

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

c/o Atty. Katrina O. Clemente-Lua

Contact Person

7918-8188

Company Telephone Number

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Month

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Day

Fiscal Year

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FORM TYPE

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Month

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Day

Annual Meeting

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Secondary License Type; If Applicable

C	F	D
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Dept. Requiring this Doc.

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Amended Articles Number / Section

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. December 11, 2024
Date of Report (Date of earliest event reported)
2. SEC Identification Number 170957 3. BIR Tax Identification No. 000-533-224
4. FILINVEST LAND, INC.
Exact name of issuer as specified in its charter
5. Philippines Province, country or other jurisdiction
of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. No. 79 EDSA, Highway Hills, Mandaluyong City, Metro Manila 1550
Address of principal office Postal Code
8. (632) 7918-8188
Issuer's telephone number, including area code
9. Not applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the
RSA

Title of Each Class	Number of Shares of Stock Outstanding
Common	24,249,759,506
Preferred	8,000,000,000


11. Indicate the item numbers reported herein: 9

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FILINVEST LAND, INC.
Issuer

Date December 11, 2024


KATRINA O. CLEMENTE-LUA
Corporate Secretary and
Corporate Information Officer

**REINVESTMENT PLAN OF
Filinvest Land, Inc. (“FLI”)**

In connection with the disposal of 597,120,000 Filinvest REIT Corp. (“FILRT”) common shares as consideration for the buyback of shares by FLI in exchange for FILRT common shares at an exchange ratio of 0.32 FILRT share for every 1 FLI share in relation to FLI’s capped voluntary tender offer

As of December 11, 2024

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I. EXECUTIVE SUMMARY

The Reinvestment Plan sets forth the planned uses of the equivalent value of the net proceeds from the capped voluntary tender offer of FLI shares in exchange for FILRT shares owned by FLI.

On September 25, 2024, FLI, one of the country's largest property developers, announced that its Board has approved a capped voluntary tender offer to purchase or reacquire up to 1,866,000,000 common shares, equivalent to approximately 7.69% ownership of FLI's outstanding and listed stock, in exchange of FILRT shares owned by FLI, at an exchange ratio of 0.32 FILRT share for every 1 FLI share tendered (the "Transaction").

FLI engaged FTI Consulting to issue a valuation and fairness opinion to determine the reasonable and fair range of prices for both FLI and FILRT shares and the exchange ratio between them.

The Transaction provided FLI shareholders with the opportunity for their shares to be bought back in exchange for those of FILRT. FLI shareholders also stand to benefit from price appreciation and a stronger dividend yield from FILRT shares.

Upon the successful completion of the Transaction, public ownership of FILRT increased to 46.68%, broadening FILRT's shareholder base, and placing it comfortably above the 33.33% minimum public ownership requirement for real estate investment trusts ("REITs") as mandated by Republic Act No. 9856, otherwise known as "The Real Estate Investment Trust Act of 2009" ("REIT Act"), its implementing rules and regulations, the Amended Listing Rules for REITs of the Philippine Stock Exchange, Inc. ("PSE"), and related issuances.

The Transaction also provided FLI shareholders a compelling opportunity to participate in REITs, gaining exposure to a portfolio of income-generating properties with the potential for capital appreciation. FILRT's portfolio consists of 17 Grade A and LEED Gold-certified office buildings that feature green and sustainability-themed elements. With over 300,000 square meters of gross leasable area ("GLA"), 16 of the buildings are located in Northgate Cyberzone in Filinvest City, Alabang. Another building, Filinvest Cyberzone Cebu Tower 1, is situated at the gateway of Cebu IT Park in Lahug, Cebu City. Rounding out the portfolio is 2.9 hectares of land leased to the owner and operator of Crimson Resort & Spa Boracay, bringing the REIT's total GLA to over 330,400 square meters.

Pursuant to Securities and Exchange Commission ("SEC") Memorandum Circular No.1 series of 2020 and Bureau of Internal Revenue (BIR) – Revenue Regulation No. 3-2020, any sponsor or promoter of a REIT who contributes income-generating real estate to a REIT shall submit a sworn statement to the SEC, the PSE, and the BIR, a reinvestment plan undertaking to reinvest any proceeds realized by the sponsor or promoter from the sale of REIT shares or other securities issued in exchange for income-generating real estate to the REIT, in any real estate, including any redevelopment thereof, and/or infrastructure projects in the Philippines, within one (1) year from the date of receipt of proceeds or money by the sponsor/promoter.

