

COVER SHEET

SEC Registration Number

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Company Name

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Principal Office (No./Street/Barangay/City/Town/Province)

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KRIZELLE MARIE F. POBLACION

Contact Person

Fiscal Year

(632) 8894-6300/6400

Company Telephone Number

Month Day

Annual Meeting

[illegible]

Form Type

[illegible]

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

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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

[illegible]

File Number

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Document I.D.

Cookies

Cashier

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Remaks = Pls. use black ink for scanning purpose



SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: 31 December 2023
2. SEC Identification Number: CS202052294
3. BIR Tax Identification No. 502-228-971
4. MREIT, Inc.
Exact name of issuer as specified in its charter
5. Philippines
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. 18th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City
Address of principal office
- 1634
Postal Code
8. (02) 88946400
Issuer's telephone number, including area code
9. N/A
Former name, former address, and former fiscal year, if changed since last report

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	SEC Form 17-A (2023), pp. 22-26 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		Manual on Corporate Governance, p. 9 https://mreit.com.ph/governance/manual-on-corporate-governance/
Recommendation 1.2			

1. Board is composed of a majority of non-executive directors.	COMPLIANT	SEC Form 17-A (2023), pp. 22-26 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf Manual on Corporate Governance, p. 7 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Manual on Corporate Governance, p. 13 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Company has an orientation program for first time directors.	COMPLIANT	Manual on Corporate Governance, p. 26 https://mreit.com.ph/governance/manual-on-corporate-governance/	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	Certificates of Attendance in Corporate Governance Seminar (2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=c320f8de5bdf7f609e4dc6f6c9b65995	
Recommendation 1.4			

1. Board has a policy on board diversity.	COMPLIANT	Manual on Corporate Governance, p. 12 https://mreit.com.ph/governance/manual-on-corporate-governance/ As of 31 December 2023, the Board is composed of five (5) male directors and two (2) female directors: <ul style="list-style-type: none"> • Francisco C. Canuto • Kevin Andrew L. Tan • Katherine L. Tan • Lourdes T. Gutierrez-Alfonso • Jesus B. Varela • Sergio R. Ortiz-Luis, Jr. • Antonio E. Llandata, Jr. 	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	Manual on Corporate Governance, p. 12 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 1.5			

1. Board is assisted by a Corporate Secretary.	COMPLIANT	Manual on Corporate Governance, pp. 28 to 29 https://mreit.com.ph/governance/manual-on-corporate-governance/ Company website https://mreit.com.ph/our-company/board-of-directors-management-team-and-executive-officers/maria-carla-t-uykim/	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT		
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Certificates of Attendance in Corporate Governance Seminar (2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=c320f8de5bdf7f609e4dc6f6c9b65995	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	Manual on Corporate Governance, p. 15 https://mreit.com.ph/governance/manual-on-corporate-governance/ A sample transmittal of board materials prior to a board meeting is attached as Annex "A".	
Recommendation 1.6			

1. Board is assisted by a Compliance Officer.	COMPLIANT	Manual on Corporate Governance, pp. 5 to 6 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
3. Compliance Officer is not a member of the board.	COMPLIANT		
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	Certificate of Attendance in Corporate Governance Seminar (2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=c320f8de5bdf7f609e4dc6f6c9b65995	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Manual on Corporate Governance, pp. 12 to 13 https://mreit.com.ph/governance/manual-on-corporate-governance/ <i>Establishment of Board Committees</i> <ul style="list-style-type: none"> Manual on Corporate Governance, (pp. 18-26) https://mreit.com.ph/governance/board-committees/ Company Website https://mreit.com.ph/governance/board-committees/ 	
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		Material Advisement Report on Asset Acquisition (an example) https://edge.pse.com.ph/openDiscViewer.do?edge_no=415c744b8b71ed0abca0fa0c5b4e4d0	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Manual on Corporate Governance, p. 13 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	Material Advisement Report on Asset Acquisition (an example) https://edge.pse.com.ph/openDiscViewer.do?edge_no=415c744b8b71ed0abca0fa0c5b4e4d0	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	Company Website https://mreit.com.ph/our-company/mission-and-vision/	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	Manual on Corporate Governance, p. 12 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	Manual on Corporate Governance, pp. 26 to 27 https://mreit.com.ph/governance/manual-on-corporate-governance/	

