTRIBUTABLE TO:			
Equity holders of the Parent	**₱784,114**	₱681,962	₱595,838
Non-controlling interests	**(4,148)**	20,846	45,581
	₱779,966	₱702,808	₱641,419
EARNINGS PER SHARE (Note 26)			
Basic and diluted, for income for the year attributable to ordinary equity holders of the Parent	**₱0.13**	₱0.11	₱0.10

See accompanying Notes to Consolidated Financial Statements.

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands)

	Years Ended December 31		
	2021	2020	2019
NET INCOME	**₱779,966**	₱702,808	₱641,419
OTHER COMPREHENSIVE INCOME (LOSS)			
Items that may not to be reclassified to profit or loss in subsequent periods:			
Unrealized loss on equity financial assets at fair value through other comprehensive income (Note 7)	**(458,540)**	(50,631)	(25,132)
Loss on remeasurement of retirement benefits liability - net of tax (Note 24)	**(34)**	(951)	(6,194)
Items that may be reclassified to profit or loss in subsequent years:			
Unrealized gain (loss) on debt financial assets at fair value through other comprehensive income (Note 7)	**(6,487)**	15,425	17,638
	(465,061)	(36,157)	(13,688)
TOTAL COMPREHENSIVE INCOME	**₱314,905**	₱666,651	₱627,731
ATTRIBUTABLE TO:			
Equity holders of the Parent	**₱321,044**	₱642,914	₱581,319
Non-controlling interests	**(6,139)**	23,737	46,412
	₱314,905	₱666,651	₱627,731

See accompanying Notes to Consolidated Financial Statements.

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
(Formerly Prime Orion Philippines, Inc.)

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Amounts in Thousands)

	EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT										
	Capital Stock	Additional Paid-in Capital	Shares Held by a Subsidiary (Note 17)	Equity Reserves (Note 30)	Revaluation Increment (Note 10)	Unrealized Valuation Gains (Losses) on Financial Assets at FVOCI (Note 7)	Losses on Remeasurement of Retirement Benefits Plan – net of tax (Note 24)	Retained Earnings	Total	Non-controlling Interests	Total
Balances at January 1, 2021	**₱6,184,835**	**₱6,007,133**	**(₱144,377)**	**(₱1,601,567)**	**₱196,808**	**(₱626,651)**	**(₱51,458)**	**₱1,737,718**	**₱11,702,441**	**₱138,333**	**₱11,840,774**
Net income	–	–	–	–	–	–	–	**784,114**	**784,114**	**(4,148)**	**779,966**
Other comprehensive income											
Unrealized valuation loss on financial assets at FVOCI (Note 7)	–	–	–	–	–	**(463,036)**	–	–	**(463,036)**	**(1,991)**	**(465,027)**
Loss on remeasurement of retirement benefit plan (Note 24)	–	–	–	–	–	–	**(34)**	–	**(34)**	–	**(34)**
Total comprehensive income	–	–	–	–	–	**(463,036)**	**(34)**	**784,114**	**321,044**	**(6,139)**	**314,905**
Collection of subscription receivable (Note 17)	**10,483**	**5,138**	–	–	–	–	–	–	**15,621**	–	**15,621**
Transfer of equity reserve due to ESOWN shares subscription (Note 30)	–	**3,462**	–	**(3,462)**	–	–	–	–	–	–	–
Acquisition of noncontrolling interest	–	–	–	**(88,278)**	–	–	–	–	**(88,278)**	**(112,230)**	**(200,508)**
Payment of stock transaction costs (Note 1)	–	–	–	–	–	–	–	**(3,147)**	**(3,147)**	–	**(3,147)**
Transfer of realized valuation increment (Note 10)	–	–	–	–	**(7,029)**	–	–	**7,029**	–	–	–
Balances at December 31, 2021	**₱6,195,318**	**₱6,015,733**	**(₱144,377)**	**(₱1,693,307)**	**₱189,779**	**(₱1,089,687)**	**(₱51,492)**	**₱2,525,714**	**₱11,947,681**	**₱19,964**	**₱11,967,645**

	EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT										
	Capital Stock	**Additional Paid-in Capital**	**Shares Held by a Subsidiary** (Note 17)	**Equity Reserves** (Note 30)	**Revaluation Increment** (Note 10)	**Unrealized Valuation Gains (Losses) on Financial Assets at FVOCI** (Note 7)	**Losses on Remeasurement of Retirement Benefits Plan – net of tax** (Note 24)	**Retained Earnings**	**Total**	**Non-controlling Interests**	**Total**
Balances at January 1, 2020	**₱6,173,305**	**₱5,999,868**	**(₱144,377)**	**(₱1,598,198)**	**₱203,836**	**(₱587,704)**	**(₱50,507)**	**₱1,065,378**	**₱11,061,601**	**₱114,596**	**₱11,176,197**
Net income	–	–	–	–	–	–	–	**681,962**	**681,962**	**20,846**	**702,808**
Other comprehensive income											
Losses on remeasurement of retirement benefit plan (Note 24)	–	–	–	–	–	–	**(951)**	–	**(951)**	–	**(951)**
Unrealized valuation (loss) on financial assets at FVOCI (Note 7)	–	–	–	–	–	**(38,097)**	–	–	**(38,097)**	**2,891**	**(35,206)**
Total comprehensive income	**–**	**–**	**–**	**–**	**–**	**(38,097)**	**(951)**	**681,962**	**642,914**	**23,737**	**666,651**
Collection of subscription receivable (Note 17)	**11,530**	**4,390**	**–**	**–**	**–**	**–**	**–**	**–**	**15,920**	**–**	**15,920**
Transfer of equity reserve due to ESOWN shares subscription (Note 30)	**–**	**3,369**	**–**	**(3,369)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Declaration of dividends								**(17,500)**	**(17,500)**		**(17,500)**
Payment of stock transaction costs (Note 1)	**–**	**(494)**	**–**	**–**	**–**	**–**	**–**	**–**	**(494)**	**–**	**(494)**
Realized valuation gain transferred from equity to retained earnings (Note 7)	**–**	**–**	**–**	**–**	**–**	**(850)**	**–**	**850**	**–**	**–**	**–**
Transfer of realized valuation increment (Note 10)	**–**	**–**	**–**	**–**	**(7,028)**	**–**	**–**	**7,028**	**–**	**–**	**–**
Balances at December 31, 2020	**₱6,184,835**	**₱6,007,133**	**(₱144,377)**	**(₱1,601,567)**	**₱196,808**	**(₱626,651)**	**(₱51,458)**	**₱1,737,718**	**₱11,702,441**	**₱138,333**	**₱11,840,774**

	EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT										
	Capital Stock	**Additional Paid-in Capital**	**Shares Held by a Subsidiary (Note 17)**	**Equity Reserves (Note 30)**	**Revaluation Increment (Note 10)**	**Unrealized Valuation Gains (Losses) on Financial Assets at FVOCI (Note 7)**	**Losses on Remeasurement of Retirement Benefits Plan – net of tax (Note 24)**	**Retained Earnings (Deficit)**	**Total**	**Non-controlling Interests**	**Total**
Balances at January 1, 2019, as previously reported	₱5,889,195	₱5,772,959	(₱1,279,026)	(₱1,351,940)	₱217,986	(₱579,379)	(₱44,313)	₱619,841	₱9,245,323	₱628,927	₱9,874,250
Effect of adoption of PFRS 16 (Note 2)	–	–	–	–	–	–	–	(164,451)	(164,451)	(7,001)	(171,452)
Balances at January 1, 2019, as restated	5,889,195	5,772,959	(1,279,026)	(1,351,940)	217,986	(579,379)	(44,313)	455,390	9,080,872	621,926	9,702,798
Net income	–	–	–	–	–	–	–	595,838	595,838	45,581	641,419
Other comprehensive income											
Losses on remeasurement of retirement benefit plan (Note 24)	–	–	–	–	–	–	(6,194)	–	(6,194)	–	(6,194)
Unrealized valuation gain (loss) on financial assets at FVOCI (Note 7)	–	–	–	–	–	(8,325)	–	–	(8,325)	831	(7,494)
Total comprehensive income	–	–	–	–	–	(8,325)	(6,194)	595,838	581,319	46,412	627,731
Collection of subscription receivable (Note 17)	234,666	5,833	–	–	–	–	–	–	240,499	–	240,499
Issuance of capital stock (Note 17)	49,444	94,933	–	–	–	–	–	–	144,377	–	144,377
Acquisition of shares held by a subsidiary (Note 17)	–	–	(144,377)	–	–	–	–	–	(144,377)	–	(144,377)
Disposal of shares held by a subsidiary (Note 17)	–	138,397	1,279,026	–	–	–	–	–	1,417,423	–	1,417,423
Payment of stock transaction costs (Note 1)	–	(12,254)	–	–	–	–	–	–	(12,254)	–	(12,254)
Transfer of realized valuation increment (Note 10)	–	–	–	–	(14,150)	–	–	14,150	–	–	–
Acquisition of non-controlling interest (Note 1)	–	–	–	(246,258)	–	–	–	–	(246,258)	(553,742)	(800,000)
Balances at December 31, 2019	**₱6,173,305**	**₱5,999,868**	**(₱144,377)**	**(₱1,598,198)**	**₱203,836**	**(₱587,704)**	**(₱50,507)**	**₱1,065,378**	**₱11,061,601**	**₱114,596**	**₱11,176,197**

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
(Formerly Prime Orion Philippines, Inc.)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in Thousands)

	Years Ended December 31		
	2021	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	**₱859,975**	₱833,832	₱761,292
Adjustments for:			
Depreciation and amortization (Notes 10, 11, 12, 20 and 22)	**351,071**	309,768	290,893
Interest expense on lease liabilities (Note 28)	**151,409**	150,240	151,188
Interest expense and bank charges (Note 23)	**75,806**	104,755	50,236
Depreciation of right-of-use assets (Note 20, 22 and 28)	**66,669**	65,192	64,754
Discount on sale of financial asset (Note 5)	**56,264**	29,550	–
Provision for probable losses (Note 29)	**–**	5,000	240,647
Provision for (reversal of) impairment losses on:			
Receivables (Note 5)	**29,137**	31,619	91,959
Real estate held for sale and development	**–**	–	12,281
Other current assets (Note 9)	**6,206**	–	1,502
Investment properties (Note 10)	**–**	–	(6,281)
Other noncurrent assets (Note 12)	**1,092**	–	–
Write-off and other charges (Notes 5, 9, 12 and 18)	**–**	–	18,771
Loss on retirement of investment properties (Notes 10 and 22)	**–**	–	25,531
Dividend income (Notes 7 and 8)	**(235)**	(131)	(131)
Unrealized loss (gain) on financial assets at FVPL (Note 8)	**(60)**	(262)	40
Reversal of provision for probable losses (Note 29)	**(5,135)**	(31,000)	(32,280)
Interest income (Note 23)	**(51,490)**	(36,765)	(51,539)
Gain on sale of investment property (Note 10)	**–**	(94,064)	–
Operating income before working capital changes	**1,540,709**	1,367,734	1,618,863
Decrease (increase) in:			
Receivables	**(1,529,032)**	(339,863)	(957,519)
Real estate held for sale and development	**(160,756)**	(2,489)	(830,992)
Other current assets	**(93,069)**	3,161	(492,099)
Pension assets	**(262)**	1,367	(571)
Other noncurrent assets	**(24,163)**	119,785	139,111
Increase (decrease) in:			
Accounts payable and accrued expenses	**(289,379)**	(1,111,907)	1,160,172
Rental and other deposits	**(18,052)**	(51,823)	80,461
Deferred rent income (Note 28)	**(6,597)**	13,237	–
Net cash flows generated from operations	**(580,601)**	(798)	717,426
Interest received	**3,267**	25,422	51,539
Interest paid	**(7,814)**	(39,028)	(50,236)
Income tax paid	**(90,317)**	(174,085)	(27,856)
Net cash flows from operating activities	**(675,465)**	(188,489)	690,873
CASH FLOWS FROM INVESTING ACTIVITIES			
Deductions (Additions in) from amounts owed by related parties	**(291,544)**	(124,634)	148,040
Proceeds from termination of short-term investments	**–**	–	43,489
Dividends received (Notes 7 and 8)	**235**	131	131
Acquisitions through business combination (Note 13)	**(381,456)**	–	–
Acquisition of:			
Investment properties (Note 10)	**(473,723)**	(694,745)	(3,689,730)
Property and equipment (Note 11)	**(49,873)**	(5,821)	(13,124)
Financial assets at FVOCI (Note 7)	**–**	(1,522)	(1,108)

(Forward)

	Years Ended December 31		
	2021	2020	2019
Proceeds from sale of:			
Investment properties	**₱–**	₱130,123	₱–
Financial assets at FVOCI (Note 7)	**–**	4,632	–
Net cash flows used in investing activities	**(1,196,361)**	(691,836)	(3,512,302)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from sale of shares held by a subsidiary	**–**	–	1,134,649
Proceeds from loan availment	**1,965,150**	–	–
Proceeds from sale of receivables	**1,254,653**	688,752	–
Collection of subscription receivables (Note 17)	**15,621**	15,920	378,897
Issuance of shares of stocks	**–**	–	144,377
Proceeds from amounts owed to related parties (Notes 18 and 32)	**501,160**	4,895	2,152
Additions (deductions from) in amounts owed by related parties (Notes 18 and 32)	**(16,822)**	313,884	2,080,984
Payment of amounts owed to related parties (Notes 18 and 32)	**(1,608,198)**	(4,936)	(225)
Payment of subscription cost (Note 1)	**(3,147)**	(494)	(12,254)
Payment of principal portion of lease liabilities (Note 28)	**(132,200)**	(137,918)	(149,704)
Acquisition of non-controlling interest (Note 1)	**(200,508)**	–	(800,000)
Net cash flows from financing activities	**1,775,709**	880,103	2,778,876
NET DECREASE IN CASH AND CASH EQUIVALENTS	**(96,117)**	(222)	(42,553)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**177,370**	177,592	220,145
CASH AND CASH EQUIVALENTS AT END OF YEAR (Note 4)	**₱81,253**	₱177,370	₱177,592

See accompanying Notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Corporate and Group Information

Corporate Information
AyalaLand Logistics Holdings Corp. (ALLHC; the Parent Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on May 19, 1989. The Parent Company's registered office address is 3rd Floor Glorietta 5, Ayala Center, Makati City. The Parent Company is a subsidiary of Ayala Land, Inc. (ALI). ALI's parent company is Ayala Corporation (AC). AC is 47.28% owned by Mermac, Inc. and the rest by the public as at December 31, 2021. Both ALI and AC are publicly-listed companies incorporated in the Philippines. The Parent Company is listed in the Philippine Stock Exchange.

ALLHC and its subsidiaries, collectively referred to as "the Group", have principal business interests in holding companies, commercial leasing, industrial lot sales and development, and retail electricity supply (see Note 26).

The accompanying consolidated financial statements of the Group as of December 31, 2021 and 2020, and for the years ended December 31, 2021, 2020 and 2019 were approved by the Board of Directors (BOD) in a meeting dated February 22, 2022.

Group Information
The consolidated financial statements include the accounts of the Parent Company and the following subsidiaries of the Group:

Subsidiaries	Nature of Business	Percentage of Ownership 2021	2020	2019
Laguna Technopark, Inc. (LTI)	Real Estate Development	**100%**	95%	95%
Ecozone Power Management, Inc. (EPMI)	Purchase, Supply and Delivery of Electricity and Cold Storage Operations	**100%**	95%	95%
Unity Realty & Development Corporation (URDC)	Real Estate Development	**100%**	100%	100%
Orion Land, Inc. (OLI)	Real Estate and Investment Holding Company	**100%**	100%	100%
Tutuban Properties, Inc. (TPI)	Real Estate, Mall Operations	**100%**	100%	100%
TPI Holdings Corporation (TPIHC)	Investment Holding Company	**100%**	100%	100%
Orion Property Developments, Inc. (OPDI)	Real Estate Development	**100%**	100%	100%
Orion Beverage, Inc. (OBI)*	Manufacturing	**100%**	100%	100%
LCI Commercial Ventures, Inc. (LCVI)	Real Estate, Warehouse Leasing Operations	**100%**	100%	100%
Luck Hock Venture Holdings, Inc. (LHVHI)*	Other Business Activities	**60%**	60%	60%
Orion Maxis, Inc. (OMI)*	Marketing and Administrative Services	**100%**	100%	100%
Orion I Holdings Philippines, Inc. (OIHPI)*	Financial Holding Company	**100%**	100%	100%
FLT Prime Insurance Corporation (FPIC)	Non-Life Insurance Company	**78.77%**	78.77%	78.77%
Orion Solutions, Inc. (OSI)*	Management Information Technology Consultancy Services	**100%**	100%	100%

** Inactive companies approved by their respective BOD for liquidation*

All of the entities in the Group are incorporated in the Philippines.

The voting rights held by the Parent Company in its investments in subsidiaries are in proportion to its ownership interest.

LTI
LTI was incorporated on November 15, 1990 and is based in Laguna. LTI develops industrial parks and leases ready-built factory units and sells industrial lots to local and company locators.

On June 7, 2010, the BOD of LTI approved the setting up of a wholly owned subsidiary, EPMI, primarily to engage in the purchase, supply and delivery of electricity. EPMI was registered with the SEC on August 20, 2010.

In 2021, LTI infused additional capital to EPMI amounting to ₱314.75 million. The additional capital was used for acquisitions of cold storage facilities (see Note 13). Accordingly, EPMI paid documentary stamp tax amounting to ₱3.15 million on the original issuance of shares offset against retained earnings.

On April 30, 2018, ALLHC entered into a Deed of Exchange with ALI whereby ALI agreed to subscribe to 1,225,370,620 additional shares in ALLHC in exchange for ALI's 30,186 shares in LTI, with a fair market value of ₱3,030.75 million. Accordingly, the Group paid documentary stamp tax amounting to ₱12.25 million on the original issuance of shares offset against additional paid-in capital.

The acquisition resulted to LTI becoming a subsidiary of ALLHC. Both ALLHC and LTI are under the common control of ALI. The acquisition was accounted for using the pooling of interests method.

URDC
URDC owns a property in Pampanga, a prime location for the new industrial park of ALLHC, which caters to light and medium, non-polluting enterprises, from both global and local markets. The development will complement the overall plans of the Group as it envisions Pampanga Technopark to be a world-class industrial township.

On July 19, 2019, the Parent Company acquired from previous individual stockholders their entire outstanding shares of URDC representing 100% ownership.

The Parent Company partially paid the previous individual stockholders amounting to ₱1,184.70 million representing 50% of the total value of the shares. In September 2020, the Parent Company paid the first installment amounting to ₱716.84 million. The Parent Company has settled the remaining balance amounting to ₱477.89 million on September 16, 2021. This is accounted for as acquisition of an asset that does not constitute a business because the Group did not acquire a substantive process that significantly contribute to the ability to create outputs in order to be classified as a business.

The Group allocated the acquisition cost to inventory and investment property based on relative fair values (see Notes 6 and 10).

OLI
OLI operates commercial building composed of a 5-storey shopping center and a 6-storey business processing outsourcing office with a gross leasable area of 60,000 square meters located along National Road, Alabang, Muntinlupa City.

TPI
TPI operates the Tutuban Center, a commercial complex located in Manila City. The Tutuban Center, which sits on a 20-hectare property, will be the location of the North-South Railway Project (NSRP) Transfer Station which will interconnect with the LRT 2 West Station (see Note 10).

On April 1, 2015, TPI signed a Memorandum of Understanding (MOU) with the Department of Transportation and Communication (DOTC) (now the Department of Transportation or DOTr) and Philippine National Railways (PNR) to formalize the agreement to cooperate in the finalization and implementation of plans of the North-South Railway Project (NSRP).

LCVI
LCVI was a top manufacturer of ceramic floor and wall tiles in the Philippines and has a manufacturing plant in Laguna. In 2012, LCVI suspended its manufacturing operations and started renting out its warehouses in July 2014.

FPIC
In March 2017, FPIC surrendered its Certificate of Authority as it was no longer compliant with the net worth requirement of ₱550.00 million of the Insurance Commission (IC) as of December 31, 2016.

On April 20, 2017, the IC issued a Servicing License to FPIC, with authority limited to the following:

a. accepting contract price payments from the policy holders;
b. paying or settling claims arising under its non-life coverage; and/or,
c. such other related services.

On September 7, 2018, the IC approved the Servicing Plan of FPIC. Based on the approved plan, FPIC has until April 19, 2019 to service policies expiring in 2019 and 2020 and to settle outstanding liabilities and obligations of FPIC.

On July 11, 2019, FPIC has submitted to the IC its request for the release of the security deposit. Based on IC Circular Letter No. 2013-35 (Guidelines on the Release of Security Deposit), the following applicability conditions have to be met before such request can be made:

1. The Company has no license to do insurance business; and
2. The Company is not under conservatorship, receivership or liquidation of the IC.

The above two (2) conditions have been met by FPIC.

On November 22, 2019, FPIC has applied for the renewal of its Servicing License with the IC for one year or until December 31, 2020. The said renewal of license was made to conform with one year 'waiting period' for the claimants to file, submit or report to the IC any claim against FPIC. The waiting period will commence from the last publication date of the 'Notice to the Public' regarding FPIC's request for the release of its security deposit.

On January 4, 2021, the Insurance Commission has approved FPIC's request for the termination of the servicing proceedings and withdrawal of the security deposit, subject to the following conditions,

1. FPIC, through its President, shall submit to the Commission a duly Notarized Undertaking and Quit Claim;

2. With respect to FPIC's request for the withdrawal of security deposit, it is worth stressing that though the said fund is exclusively earmarked for the payment of the company's liabilities to its policyholders, as distinguished from its corporate liabilities, the Commission has opined that the same may be applied to the latter, since any excess in the security deposit will in effect convert the same to its corporate assets.

3. The Commission has approved FPIC's withdrawal of security deposit, which shall be less by the value of the company's outstanding liabilities to its policyholders and other creditors, subject to the company's submission of the original or certified true copy of the notarized list of all outstanding liabilities.

FPIC's full compliance to the above conditions will trigger the Commission to proceed in the processing of the said request by publishing the required Notice of Withdrawal, as well as its issuance of the Certificate of Withdrawal, declaring FPIC's insurance business in the Philippines as officially withdrawn.

On May 27, 2021, FPIC received approval from the IC for the release of the security deposit.

Inactive Companies
On September 2, 2016, the BOD of OMI and OSI approved and authorized the dissolution and liquidation of OMI and OSI by shortening their corporate term up to December 31, 2016.

On October 20, 2017, the BOD of OIHPI, OBI, LHVHI and TPIHC approved and authorized the dissolution and liquidation of these companies by shortening their corporate term up to December 31, 2017.

Acquisition of Non-controlling Interest
On March 19, 2021, ALLHC purchased additional 2,013 LTI shares from non-controlling interests of Mitsubishi Corporation. The transaction was accounted as an equity transaction since there was no change in control. The movements within equity are accounted for as follows:

	Consideration Paid	Carrying value of Non-controlling interests	Difference recognized within Equity
	(In Thousands, except for %)		
5% in MC	₱200.51	₱112.23	₱88.28

On June 10, 2019, ALLHC purchased additional 8,051 LTI shares from ALI for a total consideration of ₱800.00 million, resulting to an increase in ownership in LTI from 75% to 95%. Accordingly, non-controlling interest decreased by ₱553.74 million and equity reserve increased by ₱246.26 million.

Material Partly-Owned Subsidiaries with Material Economic Ownership Interest
Information of the subsidiary that have material non-controlling economic interests follows:

LTI

	2021	2020	2019
	(In Thousands, except for %)		
Proportion of equity interests held by non-controlling interest	**–%**	1.21%	1.09%
Voting rights held by non-controlling interest	**–%**	5%	5%
Accumulated balances of non-controlling interest	**₱–**	₱143,033	₱121,597
Net income allocated to non-controlling interest	**2,032**	21,436	45,581
Comprehensive income allocated to material non-controlling interest	**–**	21,436	46,412
Dividends paid to non-controlling interest	**–**	–	–

2. Summary of Significant Accounting and Financial Reporting Policies

<u>Basis of Preparation</u>
The consolidated financial statements have been prepared on a historical cost basis, except for the debt and equity financial assets measured at fair value. The consolidated financial statements are presented in Philippine Peso, which is the Parent Company's functional currency. All amounts are rounded off to the nearest thousand (₱1,000), except when otherwise indicated.

The consolidated financial statements provide comparative information in respect of the previous period.

Statement of Compliance
The consolidated financial statements of the Group have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs), as modified by the application of the financial reporting relief on the accounting for significant financing components as issued and approved by the SEC in response to the COVID-19 pandemic.

The Group has availed of the relief granted by the SEC under Memorandum Circular (MC) No. 34-2020 which further extended the deferral of PIC Q&A 2018-12-D (assessment if the transaction price includes a significant financing component) until December 31, 2023.

The details and the impact of the adoption of the above financial reporting reliefs are discussed in the Adoption of New and Amended Accounting Standards and Interpretations section of Note 2.

PFRSs include Philippine Financial Reporting Standards, Philippine Accounting Standards and Interpretations issued by the Philippine Interpretations Committee (PIC).

Basis of Consolidation
The consolidated financial statements comprise the financial statements of the Group as of December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021.

Subsidiaries are consolidated from the date on which control is transferred to the Group and cease to be consolidated from the date on which control is transferred out of the Group. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the group ceases control over a subsidiary.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

a. power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
b. exposure, or rights, to variable returns from its involvement with the investee; and
c. the ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

a. the contractual arrangement with the other vote holders of the investee;
b. rights arising from other contractual arrangements; and
c. the Group's voting rights and potential voting rights.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The financial statements of the subsidiaries are prepared for the same accounting period as the Parent Company using uniform accounting policies. All significant intercompany transactions and balances between and among the Group, including intercompany profits and unrealized profits, are eliminated in the consolidation.

Non-controlling interests represent the portion of profit or loss and net assets in the subsidiaries not held by the Group and are presented separately in the consolidated statement of income, consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from the equity holders of the parent.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognized directly in equity as “Equity reserve” and attributed to the owners of the Parent Company.

If the Group losses control over a subsidiary, it derecognizes the related assets (including goodwill), liabilities, non-controlling interests and other components of equity, while the resultant gain or loss is recognized in profit or loss. Any investment retained is recognized at fair value.

Changes in Accounting Policies

Adoption of PIC Q&A 2018-12-E

In 2021, the Group adopted the provision of PFRS 15 covered by PIC Q&A 2018-12-E on the treatment of land in the calculation of POC. The changes did not have impact on the consolidated financial statements.

Capitalization of borrowing costs in property and equipment and investment properties

The changes did not have impact on the consolidated financial statements.

Adoption of PIC Q&A 2018-12-H Accounting to Common Usage Service Area (CUSA) Charges

In 2021, the Group adopted the treatment of Common Usage Service Area (CUSA) charges based on the PIC Q&A 2018-12-H under the modified retrospective approach. The Group assessed itself as principal for CUSA and air-conditioning charges, and as an agent for electricity and water usage. Accordingly, the Group presented the revenue from recoveries of CUSA and air conditioning services and its related costs on a gross basis as part of “Others” revenue and “Cost of rental and other services”, respectively.

The changes above did not have any significant impact on the consolidated statement of cash flows of the Group.

Statement of comprehensive income ended December 31, 2021

	Amounts prepared under		Increase
(*in thousands*)	PFRS 15	Previous PFRS	(Decrease)
Others - Revenue	₱299,964	₱–	₱299,964
Cost of rental services	–	(299,964)	(299,964)

Changes in Accounting Policies and Disclosures

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of new standards effective as at January 1, 2021. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have an impact on the consolidated financial statements of the Group.

- Adoption of PIC Q&A 2020-03, Q&A No. 2018-12-D: STEP 3- On the accounting of the difference when the percentage of completion is ahead of the buyer's payment

  PIC Q&A 2020-03 was issued by the PIC on September 30, 2020. The latter aims to provide an additional option to the preparers of financial statements to present as receivables, the difference between the POC and the buyer's payment, with the POC being ahead. This PIC Q&A is consistent with the PIC guidance issued to the real estate industry in September 2019.

- Amendments to PFRS 3, *Business Combinations, Definition of a Business*
  The amendments to PFRS 3 clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs. These amendments may impact future periods should the Group enter into any business combinations.

- Amendments to PFRS 7, *Financial Instruments: Disclosures* and PFRS 9, *Financial Instruments*, *Interest Rate Benchmark Reform*

  The amendments to PFRS 9 provide a number of reliefs, which apply to all hedging relationships that are directly affected by the interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainties about the timing and or amount of benchmark-based cash flows of the hedged item or the hedging instrument.

- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

  The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity."

  The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users.

- Conceptual Framework for Financial Reporting issued on March 29, 2018

  The Conceptual Framework is not a standard, and none of the concepts contained therein override the concepts or requirements in any standard. The purpose of the Conceptual Framework is to assist the standard-setters in developing standards, to help preparers develop consistent accounting policies where there is no applicable standard in place and to assist all parties to understand and interpret the standards.

  The revised Conceptual Framework includes new concepts, provides updated definitions and recognition criteria for assets and liabilities and clarifies some important concepts.