Following current regulations, FLI intends to invest the monetary equivalent of the net proceeds of the Transaction in the construction and development of retail and residential projects. In particular, FLI plans to invest the net proceeds in nine projects including two (2) retail projects, seven (7) mid-rise residential buildings, and two (2) high-rise residential buildings. . All disbursements for such projects are intended to be distributed within one (1) year from December 11, 2024. All the projects for which the

monetary equivalent of the proceeds will be spent are located within the Philippines and none are to be spent outside of the Philippines.

II. ABOUT THE SPONSOR

a. Company Background

FLI is a public corporation organized under the laws of the Philippines. Incorporated on November 24, 1989, it began commercial operations in August 1993 after its parent company, Filinvest Development Corporation (“FDC”), spun off most of its real estate operations and transferred all related assets and liabilities to FLI. FLI’s shares were listed on the PSE on October 25, 1993. As of September 30, 2024, FLI’s common shares are 65.93% held by FDC.

FLI is one of the Philippines’ leading real estate developers. Together with its predecessors, FLI has over 50 years of real estate expertise having developed over 2,500 hectares of land and providing home/home sites for over 200,000 families through the years. FLI has an established brand name and reputation in real estate, combining sales of lots and other residential developments with a growing commercial and mall leasing portfolio. FLI was a pioneer in focusing on the incentive-laden business process outsourcing (“BPO”) industry. FLI has also accumulated a considerable land bank in strategic locations, comprising some of the largest contiguous areas of developable land in the country, laying a foundation for continued growth.

In its early days in the 1990s when most developers were still focused on the higher end of the market, FLI entered the affordable housing space, allowing it to benefit from the growth of Overseas Filipino Worker (“OFW”) remittances and a housing supply shortage. FLI primarily targets the affordable and middle-income residential markets, which FLI believes are the largest addressable markets in residential development in the Philippines. According to the Philippine Statistics Authority and the Housing and Land Use Regulatory Board, there is expected to be a housing backlog across the affordable and middle-income segments of about 3.2 million by 2030. FLI believes that it is well-positioned to take advantage of the housing backlog through its varied product offerings and geographic presence. FLI has residential developments in 55 cities and towns in 22 provinces in the Philippines and is one of the largest mid-rise building (“MRB”) developers in the country today.

FLI was one of the pioneers in providing projects and office space catering to the BPO industry, which started in 2000 and quickly became a key driver for the Philippines’ strong economic growth. As a result of this early entry into the BPO space and the reputation it has built, FLI has more than tripled its aggregate office GLA from 175,565 sq.m. in 2012 to 677,985 sq.m. as of September 30, 2024. Its existing portfolio of 38 office buildings are mainly located in business parks or in mixed-used complexes highly accessible to public transport. FLI believes its business park model, wherein it builds on areas specifically suited for business and industrial establishments supported, in certain cases, by incentives from the government, makes it a preferred site of major BPO tenants. FLI’s buildings are located primarily in Northgate Cyberzone in Filinvest City, Alabang, Muntinlupa, an 18.7-hectare PEZA-registered information technology park that enjoys developer incentives. This is also the site of its district cooling system, the largest district cooling system plant in the country. Other office developments are in Bay City, Pasay, EDSA near Ortigas MRT station, Clark Mimosa and Cebu IT Park. Meanwhile, among FLI’s standalone projects is the 52-storey Grade A, PEZA-registered PBCom Tower along Ayala Avenue in the Makati Central Business District (“CBD”).

FLI's retail development is carried out by its Filinvest Lifemalls brand. Filinvest Lifemalls are entertainment and lifestyle-oriented malls that complement the Filinvest Group's CBD and township developments. As of September 30, 2024, FLI has 256,830 sq.m. of GLA from retail developments, the flagship of which is the Festival Supermall located within the Filinvest City development in Alabang, Muntinlupa. Festival Supermall has approximately 1,500 local and global tenants.