		Company website https://mreit.com.ph/our-company/board-of-directors-management-team-and-executive-officers/francisco-c-canuto/	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Manual on Corporate Governance, p. 13 https://mreit.com.ph/governance/manual-on-corporate-governance/ Policy on Succession Planning https://mreit.com.ph/governance/companys-policies/ The Company's directors and some of its officers are seconded from its Parent and Sponsor, Megaworld Corporation. Thus, such directors and officers are covered by the succession program and retirement policy of Megaworld Corporation:	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	Megaworld Corporation's 2023 Annual Report, p. 67 https://www.megaworldcorp.com/investors/annual-report-2023	
Recommendation 2.5			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	Manual on Corporate Governance, p. 17 to 18 https://mreit.com.ph/governance/manual-on-corporate-governance/ The Company's directors and officers are seconded from its Parent and Sponsor, Megaworld Corporation. Thus, in addition to the allowances received from the Company, the Company's directors and officers are covered by the remuneration program of Megaworld Corporation:	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	Megaworld Corporation's 2023 Annual Report, p. 66-68 https://www.megaworldcorp.com/investors/annual-report-2023	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.			
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.			
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Manual on Corporate Governance, pp. 19 to 20	

2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, pp. 10-11	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	Manual on Corporate Governance, pp. 24-26 https://mreit.com.ph/governance/manual-on-corporate-governance/	

2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	Related Party Transaction Committee Charter https://mreit.com.ph/assets/pdf/Related-Party-Transactions-Committee-Charter.pdf	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	Related Party Transactions Policy https://mreit.com.ph/assets/pdf/MREIT-Related-Party-Transactions-Policy.pdf Definitive Information Statement 2023, pp. 12-14 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	COMPLIANT	Related Party Transactions Policy https://mreit.com.ph/assets/pdf/MREIT-Related-Party-Transactions-Policy.pdf Definitive Information Statement 2023, pp. 12-14 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of	COMPLIANT	Related Party Transactions Policy	

related party transactions during shareholders' meetings.		https://mreit.com.ph/assets/pdf/MREIT-Related-Party-Transactions-Policy.pdf Based on the Related Party Transactions Policy, shareholders representing at least 2/3 of the outstanding capital stock may vote on RPTs for which the vote of majority of independent directors is not secured.	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Manual on Corporate Governance, p. 13 https://mreit.com.ph/governance/manual-on-corporate-governance/ The management team appointed for 2023 are: <ul style="list-style-type: none"> • President and Chief Executive Officer – Kevin Andrew L. Tan • Treasurer – Giovanni C. Ng • Chief Financial Officer – Englebert G. Teh* • Corporate Secretary – Atty. Maria Carla T. Uykim • Compliance Officer – Krizelle Marie F. Poblacion** • Investor Relations Officer – Andy Willing Dela Cruz, Jr.*** • Chief Audit Executive – Francisco C. Canuto 	

* Resigned as of May 15, 2024.

		<p>** Appointed as of October 01, 2023.</p> <p>*** Appointed as of March 23, 2023.</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	<p>Manual on Corporate Governance, p. 13</p> <p>https://mreit.com.ph/governance/manual-on-corporate-governance/</p>	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	<p>Manual on Corporate Governance, pp. 13 and 19</p> <p>https://mreit.com.ph/governance/manual-on-corporate-governance/</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	<p>Manual on Corporate Governance, pp. 16 and 30-31</p> <p>https://mreit.com.ph/governance/manual-on-corporate-governance/</p>	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT		
3. Board approves the Internal Audit Charter.	COMPLIANT	<p>Internal Audit Charter</p> <p>https://mreit.com.ph/assets/pdf/Internal-Audit-Charter.pdf</p>	

Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Manual on Corporate Governance, pp. 14, 16, and 20-22 https://mreit.com.ph/governance/manual-on-corporate-governance/ Enterprise Risk Management Policy https://mreit.com.ph/assets/pdf/MREIT-Enterprise-Risk-Management-Policy-v2.pdf	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	Manual on Corporate Governance https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	Manual on Corporate Governance,	

		<p>p. 16 https://mreit.com.ph/governance/manual-on-corporate-governance/</p> <p>Insider Trading Policy https://mreit.com.ph/assets/genericpage/files/frame-2/Insider-Trading-Policy.pdf</p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.			
2. Company discloses the types of decision requiring board of directors' approval.	COMPLIANT	<p>Manual on Corporate Governance, pp. 12-13 https://mreit.com.ph/governance/manual-on-corporate-governance/</p>	
<p>Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	<p>Board Committees https://mreit.com.ph/governance/board-committees/</p> <p>Manual on Corporate Governance, pp. 18-26 https://mreit.com.ph/governance/manual-on-corporate-governance/</p>	

		Definitive Information Statement 2023, p. 30-31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	Board Committees https://mreit.com.ph/governance/board-committees/ Manual on Corporate Governance, pp. 22-24 https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, p. 30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf It is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Board Committees https://mreit.com.ph/governance/board-committees/ Manual on Corporate Governance,	

		<p>p. 22 https://mreit.com.ph/governance/manual-on-corporate-governance/</p> <p>Definitive Information Statement 2023, p. 30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf</p> <p>General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	<p>Definitive Information Statement 2023, p. 27-30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	<p>Definitive Information Statement 2023, pp. 26 and 30-31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf</p> <p>General Information Sheet (2023 – Third Amended)</p>	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Manual on Corporate Governance, p. 24 https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, p. 17 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	COMPLIANT	Definitive Information Statement 2023, p. 17 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	COMPLIANT	Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf The Audit Committee meets at least once every quarter.	

2. Audit Committee approves the appointment and removal of the internal auditor.	COMPLIANT	Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	Manual on Corporate Governance, pp. 18-20 https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, pp. 30-31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf Pursuant to the Manual on Corporate Governance, the Committee undertook the process of identifying the quality of directors aligned with the Company's strategic direction.	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	Board Committees https://mreit.com.ph/governance/board-committees/ Definitive Information Statement 2023, pp. 30-31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	

		General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Definitive Information Statement 2023, p. 30-31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	COMPLIANT	Corporate Governance Committee Charter https://mreit.com.ph/assets/pdf/Corporate-Governance-Committee-Charter-v2.pdf	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	Board Committees https://mreit.com.ph/governance/board-committees/ Manual on Corporate Governance, pp. 20-22 https://mreit.com.ph/governance/manual-on-corporate-governance/	

		Definitive Information Statement 2023, p. 31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	Board Committees https://mreit.com.ph/governance/board-committees/ Definitive Information Statement 2023, p. 31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	COMPLIANT	Definitive Information Statement 2023, p. 31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	

		General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	Definitive Information Statement 2023, p. 27-20 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	COMPLIANT	Board Committees https://mreit.com.ph/governance/board-committees/ Manual on Corporate Governance, pp. 24-26 https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, p. 31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	

		May-2023-with-Q1-2023-sec-form-17-Q.pdf	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	COMPLIANT	Definitive Information Statement 2023, p. 31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	

Recommendation 3.6

1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Board Committees https://mreit.com.ph/governance/board-committees/ Corporate Governance Committee Charter https://mreit.com.ph/assets/pdf/Corporate-Governance-Committee-Charter-v2.pdf Board Risk Oversight Committee Charter https://mreit.com.ph/assets/pdf/Board-Risk-Oversight-Committee-Charter.pdf Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	Related Party Transaction Committee Charter https://mreit.com.ph/assets/pdf/Related-Party-Transactions-Committee-Charter.pdf	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Company Website https://mreit.com.ph/governance/board-committees/	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board,	COMPLIANT	Manual on Corporate Governance, p. 15	

Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.		https://mreit.com.ph/governance/manual-on-corporate-governance/ Amended By-Laws, p. 11 https://mreit.com.ph/assets/genericpage/files/frame-2/MREIT_BL-Amended-2Nov2021.pdf Definitive Information Statement 2023, p. 41 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf Advisement Report on Directors' Attendance in Board Meetings https://edge.pse.com.ph/openDiscViewer.do?edge_no=872605e52275e799abca0fa0c5b4e4d0	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	Manual on Corporate Governance, p. 15 https://mreit.com.ph/governance/manual-on-corporate-governance/	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Manual on Corporate Governance, p. 15 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed	COMPLIANT	Manual on Corporate Governance, p. 9	

companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.		https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, pp. 27-30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	Manual on Corporate Governance, p. 28 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	COMPLIANT	Definitive Information Statement 2023, pp. 27-30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.	COMPLIANT	Advisement Report on Directors' Attendance in Board Meetings (2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=872605e52275e799abca0fa0c5b4e4d0	

4. Company requires as minimum quorum of at least 2/3 for board decisions.			
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	COMPLIANT	Board of Directors https://mreit.com.ph/our-company/board-of-directors-management-team-and-executive-officers/ Manual on Corporate Governance, p. 7 https://mreit.com.ph/governance/manual-on-corporate-governance/ General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	Definitive Information Statement 2023, pp. 27-30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements	COMPLIANT	Amended By-Laws	

that constrain the directors' ability to vote independently.		https://mreit.com.ph/assets/genericpage/files/frame-2/MREIT_BL-Amended-2Nov2021.pdf Manual on Corporate Governance, p. 14-15 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Definitive Information Statement 2023, pp. 26-30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	Manual on Corporate Governance, p. 7 https://mreit.com.ph/governance/manual-on-corporate-governance/	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	COMPLIANT	None of the Company's directors has served as an independent director for more than nine years.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	Board of Directors https://mreit.com.ph/our-company/board-of-directors-management-team-and-executive-	

		officers/ Definitive Information Statement 2023, pp. 26-27 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Manual on Corporate Governance, pp. 26-27 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 5.5			

<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>COMPLIANT</p>	<p>Board of Directors https://mreit.com.ph/our-company/board-of-directors-management-team-and-executive-officers/</p> <p>During the Organizational Meeting of the Board of Directors held last 02 June 2023, the Board elected Mr. Sergio R. Ortiz Luis, Jr. as the Lead Independent Director.</p> <p>PSE Edge, Results of Organizational Meeting of the Board https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3e18b1abbc7e77f9e4dc6f6c9b65995</p>	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>COMPLIANT</p>	<p>Manual on Corporate Governance, p. 15 https://mreit.com.ph/governance/manual-on-corporate-governance/</p> <p>There was no transaction in 2023 that required a director of the Company to abstain from the deliberation thereof.</p>	
Recommendation 5.7			

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	The non-executive directors, including Independent Directors, are part of the Board Committees and have had the required meetings under this provision, but such meetings are held with other executive directors.	
2. The meetings are chaired by the lead independent director.	COMPLIANT	<p>PSE Edge, Results of the Organizational Meeting (02 June 2023)</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3e18b1abbc7e77f9e4dc6f6c9b65995</p> <p>For 2023, the Lead Independent Director is the Chairman of the Audit Committee. Additionally, Independent Directors chair the following Board Committees: Related Party Transaction Committee, Board Risk Oversight Committee, and Corporate Governance Committee.</p>	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.			
<p>Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.</p>			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	COMPLIANT	Manual on Corporate Governance, pp. 12, 19 and 39	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT	https://mreit.com.ph/governance/manual-on-corporate-governance/	