- Amendments to PFRS 16, *COVID-19-related Rent Concessions*

  The amendments provide relief to lessees from applying the PFRS 16 requirement on lease modifications to rent concessions arising as a direct consequence of the COVID-19 pandemic. A lessee may elect not to assess whether a rent concession from a lessor is a lease modification if it meets all of the following criteria:

  - The rent concession is a direct consequence of COVID-19;
  - The change in lease payments results in a revised lease consideration that is substantially the same as, or less than, the lease consideration immediately preceding the change;
  - Any reduction in lease payments affects only payments originally due on or before June 30, 2021; and
  - There is no substantive change to other terms and conditions of the lease.

  A lessee that applies this practical expedient will account for any change in lease payments resulting from the COVID-19 related rent concession in the same way it would account for a change that is not a lease modification, i.e., as a variable lease payment.

  The amendments are effective for annual reporting periods beginning on or after June 1, 2020. Early adoption is permitted.

  The Group adopted the amendments beginning January 1, 2020. The rent concessions did not have a material impact on the Group as lessees.

<u>Future Changes in Accounting Policies</u>
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its consolidated financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2021

- Amendments to PFRS 9, PAS 39, PFRS 7, PFRS 4 and PFRS 16, *Interest Rate Benchmark Reform – Phase 2*
  The amendments provide the following temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR):
  - Practical expedient for changes in the basis for determining the contractual cash flows as a result of IBOR reform
  - Relief from discontinuing hedging relationships
  - Relief from the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component

  The Group shall also disclose information about:
  - The about the nature and extent of risks to which the entity is exposed arising from financial instruments subject to IBOR reform, and how the entity manages those risks; and
  - Their progress in completing the transition to alternative benchmark rates, and how the entity is managing that transition

  The amendments are effective for annual reporting periods beginning on or after January 1, 2021 and apply retrospectively, however, the Group is not required to restate prior periods.

Effective beginning on or after January 1, 2022

- Amendments to PFRS 3, *Reference to the Conceptual Framework*

  The amendments are intended to replace a reference to the Framework for the Preparation and Presentation of Financial Statements, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements. The amendments added an exception to the recognition principle of PFRS 3, *Business Combinations* to avoid the issue of potential 'day 2'gains or losses arising for liabilities and contingent liabilities that would be within the scope of PAS 37, *Provisions, Contingent Liabilities and Contingent Assets* or Philippine-IFRIC 21, *Levies*, if incurred separately.

  At the same time, the amendments add a new paragraph to PFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and apply prospectively.

- Amendments to PAS 16, *Plant and Equipment: Proceeds before Intended Use*

  The amendments prohibit entities deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

  The amendment is effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

  The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 37, *Onerous Contracts – Costs of Fulfilling a Contract*

  The amendments specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

  The amendments are effective for annual reporting periods beginning on or after January 1, 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

- *Annual Improvements to PFRSs* 2018-2020 Cycle

  - Amendments to PFRS 1, *First-time Adoption of Philippines Financial Reporting Standards, Subsidiary as a first-time adopter*

    The amendment permits a subsidiary that elects to apply paragraph D16(a) of PFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to PFRS. This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of PFRS 1.

The amendment is effective for annual reporting periods beginning on or after January 1, 2022 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2023

- Amendments to PAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transactions

  The amendments narrow the scope of the initial recognition exception under PAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

  The amendments also clarify that where payments that settle a liability are deductible for tax purposes, it is a matter of judgement (having considered the applicable tax law) whether such deductions are attributable for tax purposes to the liability recognized in the financial statements (and interest expense) or to the related asset component (and interest expense).

  An entity applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented for annual reporting periods on or after January 1, 2023.

- Amendments to PAS 8, Definition of Accounting Estimates

  The amendments introduce a new definition of accounting estimates and clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, the amendments clarify that the effects on an accounting estimate of a change in an input or a change in a measurement technique are changes in accounting estimates if they do not result from the correction of prior period errors.

  An entity applies the amendments to changes in accounting policies and changes in accounting estimates that occur on or after January 1, 2023 with earlier adoption permitted. The amendments are not expected to have a material impact on the Group.

- Amendments to PAS 1 and PFRS Practice Statement 2, Disclosure of Accounting Policies

  The amendments provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:

  - Replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies, and
  - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures

  The amendments to the Practice Statement provide non-mandatory guidance. Meanwhile, the amendments to PAS 1 are effective for annual periods beginning on or after January 1, 2023. Early application is permitted as long as this fact is disclosed.

  The amendments are not expected to have a material impact on the Group.

Effective beginning on or after January 1, 2024

- Amendments to PAS 1, Classification of Liabilities as Current or Non-current

  The amendments clarify paragraphs 69 to 76 of PAS 1, Presentation of Financial Statements, to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

  - What is meant by a right to defer settlement
  - That a right to defer must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

  The amendments are effective for annual reporting periods beginning on or after January 1, 2023 and must be applied retrospectively. However, in November 2021, the International Accounting Standards Board (IASB) tentatively decided to defer the effective date to no earlier than January 1, 2024.

  The Group is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

Effective beginning on or after January 1, 2025

- PFRS 17, Insurance Contracts

  PFRS 17 is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, PFRS 17 will replace PFRS 4, *Insurance Contracts*. This new standard on insurance contracts applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply.

  The overall objective of PFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in PFRS 4, which are largely based on grandfathering previous local accounting policies, PFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of PFRS 17 is the general model, supplemented by:

  - A specific adaptation for contracts with direct participation features (the variable fee approach)
  - A simplified approach (the premium allocation approach) mainly for short-duration contracts

  On December 15, 2021, the FRSC amended the mandatory effective date of PFRS 17 from January 1, 2023 to January 1, 2025. This is consistent with Circular Letter No. 2020-62 issued by the Insurance Commission which deferred the implementation of PFRS 17 by two (2) years after its effective date as decided by the IASB.

  PFRS 17 is effective for reporting periods beginning on or after January 1, 2025, with comparative figures required. Early application is permitted.

  The amendments are not expected to have a material impact on the Group.

Deferred effectivity

- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*
  The amendments address the conflict between PFRS 10 and PAS 28 in dealing with the loss of control of a subsidiary that is sold or contributed to an associate or joint venture. The amendments clarify that a full gain or loss is recognized when a transfer to an associate or joint venture involves a business as defined in PFRS 3. Any gain or loss resulting from the sale or contribution of assets that does not constitute a business, however, is recognized only to the extent of unrelated investors' interests in the associate or joint venture.

  On January 13, 2016, the Financial Reporting Standards Council deferred the original effective date of January 1, 2016 of the said amendments until the International Accounting Standards Board (IASB) completes its broader review of the research project on equity accounting that may result in the simplification of accounting for such transactions and of other aspects of accounting for associates and joint ventures.

- *Deferral of Certain Provisions of PIC Q&A 2018-12, PFRS 15 Implementation Issues Affecting the Real Estate Industry (as amended by PIC Q&As 2020-02 and 2020-04)*

  On February 14, 2018, the PIC issued PIC Q&A 2018-12 which provides guidance on some PFRS 15 implementation issues affecting the real estate industry. On October 25, 2018 and February 08, 2019, the SEC issued SEC MC No. 14-2018 and SEC MC No. 3-2019, respectively, providing relief to the real estate industry by deferring the application of certain provisions of this PIC Q&A for a period of three years until December 31, 2020. On December 15, 2020, the Philippine SEC issued SEC MC No. 34-2020 which further extended the deferral of certain provisions of this PIC Q&A until December 31, 2023. A summary of the PIC Q&A provisions covered by the SEC deferral and the related deferral period follows:

	Deferral Period
a. Assessing if the transaction price includes a significant financing component as discussed in PIC Q&A 2018-12-D (as amended by PIC Q&A 2020-04)	Until December 31, 2023

  As discussed under Changes in Accounting Policies, the Group adopted the provision of PFRS 15 that covered its accounting for CUSA charges as discussed in PIC Q&A 2018-12-H. As allowed under SEC MC No. 34, the Group adopted the change under the modified retrospective approach.

  The SEC Memorandum Circulars also provided the mandatory disclosure requirements should an entity decide to avail of any relief. Disclosures should include:

  a. The accounting policies applied.
  b. Discussion of the deferral of the subject implementation issues in the PIC Q&A.
  c. Qualitative discussion of the impact on the financial statements had the concerned application guidelines in the PIC Q&A been adopted.
  d. Should any of the deferral options result into a change in accounting policy (e.g., when an entity excludes land and/or uninstalled materials in the POC calculation under the previous standard but opted to include such components under the relief provided by the circular), such accounting change will have to be accounted for under PAS 8, i.e., retrospectively, together with the corresponding required quantitative disclosures.

In November 2020, the PIC issued the following Q&As which provide additional guidance on the real estate industry issues covered by the above SEC deferrals:

- PIC Q&A 2020-04, which provides additional guidance on determining whether the transaction price includes a significant financing component

- PIC Q&A 2020-02, which provides additional guidance on determining which uninstalled materials should not be included in calculating the POC

After the deferral period, real estate companies would have to adopt PIC Q&A No. 2018-12 and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

The Group availed of the SEC reliefs to defer the above specific provisions of PIC Q&A No. 2018-12. Had these provisions been adopted, the Group assessed that the impact would have been as follows:

a. The mismatch between the POC of the real estate projects and right to an amount of consideration based on the schedule of payments provided for in the contract to sell might constitute a significant financing component. The Group has yet to assess if the mismatch constitutes a significant financing component for its contracts to sell but does not expect the provision to have a material impact on the consolidated financial statements.

b. The exclusion of land and uninstalled materials in the determination of POC would have the percentage of completion of real estate projects. The Group does not expect this provision to have any impact on the consolidated financial statements as the lots sold by the Group are 100% developed.

- *IFRIC Agenda Decision on Over Time Transfer of Constructed Goods (PAS 23, Borrowing Cost)*

  In March 2019, IFRIC published an Agenda Decision on whether borrowing costs can be capitalized on real estate inventories that are under construction and for which the related revenue is/will be recognized over time under paragraph 35(c) of IFRS 15 (PFRS 15). IFRIC concluded that borrowing costs cannot be capitalized for such real estate inventories as they do not meet the definition of a qualifying asset under Philippine Accounting Standards (PAS) 23, *Borrowing Costs,* considering that these inventories are ready for their intended sale in their current condition.

  The Group does not expect the IFRIC Agenda Decision to have a material impact on the consolidation financial statements as the Group does not have pre-selling activities.

  On February 11, 2020, the Philippine SEC issued Memorandum Circular No. 4-2020, providing relief to the Real Estate Industry by deferring the mandatory implementation of the above IFRIC Agenda Decision until December 31, 2020. Further, on December 15, 2020, the Philippine SEC issued SEC MC No. 34-2020, which extends the relief on the application of the IFRIC Agenda Decision provided to the Real Estate Industry until December 31, 2023. Effective January 1, 2024, the Real Estate Industry will adopt the IFRIC agenda decision and any subsequent amendments thereto retrospectively or as the SEC will later prescribe. A real estate company may opt not to avail of the deferral and instead comply in full with the requirements of the IFRIC Agenda Decision.

- *Deferral of PIC Q&A 2018-14, Accounting for Cancellation of Real Estate Sales (as amended by PIC Q&A 2020-05)*

  On June 27, 2018, PIC Q&A 2018-14 was issued providing guidance on accounting for cancellation of real estate sales. Under SEC MC No. 3-2019, the adoption of PIC Q&A No. 2018-14 was deferred until December 31, 2020. After the deferral period, real estate companies will adopt PIC Q&A No. 2018-14 and any subsequent amendments thereto retrospectively or as the SEC will later prescribe.

  On November 11, 2020, PIC Q&A 2020-05 was issued which supersedes PIC Q&A 2018-14. This PIC Q&A adds a new approach where the cancellation is accounted for as a modification of the contract (i.e., from non-cancellable to being cancellable). Under this approach, revenues and related costs previously recognized shall be reversed in the period of cancellation and the inventory shall be reinstated at cost. PIC Q&A 2020-05 will have to be applied prospectively from approval date of the Financial Reporting Standards Council which was November 11, 2020.

  The Group is still evaluating the approach to be availed among the existing options.

As prescribed by SEC MC No. 34-2020, for financial reporting periods beginning on or after January 1, 2021, the availment of the above deferral will impact the Group's financial reporting during the period of deferral as follows:

a. The financial statements are not considered to be in accordance with PFRS and should specify in the "*Basis of Preparation of the Financial Statements*" section of the financial statements that the accounting framework is:

   PFRS, as modified by the application of the following financial reporting reliefs issued and approved by the Securities and Exchange Commission in response to the COVID-19 pandemic

b. The Auditor's report will:
   - reflect in the Opinion paragraph that the financial statements are prepared in accordance with the compliance framework described in the notes to the financial statements; and
   - include an Emphasis of Matter paragraph to draw attention to the basis of accounting that has been used in the preparation of the financial statements.

Upon full adoption of the above deferred guidance, the accounting policies will have to be applied using full retrospective approach following the guidance under PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors.*

<u>Current versus Noncurrent Classification</u>
The Group presents assets and liabilities in its statement of financial position based on a current and noncurrent classification.

An asset is current when it is:
a. Expected to be realized or intended to be sold or consumed in normal operating cycle;
b. Held primarily for the purpose of trading;
c. Expected to be realized within twelve months after the reporting period; or
d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

a. It is expected to be settled in normal operating cycle;
b. It is held primarily for the purpose of trading;
c. It is due to be settled within twelve months after the reporting period; or
d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as noncurrent.

Deferred tax assets and liabilities are classified as noncurrent assets and liabilities.

Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either: (i) in the principal market for the asset or liability, or (ii) in the absence of a principal market, the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For financial assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at each end of the reporting period.

The fair value of financial instruments that are actively traded in organized financial markets is determined by reference to quoted market close prices at the close of business at the end of the reporting period. Financial instruments for which the fair value cannot be reasonably determined are carried at cost less any impairment in value.

For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques include comparison to similar investments for which market observable prices exist and discounted cash flow analysis or other valuation models.

For the purpose of fair value disclosures, the Group has determined the classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy.

Cash and Cash Equivalents
Cash includes cash on hand and in banks. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of three (3) months or less from dates of placement and that are subject to an insignificant risk of change in value.

Financial Instruments
Date of recognition
The Group recognizes a financial asset or a financial liability in the consolidated statement of financial position when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognized on the settlement date.

a. Financial assets
Initial recognition and measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. The Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:
- Financial assets at amortized cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

Financial assets at amortized cost
This category is the most relevant to the Group. The Group measures financial assets at amortized cost if both of the following conditions are met:
- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired.

The Group's financial assets at amortized cost includes cash and cash equivalents, short-term Investments, receivables and amounts owed to related parties.

Disposal of financial assets at amortized cost
When financial assets at amortized cost are disposed, these are assessed whether the Group is consistent with its objective of collecting contractual cash flows until maturity. In the event that disposals have been concluded as infrequent and insignificant, the financial assets continue to be accounted at amortized cost (see Note 5).

Financial assets at fair value through OCI (debt instruments)
The Group measures debt instruments at fair value through OCI if both of the following conditions are met:

(a) The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and;
(b) Selling and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognized in profit or loss and computed in the same manner as for financial assets measured at amortized cost. The remaining fair value changes are recognized in OCI. Upon derecognition, the cumulative fair value change recognized in OCI is recycled to profit or loss.

The Group's debt instruments at fair value through OCI includes government securities owned by the Group.

Financial assets designated at fair value through OCI (equity instruments)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32, *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group's financial assets at fair value through OCI includes investments in quoted and unquoted equity instruments.

Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognized in profit or loss.

<u>Derecognition</u>
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or,
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognize the transferred asset to the extent of its continuing involvement. In that case, the Group also recognized an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets
The Group recognizes an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from other credit enhancements (e.g. lessee’s deposit) that are integral to the contractual terms.

For trade receivables except real estate receivable, the Group applies a simplified approach in calculating ECLs. The Group does not track changes in credit risk, instead, recognizes a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Vintage approach accounts for expected credit losses by calculating the cumulative loss rates of a given real estate receivable pool. It derives the probability of default from the historical data of a homogenous portfolio that share the same origination period. The information on the number of defaults during fixed time intervals of the accounts is utilized to create the probability of default model. It allows the evaluation of the loan activity from its origination period until the end of the contract period. In addition to primary drivers like macroeconomic indicators of qualitative factors such as, but not limited to, forward-looking data on inflation rate was added to the expected loss calculation to reach a forecast supported by both quantitative and qualitative data points.

The probability of default is applied to the estimate of the loss arising on default which is based on the difference between the contractual cash flows due and those that the Group would expect to receive, including from the repossession of the subject real estate property, net of cash outflows. For purposes of calculating loss given default, accounts are segmented based on the type of facility. In calculating the recovery rates, the Group considered collections of cash and/or cash from resale of real estate properties after foreclosure, net of direct costs of obtaining and selling the real estate properties after the default event such as commission and refurbishment. As these are future cash flows, these are discounted back to the time of default using the appropriate effective interest rate, usually being the original effective interest rate (EIR) or an approximation thereof.

The Group considers a financial asset in default generally when contractual payments are 30 days past due for commercial leasing and 90 days past due for real estate and property development or when sales are cancelled supported by a notarized cancellation letter executed by the Group and customer. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

For other financial assets such as nontrade receivables, insurance receivables, amounts owed by related parties, refundable deposits and other receivables, ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For cash and cash equivalents and short-term investments, the Group applies the low credit risk simplification. The Group uses the ratings from Standard and Poor's (S&P), Moody's and Fitch to determine whether the debt instrument has significantly increased in credit risk (i.e., no longer low credit risk). The probability of default and loss given defaults are publicly available and are used by the Group to estimate ECLs. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

The Group's debt instruments at fair value through OCI comprise solely of government securities. The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

b. Financial liabilities
Initial recognition and measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include "Accounts payable and accrued expenses" (other than "Taxes payable" which is covered by other accounting standard), "Amounts owed to related parties", "Subscriptions payable", "Rental and other deposits" and "Lease liabilities".

Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in PFRS 9 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

Other Financial Liabilities
This is the category most relevant to the Group and includes liabilities arising from operations.

Other financial liabilities are recognized initially at fair value and are subsequently carried at amortized cost, taking into account the impact of applying the effective interest method of amortization (or accretion) for any related premium, discount and any directly attributable transaction costs. Gains and losses on other financial liabilities are recognized in the consolidated statement of income when the liabilities are derecognized, as well as through the amortization process.

The Group's accounts payable and accrued expenses and rental and others deposits are classified in this category.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in profit or loss.

c. Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

<u>Real Estate Held for Sale and Development</u>
Real estate held for sale and development is carried at the lower of cost and NRV. NRV is the selling price in the ordinary course of business, less the costs of completion, marketing and distribution. Cost includes acquisition cost of the land plus development and improvement costs.

<u>Other Current Assets</u>
Other current assets are resources that the Group expects to consume or realize within its operating cycle. These are carried at cost, less any impairment in value. Included under these are creditable withholding taxes (CWTs), input value added tax (VAT), and prepayments.

CWTs
CWTs represent taxes withheld by the Group's customer on sale of goods and services which are claimed against income tax due. The excess over the income tax payable is either carried over in the succeeding period for the same purpose or claimed for refund.

VAT
Revenues, expenses, and assets are recognized net of the amount of VAT, if applicable.

When VAT from sales of goods and/or services (output VAT) exceeds VAT passed on from purchases of goods or services (input VAT), the excess is recognized as payable in the consolidated statement of financial position. When VAT passed on from purchases of goods or services (input VAT) exceeds VAT from sales of goods and/or services (output VAT), the excess is recognized as an asset in the consolidated statement of financial position to the extent of the recoverable amount.

The net amount of VAT recoverable from the taxation authority is included as part of "Other current assets" and Other noncurrent assets" in the consolidated statement of financial position.

Prepayments
Prepayments are expenses paid in advance and recorded as asset before they are utilized. Prepaid expenses are apportioned to expense over the period covered by the payment and charged to the appropriate expense accounts when incurred.

Investment Properties
The Group's investment properties include properties utilized in its mall operations, commercial building and certain land and land improvements which are held for rentals while the rest of the land is held for capital appreciation.

Investment properties are stated at cost less accumulated depreciation and any accumulated impairment losses. Land is stated at cost less any impairment in value.

Expenditures incurred after the investment property has been put in operation, such as repairs and maintenance costs, are normally charged against income in the period in which the costs are incurred.

Depreciation and amortization of investment properties are computed using the straight-line method over the estimated useful lives of the investment properties as follows:

	Useful life in years
Land improvements	30
Buildings and improvements	7-40
Machineries and equipment	9-25

Leasehold improvements are amortized on a straight-line basis over the estimated useful lives or the term of the lease, whichever is shorter.

The estimated useful lives and the depreciation and amortization method are reviewed periodically to ensure that the period and method of depreciation and amortization are consistent with the expected pattern of economic benefits from items of investment properties.

Investment properties are derecognized when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognized in profit or loss in the period of derecognition.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property and equipment up to the date of change in use.

The Group classifies its buildings and improvements and land and improvements either as investment property or owner-occupied property based on its current intentions where it will be used. When buildings and improvements as well as land and improvements are held for capital appreciation or when management is still undecided as to its future use, it is classified as investment property. Buildings and improvements and land and improvements which are held for rent are classified as investment properties.

Constructions-in-progress
The Group's constructions-in-progress are carried at cost and transferred to the related investment property account when the construction and related activities to prepare the property for its intended use are complete, and the property is ready for occupation.

Property and Equipment
Property and equipment are carried at cost, less accumulated depreciation, amortization and any impairment in value. The initial cost of property and equipment consists of its purchase price, including import duties, taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditures incurred after the property and equipment have been put into operation, such as repairs and maintenance and overhaul costs, are normally charged to operations in the year in which the costs are incurred. In situations where it can be clearly

demonstrated that the expenditures have resulted in an increase in the future economic benefit expected to be obtained from the use of an item of property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as an additional cost of property and equipment. Land is stated at cost less any impairment in value.

Depreciation and amortization are calculated on a straight-line basis over the estimated useful life of the property and equipment as follows:

	Useful life in years
Leasehold improvements	3-5
Buildings	30
Machinery and equipment	5-10
Transportation equipment	5
Furniture, fixtures and equipment	3-5

Leasehold improvements are amortized on a straight-line basis over three (3) to five (5) years or the term of the lease, whichever is shorter.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognized.

The residual values, useful lives and depreciation and amortization method are reviewed and adjusted if appropriate, at each end of the reporting period.

Fully depreciated assets are retained in the accounts until these are no longer in use. When assets are sold or retired, the cost and the related accumulated depreciation and amortization and any impairment in value are derecognized and any gain or loss resulting from their disposal is included in profit or loss.

Software Costs

Acquired software license is capitalized on the basis of costs incurred to acquire and bring to use the specific software. Software license is amortized on a straight-line basis over its estimated useful life of three (3) to four (4) years. Costs associated with the development or maintenance of computer software programs are recognized as expense when incurred in profit or loss.

An item of software license is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset is included in profit or loss in the year the items is derecognized.

The Group's capitalized software costs includes purchase price payments for new software and other directly related costs necessary to bring the asset to its intended use.

Other Noncurrent Assets

Other noncurrent assets consist of advance rental, deferred acquisition cost, refundable deposits, deferred input VAT, spare parts and supplies and other prepayments that will be consumed twelve (12) months after each end of the reporting period.

Deferred Acquisition Costs

Costs incurred in relation to the acquisition of insurance contracts such as commissions are deferred and charged to commission expense in proportion to premium revenue recognized.

Subsequent to initial recognition, these costs are amortized using the 24th method where the deferred acquisition cost pertains to the commissions for the last two months of the year. Amortization is charged to profit or loss. The unamortized acquisition costs are shown as "Deferred acquisition cost" under "Other noncurrent assets".

Advances to suppliers and contractors
These are carried at cost less impairment losses, if any.

Impairment of Nonfinancial Assets
Inventories and Real Estate Held for Sale and Development
The Group recognizes provision for inventory losses when the net realizable values of inventory items become lower than the costs due to obsolescence or other causes. Obsolescence is based on the physical and internal condition of inventory items. Obsolescence is also established when inventory items are no longer marketable. Obsolete goods, when identified, are written down to their net realizable values.

Investment Properties, Property and Equipment, Software Costs and Right-of-use Assets
The Group assesses at each end of the reporting period whether there is an indication that investment properties, property and equipment and software costs may be impaired. If any such indication exists and where the carrying values exceed the estimated recoverable amounts, the assets or cash-generating units (CGU) are written down to their estimated recoverable amounts. The estimated recoverable amount of an asset is the greater of fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's-length transaction less the costs of disposal while value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For an asset that does not generate largely independent cash inflows, the estimated recoverable amount is determined for the CGU to which the asset belongs. Impairment losses of continuing operations are recognized in profit or loss in those expense categories consistent with the function of the impaired asset.

Recovery of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. The recovery is recorded in the consolidated statement of income. However, the increased carrying amount of an asset due to a recovery of an impairment loss is recognized to the extent that it does not exceed the carrying amount that would have been determined had no impairment loss been recognized for that asset in prior years.

Nonfinancial Other Current and Noncurrent Assets
The Group first assesses whether there are indications of impairment on nonfinancial other current and noncurrent assets. When indicators exist, the Group estimates the recoverable amount of the asset and recognizes impairment loss in profit or loss to reduce the carrying amount to the recoverable value.

Recognition and Measurement

Rental and Other Deposits
Customer rental and other deposits represent payments from tenants on leased properties which are refundable at the end of the lease contract. These are initially measured at fair value and subsequently measured at amortized cost.

Subscriptions Payable
Subscriptions payable pertains to the Group's unpaid subscription of shares of stock of other entities. These are recognized and carried in the books at the original subscription price in which shares of stock will be issued upon payment.

Combinations of Entities Under Common Control
Business combinations of entities under common control are accounted for using the pooling of interest method. The pooling of interest method is generally considered to involve the following:

- The assets and liabilities of the combining entities are reflected in the consolidated financial statements at their carrying amounts as of date of acquisition. No adjustments are made to reflect fair values, or recognize any new assets or liabilities, at the date of the combination. The only adjustments that are made are those adjustments to harmonize accounting policies.
- No new goodwill is recognized as a result of the combination. The only goodwill that is recognized is any existing goodwill relating to either of the combining entities. Any difference between the consideration paid or transferred and the equity acquired is reflected within equity.

The financial information in the consolidated financial statements are not restated for periods prior to the combination of the entities under common control as allowed by the Philippine Interpretations Committee (PIC) Q&A No. 2012-01.

Asset Acquisitions
If the assets acquired and liabilities assumed in an acquisition transaction do not constitute a business as defined under PFRS 3, the transaction is accounted for as an asset acquisition. The Group identifies and recognizes the individual identifiable assets acquired (including those assets that meet the definition of, and recognition criteria for, intangible assets) and liabilities assumed. The acquisition cost is allocated to the individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such transaction or event does not give rise to goodwill. Where the Group acquires a controlling interest in an entity that is not a business, but obtains less than 100% of the entity, after it has allocated the cost to the individual assets acquired, it notionally grosses up those assets and recognizes the difference as non-controlling interests.

Capital Stock
Common shares are classified as equity.

Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction, net of tax, from the proceeds. The excess of proceeds from issuance of shares over the par value of shares are credited to “Additional paid-in capital”. Subscription receivables pertains to the uncollected portion of the subscribed shares and is presented net against capital stock.

Retained Earnings
Retained earnings represent accumulated earnings of the Group.

Equity Reserves
Equity reserves pertain to the excess of the cost of business combinations over the net carrying amounts of the assets and liabilities of the acquired companies.

Treasury Shares and Shares Held by a Subsidiary
Treasury shares are own shares (ALLHC and subsidiaries) acquired by the Group. These are measured at acquisition cost and presented as deduction against equity. No gain or loss is recognized in profit or loss on the purchase, sale, issuance or cancellation of the Parent Company’s own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in additional paid-in capital.

The Parent Company’s shares acquired by a subsidiary is presented as “Shares held by a subsidiary” under the equity section.

Share-based Payments
The Group has equity-settled, share-based compensation plan with its employees. The Group has an employee stock ownership plan (ESOWN) which allows the grantees to purchase the Group’s shares at a discounted price. The Group recognizes stock compensation expense over the holding period. These are accounted for as limited-recourse loan-type share plans. Dividends paid on the awards are treated as installment payment against the exercise price of the options. The cost of

equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognized, together with a corresponding increase in "Equity reserves" in equity, in "Personnel expense" account

Other Comprehensive Income (Loss)
Other comprehensive income (loss) comprises items of income and expense that are not recognized in the consolidated statement of income for the year in accordance with PFRS.

Revenue Recognition
Revenue from Contract with Customers
Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the provisioning of water, electricity, air- conditioning and common use service area in its mall retail spaces, wherein it is acting as agent.

The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 3.

Sale of Electricity Revenue
The Group recognizes revenue from electricity services over time using the output method as the customer receives and consumes the benefit from the performance of the related utility service. As a practical expedient allowed under PFRS 15, the Group recognizes revenue in the amount to which the Group has a right to invoice since the Group bills a fixed amount for every kilowatt hour of electricity delivered. Electricity is billed every month according to the billing cycles of the customer.