FLI intends to continue building up its investment portfolio in office and retail which are among the key drivers of the Philippine economy. FLI also intends to expand its investment portfolio to include logistic warehouses and co-working/living products that could benefit from the acceleration of e-commerce and new office trends, respectively. FLI aims to take advantage of its strategically located land bank located in key regional centers across the Philippines, which will allow it to accelerate the growth of its recurring income portfolio in line with market demand. As of September 30, 2024, FLI owns a land bank of 1,667.6 hectares, has joint venture arrangements for another 196.5 hectares, and under joint development or long-term leasing agreement of 489.6 hectares, totaling 2,353.70 hectares under its control and management for sustainable future growth. FLI believes that this land bank is sufficient to sustain at least five (5) years of residential development and sales as well as commercial, office and retail leasing projects. Its existing landholdings in its three major hubs of Alabang, Clark and Cebu will be able to support the development of up to 5.3 million sq.m. of GLA.

b. Management and Organization

The following table provides information regarding the members of the senior management team of FLI.

<p>Jonathan T. Gotianun <i>Chairman of the Board</i></p>	<p>Mr. Gotianun, 71, Filipino, was first elected as a Director of FLI on 17 June 1994. He also serves as the Chairman of the Board of Directors of FDC and East West Banking Corporation (EWBC), both publicly-listed companies. He is also the Chairman of the Board of Davao Sugar Central Co., Inc. (DSCC), Cotabato Sugar Central Co. Inc. (CSCC) and FDC Utilities, Inc. (FDCUI) and their subsidiary power companies. He served as a Director and Senior Vice President of Family Bank & Trust Co. until 1984. He obtained his Master's Degree in Business Administration from Northwestern University in 1976.</p>
<p>Lourdes Josephine Gotianun Yap <i>Vice-Chairperson of the Board</i></p>	<p>Mrs. Yap, 69, Filipino, was first elected as a Director of FLI on 24 November 1989. Mrs. Yap was elected as the Vice-Chairperson of the Board of FLI on 24 April 2023. She served as the CEO of FLI from October 2012 to April 2023 and as its President from October 2012 to April 2022. She is also the Vice-Chairperson of the Board of FDC and EWBC, all publicly-listed companies. She is the Chairperson and CEO of Filinvest Alabang, Inc. (FAI), a Director of FDCUI and in other companies within the Filinvest Group. She obtained her Master's Degree in Business Administration from the University of Chicago in 1977.</p>

<p>Tristaneil D. Las Marias <i>Director, President and Chief Executive Officer</i></p>	<p>Mr. Las Marias, 50, Filipino, is the President and Chief Executive Officer of FLI. He also serves as a Director of FILRT, a publicly-listed company. He started in 1997 as the Head of Regional Projects and went on to hold a higher position as a Senior Vice-President and Cluster Head for Visayas and Mindanao projects, as well as Southwest and Central Luzon. He was appointed as President and Chief Strategy Officer of FLI in April 2022 before his concurrent appointment as CEO in April 2023. He obtained his Bachelor of Arts, Major in Management Economics degree from Ateneo de Manila University. He also obtained his Certificate from the Advanced Management Program of the Harvard Business School in 2022.</p>
<p>Michael Edward T. Gotianun <i>Director</i></p>	<p>Mr. Gotianun, 67, Filipino, was first elected as a Director of FLI on 08 May 2015. He is also a Director of FDC, a publicly-listed company. He served as the general manager of Filinvest Technical Industries from 1987 to 1990 and as loans officer at Family Bank from 1979 to 1984. He obtained his Bachelor's Degree in Business Management from the University of San Francisco in 1979.</p>
<p>Francis Nathaniel C. Gotianun <i>Director</i></p>	<p>Mr. Gotianun, 41, Filipino, was first elected as a Director of FLI on 22 April 2016. He is the First Senior Vice-President of Filinvest Hospitality Corporation, a subsidiary of FDC, the primary role of which is to evaluate, plan, develop and optimize potential and current hospitality investments of the Filinvest Group. He serves as Chairman of ProOffice Work Services, Inc., a Director of Filinvest Mimosa, Inc. and as the President and CEO of The Palms County Club, Inc. (TPCCI). He obtained his Bachelor's Degree in Commerce from the University of Virginia in 2005 and his Master's in Business Administration degree in IESE Business School – University of Navarra in 2010.</p>
<p>Rhoda A. Huang <i>Director</i></p>	<p>Ms. Huang, 62, Filipino, is currently a Director and the President and CEO of FDC. Prior to joining FDC, she was the President of BPI Capital Corporation. She was also the former Branch Head of Investment Banking for Credit Suisse Philippines and spent nineteen (19) years at JP Morgan Chase and its predecessor institutions. Ms. Huang brings more than thirty (30) years of experience in Philippine corporate, financial and government institutions. She has led various aspects of investment banking, including handling mergers and acquisitions, facilitating equity-linked transactions, managing equity and debt capital markets, overseeing structured products and lending, as well as handling risk</p>