3. The individual members conduct a self-assessment of their performance.	COMPLIANT	Definitive Information Statement 2023, p. 30-31 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	Definitive Information Statement 2023, p. 33 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Manual on Corporate Governance, pp. 13 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	Manual on Corporate Governance, pp. 33-35 https://mreit.com.ph/governance/manual-on-corporate-governance/ Some of the feedback mechanisms already in place by the Company are the following: <ol style="list-style-type: none"> Investor Relations Office where the contact information of the Investor Relations Director is indicated in the company website; 	

		2. Opportunity for stockholders to raise questions and concerns during the Annual Stockholders' Meeting.	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Code of Business Conduct and Ethics https://mreit.com.ph/assets/genericpage/files/frame-2/Code-of-Business-Conduct-and-Ethics.pdf	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT		
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT		
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	Code of Business Conduct and Ethics https://mreit.com.ph/assets/genericpage/files/frame-2/Code-of-Business-Conduct-and-Ethics.pdf Anti-Fraud Policy https://mreit.com.ph/assets/genericpage/files/frame-2/11.-Anti-Fraud-Policy.pdf	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of	COMPLIANT	Code of Business Conduct and Ethics	

compliance with the Code of Business Conduct and Ethics.		https://mreit.com.ph/assets/genericpage/files/frame-2/Code-of-Business-Conduct-and-Ethics.pdf	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	<p>Manual on Corporate Governance, pp. 37-38 https://mreit.com.ph/governance/manual-on-corporate-governance/</p> <p>Company Website</p> <ul style="list-style-type: none"> • https://mreit.com.ph/disclosures/sec-pse-disclosures/ • https://mreit.com.ph/disclosures/financial-reports/ <p>PSE EDGE https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=685</p>	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-	COMPLIANT	<p>The Company's quarterly reports for 2023 were reported within forty-five (45) days from the close of the quarter.</p> <p>Company Website https://mreit.com.ph/disclosures/financial-reports/</p>	

five (45) days from the end of the reporting period.		PSE EDGE https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=685	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	COMPLIANT	SEC Form 17-A (2023), pp. 7-9 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	Manual on Corporate Governance, p. 38 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	COMPLIANT	Company Website https://mreit.com.ph/disclosures/sec-pse-disclosures/ PSE EDGE https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=685	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board	COMPLIANT	Definitive Information Statement 2023, pp. 27-30	

members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.		https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf Company Website https://mreit.com.ph/our-company/board-of-directors-management-team-and-executive-officers/	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Definitive Information Statement 2023, pp. 27-30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf Company Website https://mreit.com.ph/our-company/board-of-directors-management-team-and-executive-officers/	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	Manual on Corporate Governance, pp. 17-18 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	Manual on Corporate Governance, pp. 17-18 https://mreit.com.ph/governance/manual-on-corporate-governance/	

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	<p>Manual on Corporate Governance, pp. 17-18 https://mreit.com.ph/governance/manual-on-corporate-governance/</p> <p>SEC Form 17-A (2023), pp. 15-16 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf</p>	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	<p>Manual on Corporate Governance, pp. 24-26 https://mreit.com.ph/governance/manual-on-corporate-governance/</p> <p>Related Party Transactions Policy https://mreit.com.ph/assets/pdf/MREIT-Related-Party-Transactions-Policy.pdf</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	<p>Definitive Information Statement 2023, pp. 12-15 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf</p> <p>SEC Advisement on Material RPT (May 2024), an example https://mreit.com.ph/assets/genericpage/files/frame-2/12.-CGFD_MREIT-</p>	