Rental
Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms.

Rent Concessions
Rental concessions are treated as reductions to the rental income granted to lessees and accounted for as variable rent.

Real estate sales
The Group derives its real estate revenue from sale of industrial lots. Revenue from sale of industrial lots are recognized over time during the development period (or percentage of completion) since based on the terms and conditions of its contract with the customers, the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

In measuring the progress of its performance obligation over time, the Group uses the output method. The Group recognizes revenue based on direct measurements of the value to customers of the goods or services transferred to date, relative to the remaining goods or services promised under the contract. Progress is measured using survey of performance completed to date. This is based on the monthly project accomplishment report prepared by the third-party surveyor as approved by the construction manager which integrates the surveys of performance to date of the construction activities for both sub-contracted and those that are fulfilled by the developer itself.

Contract costs include all direct materials and labor costs and those indirect costs related to contract performance. Expected losses on contracts are recognized immediately when it is probable that the total contract costs will exceed total contract revenue. Changes in contract performance, contract conditions and estimated profitability are recognized in the year in which the changes are determined.

Cold Storage Revenue
The Group recognizes revenue from cold storage services over time using the output method as the customer receives and consumes the benefit from the performance of the related storage service. As a practical expedient allowed under PFRS 15, the Group recognizes revenue in the amount to which the Group has a right to invoice since the Group bills a fixed and variable amount every month.

Insurance Premiums and Commissions - net
Premiums from short-duration insurance contracts are recognized as revenue over the period of the contracts using the 24th method, except for premiums arising from marine cargo where the provision for unearned premiums pertains to the premiums for the last two months of the year. The portion of the premiums written that relates to the unexpired periods of the policies at financial reporting dates is accounted for as “Reserve for unearned premiums” and shown as part of “Accounts payable and accrued expenses” in the consolidated statement of financial position. The related reinsurance premiums ceded that pertain to the unexpired periods at financial reporting dates are accounted for as “Deferred reinsurance premiums” and shown under “Other noncurrent assets” in the consolidated statement of financial position. The net changes in these accounts between financial reporting dates are charged to or credited against income for the period.

Reinsurance commissions are recognized as revenue over the period of the contracts using the 24th method, except for marine cargo where the deferred reinsurance commission pertains to the premiums for the last two months of the year.

The portion of the commissions that relates to the unexpired periods of the policies at the financial reporting date is accounted for as “Due to reinsurers and ceding companies” and shown as part of “Accounts payable and accrued expenses” in the consolidated statement of financial position.

Interest Income
For all financial instruments measured at amortized cost and interest-bearing financial assets classified as financial assets at FVOCI and AFS financial assets, interest income is recorded using the EIR, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.

Dividend Income
Dividend income is recognized when the Group’s right to receive the payment is established.

<u>Cost and Expenses</u>

Cost recognition for real estate sales
The Group recognizes costs relating to satisfied performance obligations as these are incurred. These include costs of land, land development, professional fees, depreciation, permits and licenses. These costs are allocated to the saleable area, with the portion allocable to the sold area being recognized as costs of sales while the portion allocable to the unsold area being recognized as part of real estate inventories.

Cost of purchased power and services
Purchased power represents the cost of electricity supplied to contestable customers. This includes generation charges, transmission line fees, capacity fees and systems losses which are recognized in profit or loss when the electricity purchased is consumed.

Cost of rental services
Cost of rental services are direct costs incurred in the normal course of the business, are recognized when incurred and generally measured in the amount paid or payable. These comprise cost of rent, utilities, depreciation and others.

Operating Expenses
Operating expenses consist of all expenses associated with the development and execution of marketing and promotional activities and expenses incurred in the direction and general administration of day-to-day operations of the Group. These are generally recognized when the service is incurred, or the expense arises.

Costs to obtain contract
The incremental costs of obtaining a contract with a customer are recognized as an asset if the Company expects to recover them. The Company has determined that commissions paid to brokers on the sale of completed real estate units are deferred when recovery is reasonably expected and are charged to expense in the period in which the related revenue is recognized as earned. Commission expense is included in the "Cost of real estate sold" account in the statement of income.

Costs incurred prior to obtaining contract with customer are not capitalized but are expensed as incurred.

<u>Earnings Per Share</u>
Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the Parent Company by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the Parent Company (after adjusting for interest on any convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

<u>Income Tax</u>
Current Income Tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The income tax rates and income tax laws used to compute the amount are those that are enacted or substantively enacted as at the end of the reporting period.

Current income tax relating to items recognized directly in equity is recognized in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Income Tax
Deferred income tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the end of the reporting period.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- when the deferred income tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward benefits of unused net operating loss carryover (NOLCO) and unused tax credits from excess minimum corporate income tax (MCIT), to the extent that it is probable that sufficient future taxable profits will be available against which the deductible temporary differences, and the carry forward of unused NOLCO and MCIT can be utilized, and except if it arises from initial recognition and those associated with the investments in subsidiaries, associates and joint ventures as discussed above.

The carrying amount of deferred income tax assets is reviewed at each end of the reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each end of the reporting period and are recognized to the extent that it has become probable that sufficient future taxable profits will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the income tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on income tax rates (and income tax laws) that have been enacted or substantively enacted at each end of the reporting period.

Deferred income tax relating to items recognized outside profit or loss is recognized outside profit or loss. Deferred income tax items are recognized in correlation to the underlying transaction either in the profit or loss or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered. Subsidiaries operating in the Philippines file income tax returns on an individual basis. Thus, the deferred tax assets and deferred tax liabilities are offset on a per entity basis.

Retirement Benefits Costs

The Group has a funded, non-contributory defined benefit retirement plan.

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plans is actuarially determined using the projected unit credit method. This method reflects service rendered by employees to the date of valuation and incorporates assumptions concerning the employees' projected salaries.

Defined benefit costs comprise the following:

- Service cost
- Net interest on the net defined benefit liability or asset
- Remeasurements of net defined benefit liability or asset

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognized as retirement benefits costs under "Personnel expenses" in the consolidated statement of income. Past service costs are recognized when plan amendment or curtailment occurs. These amounts are calculated periodically by independent qualified actuaries.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on government bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognized as “Interest income (expense)” in the consolidated statement of income.

Remeasurements comprising actuarial gains and losses and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognized immediately in OCI in the period in which they arise. Remeasurements are not reclassified to profit or loss in subsequent periods.

Plan assets are assets that are held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the creditors of the Group, nor can they be paid directly to the Group. Fair value of plan assets is based on market price information. When no market price is available, the fair value of plan assets is estimated by discounting expected future cash flows using a discount rate that reflects both the risk associated with the plan assets and the maturity or expected disposal date of those assets (or, if they have no maturity, the expected period until the settlement of the related obligations). If the fair value of the plan assets is higher than the present value of the defined benefit obligation, the measurement of the resulting defined benefit asset is limited to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The Group’s right to be reimbursed of some or all of the expenditure required to settle a defined benefit obligation is recognized as a separate asset at fair value when and only when reimbursement is virtually certain.

Employee Leave Entitlement
Employee entitlements to annual leave are recognized as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled wholly before twelve (12) months after the end of the reporting period is recognized for services rendered by employees up to the end of the reporting period.

<u>Leases</u>
The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee
The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

a) Right-of-use assets
The Group recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received and estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term of 20 to 40 years.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in impairment of non-financial assets.

Lease liabilities
At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

b) Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are low value. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Group as a lessor
Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

<u>Foreign Currency Translation</u>
Transactions in foreign currencies are initially recorded in Philippine Peso based on the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency exchange rate at the end of the reporting period. All differences arising on settlement or translation of monetary items are taken to the consolidated statement of income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

<u>Provisions</u>
Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of income, net of any reimbursement.

Contingencies
Contingent liabilities are not recognized in the consolidated financial statements. These are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the consolidated financial statements but are disclosed when an inflow of economic benefit is probable.

Segment Reporting
The Group's operating businesses are recognized and managed according to the nature of the products or services offered, with each segment representing a strategic business unit that serves different markets. The BOD is the chief operating decision maker of the Group. Segment assets and liabilities reported are those assets and liabilities included in measures that are used by the BOD.

Segment revenue, expenses and performance include transfers between business segments. The transfers are accounted for at competitive market prices charged to unaffiliated customers for similar products. Such transfers are eliminated in consolidation.

Events After the End of the Reporting Period
Post year-end events that provide additional information about the Group's financial position at the end of the reporting period (adjusting events) are reflected in the consolidated financial statements. Post year-end events that are not adjusting events are disclosed in the consolidated financial statements when material.

3. Significant Accounting Judgments, Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with PFRS requires the Group to make judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses and disclosures, at the end of the reporting period. Future events may occur which will cause the assumptions used in arriving at the estimates to change. The effects of any change in judgments and estimates are reflected in the consolidated financial statements as they become reasonably determinable.

Judgments, estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcome can differ from these estimates.

Judgments
In the process of applying the Group's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements:

Determining the lease term of contracts with renewal and termination options – Group as lessee
The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The renewal periods for leases of land with longer non-cancellable periods (i.e., 10 to 15 years) are not included as part of the lease term since it is reasonably certain that the Group will exercise the option to renew or not exercise the option to terminate. Renewal or termination of lease is subject to mutual agreement with the lessors.

Business combination
The Group acquired a group of assets that relate to a line of business of another legal entity. At the time of acquisition, the Group considers whether the acquisition represents the acquisition of a business under PFRS 3. The Group accounts for the acquisition as a business combination where an integrated set of activities is acquired in addition to the properties. The Group concluded that the acquisition included inputs (such as facilities, customers, etc.), substantive processes (storage and maintenance services, and other operational processes), and the ability to produce outputs (storage and leasing revenues). The relevant disclosures are presented in Note 13.

Assessing Operating Lease Commitments - Group as Lessor
The Group has entered into commercial property leases on its investment properties portfolio. The Group has determined that it retains all the significant risks and rewards of ownership of these properties which are leased out under operating lease arrangements.

Assessment Whether Rental Concessions fall under Lease Modification
In line with the rental relief framework implemented by the government to support businesses and the broader economy due to the impact of COVID-19, the Group waived its right to collect rent and other charges as part of various rent concessions it granted to lessees such as rent payment holiday or rent payment reductions.

The Group applies judgment when assessing whether the rent concessions granted is considered a lease modification under PFRS 16.

In making the judgment, the Group determines whether the rent concessions granted has changed the scope of the lease, or the consideration thereof, that was not part of the original terms and conditions of the lease. The Group assessed that the rent concessions it granted to lessees do not qualify as lease modifications since the term and conditions under the corresponding lease contracts have not been modified by the waiver and therefore, is not a lease modification under PFRS 16.

The rent concession granted by the Group for the years ended December 31, 2021 and 2020 amounted to ₱215.69 and ₱298.90 million, respectively.

Definition of default and credit-impaired financial assets
The Group defines a financial instrument as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria – for trade receivables from real estate sales, the customer receives a notice of cancellation and does not continue the payments. For rental receivables, the customers receive letter of collection.

Qualitative criteria
The customer meets unlikeliness to pay criteria, which indicates the customer is in significant financial difficulty. These are instances where:

a. The customer is experiencing financial difficulty or is insolvent
b. The customer is in breach of financial covenant(s)
c. An active market for that financial assets has disappeared because of financial difficulties
d. Concessions have been granted by the Group, for economic or contractual reasons relating to the customer's financial difficulty
e. It is becoming probable that the customer will enter bankruptcy or other financial reorganization

The criteria above have been applied to the financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently throughout the Group's expected loss calculation.

Sale of real estate receivables
The Group entered into arrangements with banks wherein it discounted its real estate receivables without recourse. The Group believes that the sales transactions are not more than infrequent. Accordingly, the Group continues to present trade receivables at amortized cost as it remains to hold trade receivables with the objective of collecting contractual cash flows until maturity.

<u>Estimates and Assumptions</u>
The key estimates and assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes in circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Leases - Estimating the incremental borrowing rate
The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group ‘would have to pay’, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

The Group’s lease liabilities amounted to ₱1,770.58 million and ₱1,751.37 million as at December 31, 2021 and 2020, respectively (see Note 28).

Provision for expected credit losses of trade and other receivables
The Group uses a provision matrix to calculate ECLs for trade receivables except for receivables from real estate. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group’s historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information such as Gross Domestic Product growth rate and inflation rate. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

The Group uses vintage analysis approach to calculate ECLs for real estate receivable. The vintage analysis accounts for expected losses by calculating the cumulative loss rates of a given loan pool. It derives the probability of default from the historical data of a homogenous portfolio that share the same origination period. The information on the number of defaults during fixed time intervals of the accounts is utilized to create the PD model. It allows the evaluation of the loan activity from its origination period until the end of the contract period.

The assessment of the correlation between historical observed default rates, forecast economic conditions (gross domestic product and inflation rate) and ECLs is also significant estimate.
The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of customer’s actual default in the future. The information about the ECLs on the Group’s trade receivables is disclosed in Notes 5 and 31.

Estimating Useful Lives of Depreciable Investment Properties and Property and Equipment
The estimated useful lives used as bases for depreciating and amortizing the Group’s investment properties and property and equipment were determined on the basis of management’s assessment of the period within which the benefits of these asset items are expected to be realized taking into account actual historical information on the use of such assets as well as industry standards and averages applicable to the Group’s assets. The Group estimates the useful lives of its investment properties and property and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of investment properties and property and equipment are reviewed, at least, annually and are updated if expectations differ from previous estimates due to physical wear and tear and technical or commercial obsolescence on the use of these assets. It is

possible that future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned above. A reduction in the estimated useful lives of these assets increases depreciation and amortization and decreases the carrying value of investment properties and property and equipment.

The carrying value of property and equipment amounted to ₱723.46 million and ₱27.18 million as at December 31, 2021 and 2020, respectively, net of accumulated depreciation, amortization and impairment amounting to ₱84.02 million and ₱67.46 million as at December 31, 2021 and 2020, respectively (see Note 11).

The carrying value of investment properties amounted to ₱9,710.51 million and ₱9,563.42 million as at December 31, 2021 and 2020, respectively (see Note 10).

Information on the estimated useful life of investment properties and property and equipment is included in Note 2.

Determining Retirement Benefits Liability
The cost of defined retirement obligation as well as the present value of the defined benefit obligation is determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include the determination of the discount rates, future salary increases, mortality rates and future retirement increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligation are highly sensitive to changes in these assumptions. The assumptions are reviewed at each end of the reporting period.

Current service costs amounted to ₱4.14 million, ₱1.37 million and ₱0.98 million for the years ended December 31, 2021, 2020 and 2019, respectively. As at December 31, 2021 and 2020, net pension assets of the Group amounted to ₱11.82 million and ₱9.69 million, respectively (see Note 24).

In determining the appropriate discount rate, management considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation. Further details about the assumptions used are provided in Note 24.

Assessing Realizability of Deferred Income Tax Assets
The Group reviews the carrying amounts of deferred income tax assets at each end of the reporting period and reduces it to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax assets to be utilized. Judgments and estimation are required to determine the amount of deferred income tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies. However, there is no assurance that the Group will generate sufficient future taxable profits to allow all or part of its deferred income tax assets to be utilized.

Deferred income tax assets recognized in the books amounted to ₱605.17 million and ₱596.34 million as at December 31, 2021 and 2020, respectively (see Note 25).

The temporary differences, NOLCO and MCIT for which no deferred income tax assets were recognized, as the management has assessed that it is not probable that sufficient future taxable income will be available for which the benefit of the deferred income tax assets can be utilized, are disclosed in Note 25.

Assessing and Estimating Contingencies and Provisions
The Group is involved in certain disputes for which the Group has recognized provisions for probable expenses, which may be incurred, and disclosed relevant information about such contingencies. Total provision for probable losses amounted to nil, ₱5.00 million and ₱240.65 million for the years ended December 31, 2021, 2020 and 2019, respectively. Total reversal of provision for probable losses amounted to ₱5.14, ₱31.00 million and ₱32.28 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 29).

4. Cash and Cash Equivalents

This account consists of:

	2021	2020
	(In Thousands)	
Cash on hand	**₱270**	₱245
Cash in banks	**80,983**	177,125
	₱81,253	₱177,370

Cash in banks earn interest at the respective bank deposit rates.

For the years ended December 31, 2021, 2020 and 2019, the interest earned from cash and cash equivalents amounted to ₱0.67 million, ₱3.73 million, and ₱3.55 million, respectively (see Note 23).

5. Receivables

This account consists of:

	2021	2020
	(In Thousands)	
Trade debtors		
Land sales	**₱1,405,980**	₱1,302,611
Receivables from tenants	**624,114**	593,682
Retail electricity	**123,041**	153,995
Nontrade receivables	**120,484**	120,017
Insurance receivables	**29,305**	29,305
Others	**276,398**	198,739
	2,579,322	2,398,349
Less allowance for expected credit losses	**296,720**	321,268
	2,282,602	2,077,081
Less noncurrent portion	**1,128,026**	728,538
	₱1,154,576	₱1,348,543

Receivables from land sales represent amounts arising from sale of industrial lots, which are collectible in monthly installments within two to four years from the date of sale. The Group sold receivables on a without recourse basis to partner mortgage bank, BPI Family Bank, Inc. a related party, amounting to ₱1,373.61 million and ₱718.30 (gross of unamortized discount) in 2021 and 2020, respectively. 2021 receivables were sold at a discount of ₱56.26 million with total net proceeds ₱1,254.65 million while the 2020 receivables were sold at a discount of ₱29.55 million with total net proceeds ₱688.75 million.

Movements in the unamortized discount of the Group's receivables as of December 31, 2021 and 2020 follow:

	2021	2020
	(In Thousands)	
Trade receivables/contract assets at nominal amount	**₱2,615,337**	₱1,371,589
Less unearned interest:		
Balance at beginning of year	**68,978**	16,282
Additions during the year	**91,592**	54,733
Accretion for the year (Note 23)	**(16,543)**	(2,037)
Unamortized discount on sold receivables	**(62,696)**	–
Balance at end of year	**81,331**	68,978
Trade receivables/contract assets at discounted amount	**₱2,534,006**	₱1,302,611

Receivables from tenants represent the outstanding receivables arising from the lease of warehouse units, mall and office spaces and cold storage operations and are collectible within 30 days from billing date. This includes both the fixed and contingent portion of lease.

Receivables from retail electricity consist of uncollected and unbilled electricity to customers which are consumed after meter reading cut-off dates. The credit term of these receivables is from 9 to 15 days from the date of billing. This account also consists of electricity sales made by the Group to customers traded through Wholesale Electricity Spot Market (WESM).

Nontrade receivables consist mainly of receivables from the government related to expropriation against certain properties of the Group in Laguna. Nontrade receivables are noninterest-bearing and are due and demandable.

Insurance receivables consist of premium receivables from policyholders, insurance agents and reinsurance companies and reinsurance recoverable on paid and unpaid losses from facultative and treaty reinsurers. These accounts are generally on 90 days term.

Other receivables include noninterest-bearing receivables of OLI from Cosco Land Corporation (CLC) which are due and demandable amounting to ₱160.45 million as at December 31, 2021 and 2020. These receivables are collateralized by the shares of stock of Cyber Bay owned by CLC. The receivables from CLC are fully provided with allowance.

On March 25, 2020, Republic Act No. 11469, otherwise known as the Bayanihan to Heal as One Act ("Bayanihan 1 Act") was enacted. Bayanihan 1 Act provides that all covered institutions shall implement a 30-day grace period for all loans with principal and/or interest and lease amortization falling due within the ECQ period without incurring interest on interest, penalties, fees and other charges. Subsequently, on September 11, 2020, Republic Act No. 11494, otherwise known as the Bayanihan to Recover as One Act ("Bayanihan 2 Act"), was enacted. Under the Bayanihan 2 Act, the one-time sixty (60)-day grace period is granted for the payment of all existing, current and outstanding loans falling due, or any part thereof, on or before December 31, 2020, without incurring interest on interest, penalties, interest and other charges.

In 2021 and 2020, the Group, provided reliefs under Bayanihan 1 Act and Bayanihan 2 Act, which offered financial reliefs to its tenants as a response to the effect of the COVID-19 pandemic. These reliefs measures include extension of payment terms.

Based on the Group's assessment, the modifications in the contractual cash flows as a result of the above reliefs are not substantial and therefore do not result in the derecognition of the affected financial assets.

In 2019, the Group wrote-off long outstanding receivables amounting to ₱0.28 million presented as "Write off and other charges" in the consolidated statement of income.

The movements of allowance for expected credit losses on receivables follow:

	Trade debtors	Insurance receivables	Non-trade receivables	Others	Total
			(In Thousands)		
At December 31, 2019	₱75,369	₱14,716	₱39,691	₱167,974	₱297,750
Provisions (Note 20)	31,619	–	–	–	31,619
Write-off	–	(5,868)	–	(2,233)	(8,101)
At December 31, 2020	106,988	8,848	39,691	165,741	321,268
Provisions (Note 20)	8,680	20,457	–	–	29,137
Reversal during the year	–	–	(39,691)	–	(39,691)
Write-off	(13,994)	–	–	–	(13,994)
At December 31, 2021	**₱101,674**	**₱29,305**	**₱–**	**₱165,741**	**₱296,720**

6. Real Estate Held for Sale and Development

The details of this account follow:

	2021	2020
	(In Thousands)	
Land	**₱3,437,865**	₱3,277,109
Less allowance for impairment losses	**39,848**	39,848
	₱3,398,017	₱3,237,261

Land consists of parcels of land located in Cavite, Misamis Oriental, Laguna, Batangas, Palawan, Tarlac and Pampanga.

The composition of inventoriable costs as at December 31 follows:

	2021	2020
	(In Thousands)	
Land cost	**₱2,913,247**	₱2,795,955
Construction overhead and other related costs	**524,618**	481,154
	₱3,437,865	3,277,109

The rollforward analysis of real estate held for sale and development follows:

	2021	2020
	(In Thousands)	
Balance at the beginning of the year	**₱3,277,109**	₱2,124,899
Acquisition	**506,695**	207,620
Development costs incurred	**685,709**	356,672
Cost of real estate sales (Note 22)	**(1,031,648)**	(561,803)
Transfers from to investment property (Note 10)	**–**	1,149,721
	3,437,865	3,277,109
Less allowance for impairment loss	**39,848**	39,848
	₱3,398,017	₱3,237,261

There is no movement in allowance for impairment losses as of December 31, 2021 and 2020.

Lot sales recognized for the years ended December 31, 2021 and 2020 amounted to ₱2,025.86 million and ₱1,275.51 million, respectively (₱1,809.12 million for the year ended December 31, 2019) (see Note 27).

Lot inventories recognized as cost of real estate sales amounted to ₱1,236.56 million and ₱666.76 million for the years ended December 31, 2021 and 2020, respectively (₱1,103.64 million for the year ended December 31, 2019) (see Note 22).

In the third quarter of 2020, approximately 40.76 hectares was made available to the market to encourage more industrial companies to invest, develop and facilitate the economic growth in the region. The change in use resulted to the transfer from investment property to inventory amounting to ₱1,149.72 million.

There are no real estate inventories held as collateral as at December 31, 2021 and 2020.

7. Financial Assets at FVOCI

The details of this account follow:

	2021	2020
	(In Thousands)	
Listed equity securities (Note 17)	**₱49,568**	₱505,912
Quoted debt securities	**94,691**	100,518
	₱144,259	₱606,430

Financial assets at FVOCI pertain to investments in equity securities and debt instruments which are not held for trading and which the Group has irrevocably designated at FVOCI, as the Group considers these investments to be strategic in nature.

Equity securities include 1,388,101,405 shares of Cyber Bay valued at nil and ₱458.07 million in 2021 and 2020, respectively (see Note 19). In 2021, the shares of Cyber Bay were suspended from trading for an indefinite period and the investment in Cyber Bay was revalued based on net asset values as of reporting date.

Quoted debt securities pertain to government securities owned by the Group. These are reserved investments in accordance with the provisions of the Insurance Commission as security for the benefit of policy holders and creditors of FPIC.

Movements of unrealized valuation gain (losses) on financial assets at FVOCI follows:

	Equity Holders	Non-controlling Interests	Total
		(In Thousands)	
At December 31, 2019	(₱587,704)	(₱160)	(₱587,864)
Fair value changes	(38,097)	3,051	(35,046)
Realized valuation gain transferred from equity to retained earnings	(850)	–	(850)
At December 31, 2020	(626,651)	2,891	(623,760)
Fair value changes	(463,036)	(1,991)	(465,027)
At December 31, 2021	**(₱1,089,687)**	**₱900**	**(₱1,088,787)**

Proceeds from the sale of financial assets at FVOCI amounted to nil, ₱4.20 million and nil for the years ended December 31, 2021, 2020 and 2019, respectively.

The Group made additional investments in equity instruments amounting to nil, ₱1.52 million and ₱1.11 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Interest earned from financial assets at FVOCI amounted to ₱2.60 million, ₱0.11 million and ₱1.96 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 23).

Dividend income on financial assets at FVOCI amounted to nil for the years ended December 31, 2021.

8. Financial Assets at FVPL

This account pertains to investments in redeemable preferred shares and Unit Investment Trust Fund (UITF) designated as financial assets at FVPL.

Fair value of financial assets at FVPL as at December 31, 2021 and 2020 amounted to ₱4.80 million and ₱4.74 million, respectively, resulting to an unrealized (gain) loss of (₱0.06 million), (₱0.26 million) and ₱0.04 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Dividend income earned from these shares amounted to ₱0.24 million, ₱0.13 million and ₱0.13 million for the years ended December 31, 2021, 2020 and 2019.

9. Other Current Assets

This account consists of:

	2021	2020
	(In Thousands)	
Input VAT	**₱542,756**	₱561,689
CWTs	**354,616**	293,336
Refundable deposits	**63,242**	62,844
Prepayments	**60,392**	54,882
Advances to suppliers and contractors	**45,195**	1,943
Ice and beverages	**4,155**	2,593
	1,070,356	977,287
Less allowance for impairment losses	**8,953**	2,747
	₱1,061,403	₱974,540

Input VAT pertains to VAT passed on from purchases of goods or services which is applied against output VAT. In 2019, the Group wrote-off unutilized input VAT amounting to ₱1.31 million presented as “Write off and other charges” in the consolidated statement of income.

Creditable withholding taxes (CWTs) are available for offset against income tax payable in the future periods. In 2019, the Group wrote-off unutilized CWT amounting to ₱9.71 million presented as “Write off and other charges” in the consolidated statement of income.

Refundable deposits pertain to EPMI’s utility deposit for the initial set-up of electricity supply by public utility companies and interest earned from these deposits accrue to the customers of the Company. These deposits earn interest equivalent to the Peso Savings Account Interest rate of Land Bank of the Philippines on the first working day of the year, or other government banks subject to approval of ERC and may be refunded or applied to outstanding bill balance or differential billing upon termination of contract. The said deposits are equivalent to one (1) month estimated monthly billing and shall be adjusted annually to reflect the average billing during a one year period; or to replace any deposit previously applied; or to reflect the increase or decrease in load, or the number of the customers.

Prepayments pertain to prepaid insurance, taxes and licenses and other prepaid expenses that are to be amortized over a period of one (1) year.

Advances to contractors and suppliers pertain to advance payment to service contractors for construction services of the Group’s real estate held for sale and development.

Movements in the allowance for impairment losses follow:

	2021	2020
	(In Thousands)	
Balances at beginning of year	**₱2,747**	₱2,747
Provisions (Note 20)	**6,206**	–
Balances at end of year	**₱8,953**	₱2,747

As at December 31, 2019, finished goods inventories were written off amounting to ₱7.07 million presented as "Write off and other charges" in the consolidated statement of income.

10. Investment Properties

The details of this account follow:

	2021			
	Buildings and Improvements	**Land and Improvements**	**Construction in Progress**	**Total**
	(In Thousands)			
Cost				
At beginning of year	**₱9,863,186**	**₱1,921,699**	**₱817,032**	**₱12,601,917**
Additions	**175,495**	**26,622**	**271,606**	**473,723**
Reclassifications	**740,698**	**–**	**(740,698)**	**–**
At end of year	**10,779,379**	**1,948,321**	**347,940**	**13,075,640**
Accumulated Depreciation and Amortization				
At beginning of year	**3,008,679**	**26,605**	**–**	**3,035,284**
Depreciation and amortization (Notes 20 and 22)	**326,031**	**606**	**–**	**326,637**
At end of year	**3,334,710**	**27,211**	**–**	**3,361,921**
Balance before impairment	**7,444,669**	**1,921,110**	**347,940**	**9,713,719**
Less allowance for impairment losses	**–**	**3,209**	**–**	**3,209**
Net book values	**₱7,444,669**	**₱1,917,901**	**₱347,940**	**₱9,710,510**

	2020			
	Buildings and Improvements	Land and Improvements	Construction in Progress	Total
	(In Thousands)			
Cost				
At beginning of year	₱8,972,747	₱3,037,624	₱998,820	₱13,009,191
Additions	150,689	41,858	594,377	786,924
Reclassifications	776,165	–	(776,165)	–
Disposals	(36,415)	(8,062)	–	(44,477)
Transfers (Note 6)	–	(1,149,721)	–	(1,149,721)
At end of year	9,863,186	1,921,699	817,032	12,601,917
Accumulated Depreciation and Amortization				
At beginning of year	2,726,315	25,160	–	2,751,475
Depreciation and amortization (Notes 20 and 22)	290,782	1,445	–	292,227
Disposals	(8,418)	–	–	(8,418)
At end of year	3,008,679	26,605	–	3,035,284
Balance before impairment	6,854,507	1,895,094	817,032	9,566,633
Less allowance for impairment losses	–	3,209	–	3,209
Net book values	₱6,854,507	₱1,891,885	₱817,032	₱9,563,424

<u>TPI</u>
In 2019, TPI demolished a portion of its buildings and leasehold improvements amounting to ₱44.95 million with remaining book value amounting to ₱18.52 million. Loss on retirement was recognized amounting to ₱13.69 million, net of ₱4.83 million allowance for impairment loss (see Note 22).