	<p>management. She completed her Bachelor’s degree in Business Administration and Accountancy at the University of the Philippines and is a Certified Public Accountant.</p>
<p>Ernesto S. De Castro <i>Independent Director</i></p>	<p>Mr. De Castro, 78, Filipino, was first elected as an Independent Director of FLI on 22 April 2019. He is the President of ESCA Incorporated since July 1993. He is not a Director of any other publicly-listed company. He graduated from the University of the Philippines Diliman in 1967 with a Bachelor’s Degree in Civil Engineering and obtained his Masters of Engineering in the same university in 1968. He obtained the degree of Doctor of Philosophy in Civil Engineering (Major in Structures) in Lehigh University, Bethlehem, Pennsylvania, USA in 1975.</p>
<p>Gemilo J. San Pedro <i>Independent Director</i></p>	<p>Mr. San Pedro, 71, Filipino, was first elected as an Independent Director of FLI on 17 July 2019. He has 38 years of experience in public accounting and business advisory services. Prior to his retirement on 30 June 2015, he served various leadership roles at SyCip Gorres Velayo & Co. (SGV & Co.). He was a partner in SGV & Co. from 1991 to 2015 and a Professional Practice Director and a Quality and Risk Management Leader from 2004 to 2015. He finished his Bachelor of Science in Commerce, Major in Accounting degree at Rizal Memorial Colleges, Davao City. He obtained his Master of Business Administration, Concentration in Finance and International Business, at the Graduate School of Business, New York University, (now Stern Graduate School) USA in 1983.</p>
<p>Ephyro Luis B. Amatong <i>Independent Director</i></p>	<p>Atty. Amatong, 52, Filipino, was the former Supervising Commissioner of the Markets and Securities Regulation Department and the Economic Research and Training Department of the Philippine SEC from May 2014 to March 2022. Before joining SEC, he was an Assistant Secretary of the Department of Finance (DOF) where he had an active role in a number of privatization projects among others. He also served in various capacities in the government. Before joining the government, he was an Associate with the Villaraza & Angangco Law Offices where he dealt with high profile litigation.</p> <p>Currently, he is a partner of MOSVELDTT Law Offices and a Consultant for the World Bank Group and the Asian Development Bank. He is a Professional Lecturer of the University of the Philippines – College of Law, a Trustee of the Andres Bonifacio College, an Independent Director of Asia</p>

