

For approval by the stockholders at their annual stockholders' meeting in 2027



MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING

April 23, 2026, Thursday, 1:00 P.M.

Conducted virtually via <https://conveneagm.com/ph/ALLHC2026ASM>

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

Total Number of Shares Present and Represented: 4,864,708,512

Total Number of Outstanding Shares: 6,301,591,987

Percentage of Shares Present vis-a-vis Total Outstanding Shares: 77.20%

Directors Present:

Anna Ma. Margarita B. Dy	<i>Chairman of the Board Chairman, Executive Committee</i>
Felipe U. Yap	<i>Vice-Chairman of the Board Member, Executive Committee</i>
Robert S. Lao	<i>President and Chief Executive Officer Member, Executive Committee Member, Risk Management and Related Party Transactions Committee Chairman, Sustainability Committee Member, Personnel and Compensation Committee</i>
Jose Eduardo A. Quimpo II	<i>Treasurer</i>
Nathanael C. Go	-
Emilio Lolito J. Tumbocon	<i>Lead Independent Director Chairman, Audit Committee Member, Risk Management and Related Party Transactions Committee Member, Corporate Governance and Nomination Committee Member, Personnel and Compensation Committee Member, Sustainability Committee</i>
Cassandra Lianne S. Yap	<i>Independent Director Chairman, Corporate Governance and Nomination Committee Chairman, Personnel and Compensation Committee Member, Audit Committee</i>

Officers Present:

Patrick John C. Avila, *Chief Operating Officer*

Tristan John T. de Guzman, *Chief Finance Officer, Compliance Officer, and Chief Risk Officer*

Ma. Florence Therese DG. Martirez-Cruz, *Corporate Secretary*
Millette A. Arnedo, *Data Protection Officer*

Also Present

Jaime Z. Urquijo, *Nominee for Director*
Joahna S. Soriano
Marita C. Cabral
Eileen Anne J. Escobido
Gabriel Luis T. Sioson
Hershe R. Angeles
Angela P. Bellen-Gianan
Jeffrey R. Legaspi
Gail T. Santos
Ma. Rhodora P. dela Cuesta
Carmela L. Sacasas-Punzalan
Lindeza R. Rogero-Gavino
Krislyn B. Gargallano
Bettina Marie E. Desiderio
Maria Paula G. Romero-Bautista
Maria Fe S. Danuco

1. Call to Order

After the national anthem, the Chairman, Ms. Anna Ma. Margarita B. Dy, called the meeting to order at 1:00 p.m. She welcomed the stockholders to the annual stockholders' meeting of AyalaLand Logistics Holdings Corp. (the "Corporation") and stated that pursuant to the Corporation's By-Laws and after the stockholders were given the opportunity to request for a physical meeting in the notice dated February 9, 2026, the annual stockholders' meeting ("ASM") would be conducted in a fully virtual format.

The Chairman introduced the officers, namely: Robert S. Lao, President and Chief Executive Officer (CEO), and Ma. Florence Therese D. Martirez-Cruz, the Corporate Secretary, and the directors, Vice Chairman Felipe U. Yap, Nathanael C. Go, Director and Treasurer Jose Eduardo A. Quimpo II, and Jaime Alfonso E. Zobel de Ayala.

The Chairman also introduced the independent directors, Emilio Lolito J. Tumbocon, Cassandra Lianne S. Yap, and Agustin R. Montilla IV, and nominee for director, Jaime Z. Urquijo.

She acknowledged the officers of the Corporation, namely, Patrick John C. Avila, Chief Operating Officer, Tristan John T. de Guzman, Chief Finance Officer, Compliance Officer, and Chief Risk Officer, members of the Management Committee, other officers, and representatives of Isla Lipana & Co., the Corporation's external auditor.

Ms. Dy mentioned that the ASM will have two parts. In the first part, the Corporate Secretary will inform the stockholders about the Corporation's compliance with the requirements for the ASM and, if it is duly convened, the voting results on the five matters in the agenda submitted for approval by the stockholders. In the second part, management will report to the stockholders on the Corporation's performance in 2025, and in the Question and Answer, the Corporate Secretary will read the questions or comments from the stockholders.