Investment properties of TPI substantially represent buildings and leasehold improvements on the land leased from PNR which are utilized in the TPI's mall operations and held for rentals.

LCI
In 2019, LCI demolished two (2) buildings amounting to ₱54.91 million with remaining book value amounting to ₱13.29 million. Loss on retirement was recognized amounting to ₱11.84 million, net of ₱1.45 million allowance for impairment loss (see Note 22).

On July 1, 2014, LCI transferred land and improvements and buildings and improvements from property and equipment to investment properties. Prior to the transfer, the land and improvements and building and improvements are stated at their revalued amounts. Upon transfer to investment property, the revalued amounts of the properties at the date of transfer were considered as its deemed costs in accordance with PAS 40, *Investment Property*.

The excess of appraised values over the acquisition costs of the properties is shown under the "Revaluation increment" account in the consolidated statement of financial position and in the consolidated statement of changes in equity. An amount corresponding to the difference between the depreciation based on the revalued carrying amount of the asset and depreciation based on the original cost is transferred annually from "Revaluation increment" to "Retained earnings" account in the consolidated statement of financial position.

Fair Value of Investment Properties
The aggregate fair value of the Group's investment properties of buildings, land and improvements amounted to ₱20,927.17 million and ₱19,077.24 million as of December 31, 2021 and 2020, respectively. The fair values of the buildings, land and improvements of the Group is determined using income approach method (except URDC where sales comparison approach method has been used) considers rental escalation rate for the minimum rental guaranteed for the remaining life of the buildings and building improvements using the discount rate and terminal capitalization rate ranging from 10% to 11% and 5% to 10%, respectively.

The fair values of the investment properties were determined by independent professionally qualified appraisers. The following table provides the fair value hierarchy of the Group's investment properties as of December 31, 2021 and 2020:

2021

					Fair value measurement using		
	Observable Inputs	**Valuation Technique**	**Date of Valuation**	**Total**	**Quoted prices in active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservabl e inputs (Level 3)**
					(In Thousands)		
Land properties							
LCVI	**Expected rents and expenses**	**Income Approach**	**July 21, 2020**	**₱1,342,647**	**₱–**	**₱–**	**₱1,342,647**
URDC	**Comparable selling price**	**Sales Comparison approach**	**March 10, 2020**	**3,562,976**	**–**	**–**	**3,562,976**
Building							
OLI	**Expected rents and expenses**	**Income approach**	**January 28, 2022**	**9,089,011**	**–**	**–**	**9,089,011**
TPI	**Expected rents and expenses**	**Income approach**	**December 23, 2021**	**3,171,102**	**–**	**–**	**3,171,102**
LCVI	**Expected rents and expenses**	**Income approach**	**July 21, 2020**	**996,117**			**996,117**
LTI	**Expected rents and expenses**	**Income approach**	**February 5, 2021**	**2,744,874**	**–**	**–**	**2,744,874**

2020

	Observable Inputs	Valuation Technique	Date of Valuation	Total	Fair value measurement using Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
					(In Thousands)		
Land properties							
LCVI	Comparable selling price	Income approach	July 21, 2020	₱1,342,647	₱–	₱–	₱1,342,647
URDC	Comparable selling price	Sales Comparison approach	March 10, 2020	3,562,976	–	–	3,562,976
Building							
OLI	Expected rents and expenses	Income approach	February 6, 2021	7,264,359	–	–	7,264,359
TPI	Expected rents and expenses	Income approach	February 23, 2021	3,145,763	–	–	3,145,763
LCVI	Expected rents and expenses	Income approach	July 21, 2020	996,117	–	–	996,117
LTI	Expected rents and expenses	Income approach	February 5, 2021	2,744,874	–	–	2,744,874

The appraised values of building, land and improvements were estimated using the following approach:

Income Approach - the fair value of all investment properties derived through converting anticipated future benefits into current property value.

Sales Comparison Approach - the value of the property that considers the sale of similar or substitute properties and related market data and establishes a value estimate by processes involving comparison. Listings and offerings may also be considered.

The fair value of the Construction-in-progress of the Group is equivalent to the total cost incurred to date in the development and construction of the project amounting to ₱347.94 million and ₱817.03 million as of December 31, 2021 and 2020, respectively.

Revaluation Increment

Movement of revaluation increment follows:

	2021	2020
	(In Thousands)	
Beginning balance	**₱196,808**	₱203,836
Transfer of realized valuation increment	**(7,029)**	(7,028)
Balances at end of year	**₱189,779**	₱196,808

Revaluation increment realized through depreciation and transferred to deficit (net of related tax) amounted to ₱7.03 million in 2021 and 2020.

Consolidated rental revenue from investment properties amounted to ₱781.56 million, ₱851.98 million and ₱1,085.93 million (net of rent concession amounting to ₱215.69 million, ₱298.90 million and nil, respectively) for the years ended December 31, 2021, 2020, and 2019, respectively. Direct operating expenses incurred for investment properties amounted to ₱881.13 million, ₱555.09 million and ₱568.14 million for the years ended December 31, 2021, 2020 and 2019, respectively (see Note 22).

In 2020, the Group recognized gain on sale of investment properties amounting to ₱94.06 million.

Construction in progress pertain to buildings under construction to be leased as retail and warehouse spaces upon completion. The construction period normally ranges from within one year to two years depending on the size of the asset.

In 2020, LTI transferred construction cost of completed projects in Naic, Cavite to buildings and improvements amounting to ₱776.17 million.

For 2021, the Group's budgeted total capital expenditures was ₱3.84 billion for projects and spent ₱2.48 billion as of December 31, 2021 for land development, building improvements, and land acquisition. This was financed through internally generated funds and advances.

The Group's management believes that there were no conditions present in 2021 and 2020 that would significantly reduce the fair value of the investment properties from that determined as stated in table above.

The Group has no restriction on the realizability of its investment properties and no obligation to either purchase, construct or develop or for repairs, maintenance and enhancements.

COVID-19 affected the rental revenue from malls due to the temporary closures during the implementation of the community quarantine. The malls have gradually reopened since the lifting of the enhanced community quarantine (ECQ) on May 16, 2020, subject to safety and protocol standards of the Inter-Agency Task Force for the Management of Emerging Infectious Diseases (IATF). The Group's management is continuously assessing the situation given the pandemic's fluid and evolving nature. Except for the significant impact of COVID-19 pandemic to the Group's mall operations starting March 2020, there were no other trends, events or uncertainties that have had or that are reasonably expected to have a material impact on net sales or revenues or income from continuing operations.

11. Property and Equipment

The details of this account follow:

2021

	Land	Building	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Furniture, Fixtures and Equipment	Total
Cost					*(In Thousands)*		
At beginning of year	**₱–**	**₱–**	**₱2,732**	**₱55,625**	**₱10,968**	**₱41,868**	**₱111,193**
Additions	**4,226**	**17,234**	**7,334**	**4,750**	**15,134**	**1,195**	**49,873**
Additions through business combination (Note 13)	**188,997**	**481,399**	**–**	**–**	**–**	**–**	**670,396**
Disposals	–	–	–	–	–	**(56)**	**(56)**
Reclassifications	–	–	–	**38**	–	**(38)**	–
At end of year	**193,223**	**498,633**	**10,066**	**60,413**	**26,102**	**42,969**	**831,406**
Accumulated Depreciation and Amortization							
At beginning of year	–	–	**1,941**	**33,642**	**9,262**	**39,170**	**84,015**
Depreciation and amortization (Notes 20 and 22)		**6,999**	**477**	**13,227**	**1,624**	**1,661**	**23,988**
Disposals	–	–	–	–	–	**(56)**	**(56)**
Reclassifications	–	–	–	**303**	–	**(303)**	**–**
At end of year	–	**6,999**	**2,418**	**47,172**	**10,886**	**40,472**	**107,947**
Net Book Values	**₱193,223**	**₱491,634**	**₱7,648**	**₱13,241**	**₱15,216**	**₱2,497**	**₱723,459**

2020

	Leasehold Improvements	Machinery and Equipment	Transportation Equipment	Furniture, Fixtures and Equipment	Total
Cost			*(In Thousands)*		
At beginning of year	₱2,479	₱50,911	₱10,968	₱41,014	₱105,372
Additions	253	4,714	–	854	5,821
At end of year	2,732	55,625	10,968	41,868	111,193
Accumulated Depreciation and Amortization					
At beginning of year	1,566	26,774	8,546	30,577	67,463
Depreciation and amortization (Notes 20 and 22)	375	6,868	716	8,593	16,552
At end of year	1,941	33,642	9,262	39,170	84,015
Net Book Values	₱791	₱21,983	₱1,706	₱2,698	₱27,178

12. Other Noncurrent Assets

This account consists of:

	2021	2020
	(In Thousands)	
Deferred input VAT	**₱387,606**	₱349,160
Advances to suppliers and contractors	**50,000**	57,862
Refundable deposits	**13,310**	13,391
Software costs – net	**95**	428
Others	**732**	8,277
	₱451,743	₱429,118

Deferred input VAT arises from the purchase of capital goods by the Group for amortization for a period of 5 years.

Advances to contractors and suppliers pertain to advance payment to service contractors for various renovation and rehabilitation services of the Group's buildings.

Refundable deposits pertain to deposits made to utility companies, other suppliers and various miscellaneous deposits.

Depreciation expense recognized on software cost amounted to ₱0.45 million, ₱0.99 million and ₱1.49 million for the years 2021, 2020 and 2019, respectively (See Note 20)

In 2019, the Group wrote-off miscellaneous deposits amounting to ₱0.08 million presented as "Write off and other charges" in the consolidated statement of income.

13. Business Combinations

Acquisition of Cold Storage Operations

On April 8, 2021, in a Deed of Absolute Sale, the Group purchased a land from MKG Trading Corp. with an area of 11,800 square meters located in the City of Biñan, Laguna, for a consideration amounting to ₱118.94 million, inclusive of VAT.

On the same day, in a Deed of Absolute Sale, the Company also purchased a building from Technofreeze, Inc. with an area of 7,868.02 square meters located in the City of Biñan, Laguna, for a consideration amounting to ₱289.86 million, inclusive of VAT. The Company partially paid 82.75% of the purchase price and the remaining ₱50.00 million was settled on January 15, 2022.

The Company assumed ownership of the following assets (in thousands):

Assets	
Building and improvements	₱258,800
Land	106,200
Cost of acquisition	**₱365,000**

From the date of acquisition to December 31, 2021, cold storage operations have contributed ₱49.38 million and ₱12.39 million to the consolidated revenue and net income, respectively.

The Group finalized its purchase price allocation of the acquisitions in April 2021.

On December 13, 2021, in a Deed of Absolute Sale, the Group purchased a land and building with an existing equipment from GMV Materials, Inc. with an area of 7,527 and 6,628 square meters, respectively located in the City of Biñan, Laguna, for a consideration amounting to ₱378.12 million, VAT Inclusive.

Of the total consideration of ₱378.12 million, only ₱22.66 million was paid on December 13, 2021, and the remaining ₱355.46 million will be paid on the following terms:

Date	Payment
6/13/2022	₱30,000,000
12/13/2022	65,092,871
12/13/2023	65,092,871
12/13/2024	65,092,871
12/13/2025	65,092,871
12/13/2026	65,092,871

These outstanding balances are included as part of “Accounts payable and Accrued Expenses” (see Note 14) and "Nontrade payable-noncurrent”.

The Group assumed ownership of the following assets (in thousands):

Assets	
Building and improvements	₱254,811
Land	82,797
Cost of acquisition	**₱337,608**

If the combination had taken place at the beginning of the year, contributions to the consolidated revenue and consolidated net income would have an immaterial effect on the consolidated balances of the Group.

For the acquisition in December 2021, for purposes of the provisional purchase price allocation, the assets recognized in the December 31, 2021 consolidated financial statements were based on a provisional assessment of their fair values.

14. Accounts Payable and Accrued Expenses

The details of this account follow:

	2021	2020
	(In Thousands)	
Accrued expenses		
Light and water	**₱89,492**	₱121,508
Professional and management fees	**40,039**	61,423
Commissions	**72,206**	47,597
Rent (Note 28)	**9,016**	3,107
Contracted services	**8,847**	19,564
Repairs and maintenance	**3,893**	13,017
Taxes and licenses	**–**	11,096
Others	**5,313**	8,061
	228,806	285,373
Trade payables	**786,164**	1,046,743
Nontrade payables (Note 13)	**333,219**	203,707
Retention payables (Note 13)	**30,000**	32,011
Provisions (Note 29)	**29,057**	34,192
Dividend payable	**1,720**	17,500
Others	**2,204**	33,595
	₱1,411,170	₱1,653,121

Nontrade payables includes current portion of installment payable amounting to ₱65.10 million (Note 13). It also includes taxes and other payables normally settled within one (1) year.

Movements in the unamortized discount of the Group's long-term nontrade payable as of December 31, 2021 follows:

	2021
	(In Thousands)
Balance at beginning of year	**₱–**
Additions during the year	**32,212**
Accretion for the year (Note 20)	**(558)**
Balance at end of year	**₱31,654**

Retention payable pertain to retentions from the contractors' progress billings which will be released after the expiration of the project's warranty period. The retention serves as security from the contractor should there be defects in the project.

Claims payables pertain to the estimated ultimate cost of incurred but not settled claims as at the reporting period.

The terms and conditions of the above payables are as follows:
- Trade payables are noninterest-bearing and are normally settled on thirty (30) days' term.
- Accrued payables are noninterest-bearing and are normally settled on sixty (60) days' term or due and demandable.
- All other payables are noninterest-bearing and have an average term of one (1) year.

Dividend payable pertains to the unpaid portion of dividend declared attributable to the non-controlling interest of Laguna Technopark, Inc.

15. Long-term Debt

The details of this account follow:

Long-term debt

Parent Company
In 2021, the Parent Company availed loan from a local bank amounting to ₱1,290.00 with a term of 10 years and interest rate of 3.27% per annum subject to repricing per annum. The loans were used for working capital requirements. Transaction cost related to the loan amounted to ₱9.67 million.

Laguna Technopark, Inc. (LTI)
In 2021, LTI availed loan from a local bank amounting ₱690.00 million to with a term of 10 years and interest rate of 3.27% per annum subject to repricing per annum. The loans were used for working capital requirements. Transaction cost related to the loan amounted to ₱5.18 million.

The rollforward analysis of discount follows:

	2021
Balance at beginning of year	**₱–**
Additions	**14,850**
Discount amortization (Note 23)	**(147)**
Balance at end of year	**₱14,703**

Interest expense (Note 23) amounted to ₱6.20 million for the year ended December 31, 2021.

These loans require that the Group to comply with certain covenants including, among others, a bank debt to tangible net worth ratio of 3 is to 1 based on the latest audited financial statements of the Parent Company and Laguna Technopark, Inc. As of December 31, 2021, this ratio was complied with by the entities.

16. Rental and Other Deposits

The details of this account follow:

	December 31, 2021			December 31, 2020		
	Due within One Year	**Beyond One Year**	**Total**	Due within One Year	Beyond One Year	Total
			(In Thousands)			
Security deposits	**₱239,149**	**₱231,511**	**₱470,660**	₱363,325	₱107,795	₱471,120
Rental deposits	**68,724**	**111,351**	**180,075**	73,343	97,192	170,535
Construction bond	**39,394**	**4,158**	**43,552**	31,164	4,158	35,322
Customer deposits	**9,427**	**–**	**9,427**	17,194	–	17,194
Other deposits	**13,349**	**4,887**	**18,236**	7,506	1,278	8,784
	₱370,043	**₱351,907**	**₱721,950**	₱492,532	₱210,423	₱702,955

Tenants are required to post security deposits, which shall be refunded, without interest, within sixty (60) days after the expiration of the lease period, deducting the amount of damages to the leased premises, if any. Interest expense from accretion of security deposits amounted to ₱2.10 million, ₱2.10 million and ₱1.65 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Security deposits also include deposits that may be refunded or applied to any outstanding account of the customers at the end of the retail electricity supply term. The duration of these deposits ranges from six months to three years.

Rental deposits are equivalent to tenant's three month's current rent and shall be increased annually or as is when the rental rate increases. These are paid upon signing of the contract of lease or possession of leased premises, whichever comes first and can be applied as payment for rent due for the last three months of the lease.

Construction bond is tenants' payments as security for repairs or any damaged caused to the Group's property arising out of or in connection to any loss, damage, or destruction to the leased premises as a result of the renovation or construction. The construction bond shall be equivalent to tenant's one month's minimum rent and can be applied as payment for outstanding accounts provided that they are in compliance with the construction guidelines and requirements imposed by the Group.

Customer deposits pertain to reservation deposits of the tenants which will form part of the payment of rent upon commencement of lease.

17. Equity

The details of the common shares of the Parent Company follows:

2021

	Number of Shares	Amount
Authorized, ₱1 par value	**7,500,000,000**	**₱7,500,000,000**
Issued	**6,158,660,192**	**₱6,158,660,192**
Subscribed	**142,931,795**	**142,931,795**
Less subscription receivables		**106,274,191**
Issued and outstanding		**₱6,195,317,796**

2020

	Number of Shares	Amount
Authorized, ₱1 par value	7,500,000,000	₱7,500,000,000
Issued	6,153,452,772	₱6,153,452,772
Subscribed	148,139,215	148,139,215
Less subscription receivables		116,757,453
Issued and outstanding		₱6,184,834,534

In 2021, the issued and subscribed capital and additional paid-in capital increased by ₱10.48 million and ₱5.14 million, respectively, arising from the collection of subscription receivables and ESOWN subscription.

In 2020, the issued and subscribed capital and additional paid-in capital increased by ₱11.53 million and ₱7.27 million, respectively, arising from the collection of subscription receivables, issuance of shares and ESOWN subscription.

The Parent Company's track record of capital stock follows:

	Number of shares registered	**Issue/offer price**	**Date of approval**	**Number of holders as of year end**
January 1, 2019	4,513,228,698			801
Add:				
Additional issuance	49,444,216	₱2.92/share	September 9, 2020	
Additional issuance	1,225,370,620	₱2.47/share	April 30, 2019	
Additional issuance	359,218,800	₱1.00/share	May 19, 1989	
Additional issuance	819,200	₱1.68/share	November 10, 2015	
December 31, 2019	6,148,081,534			**785**
Add:				
Additional issuance	3,072,000	₱1.00/share	November 10, 2015	
Additional issuance	29,038	₱1.68/share	November 10, 2015	
Additional issuance	2,270,200	₱1.00/share	May 19,1989	

(Forward)

	Number of shares registered	Issue/offer price	Date of approval	Number of holders as of year end
December 31, 2020	6,153,452,772			**784**
Add:				
Additional issuance	3,584,000	₱1.00/share	November 10, 2015	
Additional issuance	1,277,400	₱1.68/share	November 10, 2015	
Additional issuance	346,000	₱1.00/share	May 19,1989	
December 31, 2021	6,158,660,172			**740**

Retained Earnings
Retained earnings also include undistributed net earnings amounting to ₱4,371.00 million and ₱3,751.00 million as of December 31, 2021 and 2020, respectively, representing accumulated equity in the net earnings of subsidiaries. These are not available for dividend distribution unless declared by the subsidiaries.

In 2020, Laguna Technopark, Inc., the Parent Company's subsidiary, declared cash dividends for a total amount of ₱350.00 million of which ₱17.50 million is attributable to non-controlling interest.

In 2021, URDC declared cash dividends amounting to ₱200 million and appropriated ₱720 million retained earnings for future expansion.

Shares held by a subsidiary
On June 27, 2017, OLI acquired 512,480,671 shares of the Parent Company with a cost of ₱1,255.58 million.

On September 9, 2019, OLI sold 215,090,031 shares of the Parent Company to Avida Land Corp. ("Avida"), a related party, with a cost of ₱484.54 million for a total consideration of ₱628.08 million. The realized gain on sale was recorded as additional paid-in capital.

On June 3, 2019, OLI sold 323,886,640 shares of the Parent Company to ALI, a related party with a cost of ₱794.49 million for a total consideration of ₱800.00 million. The realized gain on sale was recorded as additional paid-in capital.

On September 5, 2019, OLI subscribed to 49,444,216 shares of the Parent Company in cash amounting to ₱144.38 million. As of December 31, 2020, the listing of these shares are still pending with the Philippine Stock Exchange.

Capital Management
The primary objective of the Group's capital management is to optimize the use and earnings potential of the Group's resources and considering changes in economic conditions and the risk characteristics of the Group's activities.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes as at December 31, 2021 and 2020.

As at December 31, 2021 and 2020, the Group considers the following accounts as capital:

	2021	2020
	(In Thousands)	
Capital stock	**₱6,195,318**	₱6,184,835
Additional paid-in capital	**6,012,271**	6,007,133
	₱12,207,589	₱12,191,968

The Group is not subject to externally imposed capital requirements.

18. Related Party Transactions

Related party relationship exists when one party has the ability to control, directly or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities, which are under common control with the reporting enterprises and its key management personnel, directors or its stockholders. In considering each related party relationship, attention is directed to the substance of the relationship, and not merely the legal form. The Group has an approval requirement and limits on the amount and extent on any related party transactions.

The Parent Company and its subsidiaries, in their normal course of business, have entered into transactions with related parties principally consisting of interest and noninterest-bearing advances with no fixed repayment terms and are due and demandable. These transactions are normally settled in cash.

The assessment of impairment is undertaken at each financial year-end by examining the financial position of the related parties and the market in which the related parties operate. As of December 31, 2021 and 2020, the Group has not recognized any impairment on its amounts owed by related parties.

Account balances with related parties, other than intra-group balances which were eliminated in consolidation, follows:

<u>As at and for the year ended December 31, 2021</u>

Amounts owed by related parties

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Parent				
ALI (a)	**₱10,865**	**₱40,833**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ALI (b)	**(228,109)**	**297,813**	To be settled in cash, 30-days; 1.96%-2.00%	Unsecured, not impaired, and unguaranteed
Entities under common control				
Airswift Transport, Inc. (b)				
Principal	**14,000**	**46,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**835**	**3,137**		
North Triangle Hotel Ventures, Inc. (b)				
Principal	**–**	**–**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Interest	**–**	**87**		
Cebu Holdings, Inc. (b)				
Principal	**–**	**–**		
Interest	**(3)**	**40**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Central Block Development, Inc. (b)				
Principal	**(14,300)**	**–**		
Interest	**(47)**	**323**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
HLC Development Corp. (b)				
Principal	**(12,500)**	**–**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Interest	**14**	**84**		
Amaia Land Corporation (b)				
Principal	**11,100**	**26,800**	To be settled in cash, 30-days; 1.96%-2.00%	Unsecured, not impaired, and unguaranteed
Interest	**131**	**180**		
Amaia Land Corporation (d)	**(6,129)**	**–**		

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Ayala Land Metro North, Inc. (d)	**₱8,166**	**₱14,187**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ESTA Galleria, Inc. (b)				
Interest	**–**	**366**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ESTA Galleria, Inc. (d)	**–**	**82**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Nuevo Centro, Inc. (d)	**(21)**	**1,628**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Ecosouth Hotel Ventures, Inc. (d)	**3**	**3**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Crans Montana Property Holdings Corp. (b)				
Principal	**(1,000)**	**–**		
Interest	**1**	**5**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Sicogon Island Tourism Estate Corp. (b)				
Principal	**14,000**	**18,200**	To be settled in cash, 30-days; 1.96% - 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**136**	**149**		
Bay City Commercial Corp. (b)				
Principal	**507,000**	**612,000**	To be settled in cash, 30-days; 1.96%-2.00%	Unsecured, not impaired, and unguaranteed
Interest	**4,291**	**8,178**		
Ayala Triangle Hotel. (b)				
Interest	**–**	**185**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Circuit Makati Hotel Ventures, Inc. (b)				
Interest	**–**	**49**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Amicassa Process Solutions, Inc. (c)	**(3,173)**	**370**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Cagayan de Oro Gateway Corp. (b)				
Principal	**(15,000)**	**–**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Interest	**202**	**539**		
Avida Land Corporation (b)				
Interest	**27**	**4,531**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Arvo Commercial Corporation (b)				
Principal	**6,000**	**16,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**284**	**4,754**		
Ten Knots Development Corporation (b)				
Principal	**8,000**	**8,000**	To be settled in cash, 30-days;1.96%	Unsecured, not impaired, and unguaranteed
Interest	**22**	**22**		
Ten Knots Philippines, Inc. (b)				
Principal	**4,000**	**4,000**	To be settled in cash, 30-days; 1.96%	Unsecured, not impaired, and unguaranteed
Interest	**47**	**85**		
Soltea Commercial Corp (b)				
Principal	**15,000**	**20,400**	To be settled in cash, 30-days; 1.96%-2.00%	Unsecured, not impaired, and unguaranteed
Interest	**198**	**832**		
Summerhill Commercial (b) Interest	**56**	**112**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Innove Communications, Inc. (d)	₱7	₱123	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Ayala Group Counselors Corp. (e)	–	241	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Leisure and Allied Industries Phils., Inc. (d)	–	(51)		
Makati Development Corp. (d)	–	63	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
AMSI, Inc. (d)	76	270	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Econorth Resort Ventures, Inc. (d)	–	38	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
North Triangle Depot Commercial Corp. (d)	–	1	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
South Innovative Theater Mngt, Inc. (d)	–	35	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
North Eastern Commercial (d)	829	91	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Ayala Property Management Corp. (d)	–	1		
North Ventures Commercial (d)	(82)	274		
PCM Formosa Company Limited (d)	–	606	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Horizon Wealth Holdings, Inc. (d)	1	1	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ALI Commercial Center (c)	10	674	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ALI Commercial Center (b)				
Principal	1,000	8,000	To be settled in cash, 62-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	52	61		
BellaVita Land Corp (b)				
Principal	(5,000)	–	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Interest	118	133		
Accendo Commercial Corp (b)				
Principal	12,000	18,000	To be settled in cash, 62-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	(1)	56		
Capitol Central Commercial Ventures Corp (b)				
Principal	(3,000)	76,000	To be settled in cash, 57-61-days; 1.96%-2.00%	Unsecured, not impaired, and unguaranteed
Interest	213	522		
Cebu District Property Enterprise, Inc. (b)				
Interest	(74)	–		
Arca South Commercial Ventures Corp. (b)				
Interest	(815)	–		
Cavite Commercial Town Center, Inc. (b)				
Principal	–	10,000	To be settled in cash, 56-days; 1.96%	Unsecured, not impaired, and unguaranteed
Interest	108	268		
Other related parties				
Bank of the Philippine Islands (c)	75	(3)		
Globe Telecom Inc. (c)	(6,087)	(457)		
Total		₱1,244,921		

Amounts owed to related parties

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Parent				
ALI (i)	**(₱282,628)**	**₱718,592**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayala Corporation (j)	**–**	**149,539**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Laguna AAA Waterworks Corp (d)	**–**	**413**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Entities under common control				
Ayalaland Malls, Inc. (d)	**(52)**	**193**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayala Property Management Corp. (d)	**(10,215)**	**1,783**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Makati Development Corp. (f)	**139,943**	**400,965**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Nuevocentro, Inc. (d)	**(2,328)**	**2,933**	Due and demandable noninterest bearing	Unsecured and unguaranteed
AMSI, Inc. (d)	**2,444**	**3,631**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Innove Communications, Inc. (d)	**(60)**	**36**	Due and demandable noninterest bearing	Unsecured and unguaranteed
APRISA Business Solutions (d)	**578**	**1,624**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Amicassa Process Solutions, Inc. (d)	**468**	**468**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Philippine Integrated Energy Solutions, Inc. (d)	**17**	**17**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Avencosouth Corp. (d)	**33**	**33**	Due and demandable	Unsecured and unguaranteed
Ayala Group Counselors Corp.	**1,953**	**2,014**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayalaland Metro North, Inc. (b)				
Principal	**(7,300)**	**–**		
Interest	**(83)**	**50**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Station Square East Commercial Corp. (b)				
Principal	**10,000**	**10,000**	To be settled in cash, 30-days; 2.00%	Unsecured and unguaranteed
Interest	**240**	**240**		
Avida Land Corp. (d)	**(154,168)**	**320**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Alveo Land Corp. (b)				
Principal	**(20,000)**	**–**		
Interest	**4,097**	**5,021**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Solinea, Inc. (b)				
Interest	**–**	**298**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Summerhill Commercial Ventures (b)				
Principal	**(9,255)**	**7,245**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**242**	**690**		
Taft Punta Engano Property, Inc. (b)				
Principal	**(31,800)**	**–**		
Interest	**401**	**696**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayala Hotels, Inc. (b)				
Principal	**(182,700)**	**3,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**1,548**	**5,268**		
Southportal Properties, Inc. (b)				
Principal	**4,000**	**9,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**218**	**495**		
AREIT Fund Manager, Inc. (b)				
Principal	**(27,000)**	**8,000**	To be settled in cash, 41-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**(51)**	**16**		
Accendo Commercial Corp. (b)				