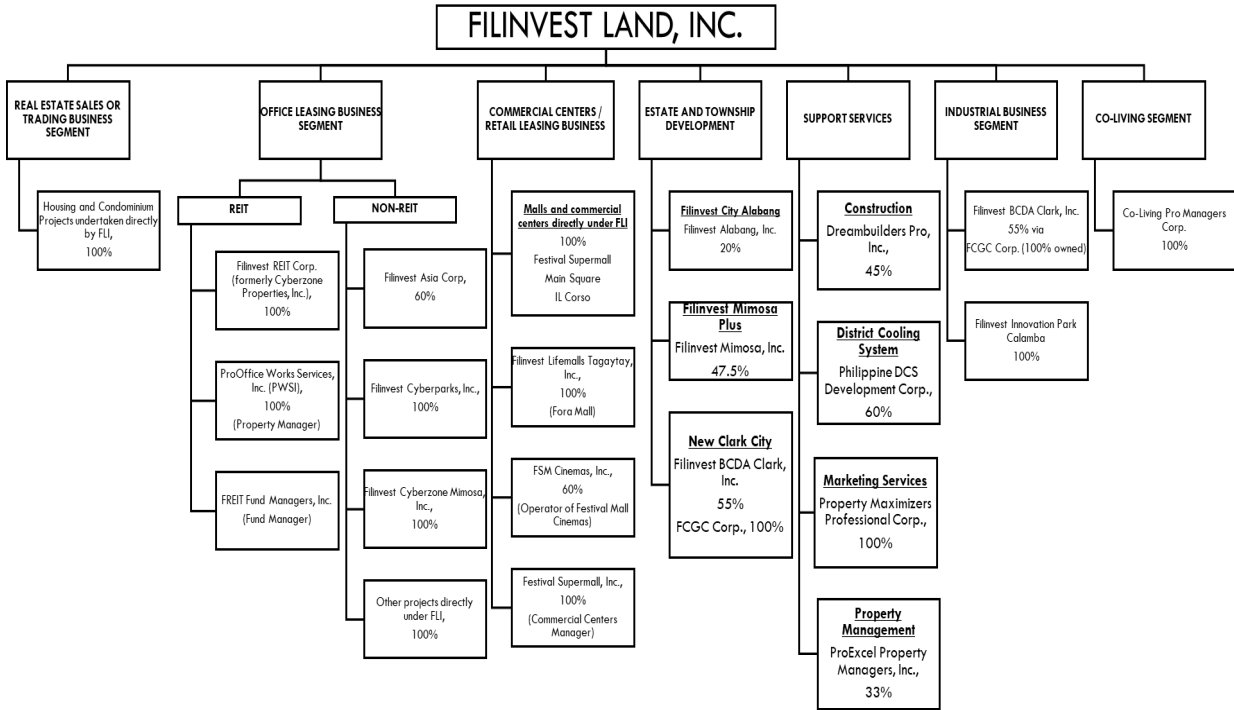
	<p>Link Finance Corp.; Global Dominion Financing, Inc., South Asialink Finance Corp., and Citicore Renewable Energy Corp., and an Advisor to the Board of Alternergy Holdings Corp.</p> <p>Atty. Amatong was admitted to the Philippine Bar in 2002 and the New York Bar in 2007. He holds a Master of Laws degree with an International Finance Concentration from Harvard Law School. He also holds a Bachelor of Laws degree from the University of the Philippines and a Bachelor of Science in Business Economics from the same university.</p>
<p>Ana Venus A. Mejia <i>Executive Vice President, Treasurer and Chief Finance Officer</i></p>	<p>Ms. Mejia, 58, Filipino, has been with the Filinvest Group for 27 years. She started in January 1996 as the Assistant Controller of FDC and has served the group in various capacities. She was appointed as the Treasurer of FLI in 2012. She also serves as the Treasurer and Chief Finance Officer of FILRT. Prior to joining Filinvest, she worked with Shoemart and SGV & Co. She is a Certified Public Accountant and a <i>magna cum laude</i> graduate of Pamantasan ng Lungsod ng Maynila. She obtained her Master’s Degree from the Kellogg School of Management of Northwestern University and the School of Business and Management at the Hong Kong University of Science and Technology.</p>
<p>Winnifred H. Lim <i>First Senior Vice President and Chief Technical Planning Officer</i></p>	<p>Engr. Lim, 60, Filipino, is the Senior Vice-President and Chief Technical Planning Officer of FLI. He started as the Company’s Engineering Head last 2000 and currently leads Engineering, Architecture, Planning and Design, Survey, and Special Projects. He obtained his Master’s Degree in Structural Engineering at the University of the Philippines Diliman.</p>
<p>Maria Victoria Reyes-Beltran <i>Senior Vice-President, General Counsel and Compliance Officer</i></p>	<p>Atty. Reyes-Beltran, 58, Filipino, is the General Counsel and Compliance Officer of FLI. She also serves as the Compliance Officer of FILRT. Prior to joining FLI, she served as the Director of the Office of Internal Legal Counsel of R.G. Manabat & Co., a professional partnership firm affiliated with KPMG International. She also served as the First Vice President - General Counsel of the Corporate Legal Unit of JG Summit Holdings, Inc. and Universal Robina Corporation, its subsidiaries, and regional operations in Southeast Asia, as well as the Corporate Secretary of the printed media unit of the group. She is a member of the Integrated Bar of the Philippines (Makati Chapter). She obtained her Bachelor of Arts degree, Major in Philosophy from the University of the Philippines and her Bachelor of Laws degree from San Beda College of Law. She completed her Master of Laws in International Commercial Law at the Ateneo School of Law</p>