2. Certification of Notice and Quorum

The Corporate Secretary, Ms. Martirez-Cruz, certified that the ASM is duly convened since the Corporation has complied with the requirements under its By-Laws and applicable rules of the Securities and Exchange Commission (SEC). She reported that on March 25, 2026, the Corporation distributed to its stockholders of record as of March 9, 2026, the Notice of Annual Stockholders' Meeting (the "Notice") and Definitive Information Statement: (1) by posting on the Corporation's website, (2) by disclosure to the Philippine Stock Exchange electronic disclosure platform; and (3) by email to stockholders with email addresses on record on March 30, 2026. In addition, the Notice was published, in print and online, in The Daily Tribune and Business World on March 31, 2026 and April 1, 2026.

She also reported that adequate information has been provided to the stockholders on: (1) the matters submitted for their approval, (2) the voting procedures, and (3) other matters that the Corporation is required to provide information on to the stockholders under the Securities Regulation Code and the Revised Corporation Code.

Lastly, the Secretary certified that there was a quorum for the ASM with stockholders owning at least 4,864,708,512 shares or 77.20% of the 6,301,591,987 total outstanding common shares. The breakdown of the stockholders present in terms of mode of attendance are set forth below:

Mode of Attendance	% of Total Outstanding Shares
Appointment of the Chairman as proxy	76.5056%
Voting in absentia	0.0001%
Remote Communication	0.6924%

Additionally, there were 63 viewers of the live webcast of the ASM.

FIRST PART

3. Matters for Approval

Before presenting the voting results, Ms. Martirez-Cruz mentioned that a resolution was proposed for each matter, and the stockholders voted on the proposed resolutions either by appointing the Chairman as proxy, pursuant to the voting instructions of stockholders, or by electronic ballot via the Convene AGM ("Voting System"). Stockholders could cast their votes beginning March 30, 2026 and may continue to do so until the end of the ASM through electronic voting via the Voting System.

The Corporate Secretary then stated that the votes cast have been tabulated, as of April 14, 2026, after the end of the proxy validation and preliminary tabulation process. Those votes are from stockholders owning 4,864,708,513 voting shares representing 100% of the total voting shares represented in the meeting, and 77.20% of the total outstanding voting shares. She mentioned that during the ASM, she will refer to the results of the preliminary tabulation as she reports the voting results of each resolution and added that the results of the final tabulation, with full details of the affirmative and negative votes and abstentions, will be reflected in the minutes of the ASM.

a. Approval of Minutes of Previous Annual Stockholders' Meeting

The Corporate Secretary reported that the following Resolution No. S-01-26 for the approval of the minutes of the previous annual stockholders' meeting has been proposed for adoption by the stockholders and that the same had been approved by the stockholders:

Resolution No. S-01-2026

RESOLVED, to approve the minutes of the annual stockholders' meeting held on April 24, 2025.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by representatives of SyCip Gorres Velayo & Co. (SGV), the votes for the adoption of Resolution No. S-01-2026 for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Voted Shares	4,562,426,047	-	-
% of Shares Voted Based on Shareholders Represented	93.79%	-	-

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

Ms. Martirez-Cruz stated that for ratification are all the acts and resolutions adopted from April 24, 2025 until the ASM by the Board of Directors and the Board Committees exercising powers delegated by the Board, as well as the acts of the officers performed in the general conduct of the Corporation's business or in accordance with the resolutions of the Board and the Board Committees and of the By-Laws. These acts and resolutions of the Board and its committees are reflected in the minutes of the meetings, including the matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.