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Interest	**₱27**	**₱27**	Due and demandable noninterest bearing	Unsecured and unguaranteed
ALI Commercial Center (b)				
Interest	**–**	**252**	Due and demandable noninterest bearing	Unsecured and unguaranteed
North Beacon Commercial Corp. (b)				
Principal	**(90,400)**	**6,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**(99)**	**4,024**		
AREIT, Inc. (b)				
Principal	**(97,350)**	**–**		
Interest	**(19)**	**5,698**	Due and demandable noninterest bearing	Unsecured and unguaranteed
ALI-CII Development Corp. (b)				
Principal	**4,500**	**6,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**54**	**68**		
MDBI Construction Corp. (b)				
Principal	**35,000**	**35,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**72**	**72**		
North Triangle Depot Commercial Corp. (b)				
Interest	**–**	**123**	Due and demandable noninterest bearing	Unsecured and unguaranteed
ALI Capital Corp. (b)				
Interest	**11**	**11**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Adauge Commercial Corp. (b)				
Principal	**(3,000)**	**–**		
Interest	**(5)**	**–**		
UP North Property Holdings, Inc. (b)				
Principal	**11,000**	**69,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**2,687**	**5,251**		
Glensworth Development, Inc. (b)				
Principal	**(26,000)**	**–**		
Interest	**331**	**1,246**	Due and demandable noninterest bearing	Unsecured and unguaranteed
North Eastern Commercial Corp. (b)				
Principal	**(255,930)**	**–**		
Interest	**2,562**	**9,995**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayala Land Offices, Inc. (b)				
Principal	**27,800**	**27,800**	To be settled in cash, 30-days; 1.96%-2.00%	Unsecured, not impaired, and unguaranteed
Interest	**295**	**7,159**		
North Ventures Commercial Corp. (b)				
Principal	**(55,300)**	**–**		
Interest	**32**	**285**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Asian I-Office Properties, Inc. (b)				
Principal	**(62,600)**	**–**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Interest	**240**	**2,281**		
Direct Power Services, Inc. (b)				
Interest	**11**	**12**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Subic Bay Town Center, Inc. (b)				
Principal	**(10,000)**	**10,000**	To be settled in cash, 30-days; 2.24%	Unsecured, not impaired, and unguaranteed
Interest	**58**	**94**		
Vesta Property Holdings, Inc. (b)				
Principal	**11,000**	**11,000**	To be settled in cash, 30-days; 1.96%-2.00%	Unsecured, not impaired, and unguaranteed
Interest	**(1,801)**	**12,917**		
CECI Realty Corp. (b)				
Principal	**(50,870)**	**5,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**336**	**588**		
Makati Cornerstone Leasing (b)				
Principal	**7,000**	**10,000**	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	**278**	**334**		
First Gateway Real Estate Corp. (b)				

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Interest	₱33	₱63	Due and demandable noninterest bearing	Unsecured and unguaranteed
Soltea Commercial Corp. (b)				
Interest	32	32	Due and demandable noninterest bearing	Unsecured and unguaranteed
Alabang Commercial Corp. (b)				
Principal	18,855	18,855	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	132	132		
Ayala Land Sales, Inc. (b)				
Principal	10,000	10,000	To be settled in cash, 30-days; 2.00%	Unsecured, not impaired, and unguaranteed
Interest	42	42		
ESTA Galleria, Inc. (d)	2,450	2,450	Due and demandable noninterest bearing	Unsecured and unguaranteed
Makati North Hotel Ventures (d)	14	14	Due and demandable noninterest bearing	Unsecured and unguaranteed
Other related party				
Globe Telecom, Inc (d)	(28)	17	Due and demandable noninterest bearing	Unsecured and unguaranteed
Total		₱1,594,424		

As at and for the year ended December 31, 2020

Amounts owed by related parties

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Parent				
ALI (a)	(₱110,106)	₱31,617	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ALI (b)	97,749	525,922	To be settled in cash, 30-days; 2.57%-2.96%	Unsecured, not impaired, and unguaranteed
Entities under common control				
Airswift Transport, Inc. (b)				
Principal	9,000	32,000	To be settled in cash, 30-days; 2.63%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	1,237	2,302		
North Triangle Hotel Ventures, Inc. (b)				
Principal	–	–	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Interest	–	86		
Cebu Holdings, Inc. (b)				
Principal	(26,000)	–		
Interest	(134)	43	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Central Block Development, Inc. (b)				
Principal	(25,400)	14,300	To be settled in cash, 30-days; 2,96% -3.05%	Unsecured, not impaired, and unguaranteed
Interest	182	370		
HLC Development Corp. (b)				
Principal	12,500	12,500	To be settled in cash, 30-days; 2.63%	Unsecured, not impaired, and unguaranteed
Interest	12	71		
Amaia Land Corporation (b)				
Principal	(8,000)	15,700	To be settled in cash, 30-days; 2.96%	Unsecured, not impaired, and unguaranteed
Interest	(79)	49		
Amaia Land Corporation (d)	6,129	6,129	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Ayala Land Metro North, Inc. (d)	6,119	6,022	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ESTA Galleria, Inc. (b)				
Principal	(10,000)	–		

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Interest	**₱259**	**₱366**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ESTA Galleria, Inc. (d)	**15**	**82**	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Crans Montana Property Holdings Corp. (b)				
Principal	**(5,000)**	**1,000**	To be settled in cash, 30-days; 3.05%	Unsecured, not impaired, and unguaranteed
Interest	**(9)**	**4**		
Sicogon Island Tourism Estate Corp. (b)				
Principal	**(3,800)**	**4,200**	To be settled in cash, 30-days; 2.96%	Unsecured, not impaired, and unguaranteed
Interest	**2**	**13**		
Bay City Commercial Corp. (b)				
Principal	**85,000**	**105,000**	To be settled in cash, 30-days; 2.75%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	**3,751**	**3,887**		
Ayala Triangle Hotel. (b)				
Interest	**–**	**185**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Circuit Makati Hotel Ventures, Inc. (b)				
Principal	**(4,300)**	**–**		
Interest	**(80)**	**49**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Amicassa Process Solutions, Inc. (c)	**(2,227)**	**3,543**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Cagayan de Oro Gateway Corp. (b)				
Principal	**15,000**	**15,000**	To be settled in cash, 30-days; 2.63%-3.00%	Unsecured, not impaired, and unguaranteed
Interest	**(752)**	**337**		
Avida Land Corporation (b)				
Interest	**3,649**	**4,503**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Arvo Commercial Corporation (b)				
Principal	**(10,000)**	**10,000**	To be settled in cash, 30-days; 2.58% -2.83%	Unsecured, not impaired, and unguaranteed
Interest	**965**	**4,470**		
Soltea Commercial Corp (b)				
Principal	**(4,600)**	**5,400**	To be settled in cash, 30-days; 2.63%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	**233**	**1,031**		
Summerhill Commercial (b)				
Principal	**–**	**–**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Interest	**(1,344)**	**56**		
Ten Knots Philippines, Inc. (b)				
Interest	**2**	**38**	To be settled in cash and collectible on	Unsecured, not impaired, and unguaranteed
Innove Communications, Inc. (d)	**(241)**	**116**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Ayala Group Counselors Corp. (e)	**–**	**241**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Leisure and Allied Industries Phils., Inc. (d)	**–**	**(51)**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Makati Development Corp. (d)	**–**	**63**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
AMSI, Inc. (d)	**(1,128)**	**194**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Econorth Resort Ventures, Inc. (d)	**–**	**38**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
North Triangle Depot Commercial Corp. (d)	**(20)**	**1**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
South Innovative Theater Mngt, Inc. (d)	**29**	**35**	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
North Eastern Commercial (d)	(₱3,961)	(₱738)	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Ayala Property Management Corp. (d)	–	1		
North Ventures Commercial (d)	355	356		
PCM Formosa Company Limited (d)	2	606	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Horizon Wealth Holdings, Inc. (d)	1	1	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ALI Commercial Center (c)	(689)	664	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
ALI Commercial Center (b)				
Principal	7,000	7,000	To be settled in cash, 30-days; 2.63%	Unsecured, not impaired, and unguaranteed
Interest	10	10		
Ayalaland Estates, Inc.	(1)	–	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
BellaVita Land Corp (b)				
Principal	5,000	5,000	To be settled in cash, 30-days; 2.96%	Unsecured, not impaired, and unguaranteed
Interest	15	15		
Accendo Commercial Corp (b)				
Principal	6,000	6,000	To be settled in cash, 30-days; 3.05%	Unsecured, not impaired, and unguaranteed
Interest	56	56		
Capitol Central Commercial Ventures Corp (b)				
Principal	79,000	79,000	To be settled in cash, 30-days; 2.63%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	309	309		
Cebu District Property Enterprise, Inc. (b)				
Interest	74	74	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Arca South Commercial Ventures Corp. (b)				
Interest	815	815	To be settled in cash and collectible on demand	Unsecured, noninterest-bearing, not impaired, and unguaranteed
Cavite Commercial Town Center, Inc. (b)				
Principal	10,000	10,000	To be settled in cash, 30-days; 2.83%	Unsecured, not impaired, and unguaranteed
Interest	160	160		
Other related parties				
Bank of the Philippine Islands (c)	(864)	(78)	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Globe Telecom Inc. (c)	3,725	5,630	To be settled in cash and collectible on demand	Unsecured, not impaired, and unguaranteed
Total		₱921,793		

Amounts owed to related parties

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Parent				
ALI (h)	₱731,770	₱1,001,220	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayala Corporation (i)	–	149,539	Due and demandable noninterest bearing	Unsecured and unguaranteed
Laguna AAA Waterworks Corp (d)	413	413	Due and demandable noninterest bearing	Unsecured and unguaranteed
Entities under common control				
Ayalaland Malls, Inc. (d)	(1,884)	245	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayala Property Management Corp. (d)	206	11,997	Due and demandable noninterest bearing	Unsecured and unguaranteed

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Parent				
Makati Development Corp. (f)	**(₱64,663)**	**₱261,021**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Nuevocentro, Inc. (d)	**3,085**	**5,262**	Due and demandable noninterest bearing	Unsecured and unguaranteed
MDC BuildPlus, Inc. (g)	**(14,482)**	**–**	Due and demandable noninterest bearing	Unsecured and unguaranteed
AMSI, Inc. (d)	**(10)**	**1,187**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Innove Communications, Inc. (d)	**(61)**	**96**	Due and demandable noninterest bearing	Unsecured and unguaranteed
APRISA Business Solutions (d)	**644**	**1,046**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ecosouth Hotel Ventures, Inc. (d)	**(5)**	**–**	Due and demandable	Unsecured and unguaranteed
Bonifacio Hotel Ventures, Inc. (d)	**(6)**	**–**	Due and demandable	Unsecured and unguaranteed
Ayala Group Counselors Corp.	**(4,574)**	**61**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayalaland Metro North, Inc. (b)				
Principal	**(2,700)**	**7,300**	To be settled in cash, 30-days; 2.96%-3.05%	Unsecured and unguaranteed
Interest	**(254)**	**133**		
Station Square (b)				
Interest	**(25)**	**–**		
Avida Land Corp. (d)	**–**	**154,488**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Alveo Land Corp. (b)				
Principal	**(12,000)**	**20,000**	To be settled in cash, 30-days; 3.05%	Unsecured, not impaired, and unguaranteed
Interest	**285**	**924**		
Solinea, Inc. (b)				
Principal	**(10,000)**	**–**		
Interest	**166**	**298**	Due and demandable noninterest bearing	Unsecured and unguaranteed
Summerhill Commercial Ventures (b)				
Principal	**1,500**	**16,500**	To be settled in cash, 30-days; 2.58%-3.0%	Unsecured, not impaired, and unguaranteed
Interest	**220**	**449**		
Taft Punta Engano Property, Inc. (b)				
Principal	**(9,700)**	**31,800**	To be settled in cash, 30-days; 2.75%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	**241**	**295**		
Bellavita Land Corp. (b)				
Interest	**(27)**	**–**	Due and demandable	Unsecured and unguaranteed
Avencosouth Corp. (b)				
Principal	**(20,000)**	**–**		
Interest	**(311)**	**–**		
Ayala Hotels, Inc. (b)				
Principal	**(13,300)**	**185,700**	To be settled in cash, 30-days; 2.75%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	**3,452**	**3,720**		
Southportal Properties, Inc. (b)				
Principal	**(200)**	**5,000**	To be settled in cash, 30-days; 3.00%	Unsecured, not impaired, and unguaranteed
Interest	**201**	**277**		
AyalaLand Commercial REIT, Inc. (b)				
Principal	**–**	**35,000**	To be settled in cash, 30-days; 2.75%	Unsecured, not impaired, and unguaranteed
Interest	**21**	**67**		
ACCENDO (b)				
Interest	**(330)**	**–**	Due and demandable	Unsecured and unguaranteed
ALI Commercial Center (b)				
Interest	**(916)**	**252**	Due and demandable noninterest bearing	Unsecured and unguaranteed
North Beacon Commercial Corp. (b)				
Principal	**(600)**	**96,400**	To be settled in cash, 30-days; 2.75%	Unsecured, not impaired, and unguaranteed
Interest	**3,177**	**4,124**		
AREIT, Inc. (b)				

(Forward)

Category	Amount of transactions (In Thousands)	Outstanding Balance	Terms	Conditions
Parent				
Principal	₱91,750	₱97,350	To be settled in cash, 30-days; 2.63%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	5,629	5,717		
ALI-CII Development Corp. (b)				
Principal	(3,500)	1,500	To be settled in cash, 30-days; 3.05%	Unsecured, not impaired, and unguaranteed
Interest	(82)	15		
MDBI Construction Corp. (b)				
Principal	(47,600)	–		
Interest	(39)	–		
North Triangle Depot Commercial Corp. (b)				
Principal	(42,000)	–		
Interest	73	123	Due and demandable	Unsecured and unguaranteed
Alabang Commercial Corp. (b)				
Interest	(204)	–		
Adauge Commercial Corp. (b)				
Principal	–	3,000	To be settled in cash, 30-days; 2.75%	Unsecured, not impaired, and unguaranteed
Interest	(2)	5		
UP Noorth Property Holdings, Inc. (b)				
Principal	8,000	58,000	To be settled in cash, 30-days; 2.75%-2.96%	Unsecured, not impaired, and unguaranteed
Interest	1,962	2,564		
Glensworth Development, Inc. (b)				
Principal	8,000	26,000	To be settled in cash, 30-days; 2.75%-3.00%	Unsecured, not impaired, and unguaranteed
Interest	620	914		
North Eastern Commercial Corp. (b)				
Principal	50,930	255,930	To be settled in cash, 30-days; 2.75%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	6,476	7,433		
Ayala Land Offices, Inc. (b)				
Principal	(13,800)	–		
Interest	6,840	6,864	Due and demandable noninterest bearing	Unsecured and unguaranteed
Ayala Land Estates, Inc. (b)				
Principal	(10,000)	–		
Interest	(116)	–		
North Ventures Commercial Corp. (b)				
Principal	(9,700)	55,300	To be settled in cash, 30-days; 2.75%-3.05%	Unsecured, not impaired, and unguaranteed
Interest	(713)	253		
Asian I-Office Properties, Inc. (b)				
Principal	12,600	62,600	To be settled in cash, 30-days; 2.75%	Unsecured, not impaired, and unguaranteed
Interest	1,379	2,041		
Direct Power Services, Inc. (b)				
Principal	(40,000)	–		
Interest	(60)	1	Due and demandable	Unsecured and unguaranteed
Subic Bay Town Center, Inc. (b)				
Principal	20,000	20,000	To be settled in cash, 30-days; 3.08%	Unsecured, not impaired, and unguaranteed
Interest	(55)	36		
Vesta Property Holdings, Inc. (b)				
Principal	(322,000)	–		
Interest	14,595	14,719	Due and demandable noninterest bearing	Unsecured and unguaranteed
CECI Realty Corp. (b)				
Principal	25,870	55,870	To be settled in cash, 30-days; 2.75%	Unsecured, not impaired, and unguaranteed
Interest	4	252		
Makati Cornerstone Leasing (b)				
Principal	3,000	3,000	To be settled in cash, 30-days; 2.96%	Unsecured, not impaired, and unguaranteed
Interest	5	56		
First Gateway Real Estate Corp. (b)				
Principal	–	–		
Interest	30	30	Due and demandable noninterest bearing	Unsecured and unguaranteed
Other related party				
Globe Telecom, Inc (d)	37	46	Due and demandable noninterest bearing	Unsecured and unguaranteed
Total		₱2,674,433		

The following describes the nature of the material transactions of the Group with related parties as of December 31, 2021 and 2020:

a. Amounts owed by ALI pertains to rental revenue collected by ALI on behalf of OLI.
b. Amounts owed by related parties are short-term advances made by the Group with interest rate at 1.96% to 3.05 % per annum. Interest income attributable to intercompany loans amounted to ₱31.58 million and ₱32.27 million in 2021 and 2020, respectively.
c. The Group entered into operating lease agreements with entities under common control or significant influence of the Ultimate Parent, on its investment property portfolio.
d. The Group has entered into transactions with related parties consisting of advances and reimbursements of expenses. Services rendered to and received from related parties are made at normal market prices and normally settled in cash.
e. The Group has cash advances to AG Counselors Corp. for the due diligence of a property in Cavite. As of December 31, 2021 and 2020, there was no unliquidated cash advances.
f. The Group has engaged the services of MDC for the technical due diligence, land development of the property in Cavite, Pampanga and Laguindingan and construction of a facility in Laguna. As of December 31, 2021 and 2020, the total payable to MDC amounted to ₱400.97 million and ₱261.02 million, respectively.
g. MDC Build Plus is the contractor of the Group’s Standard Factory Building 2 in Phase 7, Laguna Technopark. As of December 31, 2021 and 2020, the retention payable of the Group amounted to nil.
h. Payable to ALI pertains to management fees. This is due and demandable and noninterest bearing.
i. On August 2, 2020, the Group, through LTI, executed a Deed of Absolute Sale with AC for the purchase of the 624,382 sqm lot located in Laguindingan, Misamis Oriental intended for the currently being developed Laguindingan Technopark project amounting to ₱299.08 million. The 50% of the total purchase price has already been paid in 2020 resulting to a ₱149.54 million payable to AC as of December 31, 2021.

Other transactions with related parties include the following:

- OLI’s acquisition of land from Avida (see Note 28).

- The Parent Company entered into a service agreement with Ayalaland Malls, Inc. to provide specialized jobs/services/work to the Group. The term of the agreement shall be 3 years starting November 1, 2016 until October 31, 2019 The service fees arising from the agreement amounted to nil, ₱0.59 million and ₱4.05 million, for the years ended December 31, 2021, 2020 and 2019, respectively.

- The Parent Company, TPI and OLI entered into a master service agreement with Aprisa Business Process Solutions, Inc. to provide data processing services. The agreement is effective from January 1, 2021 until December 31, 2021. The total service fees arising from these agreements amounted to ₱2.80 million and ₱1.96 million, for the years ended December 31, 2021 and 2020, respectively.

- In 2021 and 2020, EPMI recognized sale of electricity to related parties amounting to ₱414.39 million and ₱413.58 million, respectively (see Note 27).

In 2019, the Group wrote-off amounts owed by related parties amounting to ₱0.33 million presented as “Write off and other charges” in the consolidated statement of income.

Compensation of key management personnel
The key management personnel of the Group are employees of ALI. As such, the compensation of the said employees is paid by ALI, the necessary disclosures required by PAS 24, *Related Party Disclosure* are included in the financial statements of ALI. Compensation for said employees are billed to the Group and form part of systems cost. Systems cost billed to the Group amounted to ₱44.12 million, ₱47.88 million and ₱53.28 million in 2021, 2020 and 2019, respectively.

<u>Shares Held by a Subsidiary</u>
On June 27, 2017, OLI acquired 512,480,671 shares of the Parent Company with a cost of ₱1,255.58 million.

On September 9, 2019, OLI sold 215,090,031 shares of the Parent Company to Avida Land Corp. (“Avida”), a related party, with a cost of ₱484.54 million for a total consideration of ₱628.08 million. The realized gain on sale was recorded as additional paid-in capital.

On June 3, 2019, OLI sold 323,886,640 shares of the Parent Company to ALI, a related party with a cost of ₱794.49 million for a total consideration of ₱800.00 million. The realized gain on sale was recorded as additional paid-in capital.

On September 5, 2019, OLI subscribed to 49,444,216 shares of the Parent Company in cash amounting to ₱144.38 million. As of December 31, 2021, the listing of these shares is still pending with the Philippine Stock Exchange.

These are presented as Shares held by a subsidiary in the consolidated statements of financial position and statements of changes in equity as at December 31, 2021.

19. Subscription Payable

As at December 31, 2021 and 2020, the Parent Company has unpaid subscription in Cyber Bay amounting to ₱481.68 million, which is presented as “Subscriptions Payable” in the consolidated statements of financial position. The movement in investment in Cyber Bay under “Financial assets at fair value through other comprehensive income” follows:

	2021	2020
	(In Thousands)	
Beginning balance	**₱458,074**	₱527,479
Changes in fair value	**(458,074)**	(69,405)
	₱–	₱458,074

Equity securities include 1,388,101,405 shares of Cyber Bay valued at nil and ₱458.07 million in 2021 and 2020, respectively (see Note 7). In 2021, the shares of Cyber Bay were suspended from trading for an indefinite period and the investment in Cyber Bay was revalued based on net asset values as of reporting date.

Status of operations of Cyber Bay Corporation
On April 25, 1995, Central Bay, a wholly-owned subsidiary of Cyber Bay, entered into a Joint Venture Agreement with the Philippine Reclamation Authority (PRA; formerly Public Estates Authority) for the complete and entire reclamation and horizontal development of a portion of the Manila-Cavite Coastal Road and Reclamation Project (the Project) consisting of three partially reclaimed and substantially eroded islands (the Three Islands) along Emilio Aguinaldo Boulevard in Parañaque and Las Piñas, Metro Manila, with a combined total area of 157.8 hectares, another area of 242.2 hectares contiguous to the Three Islands and, at Central Bay’s option as approved by the PRA, an additional 350 hectares, more or less, to regularize the configuration of the reclaimed area.

On March 30, 1999, the PRA and Central Bay executed an Amended Joint Venture Agreement (AJVA) to enhance the Philippine Government's share and benefits from the Project which was approved by the Office of the President of the Philippines on May 28, 1999.

On July 9, 2002, the Supreme Court (SC) (in the case entitled "Francisco Chavez vs. Amari Coastal Bay and Reclamation Corp.") issued a ruling declaring the AJVA null and void.

Accordingly, PRA and Central Bay were permanently enjoined from implementing the AJVA. On July 26, 2002, Central Bay filed a Motion for Reconsideration (MR) of said SC decision. On May 6, 2003, the SC En Banc denied with finality Central Bay's MR. On May 15, 2003, Central Bay filed a Motion for Leave to Admit Second MR. In an En Banc Resolution of the SC dated July 8, 2003, the SC resolved to admit the Second MR of Central Bay.

On November 11, 2003, the SC rendered a 7-7 split decision on Central Bay's Second MR. Because of the new issues raised in the SC's latest resolution that were never tried or heard in the case, Central Bay was constrained to file on December 5, 2003 a Motion for Re-deliberation of the SC's latest resolution which motion was denied with finality by the SC. With the nullification of the AJVA, Central Bay has suspended all Project operations.

On August 10, 2007, in view of the failure by the PRA to comply with its obligations and representations under the AJVA, Cyber Bay and Central Bay have filed their claims for reimbursement of Project expenses in the amount of ₱10.2 billion with the PRA. Cyber Bay and Central Bay provided the PRA with the summary and details of their claims on September 5, 2007.

On July 15, 2008, Cyber Bay sent a follow-up letter to the PRA.

On November 20, 2009, the Cyber Bay sent a letter to the PRA for the payment of approximately ₱13.4 billion. This amount represents all costs, losses, liabilities, and expenses incurred by Central Bay computed as of September 2009 pursuant to the Amended JVA.

In a letter dated February 8, 2010, the PRA, through its former General Manager and CEO, Andrea D. Domingo, acknowledged that of the claims for reimbursement made by Central Bay, PRA was able to verify the total amount of ₱1,004,44 million as the amount due for reimbursement and PRA did not, at that time, find any sufficient basis for the payment of Central Bay's other claims including cost of money, reimbursement of professional and legal fees, interest and bank charges on loan, foreign exchange losses on loans, pre-operating and operating expenses, input tax, and documentary stamp tax. Central Bay then conducted a more thorough internal review of pertinent documents and re-computation of its claims vis-a-vis the findings of PRA.

Thus, on December 13, 2010, Central Bay filed a Petition with the COA to claim for reimbursement with the revised amount due totaling ₱11,528.57 million (down from the initial claim of ₱13,386.97 million) and not merely ₱1,004.44 million as initially determined by the PRA. Considering that PRA has already validated and acknowledged Central Bay's claim for reimbursement in the amount of ₱1,004.44 million, the only issue submitted to the COA is whether or not the other claims of Central Bay which were initially found by PRA to be without sufficient basis are likewise rightful items for reimbursement in light of recognized government accounting standards.

The money claim of ₱1,027.00 million shall be settled through a conveyance of a portion of the PRA reclaimed land to Central Bay's qualified assignee, as previously approved by the stockholders of the Company during its annual stockholders' meeting held on December 22, 2015.

Central Bay and the PRA, as assisted by the Office of the Government Corporate Counsel (OGCC), entered into a Compromise Agreement with the PRA dated October 14, 2016. The Compromise Agreement shall take force and effect upon approval by the Commission on Audit (COA) and the issuance of the COA of an Order of Judgment to dismiss the money claim of Central Bay in the case docketed as COA CP Case No. 2010-350 and shall bar any future claims arising from or in connection with the Amended Joint Venture Agreement dated 30 March 1999.

On November 11, 2016, Central Bay and PRA filed a Joint Motion for Judgment based on the Compromise Agreement before the COA to seek its approval.

On May 23, 2019, the COA rendered a decision rendering the Compromise Agreement as null and void, and partially granting Central Bay's money claims in the total amount of ₱714.94 million (Decision). A Motion for Reconsideration on the Decision was filed with the COA on 25 July 2019.

On July 30, 2020, Central Bay, the wholly owned subsidiary of Cyber Bay, received a notice dated June 8, 2020, that the COA En Banc issued a resolution on January 21, 2020 to deny its Motion for Reconsideration (MR). The MR was filed by Central Bay on July 25, 2019 on the decision declaring the Compromise Agreement with the Philippine Reclamation Authority invalid, and partially granted Central Bay's money claim in the total amount of ₱714.94 million.

On August 19, 2020, Central Bay filed a Petition for Certiorari with G.R No. 252940 to the Supreme Court of the Philippines praying that the COA En Banc resolution be reversed and set aside and that the Compromise Agreement dated October 14, 2016 be approved and adopted.

On September 8, 2020, the Supreme Court En Banc required COA and PRA to comment to the Petition for Certiorari. As at February 22, 2022, Central Bay has yet to receive any submission from COA and PRA.

Equity securities include 1,388,101,405 shares of Cyber Bay valued at nil and ₱458.07 million in 2021 and 2020, respectively (see Note 7). In 2021, the shares of Cyber Bay were suspended from trading for an indefinite period and the investment in Cyber Bay was revalued based on net asset values as of reporting date.

