



20 September 2023

Philippine Stock Exchange, Inc.

6th Floor, PSE Tower, 28th Street corner 5th Avenue,
Bonifacio Global City, Taguig City

To **Alexandra D. Tom Wong**
Officer-in-Charge, Disclosure Department

Philippine Dealing and Exchange Corporation

29th Floor, BDO Equitable Tower 8751 Paseo de Roxas, Makati City

To **Atty. Marie Rose M. Magallen-Lirio**
Head, Issuer Compliance and Disclosures Department

Securities and Exchange Commission

PICC Complex, Roxas Boulevard, Pasay City

To **Hon. Vicente Graciano P. Felizmenio, Jr.**
Director, Market Regulation Department

Re: **Deed of Exchange between AREIT, Inc. and Ayala Land, Inc.**

Gentlemen:

Please be informed that AREIT, Inc. (AREIT or the Company) received today the Securities and Exchange Commission's (SEC) approval of its property-for-share swap with Ayala Land, Inc. (ALI), Ayalaland Malls, Inc. (ALMI), and Northbeacon Commercial Corporation (NBCC) (ALMI and NBCC are referred to herein collectively as "Subsidiaries") involving identified prime flagship offices and malls with an aggregate value of Php22,479,697,060.00 in exchange for ALI and the Subsidiaries' subscription to 607,559,380 primary common AREIT shares pursuant to the Deed of Exchange dated 02 June 2023.

AREIT will apply for the Bureau of Internal Revenue Certificate Authorizing Registration for the new assets and the listing of the shares in favor of ALI and its subsidiaries within the first quarter of 2024.

Attached is the press release on the approval of the property-for-share swap transaction for your reference.

Thank you.

Very truly yours,

MA. FLORENCE THEBESE DG. MARTIREZ-CRUZ
Chief Compliance Officer and Assistant Corporate Secretary



Press Release

AREIT obtains SEC approval for property-for-share swap with ALI; new assets to accrue income starting 3Q23

20 September 2023 | AREIT, Inc. (AREIT), the pioneer REIT in the Philippines, has obtained the Securities and Exchange Commission's (SEC) approval of Ayala Land, Inc. (ALI), Ayalaland Malls, Inc. (ALMI), and Northbeacon Commercial Corporation's (NBCC) (ALMI and NBCC are referred to as Subsidiaries) subscription to 607,559,380 AREIT shares in exchange for identified four (4) prime office buildings located in Ayala Commercial Center in Makati City and two (2) regional flagship malls located in Makati City and Angeles City with a total value of Php22,479,697,060.00, pursuant to the Deed of Exchange dated 02 June 2023. The new assets are expected to contribute to earnings of the company beginning in the 3Q of 2023.

AREIT will apply for the Bureau of Internal Revenue Certificate Authorizing Registration for the new assets and listing the shares in favor of ALI and the Subsidiaries within the first quarter of 2024. Upon approval, AREIT's outstanding common shares will increase to 2,368,606,573 from 1,761,047,193 wherein ALI will own approximately 66% of the total shares while adhering to the prescribed minimum public ownership requirements under Philippine laws.

With the completion of the transaction, AREIT's gross leasable area (GLA) will grow more than five-fold to 863 thousand sq. meters, or approximately Php87 billion in AUM in 2023 nearly triple its size since AREIT went public.

This document contains forward-looking statements and forward-looking financial information that are, by their nature, subject to significant risks and uncertainties. Such forward-looking statements and financial information are based on numerous assumptions regarding present and future business strategies. Important factors can cause some assumptions not to occur or cause actual results, performance, or achievements to differ materially from those in the forward-looking statements. The company gives no assurance that such opinions or beliefs will prove correct or that such intentions will not change.