	<p>and a Course on Structuring International Joint Venture at the University of California, Davis Campus.</p>
<p>Francis V. Ceballos <i>Senior Vice President and Head of the Industrial, Warehousing and Logistics Business</i></p>	<p>Mr. Ceballos, 58, Filipino, joined FLI last 2010 and is currently the Senior Vice-President and Head of the Industrial, Warehousing and Logistics Business of FLI. He graduated from Ateneo de Manila University with a degree in Management Engineering and obtained his Master’s Degree in Business Administration from the Asian Institute of Management.</p>
<p>Janeth B. de los Reyes <i>Senior Vice President, Deputy Chief Finance Officer and Chief Risk Officer</i></p>	<p>Ms. de los Reyes, 51, Filipino, is the Deputy Chief Finance Officer and Chief Risk Officer of FLI. Prior to joining FLI, she worked with Ortigas Land Group for more than three (3) years as its Chief Transformation Officer (CTO). Prior to her appointment as CTO, she served as the Ortigas Land Group’s AVP and Head of Corporate Finance. She is an experienced Finance Professional with two (2) decades of experience in the Real Estate Industry. She has led finance teams, both at controllership and operations in financial reporting and analysis; tax compliance; billing and collection and treasury management; strategic planning, budgeting and forecasting; and procurement. She also worked for SGV & Co. in both Assurance and Business Advisory and Risk Consulting service lines. She obtained her Bachelor of Science in Accountancy degree in De La Salle University – Manila. Ms. de los Reyes then obtained her Master’s Degree in Business Administration from the Ateneo Graduate School of Business – Makati. Ms. de los Reyes is a Certified Public Accountant, a licensed Real Estate Broker and has an NCII Certification in Organic Agriculture Production.</p>
<p>Edward Thomas V. Bernas <i>Senior Vice President – Assistant Residential Business Head</i></p>	<p>Mr. Bernas, 56 Filipino is the Senior Vice President – Assistant Residential Business Head of FLI. Prior to joining FLI, he was the Business Unit General Manager for Robinsons Homes, the horizontal development arm of Robinsons Land Corporation (RLC). Mr. Bernas also held the position of Assistant Vice President of RLC for Infrastructure and Integrated Development until 2018 and was instrumental in its integrated township developments. Mr. Bernas spent years at Torre Lorenzo Devt. Corporation, where he was Business Development Director & Business Unit Head for Mixed Use Developments.</p> <p>Mr. Bernas graduated from the Ateneo de Manila University with a Bachelor of Arts degree Major in Economics.</p>

<p>Reynaldo Juanito S. Nieva II <i>Senior Vice President and Operations Head</i></p>	<p>Mr. Nieva, 50, Filipino, is the head of the Operations Department of FLI. He has been with FLI for fifteen (15) years and significantly contributed to various systems and processes of the company. His customer-centric leadership introduced the Omni channel to FLI's customer service, efficient booking process, stability in risk management and digitalizing an array of FLI Operating systems. He graduated from the University of the Philippines Diliman with a degree in Hotel and Restaurant Administration</p>
<p>Michael R. Roxas <i>Chief Audit Executive</i></p>	<p>Mr. Roxas, 45, Filipino, is the Chief Audit Executive of FLI. He has a dynamic 20-year management career in auditing, assurance and consultancy in real estate, retail, manufacturing and telecommunications companies. He performed financial, operations and compliance audits including business process, project management, continuous monitoring, process mapping, and fraud investigation. Prior to joining FLI, he was the Senior Assistant Vice President, Internal Audit and Risk Management of Global-Estate Resorts, Inc. (GERI). Before joining GERI, he was the head of Risk Management & Insurance Division of Makati Development Corporation (MDC), a wholly owned subsidiary and the construction arm of Ayala Land, Inc. During his time in MDC, he championed several initiatives for MDC such as documentation and improvement of MDC's systems and procedures, establishment of the Enterprise-wide Risk Management program, development of Business Continuity Management, and Lean Construction. He has a Master's Degree in Business Administration from the Pamantasan ng Lungsod ng Maynila. He is a Certified Lead Auditor for ISO 9001:2008 Quality Management System and ISO 14001:2004 Environmental Management System. Mr. Roxas is certified in Safety Program Audit, Loss Control Management and Construction Occupational Safety and Health (COSH). He also obtained the Certified Internal Control Auditor (CICA) title in February 2019. He is a member of the Institute of Internal Auditors – Philippines (IIA-P) since 2009</p>
<p>Melissa C. Ortiz <i>Investor Relations Officer</i></p>	<p>Ms. Ortiz, 54, Filipino, is the Investor Relations Officer of FLI. She was previously the Head of Investor Relations for ABS-CBN Corporation, Head of Corporate and Financial Planning for Nutriasia Philippines and Head of Financial Planning and Investor Relations for MERALCO. She is a Certified Public Accountant. She obtained her Bachelor's Degree in Business Administration from the University of the Philippines and obtained her Master's Degree in Business Administration and Master of Science degree in Computational Finance from De</p>

