

Trading & Settlement Operating Guidelines
AYALA LAND, INC.
Fixed Rate Bonds Due 2031

1. Coverage

- 1.1. These Trading and Settlement Operating Guidelines (“Guidelines”) shall apply to trades of the **Ayala Land, Inc.** (“ALI” or the “Issuer”) **Fixed Rate Bonds Due 2031** (the “Bonds”) upon its listing on the Philippine Dealing & Exchange Corp. (PDEX) on 26 October 2021.
- 1.2. A PDEX Trading Participant that trades on the Bonds shall be bound by these Guidelines, the Trading Conventions for Fixed Income Securities in the Public Market (PDEX Trading Conventions), the PDEX Rules for the Fixed Income Securities Market, as amended (PDEX Rules), and the Trading and Settlement Guidelines for Holders Subject to 25% or 30% Final Withholding Tax for Listed Corporate Securities.

2. Pricing Convention. Quotations for the Bonds shall be expressed in terms of Clean Price (i.e., price without accrued interest), exclusive of any applicable withholding tax.

- 2.1. These Bonds carry an option for ALI to redeem the Bonds on the 5th anniversary date of the issuance or on 26 October 2026.
- 2.2. Because the Interest Rates beyond 26 October 2026 are unknown, the convention for the Bonds shall be on a “Yield to Call” basis. To this end, the Bonds shall be set up in the Trading System using the Call Date of 26 October 2026 as the Maturity Date of the Bonds.
- 2.3. If ALI does not exercise the Call Option and opts instead to reprice the bonds on 26 October 2026, the Trading System shall be adjusted to reflect the updated Maturity Date of 26 October 2031 and the Repriced Interest Rate.

3. Day Count Standard. The day count standard shall be 30E/360 ISMA non end of month.

4. Local ID in the Trading System. There shall be one (1) local ID for the Bonds the corporate bonds market tab of the Trading System, namely: “**ALI 31 R26**”

The local ID provides a description of the following information regarding the Bonds:

- 4.1. Issuer Symbol – **ALI**
- 4.2. Maturity Year – **31** (i.e., 2031)
- 4.3. Optional Redemption Year – **R26** (i.e., 2026)

5. Trading Mechanics

- 5.1. **20% Tax Rate.** Orders for the account of tax-withheld investors and Dealing Participants trading for their own proprietary position shall input the 20% tax rate in the trade input (VTR) ticket tax field.



52. **No Withholding Tax.** Orders for the account of investors not subject to withholding tax shall have 0% tax rate in the trade input (VTR) ticket tax field.
53. **25% Tax Rate.** Orders for the account of investors subject to withholding tax rate of 25% shall have 25% tax rate in the trade input (VTR) ticket tax field.
6. **Mechanics as to the Exercise of the Call Option or Repricing of the Bonds.** In reference to the exercise of the Call Option or Repricing of the Bonds, the Issuer shall duly notify PDEX of its decision in writing at least one month prior to 26 October 2026.
 61. Should the Issuer exercise its Call Option, the Bonds shall be delisted from the Trading System, in accordance with the regular delisting process of bonds, (i.e. two [2] business days before its Call Option Date, or on 22 October 2026, or on the immediately preceding business day should said date fall on a non-business day).
 62. If the Issuer elects to reprice the Bonds, such Repricing will occur at the end of day on 26 October 2026, the Interest Rate Repricing Date.
 621. The Issuer shall advise PDEX of the Repriced Interest Rate on or before close of business (COB) of the said date.
 622. A Trading and Settlement Break will be implemented to reflect the:
 - (i) Adjustment of the new Interest Rate to the higher of (a) the Initial Interest Rate, or (b) the sum of the simple average of the five (5)-year PHP BVAL reference rate (or if the 5-year BVAL is not available or cannot be determined, any such successor rate as determined by the Bankers Association of the Philippines (BAP) or the Bangko Sentral ng Pilipinas (BSP), as shown on the PDEX page (or such successor page)) of Bloomberg (or such successor electronic service provider) at approximately 5:00 p.m. for the three (3) consecutive business days immediately preceding and ending on the Interest Rate Repricing Date plus seventy (70) basis points or 0.70% per annum.
 - (ii) Adjustment of the Maturity Date to 26 October 2031.
 623. The Trading and Settlement Break will be effected from the start of the Closed Period up to the end of the Interest Rate Repricing Date (i.e. 22 October 2026, or on the immediately preceding business day should said date fall on a non-business day, to 26 October 2026) to prevent the trading and transfers of the Bonds until the repricing process is completed.
 624. Trading and Settlement of the Bonds will resume on the next business day after the Repricing of the Bonds or on 27 October 2026, or on the

immediately succeeding business day should said date fall on a non-business day.

7. **Responsibilities of Trading Participants with Respect to the Bonds.** A Trading Participant shall determine the eligibility and suitability of each buyer, and ensure that the buyer fully understands the terms and conditions and the risks involved in investing in the Bonds, including the option feature of the Bonds.
8. **Record Date for the Bonds.** The Record Date for the Bonds due is the second (2nd) business day prior to the relevant Interest Payment Date.
9. **Settlement Policy for Corporate Security Transactions.** All corporate security transactions executed on the PDEX Trading System shall be settled through the PDS Clear System (formerly eDVP System) in accordance with the PDEX Rules.
10. **Restrictions on Transfers across Tax Status**
 101. In accordance with the Terms and Conditions of the Bonds, Transfers across Tax Categories shall not be allowed except on Interest Payment Dates that fall on a business day, provided however that transfers from Tax-Exempt Category to a Taxable Tax Category on a non-Interest Payment Date shall be allowed using the applicable tax rate, ensuring the computations are based on the final withholding tax rate of the taxable party to the trade. Should this transaction occur, the tax-exempt entity shall be treated as being of the same Tax Category of its taxable counterpart for the interest period within which such transfer occurred.
 102. For transfers across Tax Categories occurring on Interest Payment Date, PDEX Trading Participants shall execute trades using 20% tax rate, where computations are based on a final withholding tax rate.
 103. This restriction shall be in force until a Non-Restricted Trading & Settlement Environment for Corporate Securities is implemented.
 104. A Bondholder claiming tax-exempt status is required to submit to the Registry of Bondholders the required tax-exempt documents as detailed in the Registry and Paying Agency Agreement upon submission of the account opening documents to the Registrar. Transfers taking place in the Electronic Registry of Bondholders after the Bonds are listed on PDEX shall be allowed between taxable and tax-exempt entities without restriction and observing the tax exemption of tax-exempt entities, if and/or when so allowed under and in accordance with the relevant rules, conventions and guidelines of PDEX and PDTC.