20. Operating Expenses

The details of this account follow:

	2021	2020	2019
		(In Thousands)	
Personnel expenses (Notes 21)	**₱55,943**	₱51,970	₱41,199
Systems costs (Note 17)	**44,120**	47,877	53,283
Provision for impairment losses (Note 5)	**29,137**	31,619	91,959
Taxes and licenses	**20,646**	17,859	30,041
Professional and legal fees	**15,903**	27,572	17,335
Janitorial and security services	**10,983**	8,386	21,809
Provision for probable losses on input vat (Note 9)	**6,206**	–	1,502
Depreciation and amortization (Notes 10, 11, and 12)	**4,267**	5,644	6,625
Communication and transportation	**3,172**	3,195	3,869
Supplies and repairs	**2,831**	2,192	2,246
Provision for impairment losses on real estate held for sale and development (Note 6)	**–**	–	12,281
Others	**6,638**	9,265	9,654
	₱199,846	₱205,579	₱291,803

21. Personnel Expenses

	2021	2020	2019
		(In Thousands)	
Compensation and employee benefits	**₱51,807**	₱50,603	₱40,220
Retirement expense (Note 24)	**4,136**	1,367	979
	₱55,943	₱51,970	₱41,199

22. Cost of Real Estate Sales and Rental Services

Cost of real estate sales

The details of this account follow:

	2021	2020	2019
		(In Thousands)	
Land and development cost (Note 6)	**₱1,031,648**	₱561,803	₱891,783
Management fee (Note 18)	**140,652**	73,633	157,582
Commission	**64,259**	31,322	54,272
	₱1,236,559	₱666,758	₱1,103,637

Cost of rental services

The details of this account follow:

	2021	2020	2019
Depreciation and amortization (Notes 10 and 11)	**₱346,804**	₱304,124	₱284,268
Share in CUSA related expenses	**230,737**	13,098	3,164
Taxes and licenses	**112,892**	115,103	87,449
Depreciation and amortization - Right of use asset (Note 28)	**66,669**	64,429	64,754
Management fees (Note 18)	**35,062**	19,946	46,209
Repairs and maintenance	**25,961**	10,766	3,292
Commissions	**12,740**	1,186	–
Insurance	**5,704**	2,967	3,887
Rental (Note 28)	**5,359**	8,571	19,253
Professional fees	**2,922**	2,055	858
Contracted services	**–**	5,323	5,653
Loss on retirement of investment properties (Note 10)	**–**	–	25,531
Dues and fees	**–**	–	21,565
Others	**36,276**	7,519	2,254
	₱881,126	₱555,087	₱568,137

23. Interest Income (expense) and Bank Charges - net and Other Income - net

Interest income and bank charges

The details of this account follow:

	2021	2020	2019
		(In Thousands)	
Interest income:			
Cash and cash equivalents (Note 4)	**₱671**	₱3,731	₱3,551
Amounts owed by related parties (Note 18)	**31,584**	30,236	46,618
Retirement benefits liability - net (Note 24)	**96**	654	1,370
Interest income on financial assets at FVOCI (Note 7)	**2,596**	107	1,961
Accretion on long term receivables (Note 5)	**16,543**	2,037	–
	51,490	36,765	53,500
Interest expense and bank charges:			
Interest expense	**67,992**	100,662	49,318
Bank charges	**7,814**	4,093	918
	75,806	104,755	50,236
	(₱24,316)	(₱67,990)	₱3,264

Other income
Other income, net of other charges, includes collection of forfeited deposits and penalty charges, proceeds from disposal of property and equipment and FVOCI, scraps, reversal of accruals and impairment losses and excess CUSA recoveries.

24. Retirement Benefits Liability

The Group has a funded, noncontributory retirement plan covering all its regular employees. The plan provides for retirement, separation, disability and death benefits to its members. The normal retirement benefit is based on a percentage of the employees' final monthly salary for every year of credited service.

The latest independent actuarial valuation dated February 10, 2022 was determined using the projected unit credit method in accordance with PAS 19 (R).

The following tables summarize the funded status and amounts recognized in the consolidated statements of financial position, and the components of the net retirement benefit costs recognized in the consolidated statements of income for the retirement plan:

	2021	2020
	(In Thousands)	
Retirement benefits asset:		
Present value of obligation (PVO)	**₱8,800**	₱13,014
Fair value of plan assets	**(20,622)**	(22,708)
Overfunded obligation	**(₱11,822)**	(₱9,694)

	2021	2020	2019
		(In Thousands)	
Retirement benefits costs:			
Current service cost (Note 21)	**₱4,136**	₱1,367	₱979
Interest cost (income) - net (Note 23)	**(96)**	(654)	(1,370)
	₱4,040	₱713	(₱391)

Movements in the retirement benefits asset follow:

	2021	2020
	(In Thousands)	
Balances at beginning of year	**(₱9,694)**	(₱11,767)
Retirement benefits costs	**4,040**	713
Actuarial loss	**(1,770)**	1,360
Benefits paid out of own plan	**(4,398)**	–
Balances at end of year	**(₱11,822)**	(₱9,694)

Changes in the PVO follows:

	2021	2020
	(In Thousands)	
Balances at beginning of year	**₱13,014**	₱8,620
Current service cost	**4,136**	1,367
Interest cost	**352**	293
Benefits paid	**(4,398)**	–
Actuarial loss	**(4,304)**	2,734
Balances at end of year	**₱8,800**	₱13,014

Changes in fair value of plan assets follows:

	2021	2020
	(In Thousands)	
Balances at beginning of year	**₱22,708**	₱20,386
Interest income	**448**	947
Actuarial gain (loss) on plan assets	**(2,534)**	1,375
Balances at end of year	**₱20,622**	₱22,708

Changes in remeasurement of retirement benefit plan under other comprehensive income follows:

	2021	2020
	(In Thousands)	
Balances at beginning of year	**₱51,458**	₱50,507
Impact of CREATE	**1,362**	–
Actuarial loss (gain) on:		
Return loss (gain) on plan assets	**1,900**	(963)
Remeasurement loss due to liability assumption changes – economic	**(2,222)**	929
Remeasurement loss due to liability experience	**(1,006)**	183
Remeasurement loss (gain) due to liability assumption changes–demographic	**–**	802
Balances at end of year	**₱51,492**	₱51,458

The categories of plan assets as a percentage of fair value of the total plan assets follows:

	2021	2020
Cash	**0.41%**	2.05%
Fixed income	**99.73%**	97.94%
Others	**0.14%**	0.01%
	100.00%	100.00%

The plan assets are invested in different financial instruments and do not have any concentration risk. The asset allocation of the plan is set and reviewed from time to time by the Trustee taking into account the membership profile and the liquidity requirements of the plan. This also considers the expected benefit cash flows to be matched with asset durations.

As at December 31, 2021 and 2020, the plan assets do not include any debt or equity instruments nor any property occupied, or other assets of the Group's related parties.

In 2022, the Group expects to contribute to the retirement plan amounting to ₱3.77 million.

The principal assumptions used to determine pension for the Group are as follows:

	2021	2020	2019
Discount rates	**4.99% to 5.12%**	3.79% to 3.99%	5.15% to 7.40%
Salary increase rate	**5.00 to 7.00%**	5.00 to 6.00%	5.00% to 7.00%

The sensitivity analysis below has been determined based on reasonably possible changes of each significant assumption on the defined benefit obligation as of the end of the reporting period, assuming if all other assumptions were held constant:

	Increase (decrease) in significant assumptions	Increase (decrease) in defined benefit obligation
December 31, 2021		*(in thousands)*
Discount rate	**+1%**	**₱7,779**
	(1%)	**9,781**
Future salary increases	**+1%**	**9,819**
	(1%)	**7,730**
December 31, 2020		
Discount rate	+1%	₱9,193
	(1%)	11,907
Future salary increases	+1%	11,933
	(1%)	9,120

It should be noted that the changes assumed to be reasonably possible at the valuation date are open to subjectivity, and do not consider more complex scenarios in which change other than those assumed may be deemed to be more reasonable.

The following table shows the maturity profile of the Group's defined benefit obligation based on undiscounted benefit payments:

	2021	2020
	(In Thousands)	
Less than 1 year	**₱128**	₱194
More than 1 year to 5 years	**4,445**	1,163
More than 5 years to 10 years	**9,221**	11,366
More than 10 years to 15 years	**6,067**	8,011
More than 15 years to 20 years	**15,195**	16,338
More than 20 years	**39,598**	40,329

The average duration of the defined benefit obligation is 20.48 to 24.00 years and 17.08 to 24.00 years in 2021 and 2020, respectively.

25. Income Tax

The details of provision for income tax follow:

	2021	2020	2019
		(In Thousands)	
Current	**₱127,793**	₱169,623	₱183,462
Final	**321**	736	993
Deferred	**(48,105)**	(39,335)	(64,582)
	₱80,009	₱131,024	₱119,873

Registration with the Philippine Economic Zone Authority (PEZA) and Board of Investments (BOI) Incentives

LTI
On October 17, 1991, PEZA approved the registration of LTI as a non-pioneer "ecozone developer/operator" of Laguna Technopark Special Economic Zone in Biñan, Laguna. On July 13, 2016, PEZA approved the registration of the LTI as an "ecozone developer/operator" of Cavite Technopark Special Economic Zone in Naic, Cavite.

As a registered ecozone enterprise, LTI is entitled to establish, develop, construct, administer, manage and operate a special export processing zone in accordance with the terms and conditions in the Registration Agreement with PEZA.

LTI pays income tax at the special tax rate of 5% on its gross income earned from sources with the PEZA economic zone in lieu of paying all national and local income taxes. Gross income earned refers to gross sales or gross revenues derived from any business activity, net of returns, and allowances, less cost of sales or direct costs but before any deduction is made for administrative expenses or incidental losses. Income generated from sources outside of the PEZA economic zone shall be subject to regular internal revenue taxes.

URDC
The Board of Investments issued a certificate of registration dated December 6, 2019 to URDC in accordance with the existing Omnibus Investment Code. The project located in Mabalacat, Pampanga has been granted an Income Tax Holiday (ITH) for a period of four (4) years from the date of commercial operations.

The reconciliation of the statutory income tax rates to the effective income tax rates follows:

	2021	2020	2019
At statutory tax rates	**25.0%**	30.0%	30.0%
Additions to (reductions in) income taxes resulting from:			
Movements in unrecognized deferred income tax assets	**0.6**	(6.2)	5.4
Income subject to lower income tax and BOI registered-activities	**(26.4)**	–	–
Effect of change in tax rate	**(2.8)**	–	–
Expired NOLCO	**–**	(0.8)	0.2
Interest income already subjected to final taxes	**–**	–	0.2
Nondeductible expenses	**1.7**	3.1	2.3
Provision for impairment losses	**1.0**	1.3	–
Other nontaxable income	**(0.8)**	(0.2)	–
At effective tax rates	**(1.7%)**	22.9%	30.5%

The weighted average of statutory tax rate was 25% in 2021 (2020: 30%; 2019:30%).

Recognized deferred taxes of the Group relate to the tax effects of the following:

	2021	2020
	(In Thousands)	
Deferred income tax asset on:		
Lease liabilities	**₱525,483**	₱526,114
Allowance for impairment losses on receivables	**35,613**	39,220
NOLCO	**20,779**	–
Remeasurement loss on retirement benefits liability	**1,351**	380
Others	**21,945**	30,626
	605,171	596,340
Deferred income tax liability on:		
Right-of-use asset	**(358,718)**	(378,571)
Revaluation reserve on investment properties	**(121,063)**	(134,563)
Recovery on insurance	**(98,382)**	(98,382)
Accrued rent income	**(32,921)**	(24,749)
Undepreciated capitalized interest	**(6,466)**	(6,466)
Pension assets	**(3,200)**	(2,290)
Unrealized gain on valuation of FVOCI	**(3,156)**	–
Remeasurement gain on retirement	**(2,242)**	(3,306)
Unrealized gain on foreign exchange	**(883)**	(1,137)
Others	**(668)**	–
	(627,699)	(649,464)
	(₱22,528)	(₱53,124)

Deferred tax assets and deferred tax liabilities are offset on per entity level and the net amount is reported in consolidated statement of financial position as follows:

Deferred income tax assets – net

	2021	2020
	(In Thousands)	
Deferred income tax asset on:		
Lease liabilities	**₱525,483**	₱526,114
Allowance for impairment losses on receivables	**35,613**	39,220
Remeasurement loss on retirement benefits liability	**1,351**	380
Others	**21,945**	30,626
	584,392	596,340
Deferred income tax liability on:		
Right-of-use asset	**(358,718)**	(378,571)
Recovery on insurance	**(98,382)**	(98,382)
Revaluation reserve on investment properties	**(47,762)**	(51,365)
Accrued rent income	**(3,674)**	(4,147)
Remeasurement gain on retirement	**(2,242)**	(2,290)
Pension assets	**(2,220)**	(2,220)
Unrealized gain on foreign exchange	**(883)**	(1,137)
Others	**(668)**	–
	(514,549)	(538,112)
	₱69,843	₱58,228

Deferred income tax liabilities - net

	2021	2020
	(In Thousands)	
Deferred income tax assets:		
NOLCO	**₱20,779**	₱–
Deferred income tax liabilities:		
Revaluation increment on property and equipment	**(73,301)**	(83,198)
Accrued rent income	**(29,247)**	(20,602)
Undepreciated capitalized interest	**(6,466)**	(6,466)
Retirement plan assets	**(980)**	(1,087)
Unrealized gain on valuation of FVOCI	**(3,156)**	
	(113,150)	(111,352)
	(₱92,371)	(₱111,352)

Republic Act (RA) No.10963 or the Tax Reform for Acceleration and Inclusion Act (TRAIN) was signed into law on December 19, 2017 and took effect January 1, 2018, making the new tax law enacted as of the reporting date. Although the TRAIN changes existing tax law and includes several provisions that will generally affect businesses on a prospective basis, the management assessed that the same will not have any significant impact on the financial statement balances as of the reporting date.

Corporate Recovery and Tax Incentives for Enterprises Act" or "CREATE"
President Rodrigo Duterte signed into law on March 26, 2021 the Corporate Recovery and Tax Incentives for Enterprises (CREATE) Act to attract more investments and maintain fiscal prudence and stability in the Philippines. Republic Act (RA) 11534 or the CREATE Act introduces reforms to the corporate income tax and incentives systems. It takes effect 15 days after its complete publication in the Official Gazette or in a newspaper of general circulation or April 11, 2021.

The following are the key changes to the Philippine tax law pursuant to the CREATE Act which have an impact on the Group:

- Effective July 1, 2020, regular corporate income tax (RCIT) rate is reduced from 30% to 25% for domestic and resident foreign corporation. For domestic corporation with net taxable income not exceeding ₱5.00 million and with total assets not exceeding ₱100.00 million (excluding land on which the business entity's office, plant and equipment are situated) during the taxable year, the RCIT rate is reduced to 20%.

- Minimum corporate income tax (MCIT) rate reduced from 2% to 1% of gross income effective July 1, 2020 to June 30, 2023.

- Imposition of improperly accumulated earnings tax (IAET) is repealed.

Deferred income tax assets are recognized only to the extent that taxable income will be available against which the deferred income tax assets can be used. The Group reassesses the unrecognized deferred income tax assets on the following deductible temporary differences, NOLCO and MCIT and recognizes the previously unrecognized deferred income tax assets to the extent that it has become probable that future taxable income would allow the deferred income tax assets to be recovered.

	2021	2020
	(In Thousands)	
NOLCO	**₱94,632**	₱91,607
Allowance for impairment losses on receivables, other current assets, inventories and others	**335,172**	228,491
MCIT	**1,462**	1,894

The Parent Company has incurred NOLCO before taxable year 2021 which can be claimed as deduction from the regular taxable income for the next three (3) to five (5) consecutive taxable years, as follows:

Year Incurred	Availment Period	Amount	NOLCO Applied Previous Year/s	NOLCO Expired	NOLCO Applied Current Year	NOLCO Unapplied
2019	2020-2022	₱7,839	₱–	₱–	₱–	₱7,839
2020	2021-2025	49,157	–	–	–	49,157
2021	2022-2026	37,636	–	–	–	37,636
		₱94,632	₱–	₱–	₱–	₱94,632

As at December 31, 2021, the Group has MCIT that can be claimed as deduction from future taxable income and tax due, respectively:

Year Incurred	Expiration Date	MCIT
2019	2022	₱–
2020	2023	1,417
2021	2024	45
		₱1,462

The following are the movements in NOLCO as at December 31, 2021 and 2020:

	2021	2020
	(In Thousands)	
Balances at beginning of year	**₱91,607**	₱60,776
Additions	**37,636**	49,157
Expirations/Application	**(34,611)**	(18,326)
	₱94,632	₱91,607

The following are the movements in MCIT as at December 31, 2021 and 2020:

	2021	2020
	(In Thousands)	
Balances at beginning of year	**₱1,894**	₱6,812
Additions	**45**	1,417
Expirations/Application	**(477)**	(6,335)
	₱1,462	₱1,894

26. Earnings Per Share

The following table presents information necessary to calculate basic earnings per share:

	2021	2020	2019
		(In Thousands)	
a. Net income attributable to equity holders of the Parent	**₱784,114**	₱681,962	₱595,838
b. Weighted average number of shares	**6,252,148**	6,252,148	6,226,225
Basic/diluted earnings per share (a/b)	**₱0.13**	₱0.11	₱0.10

There are no potentially dilutive common shares as of December 31, 2021, 2020 and 2019.

27. Segment Information

<u>Revenue from Contracts with Customers</u>

This account consists of:

	2021	2020
	(In Thousands)	
Sale of electricity	**₱1,066,185**	₱1,568,434
Lot sales	**2,052,859**	1,275,511
Sale of storage services	**47,745**	–
	₱3,166,789	₱2,843,945

The Group derives revenue from the transfer of goods and services over time. The Group's disaggregation of each sources of revenue from contracts with customers are presented below:

Sale of electricity

	2021	2020
	(In Thousands)	
Sales to external customers	**₱651,799**	₱1,154,851
Sales to related parties	**414,386**	413,583
	₱1,066,185	₱1,568,434

Lot sales

	2021	2020
	(In Thousands)	
Pampanga	**₱1,536,839**	₱783,650
Cavite	**484,596**	320,921
Laguindingan	**28,941**	162,872
Laguna	**2,483**	8,068
	₱2,052,859	₱1,275,511

Business Segments
The Group's operating businesses are organized and managed separately according to the nature of services provided and the different markets served, with each segment representing a strategic business unit.

The industry segments where the Parent Company and its subsidiaries operate are as follows:

- Holding Company
- Real estate - commercial leasing and industrial lot sales and development
- Cold storage operations
- Retail electricity supply

The amount of segment assets and liabilities are based on measurement principles that are similar with those used in measuring assets and liabilities in the consolidated statements of financial position which is in accordance with PFRS.

Financial information about the operations of these business segments is summarized as follows:

December 31, 2021

	Holding Company	Real Estate and Property Development	Retail and Electricity Supply	Cold Storage Operations	Others	Total	Elimination	Total
				(In Thousands)				
Revenue and income	**₱–**	**₱3,184,599***	**₱1,066,185**	**₱49,378**	**₱–**	**₱4,300,162**	**(₱3,596)**	**₱4,296,566**
Cost and expenses	**(10,015)**	**(2,229,708)**	**(1,039,968)**	**(34,561)**	**(36,094)**	**(3,350,346)**	**(1,219)**	**(3,351,565)**
Other income (charges)	**407,491**	**(35,559)**	**(2,849)**	**–**	**2,546**	**371,629**	**(456,655)**	**(85,026)**
Income before income tax	**397,476**	**919,332**	**23,368**	**14,817**	**(33,548)**	**1,321,445**	**(461,470)**	**859,975**
Provision for income tax	**(28,372)**	**101,877**	**3,838**	**2,431**	**235**	**80,009**	**–**	**80,009**
Net income	**₱425,848**	**₱817,455**	**₱19,530**	**₱12,386**	**(33,783)**	**₱1,241,436**	**(₱461,470)**	**₱779,966**
Segment assets	**₱14,959,614**	**₱19,275,847**	**₱520,771**	**₱684,857**	**₱1,229,584**	**₱36,670,673**	**(₱16,285,337)**	**₱20,385,336**
Segment liabilities	**₱3,256,851**	**₱6,738,061**	**₱476,893**	**₱355,525**	**₱474,025**	**₱11,301,355**	**(₱2,883,664)**	**₱8,417,691**

*Includes lot sales amounting to ₱2,052.86 million and rental revenue amounting to ₱781.56 million.

December 31, 2020

	Holding Company	Real Estate and Property Development	Retail and Electricity Supply	Others	Total	Elimination	Total
				(In Thousands)			
Revenue and income	₱–	₱2,151,848*	₱1,568,434	₱–	₱3,720,282	(₱3,595)	₱3,716,687
Cost and expenses	(6,403)	(1,408,168)	(1,517,865)	(6,317)	(2,938,753)	1,219	(2,937,534)
Other income (charges)	269,667	107,917	2,076	4,163	383,823	(329,144)	54,679
Income before income tax	263,264	851,597	52,645	(2,154)	1,165,352	(331,520)	833,832
Provision for income tax	1,417	118,360	10,647	600	131,024	–	131,024
Net income	₱261,847	₱733,237	₱41,998	(₱2,754)	₱1,034,328	(₱331,520)	₱702,808
Segment assets	₱15,315,694	₱17,979,249	₱523,913	₱1,285,379	₱35,104,235	(₱15,750,005)	₱19,354,230
Segment liabilities	₱3,790,733	₱5,876,267	₱407,561	₱493,238	₱10,567,799	(₱3,054,343)	₱7,513,456

*Includes lot sales amounting to ₱1,275.51 million and rental revenue amounting to ₱851.97 million.

December 31, 2019

	Holding Company	Real Estate and Property Development	Retail and Electricity Supply	Others	Total	Elimination	Total
				(In Thousands)			
Revenue and income	₱–	₱2,895,050*	₱2,395,977	₱54,954	₱5,345,981	₱–	₱5,345,981
Cost and expenses	(29,117)	(1,872,771)	(2,312,310)	(53,040)	(4,267,238)	–	(4,267,238)
Other income (charges)	(25,251)	(289,123)	1,684	(4,761)	(317,451)	–	(317,451)
Income (loss) before income tax	(54,368)	733,156	85,351	(2,847)	761,292	–	761,292
Provision for income tax	13	101,308	17,776	776	119,873	–	119,873
Net income (loss)	(₱54,381)	₱631,848	₱67,575	(₱3,623)	₱641,419	₱–	₱641,419
Segment assets	₱15,335,960	₱17,581,046	₱693,396	₱1,259,930	₱34,870,332	(₱15,501,823)	₱19,368,509
Segment liabilities	₱4,016,626	₱6,104,128	₱629,563	₱485,344	₱11,235,661	(₱3,043,349)	₱8,192,312

*Includes real estate sales amounting to ₱1,809.12 million and rental revenue amounting to ₱10,865.93 million.

Geographical Segments

The Group does not have geographical segments.

28. Leases

The Group has lease contracts for land used in its operations. Leases of land generally have lease terms between 25 and 30 years. The lease contracts are further discussed below.

Set out below are the carrying amounts of right-of-use assets (land) recognized and the movements as of and for the year December 31, 2021 and 2020:

	2021	2020
	(In Thousands)	
Balance at January 1	**₱1,267,372**	₱1,326,964
Additions	**–**	5,600
Depreciation expense (Note 22)	**(66,669)**	(65,192)
Balance at December 31	**₱1,200,703**	₱1,267,372

Set out below are the carrying amounts of lease liabilities and the movements as of and for the year December 31, 2021 and 2020:

	2021	2020
	(In Thousands)	
Balance at January 1	**₱1,751,372**	₱1,733,450
Additions	**–**	5,600
Accretion of interest	**151,409**	150,240
Payments	**(132,200)**	(137,918)
Balance at December 31	**₱1,770,581**	₱1,751,372

As of December 31, 2021 and 2020, the maturity analysis of undiscounted lease payments follows:

	2021	2020
	(In Thousands)	
Within one (1) year	**₱170,923**	₱156,469
More than one (1) year but not more than five (5) years	**871,205**	845,526
More than five (5) years	**2,555,796**	2,756,212
	₱3,597,924	₱3,758,207

As of December 31, 2021 and 2020, the following are the amounts recognized in profit or loss:

	2021	2020
	(In Thousands)	
Depreciation expense for right-of-use assets (Notes 20 and 22)	**₱66,669**	₱65,192
Interest expense on lease liabilities	**151,409**	150,240
Rent expense relating to short-term leases (Note 20)	**540**	386
Variable lease payments (Note 22)	**5,359**	8,571
	₱223,977	₱224,389

Group as Lessee

TPI

On August 28, 1990, TPI, through a Deed of Assignment, acquired all the rights, titles, interests and obligations of Gotesco Investment, Inc. on a contract of lease of the land owned by PNR for the Tutuban Terminal and where TPI's mall is located. The contract provided for a payment of a guaranteed minimum annual rental, 12% escalation rate every two (2) years, additional ₱10 million every two (2) years, plus a certain percentage of gross sales. The lease covers a period of twenty-five (25) years until 2014 and is automatically renewable for another twenty-five (25) years, subject to compliance with the terms and conditions of the lease agreement.

On December 22, 2009, TPI renewed its lease contract with PNR for another twenty-five (25) years beginning September 5, 2014, the end of the original lease agreement.

LTI

On August 7, 2017, LTI entered into a Contract of Lease with ALI to lease a parcel of land located in Brgy. Loma, Biñan, Laguna with an area of approximately 54,190 square meters (sqm) primarily for the construction, development and operation of Standard Factory Buildings (SFBs).

The contract provided for a payment of a guaranteed minimum monthly rental with a 10% escalation rate every five (5) years. The lease covers a period of twenty-five (25) years until December 31, 2041 and is renewable, subject to the mutual agreement of the parties and to compliance with the terms and conditions of the lease agreement.

On September 22, 2017, LTI entered into a Contract of Lease with Nuevocentro, Inc., a related party, to lease parcels of land located at the Alviera Industrial Park, Barangay Dolores and Banaba, Porac, Pampanga, with an area of approximately 27,469 sqm primarily for the construction, development and operation of SFBs.

The contract provided for a payment of a guaranteed minimum monthly rental with a 10% escalation rate every five (5) years. The lease covers a period of thirty (30) years until October 31, 2047 and is renewable for another ten (10) years, subject to the mutual agreement of the parties and to compliance with the terms and conditions of the lease agreement.

On November 7, 2017, LTI entered into a Contract of Lease with Alveo Land, Corp., a related party, to lease a parcel of land located in Biñan, Laguna with an area of approximately 82,690 sqm primarily for the construction, development and operation of SFBs.

The contract provided for a payment of a guaranteed minimum monthly rental with a 10% escalation rate every five (5) years. The lease covers a period of twenty-five (25) years until December 31, 2041 and is renewable, subject to the mutual agreement of the parties and to compliance with the terms and conditions of the lease agreement.

On August 1,2019, LTI entered into a Contract of Lease with Nuevocentro, Inc. to lease a parcel of land located at the Alviera Industrial Park, Barangay Dolores and Banaba, Porac, Pampanga, with an area of approximately 14,163 sqm primarily for the construction, development and operation of SFBs.

The contract provided for a payment of a guaranteed minimum monthly rental with a 10% escalation rate every five (5) years. The lease covers a period of twenty-nine (29) years until October 31, 2047 and is renewable for another ten (10) years, subject to the mutual agreement of the parties and to compliance with the terms and conditions of the lease agreement.

OLI

OLI, by Assignment of Lease executed between ALI and Avida Land Corporation on November 29, 2017, assumed a lease agreement with Avida to lease a land located along National Road, Muntinlupa City with an area of approximately 19,311 square meters (sqm) for the construction, development and operation thereon of a commercial retail development for a period of 50 years.

The lease agreement provides for a rental fee equivalent to 1.50% and 1.00% of gross rental income which will be paid on a monthly basis for the first three years for the retail mall portion and office portion. The rates will increase to 8.60% and 4.50% on the fourth year which will be applicable onwards.

On July 5, 2019, Avida Land, Corp. sold to Orion Land, Inc. (OLI) the parcel of land, previously being leased by OLI where the South Park Mall is located in Muntinlupa City, with a purchase price of ₱772.44 million of which ₱10.00 million was paid during the execution date and the remaining ₱607.95 million and ₱154.49 million after six and twelve months, respectively.

Parent Company
On July 1, 2020, the Parent Company entered into a Contract of Lease with ALI Commercial Logistics Holdings Corporation to lease a building space located at Glorietta 5 Ayala Avenue, Makati with an area of approximately 317.85 sqm primarily for administrative use of the Company. The contract provided for a payment of a guaranteed fixed monthly rental of ₱500 per sqm. The lease covers period covers from July 1, 2020 to December 31, 2023.

Group as a Lessor
The Group has entered into commercial property leases on its buildings. These leases have remaining terms of one (1) year to less than five (5) years except for one (1) tenant with lease term of fifteen (15) years. Renewals are subject to the mutual consent of the lessor and the lessee.

Tenants are required to post security deposits, which shall be refunded, without interest, within sixty (60) days after the expiration of the lease period, deducting the amount of damages to the leased premises, if any. The discounted amount of noncurrent security deposits amounted to ₱231.51 million and ₱107.80 million as at December 31, 2021 and 2020, respectively (See Note 15).

Accretion of interest amounted to nil, ₱2.10 million and ₱1.65 million for the years ended December 31, 2021, 2020 and 2019, respectively. The net present value of the Group's security deposits were determined using discount rates ranging from 1.65% to 4.82% and 3.99% to 7.22% as of December 31, 2021 and 2020, respectively.

The Group recognized gross CUSA and air-conditioning charges under "Other" revenue amounting to ₱299.96 million as of December 31, 2021.

The Group recognized deferred rent income amounting to ₱15.54 million and ₱22.13 million as of December 31, 2021 and 2020, respectively, of which the current portion amounted to ₱10.65 million and ₱15.60 million as of December 31, 2021 and 2020, respectively, and noncurrent portion amounted ₱4.89 million and ₱6.54 million as at December 31, 2021 and 2020.