The Secretary reported that the following Resolution No. S-02-2026 has been proposed for the ratification of the acts of the Board of Directors and officers for adoption by the stockholders and that the same had been approved by the stockholders:

Resolution No. S-02-2026

RESOLVED, to ratify each and every act and resolution, from April 24, 2025 to April 23, 2026 (the "Period"), of the Board of Directors (the "Board"), the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act, of the officers of the Corporation, during the Period, performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-Laws of the Corporation.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the ratification of the acts of the Board of Directors and officers of the Corporation, and for the adoption of Resolution No. S-02-2025 are as follows:

	For	Against	Abstain
Number of Shares Voted	4,562,426,047	-	-
% of Shares Voted Based on Shareholders Represented	93.79%	-	-

c. Election of Directors

Ms. Martirez-Cruz reported that the Corporate Governance and Nomination Committee of the Board has ascertained that the following nine duly nominated stockholders, including the nominees for Independent Directors, are qualified to serve as directors of the Corporation for the ensuing term: Anna Ma. Margarita B. Dy, Felipe U. Yap, Robert S. Lao, Jose Eduardo A. Quimpo II, Jaime Z. Urquijo, Nathanael C. Go, Cassandra Lianne S. Yap, Emilio Lolito J. Tumbocon, and Agustin R. Montilla IV.

Messrs. Tumbocon and Montilla and Ms. Yap have been nominated as independent directors. All nominees have given their consent to their respective nominations.

The Corporate Secretary reported that the following Resolution No. S-03-2026 has been proposed for adoption by the stockholders. She added that each of the nine nominees for directors has garnered at least 4,522,299,747 votes, receiving enough votes for election to the Board and consequently, Resolution No. S-03-2026 has been approved.

Resolution No. S-03-2026

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

1. Anna Ma. Margarita B. Dy
2. Felipe U. Yap
3. Robert S. Lao
4. Jose Eduardo A. Quimpo II
5. Jaime Z. Urquijo
6. Nathanael C. Go
7. Emilio Lolito J. Tumbocon (*Independent Director*)
8. Cassandra Lianne S. Yap (*Independent Director*)
9. Agustin R. Montilla IV (*Independent Director*)

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

Director	For	Against	Abstain
1. Anna Ma. Margarita B. Dy	11.04% 4,562,418,047	-	-
2. Felipe U. Yap	11.04% 4,562,418,047	-	-
3. Robert S. Lao	10.94% 4,522,299,747	0.10% 40,118,300	-
4. Jose Eduardo A. Quimpo II	11.04% 4,562,418,047	-	-
5. Jaime Z. Urquijo	11.04% 4,562,418,047	-	-
6. Nathanael C. Go	11.67% 4,821,068,506	-	-
7. Emilio Lolito J. Tumbocon	11.04% 4,562,418,047	-	-
8. Agustin R. Montilla IV	11.04% 4,562,418,047	-	-

9. Cassandra Lianne S. Yap	11.04% 4,562,418,047	-	-
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d. Appointment of External Auditor and Fixing of its Remuneration

Ms. Martirez-Cruz stated that the fourth matter for voting by the stockholders is the appointment of Isla Lipana & Co. as the Corporation's external auditor for 2026, with an audit fee of Five Hundred Thirty-Eight Thousand Seven Hundred Pesos (Php538,700.00), plus an increase of up to 7%, net of value-added tax and out-of-pocket expenses. The Audit Committee and the Board have endorsed this matter for stockholders' approval, and Resolution No. S-04-2026 has been proposed for adoption by the stockholders.

The Secretary reported that the following Resolution No. S-04-2026 has been approved:

Resolution No. S-04-2026

RESOLVED, as endorsed by the Board of Directors, to approve the appointment of Isla Lipana & Co. (PwC Philippines) as the external auditor of the Corporation for the year 2026 for an audit fee of Five Hundred Thirty-Eight Thousand Seven Hundred Pesos (Php538,700.00), plus increase of up to 7%, net of value-added tax and out-of-pocket expenses.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the adoption of Resolution No. S-04-2026 for the appointment of Isla Lipana & Co. as the Corporation's external auditor and fixing of their remuneration are as follows:

	For	Against	Abstain
Number of Shares Voted	4,562,418,047	-	-
% of Shares Voted Based on Shareholders Represented	93.79%	-	-

e. Approval of the Consolidated Audited Financial Statements of the Corporation as of December 31, 2025, including noting of Annual Report

The Corporate Secretary stated that the fifth and final matter for voting is the approval of the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2025. The audited financial statements are part of the Definitive Information Statement and the Annual Report which are accessible at the Corporation's website.