		INC. Advisement-Report-on-MRPT 13May2024-2.pdf	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	Manual on Corporate Governance, p. 15 https://mreit.com.ph/governance/manual-on-corporate-governance/ Conflict of Interest Policy https://mreit.com.ph/assets/genericpage/files/frame-2/8.-Conflict-of-Interest.pdf Related Party Transactions Policy https://mreit.com.ph/assets/pdf/MREIT-Related-Party-Transactions-Policy.pdf	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	COMPLIANT	Manual on Corporate Governance, p. 25 https://mreit.com.ph/governance/manual-on-corporate-governance/ Related Party Transactions Policy https://mreit.com.ph/assets/pdf/MREIT-Related-Party-Transactions-Policy.pdf	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely	COMPLIANT	All material facts or events that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other	

affect the viability or the interest of its shareholders and other stakeholders.		<p>stakeholders are disclosed with the Philippine Stock Exchange and posted on the company website.</p> <p>Company Website https://mreit.com.ph/disclosures/sec-pse-disclosures/</p> <p>PSE EDGE https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=685</p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	COMPLIANT	<p>Fairness Opinion and Valuation Reports (Company Website) https://mreit.com.ph/disclosures/financial-reports/</p> <p>Related Party Transactions Policy https://mreit.com.ph/assets/pdf/MREIT-Related-Party-Transactions-Policy.pdf</p> <p>PSE Edge, Comprehensive Corporate Disclosure (May 2024), an example https://edge.pse.com.ph/openDisclosure.do?edge_no=fee4e3ebd1955501abca0fa0c5b4e4d0</p>	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT	The Company is not aware of the existence of persons holding more than five percent (5%) of the Company's common shares under a voting trust or similar agreement.	

		Definitive Information Statement 2023, p. 9 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc. SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Manual on Corporate Governance https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT		
3. Company's MCG is posted on its company website.	COMPLIANT		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	There have been no recent changes in the MCG. Manual on Corporate Governance (Company Website) https://mreit.com.ph/governance/manual-on-corporate-governance/	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		SEC Form 17-A (2023) https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC. SEC+Form+17-A+2023.pdf	
a. Corporate Objectives	COMPLIANT		

b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		
d. Dividend Policy	COMPLIANT		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT		
f. Attendance details of each director in all directors meetings held during the year	COMPLIANT		
g. Total remuneration of each member of the board of directors	COMPLIANT		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	COMPLIANT	SEC Form 17-A (2023), p. 32 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	COMPLIANT	Manual on Corporate Governance, pp. 20-21 https://mreit.com.ph/governance/manual-on-corporate-governance/ See also Annex "B" of this report.	

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	COMPLIANT	Manual on Corporate Governance, pp. 20-21 https://mreit.com.ph/governance/manual-on-corporate-governance/ See also Annex "B" of this report.	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	COMPLIANT	SEC Form 17-A (2023), p. 7-9 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Manual on Corporate Governance, pp. 22-24 https://mreit.com.ph/governance/manual-on-corporate-governance/ Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	Manual on Corporate Governance, pp. 22-24 https://mreit.com.ph/governance/manual-on-corporate-governance/ Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	

		Minutes of the Annual Stockholders Meeting (02 June 2023) https://mreit.com.ph/assets/genericpage/files/frame-2/09-MREIT-ASM-2023-Minutes-vF-v2.pdf 100% of the voting shares represented in the Annual Stockholders' Meeting have voted in favor of the engagement of Punongbayan & Araullo as external auditors for the fiscal year 2023.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	Manual on Corporate Governance, pp. 22-24 https://mreit.com.ph/governance/manual-on-corporate-governance/ Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	Manual on Corporate Governance, pp. 31 https://mreit.com.ph/governance/manual-on-corporate-governance/ Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
Recommendation 9.2			

1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	COMPLIANT	Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	COMPLIANT	Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Audit Committee Charter https://mreit.com.ph/assets/pdf/Audit-Committee-Charter.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external	COMPLIANT	Manual on Corporate Governance, p. 31	

auditor in the Annual Report to deal with the potential conflict of interest.		https://mreit.com.ph/governance/manual-on-corporate-governance/ SEC Form 17-A (2023), p. 32 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Manual on Corporate Governance, pp. 24 and 31 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	SEC Form 17-A (2023), p. 32 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	1. Name of the audit engagement partner: John Endel S. Mata 2. Accreditation number: Partner - No. 121347-SEC Firm - No. 0002 3. Expiry date of accreditation: Partner - December 31, 2024 Firm - December 31, 2024 4. Name, address, contact number of the audit firm: Punongbayan and Araullo	