As of December 31, 2021 and 2020, future minimum rentals receivable under non-cancellable operating leases of the Group follows (amounts in thousands):

	2021	2020
Less than one (1) year	**₱680,587**	₱718,899
More than one (1) year but not more than five (5) years	**1,961,820**	3,276,534
More than five (5) years	**2,598,820**	975,498
	5,241,227	₱4,970,931

29. Provisions and Contingencies

The Group, in the ordinary course of business, is involved in various legal proceedings and assessments that are either pending decision by the courts or under negotiation. Management and its legal counsels believe that the eventual outcome of these lawsuits or claims will not have a material effect on the consolidated financial statements. It is possible, however, that future results of operations could be materially affected by changes in the estimates or in the effectiveness of the strategies relating to these proceedings.

The rollforward of the provisions follows:

	2021	2020
	(In Thousands)	
Beginning balance	**₱34,192**	₱254,196
Provisions	**–**	5,000
Reversals	**(5,135)**	(31,000)
Settlement	**–**	(194,004)
	₱29,057	₱34,192

The information normally required under PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, is not disclosed as it may prejudice the outcome of the proceedings.

30. Share-based Payments

In 2015, the Group introduced the ESOWN Plan (the Plan) wherein grantees (employees within ALLHC Group) may subscribe in whole or in part to the shares awarded to them based on a discounted market price, but in no case lower than the par value, that was determined at grant date. The grantees will pay for the shares subscribed through installments over a maximum period of ten (10) years. To subscribe, the grantee must be an employee, officer or director of the Group as of June 30, 2015. In case the grantee resigns, unsubscribed shares are cancelled and returned to the plan pool, while the subscription payments may be converted into the equivalent number of shares. In case the grantee is separated, not for cause, but through retrenchment and redundancy, subscribed shares may be paid in full, unsubscribed shares may be subscribed, or payments may be converted into the equivalent number of shares. In case the grantee retires, the grantee may subscribe to the unsubscribed shares anytime within the ten (10)-year period. The plan does not allow sale or assignment of the shares.

The BOD of ALLHC approved the allocation of 32 million shares (first tranche) for ESOWN plan which will be taken from the remaining unissued shares (with grant date in 2016) and the increase in authorized of stock of ALLHC, which was approved by the SEC in July 2016 as discussed in Note 16.

In 2017, notice of grant for the 218 million shares (second tranche of ESOWN plan) was issued to employees for the right to subscribe to the common shares of ALLHC at ₱1.68 per share.

The availment period for the first tranche and for the second tranche of ESOWN plan is within 30 days from employees' receipt of notice of grant and within 30 days after one year from employees' receipt of notice of grant, respectively.

The fair values of these options are estimated on the date of grant using the Cox-Ross-Rubenstein option pricing model.

The assumptions used to determine the fair value of the stock options are as follows:

	December 31, 2017
Share price at date of grant	₱2.12
Risk free interest rate	5.6818%
Annualized volatility	49.68%
Annual dividend yield	0%
Exit rates	
Termination for cause	0%
Voluntary Resignation	0%
Involuntary Separation	7.29%

ESOWN availment in 2018 resulted in increase in capital stock and additional paid-in capital of ₱6.91 million and ₱25.17 million, respectively.

31. Financial Instruments

Fair Value Information

The following tables set forth the carrying values and estimated fair values of the Group's financial assets and liabilities recognized as of December 31, 2021 and 2020:

	December 31, 2021		December 31, 2020	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
		(In Thousands)		
Financial Assets at FVPL	**₱4,801**	**₱4,801**	₱4,741	₱4,741
Financial Assets at FVOCI				
Quoted equity securities	**49,568**	**49,568**	505,912	505,912
Quoted debt securities	**94,691**	**94,691**	100,518	100,518
Refundable Deposits	**76,552**	**76,552**	76,134	76,134
Receivables – net of current portion	**1,128,026**	**1,115,531**	728,538	672,388
	₱1,353,638	**₱1,341,143**	₱1,415,843	₱1,359,693
Other Financial Liabilities				
Rental and other deposits	**₱721,950**	**₱723,368**	₱702,955	₱686,262
Long term debt	**1,965,297**	**1,766,104**	–	–
Subscription payable	**481,675**	**481,675**	481,675	481,675
	₱3,168,922	**₱2,971,147**	₱1,184,630	₱1,167,937

The following method and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such values at December 31, 2021 and 2020 are set out below:

Cash and Cash Equivalents

The carrying amount of cash and cash equivalents approximates its fair values due to the short-term maturity of this financial instrument.

Receivables - current, Accounts Payable and Accrued Expenses and Amounts owed to and by Related Parties

The carrying amounts of the current portion of receivables, accounts payable and accrued expenses and amounts owed by related parties approximate their fair values due to their short-term nature.

Refundable Deposits under Other noncurrent assets and Rental and Other Deposits

The carrying amounts of current portion of rental and other deposits approximates its fair value due to the short-term maturity of this financial instrument. The fair values of noncurrent security deposit recorded under 'Rental and other deposits" and refundable deposits recorded under 'Other noncurrent assets' are determined by discounting future cash flows using the applicable rates of similar types of instruments.

Long term debt

The fair values of long-term debt are estimated using the discounted cash flow methodology using the Group's current incremental borrowing rates and current yield rates for similar borrowings with maturities consistent with those of the liabilities being valued. The discount rates used ranged from 1.02% to 5.09%.

Financial Assets at FVOCI

Except for Investment in Cyber Bay equity securities, equity financial assets that are listed are based on their quoted prices published in markets as at December 31, 2021 and 2020. Debt financial assets that are quoted are based on published market prices as at December 31, 2021 and 2020. The fair value of investment in Cyber Bay equity securities is based on the investee's underlying Net Asset Value ("NAV") as of December 31, 2021.

Financial Assets at FVPL
Listed equity securities designated as financial assets at FVPL are based on their quoted prices as at December 31, 2021 and 2020. The fair value of the UITF has been determined based on the net asset values as of reporting date, based on the nature and level of adjustments needed to be made to the NAV and the level of trading in the money market UITF.

Fair Value Hierarchy
The Group uses the following hierarchy for determining and disclosing the fair value of the financial instruments by valuation technique:

Quoted FVOCI financial assets amounting to ₱144.26 million and ₱606.43 million as of December 31, 2021 and 2020, respectively, were classified under Level 1. In 2021, investment in Cyber Bay shares were reclassified from Level 1 to Level 3 due to the suspension of trading of these shares.

FVPL amounting to ₱4.80 million and ₱4.74 million as of December 31, 2021, and 2020, respectively were classified under Level 1.

The fair value disclosure of rental and other deposits and refundable deposits as of December 31, 2021, and 2020, were classified under Level 3.

There have been no reclassifications from Level 1 to Level 2 categories in 2021 and 2020.

Financial Risk Management Objectives, Policies and Capital Management
The Group has various financial instruments such as cash and cash equivalents, receivables, amounts owed by/to related parties, financial assets at FVOCI, FVPL investments, deposits under other noncurrent assets, accounts payable and accrued expenses, rental and other deposits, long term debt and subscriptions payable. The main purpose of these financial instruments is to raise funds and maintain continuity of funding and financial flexibility for the Group. The Group has other financial liabilities such as accounts payable and accrued expenses and rental and other deposits, which arise directly from its operations.

The main risks from the use of financial instruments are liquidity risk, credit risk and equity price risk. The Group's BOD reviews and approves policies for managing these risks as summarized below.

Liquidity Risk
Liquidity risk arises when there is a shortage of funds and the Group as a consequence could not meet its maturing obligations.

In the management of liquidity, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The tables below summarize the maturity profile of the Group's financial liabilities as at December 31, 2021 and 2020 based on contractual undiscounted payments:

December 31, 2021

	On demand	Less than 3 months	3 to 6 months	6 to 12 months	Over 1 year	Total
			(In Thousands)			
Accounts payable and accrued expenses	₱1,106,517	₱85,922	₱–	₱122,997	₱95,673	₱1,411,109
Lease liabilities	–	–	–	221,072	1,549,509	1,770,581
Subscription payable	481,675	–	–	–	–	481,675
Rental and other deposits	280,927	19,151	22,089	47,876	351,907	721,950
Long term debt and interest payable	6,205	15,955	16,132	32,619	2,536,418	2,607,329
Amounts owed to related parties	1,594,424	–	–	–	–	1,594,424
	₱3,469,748	₱121,028	₱38,221	₱424,564	₱4,533,507	₱8,587,068

December 31, 2020

	On demand	Less than 3 months	3 to 6 months	6 to 12 months	Over 1 year	Total
			(In Thousands)			
Accounts payable and accrued expenses	₱1,296,290	₱100,658	₱–	₱144,092	₱112,081	₱1,653,121
Lease liabilities	–	–	–	81,872	1,653,014	1,734,886
Subscription payable	481,675	–	–	–	–	481,675
Rental and other deposits	373,917	25,490	29,401	63,724	210,423	702,955
Amounts owed to related parties	2,674,433	–	–	–	–	2,674,433
	₱4,826,315	₱126,148	₱29,401	₱289,688	₱1,975,518	₱7,247,070

As at December 31, 2021, the COVID-19 outbreak has no significant impact to the Group's liquidity risk.

Credit Risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade debtors – real estate receivables
For real estate receivables, exposure to credit risk is not significant given that title of the real estate property is only transferred to the customer if the consideration had been fully paid. In case of default, after enforcement activities, the Group has the right to cancel the sale and enter into another contract to sell to another customer after certain proceedings (e.g. grace period, referral to legal, cancellation process, reimbursement of previous payments) had been completed. Applying the expected credit risk model did not result in the recognition of an impairment loss for real estate receivables in 2021 and 2020.

Trade debtors - retail electricity
An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss pattern. The calculation reflects the probability-weighted outcome and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

To mitigate risk for retail electricity, the Group will collect deposits equivalent to ₱151.45 million to secure credit. Also, as a policy after application of collected deposits, disconnection notices are sent 5 days after the bill due date and disconnections are carried out beginning on the 24 hours after receipt of disconnection notice.

Applying the expected credit risk model did not result in the recognition of an impairment loss for trade debtors – retail electricity in 2021 and 2020.

Trade debtors – receivable from tenants
Credit risk arising from receivables from tenants of leasing properties is primarily managed through a tenant selection process. Prospective tenants are evaluated on the basis of payment track record and other credit information. In accordance with the provisions of the lease contracts, the lessees are required to deposit with the Group security deposits and advance rentals which helps reduce the Group's credit risk exposure in case of defaults by the tenants. The security deposits are considered in the calculation of impairment as recoveries. For existing tenants, the Group has put in place a monitoring and follow-up system. These are aged and analyzed on a continuous basis to minimize credit risk associated with these receivables. Regular meetings with tenants are also undertaken for further assessment of paying capacity.

Set out below is the information about the credit risk exposure of the Group's trade debtors - receivables from tenants using a provision matrix excluding rental accruals:

	2021				
	Current	**More than 30 days**	**More than 60 days**	**More than 90 days**	**Total**
	(In Thousands, except for %)				
Expected credit loss rate	**10.32%**	**20.57%**	**49.16%**	**15.82%**	**16.64%**
Total gross carrying amount	**₱53,784**	**₱35,680**	**₱18,850**	**₱502,475**	**₱610,789**
Expected credit losses	**5,552**	**7,339**	**9,267**	**79,516**	**101,674**

	2020				
	Current	More than 30 days	More than 60 days	More than 90 days	Total
	(In Thousands, except for %)				
Expected credit loss rate	5.22%	6.90%	8.71%	19.70%	18.02%
Total gross carrying amount	₱80,327	₱39,092	₱49,513	₱424,750	₱593,682
Expected credit losses	5,842	7,723	9,751	83,672	106,988

Generally, "Trade debtors" under "Receivables" receivables are written-off if past due for more than one year and are not subject to enforcement activity.

Cash in banks and cash equivalents
Credit risk from balances with banks and financial institutions and related parties is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis and may be updated throughout the year subject to approval of the Group's Finance Committee. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Financial assets at FVOCI – quoted debt securities
The Group's debt instruments at fair value through OCI comprise solely of government securities. The Group considers a debt investment security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade' and, therefore, are considered to be low credit risk investments. It is the Group's policy to measure ECLs on such instruments on a 12-month basis. Applying the expected credit risk model did not result in the recognition of an impairment loss in 2021 and 2020.

Insurance receivables, non-trade and other receivables
Credit risk exposure in respect of all other counterparties is managed by setting standard business terms that are required to be met by all counterparties. An impairment analysis is performed at each reporting date to consider when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. These receivables are written off when there is no reasonable expectation of recovering the contractual cash flows. Applying the expected credit risk model resulted in the recognition of an impairment loss amounting to ₱20.46 million and nil in 2021 and 2020, respectively. Total write offs amounted to nil and ₱5.87 million in 2021 and 2020, respectively (see Note 5).

The Group's maximum exposure to credit risk as of December 31, 2021 and 2020 is equal to the carrying values of its financial assets, except for "Trade debtors" under "Receivables" in the statements of financial position. The details follow:

	2021			
	Gross maximum exposure	**Fair value of collateral or credit enhancement**	**Net exposure**	**Financial effect of collateral or credit enhancement**
		(In Thousands)		
Cash in banks	**₱80,983**	**₱12,869**	**₱68,114**	**₱12,869**
Trade debtors				
Land sales	**1,405,980**	**2,052,859**	**–**	**1,405,980**
Retail electricity	**123,041**	**119,124**	**3,917**	**119,124**
Receivables from tenants	**522,440**	**351,536**	**170,904**	**351,536**
Nontrade receivables	**120,484**	**–**	**120,484**	**–**
Others	**110,657**	**–**	**110,657**	**–**
Financial assets at FVOCI – quoted debt securities	**94,691**	**–**	**94,691**	**–**
	₱2,458,276	**₱2,536,388**	**₱568,767**	**₱1,889,509**

	2020			
	Gross maximum exposure	Fair value of collateral or credit enhancement	Net exposure	Financial effect of collateral or credit enhancement
		(In Thousands)		
Cash in banks	₱177,125	₱10,046	₱167,079	₱10,046
Trade debtors				
Land sales	1,302,611	1,275,511	–	1,275,511
Retail electricity	153,995	151,453	2,542	151,453
Receivables from tenants	387,481	155,580	231,901	155,580
Insurance receivables	29,305	–	29,305	–
Nontrade receivables	280,834	–	97,419	–
Others	244,892	–	244,892	–
Financial assets at FVOCI – quoted debt securities	100,518	–	100,518	–
	₱2,676,761	₱1,592,590	₱873,656	₱1,592,590

As at December 31, 2021, the COVID-19 outbreak has no significant impact to the Group's credit risk.

Equity Price Risk

Equity price risk is the risk that the fair values of equities decrease as the result of change in the levels of equity indices and the value of individual stock. The equity price risk exposure arises from the Group's investment in stocks. Equity investment of the Group is categorized as financial assets at FVOCI.

The Group measures the sensitivity to its equity securities by using Philippine Stock Exchange index fluctuations and its effect to respective share prices.

The Group's policy is to maintain the risk to an acceptable level. Movement of share price is monitored regularly to determine impact on its financial position.

The basic sensitivity analysis assumes that the stock's standard deviation on its historical yield for the past one year provides the basis for reasonably possible change in prices of the stock investment. The Group establishes the relative range of stock investment yields based on historical standard deviation for one year.

The following table demonstrates the sensitivity to reasonable possible change in equity prices, with all other variables held constant:

	Effect on equity Increase (decrease)	
Change in PSEi index	**2021**	2020
	(In Thousands)	
+5.00%	**₱862**	₱25,083
(5.00%)	**(862)**	(25,083)

The impact on the Group's equity already excludes the impact on transactions affecting the consolidated statements of income.

32. Notes to Statements of Cash Flows

Changes in the Group's liabilities arising from financing activities follow:

	January 1, 2021	**Cash Flows**	**Non-cash Changes**	**December 31, 2021**
		(In Thousands)		
Amounts owed to related parties	**₱2,674,433**	**(₱1,107,038)**	**₱27,029**	**₱1,594,424**
Lease liabilities	**1,751,372**	**(132,200)**	**151,409**	**1,770,581**
Total liabilities from financing activities	**₱4,425,805**	**(₱1,239,238)**	**₱178,438**	**₱3,365,005**

	January 1, 2020	Cash Flows	Non-cash Changes	December 31, 2020
		(In Thousands)		
Amounts owed to related parties	₱2,317,179	(₱34,976)	₱392,230	₱2,674,433
Lease liabilities	1,733,450	(137,918)	155,840	1,751,372
Total liabilities from financing activities	₱4,050,629	(₱172,894)	₱548,070	₱4,425,805

	January 1, 2019	Cash Flows	Non-cash Changes	December 31, 2019
		(In Thousands)		
Amounts owed to related parties	₱234,268	₱1,927	₱2,080,984	₱2,317,179
Lease liabilities	1,694,120	(149,704)	189,034	1,733,450
Total liabilities from financing activities	₱1,928,388	(₱147,777)	₱2,270,018	₱4,050,629

In 2021, significant non-cash transactions of the Group and the Parent Company pertain to:

- The Group recognized interest expense lodged under “interest expense” (see Note 23) from accretion of discount of long-term payable amounting to ₱23.44 million.
- The Group realized revaluation increment through depreciation and transferred to retained earnings amounting to ₱7.03 million (see Note 10).

33. Subsequent Events

On February 4, 2022, the Group acquired a 64,000 sqm ready-built warehouse facility in Sto. Tomas, Batangas. It will carry the brand name "ALogis Sto. Tomas".

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY SCHEDULES

The Stockholders and the Board of Directors
AyalaLand Logistics Holdings Corp.
3rd Floor Glorietta 5,
Ayala Center, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of AyalaLand Logistics Holdings Corp. and its Subsidiaries (collectively referred to as "the Group") as at December 31, 2021 and 2020, and for each of the three years in the period ended December 31, 2021, and have issued our report thereon dated February 22, 2022. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Group's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, the financial information required to be set forth therein in relation to the basic consolidated financial statements taken as a whole, are prepared in all material respects, in accordance with Philippine Financial Reporting Standards, as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission, as described in Note 2 to the consolidated financial statements.

SYCIP GORRES VELAYO & CO.

Carlo Paolo V. Manalang
Partner
CPA Certificate No. 111947
Tax Identification No. 210-730-804
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 111947-SEC (Group A)
Valid to cover audit of 2019 to 2023 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-127-2019, November 27, 2019, valid until November 26, 2022
PTR No. 8854327, January 3, 2022, Makati City

February 22, 2022

SGV
Building a better working world

SyCip Gorres Velayo & Co.
6760 Ayala Avenue
1226 Makati City
Philippines

Tel: (632) 8891 0307
Fax: (632) 8819 0872
ey.com/ph

INDEPENDENT AUDITOR'S REPORT ON
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
AyalaLand Logistics Holdings Corp.
3rd Floor Glorietta 5,
Ayala Center, Makati City

We have audited in accordance with Philippine Standards on Auditing, the consolidated financial statements of AyalaLand Logistics Holdings Corp. and its subsidiaries (collectively referred to as "the Group") as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021, and have issued our report thereon dated February 22, 2022. Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Group's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRSs), as modified by the application of the financial reporting reliefs issued and approved by the Securities and Exchange Commission (SEC), as described in Note 2 to the consolidated financial statements, and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the SEC, and is not a required part of the basic consolidated financial statements prepared in accordance with PFRSs, as modified by the application of the financial reporting reliefs issued and approved by the SEC, as described in Note 2 to the consolidated financial statements. The components of these financial soundness indicators have been traced to the Group's consolidated financial statements as at December 31, 2021 and 2020 and for each of the three years in the period ended December 31, 2021 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Carlo Paolo V. Manalang

Carlo Paolo V. Manalang
Partner
CPA Certificate No. 111947
Tax Identification No. 210-730-804
BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024
SEC Partner Accreditation No. 111947-SEC (Group A)
Valid to cover audit of 2019 to 2023 financial statements of SEC covered institutions
SEC Firm Accreditation No. 0001-SEC (Group A)
Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions
BIR Accreditation No. 08-001998-127-2019, November 27, 2019, valid until November 26, 2022
PTR No. 8854327, January 3, 2022, Makati City

February 22, 2022

AYALALAND LOGISTICS HOLDING CORP.
INDEX TO THE SUPPLEMENTARY SCHEDULES

ANNEX A: Reconciliation of Retained Earnings Available for Dividend Declaration

ANNEX B: Map Showing the Relationships Between and Among the Company and its Ultimate Parent Company, Middle Parent, Subsidiaries or Co-subsidiaries, Associates, Wherever Located or Registered

ANNEX C: Supplementary Schedules Required by Annex 68-J

- Schedule A. Financial Assets
- Schedule B. Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)
- Schedule C. Amounts Receivable from Related Parties which are Eliminated During the Consolidation of Financial Statements
- Schedule D. Long-term Debt
- Schedule E. Indebtedness to Related Parties
- Schedule F. Guarantees of Securities of Other Issuers
- Schedule G. Capital Stock

ANNEX A

AYALALAND LOGISTICS HOLDING CORP.
Reconciliation of Retained Earnings Available for Dividend Declaration
DECEMBER 31, 2021
(*In Thousands*)

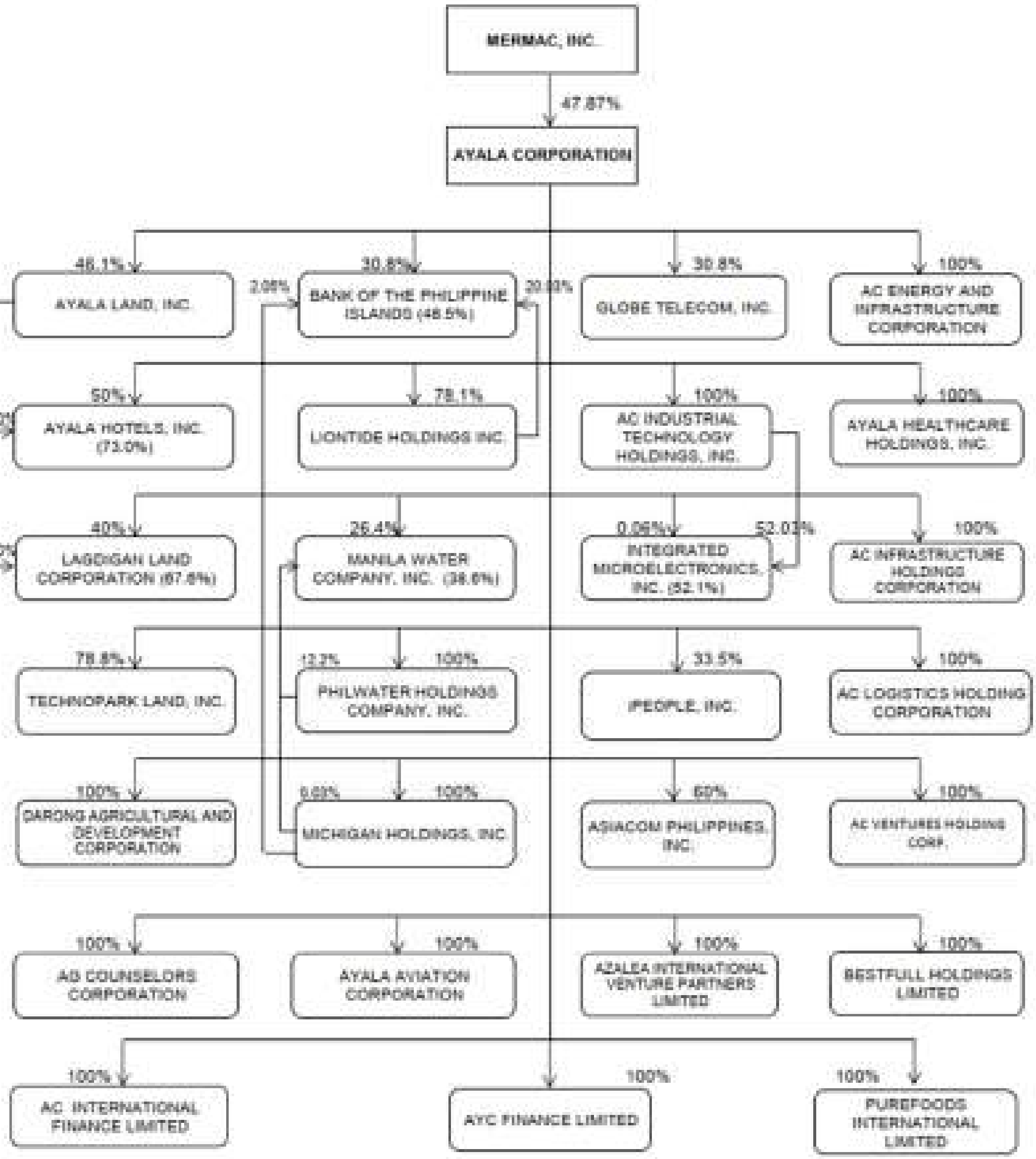
Unappropriated retained earnings, beginning		₱149,336
Adjustment to beginning unappropriated retained earnings:		
Treasury shares		–
Unappropriated retained earnings, adjusted to available for dividend declaration, beginning		149,336
Net income actually earned/realized during the period:		
Net income during the period closed to retained earnings	625,917	
Less: Non actual/unrealized income net of tax	–	
Equity in net income of associate/joint venture	–	
Unrealized actuarial gain	–	
Fair value adjustment (M2M gains)	35	
Fair value adjustment of Investment Property resulting to gain	–	
Adjustment due to deviation from PFRS/GAAP-gain	–	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS	–	
Deferred tax asset that reduced the amount of income tax expense	21,419	
Add: Non-actual losses		
Depreciation on revaluation increment (after tax)	–	
Adjustment due to deviation from PFRS/GAAP-loss	–	
Loss on fair value adjustment of investment property (after tax)	–	
Unrealized foreign exchange loss – net (except those attributable to cash and cash equivalents)	–	604,464
Net income actually earned during the period		604,464
Add (Less):		
Dividend declarations during the period		–
Appropriations of retained earnings during the period		–
Reversals of appropriations		–
Effects of prior period adjustments		–
Treasury shares		–
TOTAL RETAINED EARNINGS, END AVAILABLE FOR DIVIDEND DECLARATION		**₱753,799**

ANNEX B

AYALALAND LOGISTICS HOLDINGS CORP.