The Secretary reported that the following Resolution No. S-05-2026 has been proposed for the approval of the 2025 consolidated audited financial statements of the Corporation for adoption by the stockholders and that the same had been approved by the stockholders:

Resolution No. S-05-2026

RESOLVED, to approve the consolidated audited financial statements of the Corporation and its subsidiaries for the period ended December 31, 2025, as audited by the Corporation's external auditor, Isla Lipana & Co.

As tabulated by the Committee of Inspectors of Proxies and Ballots and validated by SGV, the votes for the adoption of Resolution No. S-05-2026 for the approval of the 2025 consolidated audited financial statements of the Corporation are as follows:

	For	Against	Abstain
Number of Shares Voted	4,562,418,047	-	-
% of Shares Voted Based on Shareholders Represented	93.79%	-	-

The Secretary informed the Chairman that there were no other matters that require consideration by the stockholders, and that stockholders were notified that they may submit proposals for agenda items but the Corporation did not receive any proposal.

The Chairman of the Board then took the opportunity to thank, on behalf of the Board, its outgoing directors, Messrs. Jaime Alfonso E. Zobel de Ayala, Augusto D. Bengzon, and Bernard Vincent O. Dy, for their invaluable contribution to the Corporation as directors and for their time, effort and wisdom given in the service of the Corporation through all these years.

The Chairman also welcomed and thanked the newly-elected director, Mr. Jaime Z. Urquijo to the Board, for his willingness to serve as director of the Corporation.

SECOND PART

4. Presentation of Management Report

The pre-recorded report of the President and CEO, Mr. Lao, was then presented.

Mr. Lao stated that every economy is underpinned by a well-coordinated and efficiently managed system of industrial enterprise and logistics, where value creation is enabled through the seamless movement of goods across expansive and productive environments. The Corporation has been positioned at the forefront of developing industrial hubs throughout the Philippines and continues to lay a strong foundation that enables businesses to grow and industries to thrive. Over the years, this foundation for sustained progress has been steadily reinforced. In 2025, strategic efforts were focused on strengthening these foundations and reimagining the industrial ecosystem to better respond to the sector's evolving needs.

Mr. Lao reported that throughout 2025, moderate yet steady development activity was observed across the Corporation's business segments. By year-end, consolidated revenues amounted to Php3.7 billion, while net income reached Php220 million. Although industrial sales declined due to inventory constraints and softened demand, this was partially offset by increased earnings driven by the expanded capacity of dry warehouse and cold storage facilities.

In the second half of the year, the Corporation's industrial footprint was further expanded with the successful launch of Phase 2B of Cavite Technopark and Phase 2 of Batangas Technopark, collectively adding over 40 hectares of prime industrial space to the portfolio. On the regional front, expansion into Pangasinan and Iloilo was undertaken through the acquisition of additional cold storage and dry warehouse facilities. As a result, total warehouse gross leasable area (GLA) increased to 379,600 square meters, while cold storage capacity reached 31,500 pallet positions. This operational growth was complemented by the steady performance of commercial assets. Commercial leasing revenues reached

Php935 million, representing a 2% increase from the previous year, driven by improved mall occupancy levels and stable office leasing activity.

Mr. Lao further reported that the Corporation's commitment to the digital infrastructure sector is anchored in its joint venture with Flow Digital Infrastructure, with the first phase of the A-FLOW ML1 Data Center in Biñan, Laguna having achieved Ready-for-Service status.

Mr. Patrick John C. Avila, Chief Operating Officer, reported that the Corporation's cold storage business, Artico, was able to secure recommendations for ISO certifications, thereby validating its adherence to international operational standards. Building on this achievement, Artico Mandaue was transitioned to 100% renewable energy through the government's Green Energy Option Program, reinforcing the Corporation's commitment to delivering sustainable and carbon-efficient cold chain solutions.