	<p>La Salle University. She completed the Strategic Finance (CFO) Leadership Program, the Chief Financial Officer (CFO) Program and the Postgraduate Certificate on Business and Management Consulting Program at the Asian Institute of Management. She also completed the Real Estate Economics and Finance course of the London School of Economics and Political Science.</p>
<p>Katrina O. Clemente-Lua <i>Corporate Secretary and Corporate Information Officer</i></p>	<p>Ms. Clemente-Lua, 41, Filipino, was appointed as FLI’s Corporate Secretary on March 24, 2023 and Corporate Information Officer on 16 March 2022. Ms. Lua was previously appointed as FLI’s Assistant Corporate Secretary on 16 March 2022. She joined the Corporate and Tax Advisory Division of the Legal Department of FLI in October 2018. Prior to joining FLI, she served as the Legal Counsel of Philippine Stratbase Consultancy, Inc. and the Executive Director of Stratbase ADR Institute. She was previously an Associate of Carag Jamora Somera & Villareal Law Offices, as well as the Senior Corporate Affairs Officer of Anchor Land Holdings. She is a member of the Integrated Bar of the Philippines (Makati Chapter). She obtained her Bachelor of Arts degree in Legal Management from De La Salle University and her Juris Doctor degree from Ateneo de Manila University.</p>
<p>Jennifer C. Lee <i>Assistant Corporate Secretary</i></p>	<p>Ms. Lee, 40, Filipino, was first appointed as FLI’s Assistant Corporate Secretary on 24 March 2023. She joined the Corporate, Tax, and Compliance Division of the Legal Department of FLI in July 2021. Prior to joining FLI, she was an associate in Quasha Law and in Migallos & Luna Offices. She is a member of the Integrated Bar of the Philippines (Makati Chapter). She obtained her Juris Doctor degree in University of the Philippines – Diliman and her Bachelor of Science in Commerce, Major in Legal Management in De La Salle University – Manila.</p>

FLI's group structure as of September 30, 2024 is as follows:



III. PROCEEDS RECEIVED BY THE SPONSOR

The equivalent monetary value of the proceeds from the buyback of FLI shares is approximately PHP1.86 billion, exclusive of the taxes and Transaction charges. This value corresponds to the exchange of 597,120,000 FILRT common shares multiplied by 3.11¹.

III. REINVESTMENT PLAN

FLI intends to use the monetary equivalent of the net proceeds of the Transaction to fund ongoing and future investments in real estate properties in Metro Manila and other key regions in the Philippines, which FLI may undertake on its own or through its subsidiaries. The transfer of funding from FLI to the relevant FLI subsidiary may be through capital infusion or through shareholder financing. In either case, the applicable documentary stamp taxes will be paid by the proper party, subject to their agreement. This includes investment in commercial and residential buildings. The projected disbursements in connection with the proposed use of proceeds are provided in the succeeding table:

¹ Represents the crossing price per FILRT share.

ANNEX 1: REINVESTMENT PLAN (in P bln)

Project Name	Location	Product	Status	Percentage Completion	Target Completion Date	Total Capex Planned for 1 Year (P bln)	Capex (Pbln) 1Q2025	Capex (Pbln) 2Q2025	Capex (P bln) 3Q2025	Capex (P bln) 4Q2025	Ownership Land	Ownership Building	Disbursing Entity
Mimosa Lifestyle Mall	Filinvest Mimosa Plus Clark	Retail mall	Ongoing construction	77%	Apr-25	0.655	0.218	0.218	0.218		Clark Development Corp	Filinvest Clark Mimosa, Inc	Filinvest Clark Mimosa, Inc
The Levels	Alabang	Mid-rise building	Ongoing Construction	0%	Mar-27	0.190	0.048	0.048	0.048	0.048	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
Futura Monte	Camarines Sur	Mid-rise building	Ongoing Construction	53%	Dec-25	0.100	0.025	0.025	0.025	0.025	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
Futura Bay GenSan	Gen San	Mid-rise building	Ongoing Construction	0%	Sep-26	0.100	0.025	0.025	0.025	0.025	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
Futura One Fora Dagupan	Dagupan	Mid-rise building	Ongoing Construction	44%	Dec-25	0.100	0.025	0.025	0.025	0.025	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
Futura Vinta Zamboanga	Zamboanga	Mid-rise building	Ongoing Construction	64%	Dec-25	0.100	0.025	0.025	0.025	0.025	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
Mimosa Retail	Filinvest Mimosa Plus Clark	Retail mall	Ongoing Construction	90%	Dec-25	0.040	0.010	0.010	0.010	0.010	Clark Development Corp.	Filinvest Land, Inc.	Filinvest Land, Inc.
Studio N	Alabang	High-rise building	Ongoing Construction	55%	Dec-25	0.250	0.063	0.063	0.063	0.063	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
Futura Centro	NCR	High-rise building	Ongoing Construction	64%	Dec-25	0.075	0.019	0.019	0.019	0.019	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
8 Spatial Davao	Davao	Mid-rise building	Ongoing Construction	81%	Dec-25	0.100	0.025	0.025	0.025	0.025	Filinvest Land, Inc.	Filinvest Land, Inc.	Filinvest Land, Inc.
Mimosa Golfridge Residential	Filinvest Mimosa Plus Clark	Mid-rise building	Ongoing Construction	40%	Dec-26	0.150	0.038	0.038	0.038	0.038	Clark Development Corp.	Filinvest Land, Inc.	Filinvest Clark Mimosa, Inc.
TOTAL						1.86	0.52	0.52	0.52	0.30			