Map Showing the Relationships Between and Among the Company and its Ultimate Parent Company, Middle Parent, Subsidiaries or Co-subsidiaries, Associates, Wherever Located or Registered

AS OF DECEMBER 31, 2021

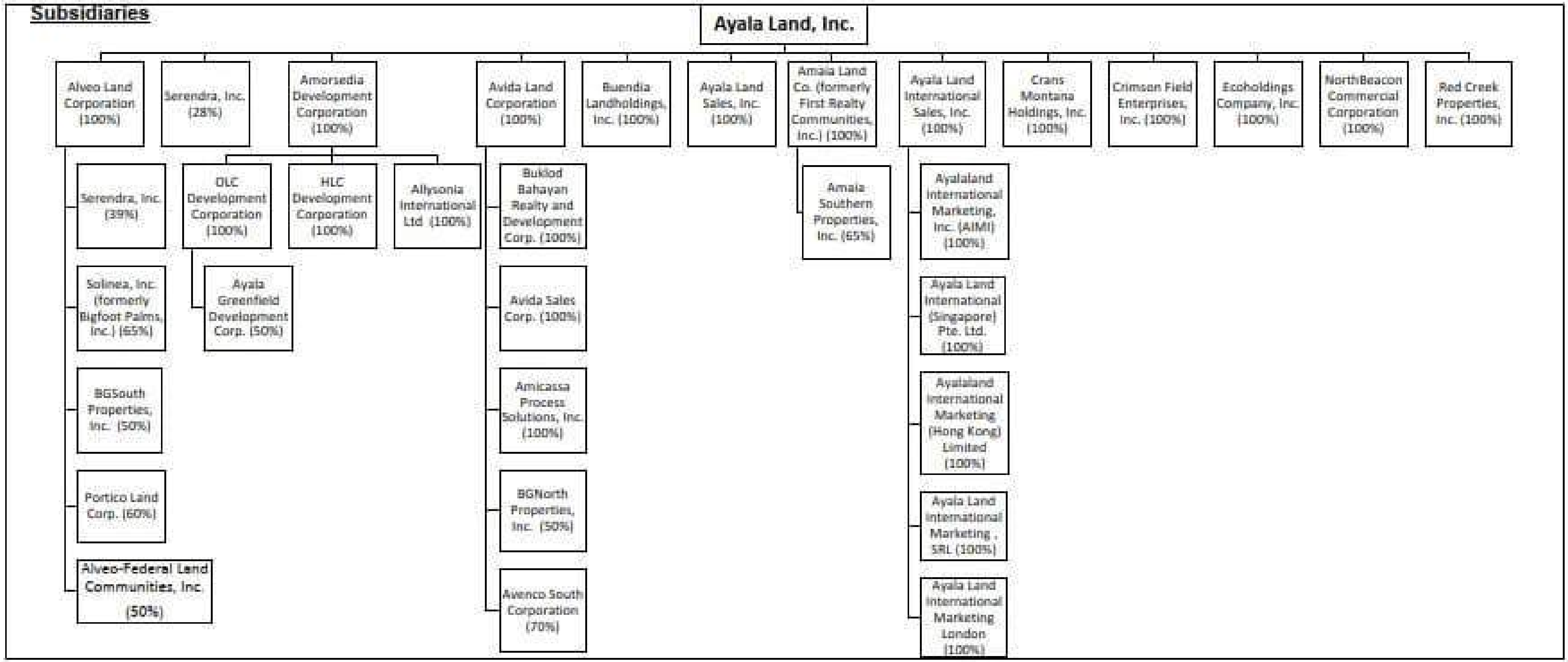


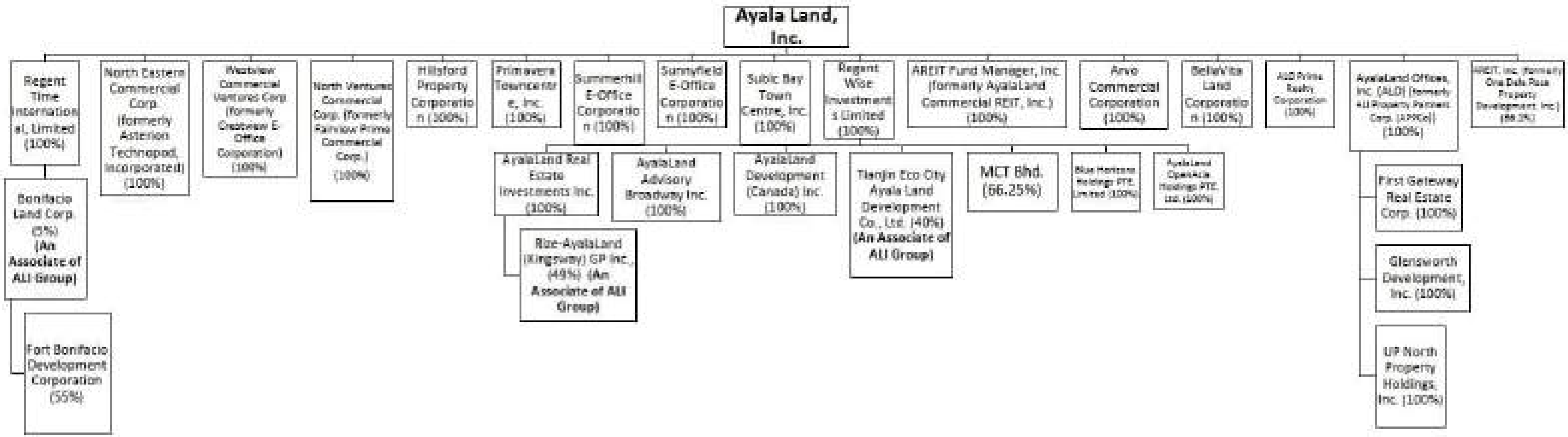
Legend:

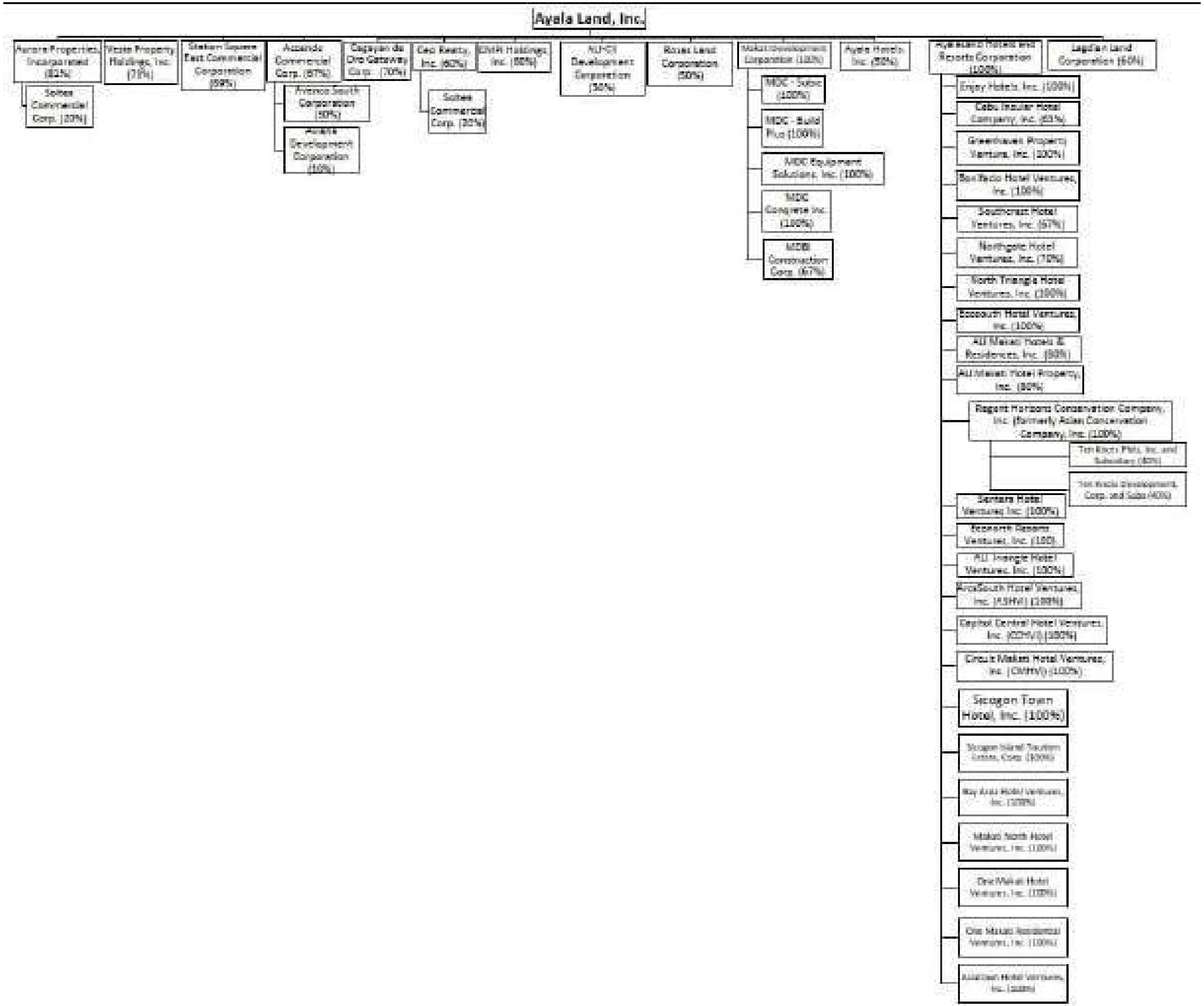
% of ownership appearing outside the box - direct % of economic ownership

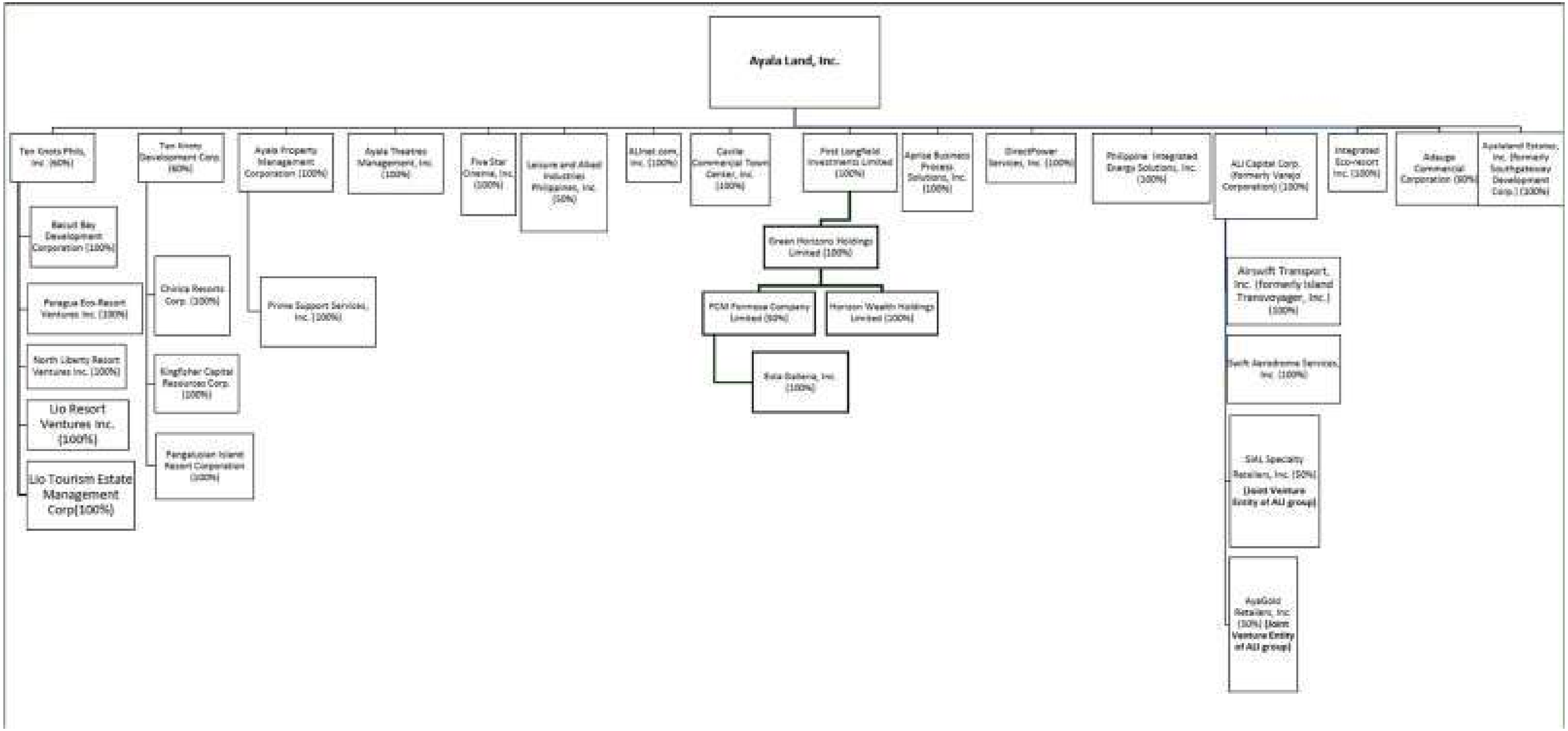
% of ownership appearing inside the box - effective % of economic ownership

Subsidiaries



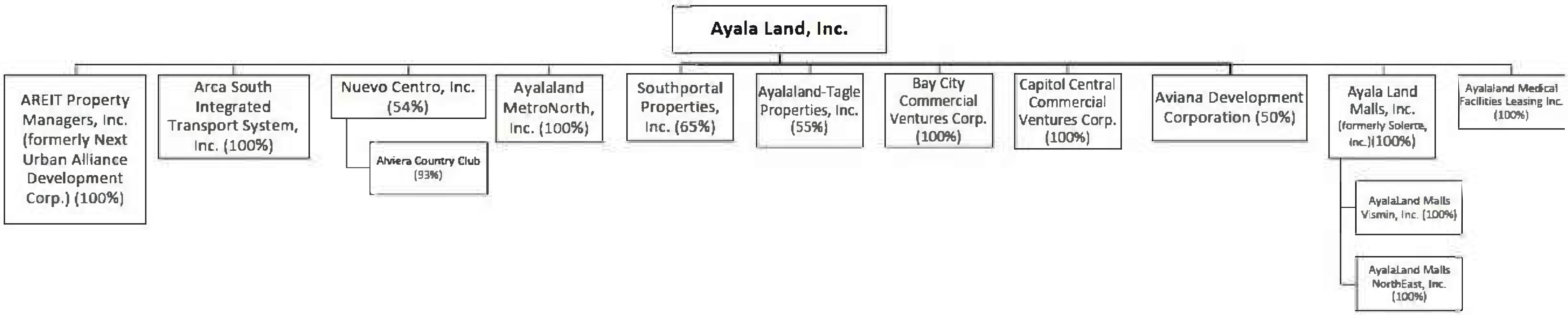

Ayala Land, Inc.
Regent Time International, Limited (100%)
Bonifacio Land Corp. (5%) (An Associate of ALI Group)
Fort Bonifacio Development Corporation (55%)
North Eastern Commercial Corp. (formerly Asterion Technopod, Incorporated) (100%)
Westview Commercial Ventures Corp (formerly Crestview E-Office Corporation) (100%)
North Ventures Commercial Corp. (formerly Fairview Prime Commercial Corp.) (100%)
Hillsford Property Corporation (100%)
Primavera Towncentre, Inc. (100%)
Summerhill E-Office Corporation (100%)
Sunnyfield E-Office Corporation (100%)
Subic Bay Town Centre, Inc. (100%)
Regent Wise Investments Limited (100%)
AREIT Fund Manager, Inc. (formerly AyalaLand Commercial REIT, Inc.) (100%)
Arvo Commercial Corporation (100%)
BellaVita Land Corporation (100%)
ALO Prime Realty Corporation (100%)
AyalaLand Offices, Inc. (ALO) (formerly ALI Property Partners Corp. (APPCo)) (100%)
AREIT, Inc. (formerly One Dela Rosa Property Development, Inc.) (66.3%)
AyalaLand Real Estate Investments Inc. (100%)
Rize-AyalaLand (Kingsway) GP Inc., (49%) (An Associate of ALI Group)
AyalaLand Advisory Broadway Inc. (100%)
AyalaLand Development (Canada) Inc. (100%)
Tianjin Eco City Ayala Land Development Co., Ltd. (40%) (An Associate of ALI Group)
MCT Bhd. (66.25%)
Blue Horizons Holdings PTE. Limited (100%)
AyalaLand OpenAsia Holdings PTE. Ltd. (100%)
First Gateway Real Estate Corp. (100%)
Glensworth Development, Inc. (100%)
UP North Property Holdings, Inc. (100%)

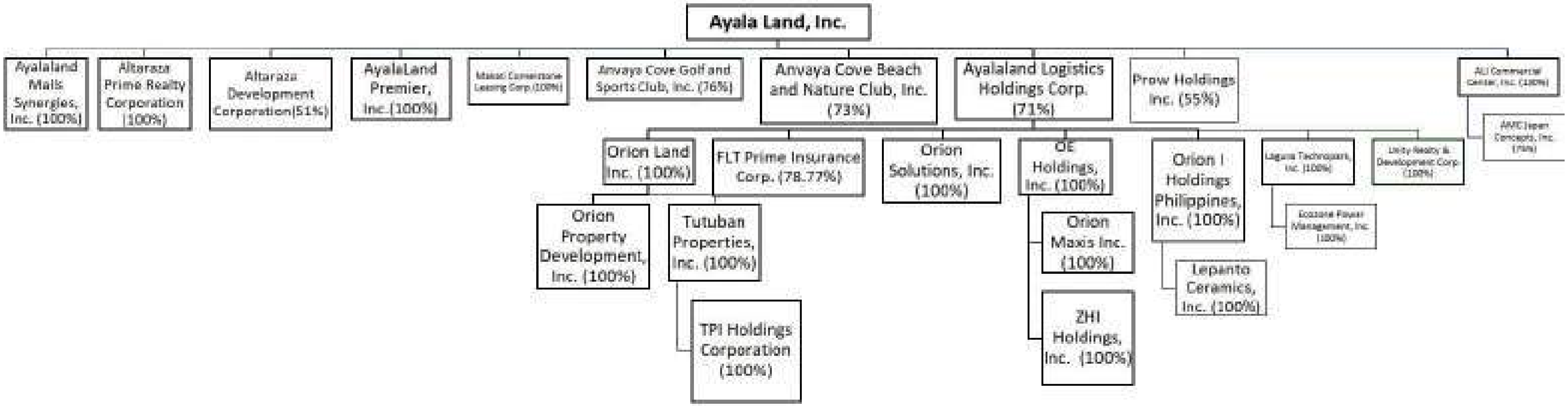

Ayala Land, Inc.
Aurora Properties, Incorporated (81%)
Soltea Commercial Corp. (20%)
Vesta Property Holdings, Inc. (71%)
Station Square East Commercial Corporation (69%)
Accendo Commercial Corp. (67%)
Avencosouth Corporation (50%)
Aviana Development Corporation (10%)
Cagayan de Oro Gateway Corp. (70%)
Ceci Realty, Inc. (60%)
Soltea Commercial Corp. (20%)
CMPI Holdings, Inc. (60%)
ALI-CII Development Corporation (50%)
Roxas Land Corporation (50%)
Makati Development Corporation (100%)
MDC - Subic (100%)
MDC - Build Plus (100%)
MDC Equipment Solutions, Inc. (100%)
MDC Conqrete Inc. (100%)
MDBI Construction Corp. (67%)
Ayala Hotels, Inc. (50%)
AyalaLand Hotels and Resorts Corporation (100%)
Enjay Hotels, Inc. (100%)
Cebu Insular Hotel Company, Inc. (63%)
Greenhaven Property Venture, Inc. (100%)
Bonifacio Hotel Ventures, Inc. (100%)
Southcrest Hotel Ventures, Inc. (67%)
Northgate Hotel Ventures, Inc. (70%)
North Triangle Hotel Ventures, Inc. (100%)
Ecosouth Hotel Ventures, Inc. (100%)
ALI Makati Hotels & Residences, Inc. (80%)
ALI Makati Hotel Property, Inc. (80%)
Regent Horizons Conservation Company, Inc. (formerly Asian Conservation Company, Inc.) (100%)
Ten Knots Phils, Inc. and Subsidiary (60%)
Ten Knots Development, Corp. and Subs (40%)
Sentera Hotel Ventures Inc. (100%)
Econorth Resorts Ventures, Inc. (100)
ALI Triangle Hotel Ventures, Inc. (100%)
AyalaSouth Hotel Ventures, Inc. (ASHVI) (100%)
Capitol Central Hotel Ventures, Inc. (CCHVI) (100%)
Circuit Makati Hotel Ventures, Inc. (CMHVI) (100%)
Sicogon Town Hotel, Inc. (100%)
Makati North Hotel Ventures, Inc. (100%)
One Makati Hotel Ventures, Inc. (100%)
One Makati Residential Ventures, Inc. (100%)
Laguna Land Corporation (60%)



Ayala Land, Inc.
Ten Knots Phils, Inc. (60%)
Bacuit Bay Development Corporation (100%)
Paragua Eco-Resort Ventures Inc. (100%)
North Liberty Resort Ventures Inc. (100%)
Lio Resort Ventures Inc. (100%)
Lio Tourism Estate Management Corp(100%)
Ten Knots Development Corp. (60%)
Chirica Resorts Corp. (100%)
Kingfisher Capital Resources Corp. (100%)
Pangalusian Island Resort Corporation (100%)
Ayala Property Management Corporation (100%)
Prime Support Services, Inc. (100%)
Ayala Theatres Management, Inc. (100%)
Five Star Cinema, Inc. (100%)
Leisure and Allied Industries Philippines, Inc. (50%)
ALInet.com, Inc. (100%)
Cavite Commercial Town Center, Inc. (100%)
First Longfield Investments Limited (100%)
Green Horizons Holdings Limited (100%)
FCM Formosa Company Limited (50%)
Horizon Wealth Holdings Limited (100%)
Sola Gallena, Inc. (100%)
Aprisa Business Process Solutions, Inc. (100%)
DirectPower Services, Inc. (100%)
Philippine Integrated Energy Solutions, Inc. (100%)
ALI Capital Corp. (formerly Varejo Corporation) (100%)
Airswift Transport, Inc. (formerly Island Transvoyager, Inc.) (100%)
Swift Aerodrome Services, Inc. (100%)
SIAL Specialty Retailers, Inc. (50%) (Joint Venture Entity of ALI group)
AyaGold Retailers, Inc. (50%) (Joint Venture Entity of ALI group)
Integrated Eco-resort Inc. (100%)
Adauge Commercial Corporation (60%)
Ayalaland Estates, Inc. (formerly Southgateway Development Corp.) (100%)


Ayala Land, Inc.
Central Bloc Hotel Ventures, Inc. (100%)
AyalaLand Club Management, Inc. (100%)
North Triangle Depot Commercial Corporation (73%)
Soltea Commercial Corp. (60%)
Taft Punta Engaño Property Inc. (55%)
Cebu Leisure Company, Inc. (100%)
CBP Theatre Management Inc. (100%)
Southportal Properties, Inc. (100%)
South Innovative Theater Management, Inc. (100%)
Holdings, Inc (100%)


Ayala Land, Inc.
AREIT Property Managers, Inc. (formerly Next Urban Alliance Development Corp.) (100%)
Arca South Integrated Transport System, Inc. (100%)
Nuevo Centro, Inc. (54%)
Alviera Country Club (93%)
Ayalaland MetroNorth, Inc. (100%)
Southportal Properties, Inc. (65%)
Ayalaland-Tagle Properties, Inc. (55%)
Bay City Commercial Ventures Corp. (100%)
Capitol Central Commercial Ventures Corp. (100%)
Aviana Development Corporation (50%)
Ayala Land Malls, Inc. (formerly Solerte, Inc.)(100%)
AyalaLand Malls Vismin, Inc. (100%)
AyalaLand Malls NorthEast, Inc. (100%)
Ayalaland Medical Facilities Leasing Inc. (100%)



Ayala Land, Inc.
Ayalaland Malls Synergies, Inc. (100%)
Altaraza Prime Realty Corporation (100%)
Altaraza Development Corporation(51%)
AyalaLand Premier, Inc.(100%)
Makati Cornerstone Leasing Corp.(100%)
Anvaya Cove Golf and Sports Club, Inc. (76%)
Anvaya Cove Beach and Nature Club, Inc. (73%)
Ayalaland Logistics Holdings Corp. (71%)
Prow Holdings Inc. (55%)
ALI Commercial Center, Inc. (100%)
AMC Japan Concepts, Inc.
Orion Land Inc. (100%)
FLT Prime Insurance Corp. (78.77%)
Orion Solutions, Inc. (100%)
OE Holdings, Inc. (100%)
Orion I Holdings Philippines, Inc. (100%)
Laguna Technopark, Inc. (100%)
Unity Realty & Development Corp. (100%)
Orion Property Development, Inc. (100%)
Tutuban Properties, Inc. (100%)
Orion Maxis Inc. (100%)
Ecozone Power Management, Inc. (100%)
Lepanto Ceramics, Inc. (100%)
TPI Holdings Corporation (100%)
ZHI Holdings, Inc. (100%)

AYALALAND LOGISTICS HOLDINGS CORP.

SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS

December 31, 2021

FINANCIAL RATIOS
PURSUANT TO SRC RULE 68, AS AMENDED

	Formula	(One Year) 31-Dec-21	(One Year) 31-Dec-20
Return on assets	Net Income / Average Assets	0.04	0.04
Return on equity	Net Income / Average Equity	0.07	0.06
Gross profit margin	Gross profit / Total Revenues	0.27	0.29
Net profit margin	Net income / Sales revenue	0.18	0.19
Cost to income ratio	Cost and expenses / Revenues	0.78	0.71
Current ratio	Current Assets / Current Liabilities	1.91	1.48
Quick ratio	Current Assets less Inventory / Current Liabilites	0.98	0.84
Solvency ratio	After tax net profit(loss) + Depreciation / Long Term Liabilities + Short Term Liabilities	0.14	0.12
Asset to equity ratio	Total Assets / Equity	1.70	1.63
Debt to equity ratio	Total Liability / Equity	0.70	0.63
Interest rate coverage ratio	EBITDA / Interest expense	6.40	5.26
Gross Profit Margin	Sales - COGS or COS / Sales	0.27	0.29
Price/Earnings Ratio	Price Per Share / Earnings Per Common Share	53.95	31.17

ANNEX C

AYALALAND LOGISTICS HOLDINGS CORP.
Supplementary Schedules Required by Annex 68-J

SCHEDULE A - FINANCIAL ASSETS
AS AT DECEMBER 31, 2021
AMOUNTS IN THOUSANDS *(Except for Number of Shares)*

Name of Issuing Entity and Association of Each Issue	Number of Shares or Principal Amounts of Bonds and Notes	Amount shown in the Statement of Financial Position	Income Received and Accrued
A. CASH IN BANK AND CASH EQUIVALENTS			
SAVINGS/CURRENT ACCOUNT (PESO)			
BDO Unibank, Inc.		4,151	29
Bank of the Philippine Islands		55,278	640
Development Bank of the Philippines		-	-
Metropolitan Bank and Trust Company		845	2
Rizal Commercial Banking Corp.		780	-
United Coconut Planters Bank		13,661	-
Sub-total		74,715	671
SAVINGS/CURRENT ACCOUNT (FCDU)			
Bank of the Philippine Islands		6,217	-
BDO Unibank, Inc.		51	-
		6,268	-
		80,983	**671**
B. SHORT TERM INVESTMENTS			
Rizal Commercial Banking Corp		-	-
		-	-
C. INVESTMENT IN BONDS AND OTHER SECURITIES			
Available for sale investments:			
Listed equity securities			
Asia United Bank	500	2	
Cyber Bay Corporation	-	-	
Philippine Long Distance Telephone Company	500	90	
Top Frontier Holdings, Inc.	4,200	536	
Canlubang Golf & Country Club	-	-	
Makati (Sports) Club, Inc.	-	-	
Philippine Central Depository, Inc.	5,000	500	
Sta. Elena Golf Club-A	3	16,400	
Alviera Country Club (Class C)	1	630	
Alabang Country Club	1	7,100	
Zeus Holdings, Inc.	1,175,600	1,176	
MERALCO	59,837	18,935	
PLDT	419,688	4,199	
	1,665,330	49,568	-
Quoted debt securities			
Ayala Corporation	5,000	4,155	-
AMALGAMATED 7-57	-	-	-
AMALGAMATED-RTB 10-04	-	5,250	163
CHINABANK- RTB 10-04	-	10,500	325
FIRST METRO 20-17	-	18,160	630
FIRST METRO-RTB 10-04	-	11,550	358
Rizal Commercial Banking Corp.- RTB 10-60	-	8,192	297
Rizal Commercial Banking Corp.- RTB 7-51	-	1,510	27
Rizal Commercial Banking Corp.	-	10,500	325
Rizal Commercial Banking Corp.- RTB 10-04	-	3,190	139
SECURITY BANK 20-13	-	1,578	88
Retail Treasury Bond	5,000,000	6,281	-
BDO Unibank, Inc. UITF	13,000,000	13,825	-
	18,005,000	94,691	2,352
TOTAL INVESTMENTS IN BONDS & OTHER SECURITIES		**144,259**	**2,352**

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
As of December 31, 2021
AMOUNTS IN THOUSANDS

			Deductions				
Account Type	**Balance at Beginning period**	**Additions**	**Amounts Collected**	**Amounts Written off**	**Current**	**Not Current**	**Balance at End Period**
Advances to employees for company expenses	394	55	100	-	228	121	349
Salary loan	342	-	269	-	-	73	73
Car loan	938	-	109	-	-	829	829
Others	2,378	827	31	-	51	3,123	3,174
	4,052	882	509	-	279	4,146	4,425

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS
As of December 31, 2021
AMOUNTS IN THOUSANDS

Name and Designation of Debtor	Balance at Beginning period	Additions	Amounts Collected	Accounts Written off*	Current	Not Current	Balance at end period
Orion I Holdings Philippines, Inc./Subsidiary	199,153	-	-	-	-	199,153	199,153
Lepanto Ceramics, Inc./Subsidiary	-	-	-	-	-	-	-
FLT Prime Insurance Corp./Subsidiary	-	190	-	-	190	-	190
Tutuban Properties, Inc./Subsidiary	69,076	3,774	722	-	73,572	-	73,572
Unity Realty & Development Corp./Subsidiary	28,036	5,253	-	-	33,289	-	33,289
Orion Land Inc./Subsidiary	202	5,882	-	-	6,084	-	6,084
Laguna Technopark, Inc./Subsidiary	8,101	-	(1,779)	-	6,322	-	6,322
	304,568	**15,099**	**(1,057)**	**-**	**119,457**	**199,153**	**318,610**

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
SCHEDULE D - LONG-TERM DEBT
As of December 31, 2021
AMOUNTS IN THOUSANDS

Title of Issue and type of obligation	Amount authorized by indenture	Amount shown under the caption "Current Portion of long-term debt" in related balance sheet	Amount shown under the caption "Long-Term Debt" in related balance sheet
Term Loan	1,980,000	–	**1,965,297**

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES

SCHEDULE E - INDEBTEDNESS TO RELATED PARTIES (LONG TERM LOANS FROM RELATED COMPANIES)

As of December 31, 2021

AMOUNTS IN THOUSANDS

Name of Related Party	Balance at beginning of period	Balance at end of period
NOT APPLICABLE		

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
SCHEDULE F - GUARANTEES OF SECURITIES OF OTHER ISSUERS
As of December 31, 2021
AMOUNTS IN THOUSANDS

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owed by person for which statement is filed	Nature of guarantee
	NOT APPLICABLE			

AYALALAND LOGISTICS HOLDINGS CORP. AND SUBSIDIARIES
SCHEDULE G - CAPITAL STOCK
As of December 31, 2021

Title of Issue	Number of Shares authorized	Number of shares issued and outstanding as shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Number of shares held Directors, officers and employees	Number of shares held by Others
COMMON SHARES	**7,500,000,000**					
ISSUED		6,158,660,192		4,467,752,834	72,581,159	
SUBSCRIBED		142,931,795		49,444,216		
		6,301,591,987		4,517,197,050	72,581,159	