Mr. Avila further reported that EDGE Advanced certifications were secured for Artico Biñan and Artico Santo Tomas, demonstrating compliance with global standards for resource-efficient industrial infrastructure. The Corporation was likewise recognized with multiple honors from prestigious award-giving bodies, including the International Business Awards®, Titan Business Awards, BIG Business Awards, and the Golden Arrow Awards. He emphasized that these recognitions are not regarded as endpoints, but rather as a continuing challenge for the Corporation to further elevate its standards of execution and operational excellence in 2026.

Mr. Lao emphasized that the development of a dynamic economy requires clear vision and deliberate execution, which the Corporation continues to pursue by positioning itself as a trusted partner to both local and global businesses contributing to national progress. He reported that, in 2026, the completion of land development for new phases of Cavite Technopark and Batangas Technopark is being undertaken to further strengthen their roles as key economic hubs in Southern Luzon. In addition, the establishment of PEZA and BOI zones within the Corporation's industrial parks is being pursued to attract both foreign and domestic investments. Efforts are likewise being directed toward expanding and strengthening the leasing portfolio to support a reliable logistics network across key industrial corridors, while ensuring the stable performance of its commercial centers. With a clear focus on future initiatives, he highlighted that the Corporation continues to be guided by the four-point agenda of Ayala Land, Inc., namely: Quality, Growth, Sustainability, and People.

Mr. Lao extended his appreciation to the Corporation's shareholders and stakeholders for their continued trust and support, to the Board of Directors for their guidance and strategic direction, and to the employees for their dedication, perseverance, and collaborative efforts in meeting the demands of the evolving economy and sustaining business growth.

The Corporation remains committed to building strong foundations for the future and contributing meaningfully to national development. It continues to reimagine industrial spaces to enable businesses to thrive and support community growth. It remains steadfast in its mission to build connections, unlock opportunities, and reimagine the future.

5. Question and Answer

Ms. Martinez-Cruz reported that there were no questions and comments received from the stockholders.

The Corporate Secretary informed the stockholders that the link to the audio and video recording would be posted on the Corporation's website for two weeks from the date of the ASM and that stockholders may send by email their comments during said period to corporate.secretary@ayalalandlogistics.com.

6. Adjournment

There being no questions, the Chairman then adjourned the meeting and thanked everyone who joined the meeting.

MA. FLORENCE THERESE DG. MARTIREZ-CRUZ
Corporate Secretary

Approved:

ANNA MA. MARGARITA B. DY
Chairman of the Board

ANNEX A

AyalaLand Logistics Holdings Corp.
 2026 Annual Stockholders' Meeting

Attendance of stockholders

	Stockholder	No. of Shares	Appointee
	<i>By Proxy</i>		
1	Ayala Land, Inc.	4,467,752,831	Chairman of the meeting
2	Standard Chartered Bank	194,000	Chairman of the meeting
3	David Go Securities Corporation	258,650,459	Chairman of the meeting
4	Orion Land Inc.	49,444,216	Chairman of the meeting
5	Citibank N.A.	44,982,000	Chairman of the meeting
6	Deutsche Bank Manila	45,000	Chairman of the meeting
	<i>Sub-Total</i>	4,821,068,506	
	<i>In-person Attendance</i>		
7	Anna Ma. Margarita B. Dy	1	
8	Felipe U. Yap	6,594,000	
9	Robert S. Lao	1	
10	Jose Eduardo A. Quimpo II	1	
11	Nathanael C. Go	35,400,000	
12	Cassandra Lianne S. Yap	1,638,000	
13	Agustin R. Montilla IV	1	
14	Emilio Lolito J. Tumbocon	1	
15	Jaime Z. Urquijo	1	
	<i>Sub-Total</i>	43,632,006	
	<i>By Voting in Absentia</i>		
16	Campos, Lanuza & Company, Inc.	8,000	Jonas Paul Alfaro
	<i>Sub-Total</i>	8,000	
	TOTAL	4,864,708,512	