FLI and its subsidiaries shall endeavor to cause the completion of the construction of the projects enumerated above within the projected timeframe. However, the exact completion dates and corresponding disbursements related to the projects specified above are subject to unforeseen events including but not limited to pandemic, fire, earthquake, other natural elements, acts of God, war, civil disturbance, and government and economic controls. Delays in the construction timetable and progress billings may also arise out of unforeseen site conditions or difficulty in obtaining the necessary labor or materials for the projects, or due to any other cause beyond the control FLI and its subsidiaries.

IV. MONITORING AND REVIEW

FLI shall monitor the actual disbursements of projects proposed in the Reinvestment Plan on a quarterly basis. For purposes of monitoring, FLI shall prepare quarterly progress reports of actual disbursements on the projects covered by this Reinvestment Plan.

In the event of changes in the actual disbursements of projects proposed in this Reinvestment Plan, FLI shall inform the SEC, PSE, BIR or any other appropriate government agency, by sending a written notice to that effect.

VI. REPORTING

FLI shall comply with reportorial and disclosure requirements prescribed by the SEC, PSE, BIR, or any other appropriate government agency.

FLI shall submit with the PSE a quarterly progress report and a final report on the implementation of the Reinvestment Plan that is duly certified by its Chief Finance Officer, Treasurer and External Auditor. The quarterly progress report shall be submitted to the PSE following the relevant PSE rules. FLI shall likewise submit a final report on the implementation of the REIT Plan and submit the same to the PSE.

The Reinvestment Plan and the status of its implementation shall be included in the appropriate structured reports of FLI to the SEC and the PSE. Any investment pursuant to the Reinvestment Plan shall also be disclosed by FLI via SEC Form 17-C, as may be necessary and as such investment is made. FLI shall likewise furnish the SEC with copies of the relevant documentary tax returns as may be applicable.

CERTIFICATION

The **REINVESTMENT PLAN** was prepared and assembled under our supervision in accordance with existing rules of the Securities and Exchange Commission, Philippine Stock Exchange, and the Bureau of Internal Revenue. The information and data provided herein are complete, true, and correct to the best of our knowledge and/ or based on authentic records.

By:

FILINVEST LAND, INC.

Sponsor


ANA VENUS A. MEJIA

Attorney-in-Fact

SUBSCRIBED AND SWORN TO before me this DEC 11 2024 in Mandaluyong City, Metro Manila, affiant exhibiting to me as competent evidence of her identity, Passport ID No. _____ bearing her photograph and signature, issued by the Department of Foreign Affairs – | _____

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Book No. 40 ;

Series of 2024.

JOVEN G. SEVILLANO

NOTARY PUBLIC FOR CITY OF MANDALUYONG
COMMISSION NO. 0285-23 UNTIL DECEMBER 31, 2024
IBP LIFETIME NO. 011302; 12-28-12; RIZAL
ROLL NO. 53970
PTR NO. 5420812; 1-3-24; MANDALUYONG
MCLE COMPLIANCE NO. VII 0010250 14 APRIL 2025
UG03 CITYLAND SHAW TOWER,
SHAW BLVD. MANDALUYONG CITY