		20th Floor, Tower 1, The Enterprise Center, 6766 Ayala Avenue, Makati City 8988-2288	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	COMPLIANT	<p>MREIT Inc.'s external auditors, Punongbayan & Araullo (P&A Grant Thornton), is covered by the SEC Oversight Assurance Review (SOAR) Inspection Program, in compliance with SEC Memorandum Circular No. 9, Series of 2017 and as revised by SEC Memorandum Circular No. 12, Series of 2021.</p> <p>P&A Grant Thornton was subjected to SEC Assurance Review (SOAR) in September 2022.</p>	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	<p>Manual on Corporate Governance, pp. 37-38</p> <p>https://mreit.com.ph/governance/manual-on-corporate-governance/</p>	

2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	SEC Form 17-A (2023), pp. 156-182 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	The communication channels used by the company are the following: 1. PSE disclosures - https://edge.pse.com.ph/companyInformation/form.do?cmpy_id=127 2. Company website - https://mreit.com.ph/ 3. Analysts' and Investors' briefings 4. Press Releases 5. Office of the Investor Relations 6. Annual Stockholders' Meetings	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Company Website: Disclosures https://mreit.com.ph/disclosures/sec-pse-disclosures/	
a. Financial statements/reports (latest quarterly)	COMPLIANT		
b. Materials provided in briefings to analysts and media	COMPLIANT		

c. Downloadable annual report	COMPLIANT		
d. Notice of ASM and/or SSM	COMPLIANT		
e. Minutes of ASM and/or SSM	COMPLIANT		
f. Company's Articles of Incorporation and By-Laws	COMPLIANT		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	COMPLIANT	Company Website https://mreit.com.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	Manual on Corporate Governance, pp. 13-14, 16, and 23 https://mreit.com.ph/governance/manual-on-corporate-governance/ The Audit Committee ensures that all financial reports comply with internal financial and management standards, performs oversight financial management functions, pre-approves all audit plans, scope and frequency and performs direct interface functions with internal and external auditors. It performs oversight responsibilities for the following:	

		(a) Financial Reporting; (b) Risk Management; (c) Internal Control; (d) Internal Audit; (e) External Audit.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	Enterprise Risk Management Policy https://mreit.com.ph/governance/enterprise-risk-management/ The risk management system will be reviewed annually.	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	COMPLIANT	Manual on Corporate Governance, pp. 6, 13, 16, 22-23 and 32 https://mreit.com.ph/governance/manual-on-corporate-governance/ The review on the effectiveness of the internal control system shall be done annually.	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.			
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add	COMPLIANT	Manual on Corporate Governance, pp. 32-33 https://mreit.com.ph/governance/manual-on-corporate-governance/	

value and improve the company's operations.		The internal audit function is performed in-house.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	PSE Edge, Results of the Organizational Meeting of the Board (02 June 2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3e18b1abbc7e77f9e4dc6f6c9b65995 General Information Sheet (2023 – Third Amended) https://edge.pse.com.ph/openDiscViewer.do?edge_no=1c6be174e63fca03abca0fa0c5b4e4d0	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT	Internal Audit Charter https://mreit.com.ph/assets/pdf/Internal-Audit-Charter.pdf	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	The Company's internal audit function is performed in-house.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Enterprise Risk Management Policy https://mreit.com.ph/governance/enterprise-risk-management/	
Supplement to Recommendation 12.4			

1. Company seeks external technical support in risk management when such competence is not available internally.	COMPLIANT	Enterprise Risk Management Policy https://mreit.com.ph/governance/enterprise-risk-management/	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	PSE Edge, Results of the Organizational Meeting of the Board (02 June 2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3e18b1abbc7e77f9e4dc6f6c9b65995	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	PSE Edge, Results of the Organizational Meeting of the Board (02 June 2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3e18b1abbc7e77f9e4dc6f6c9b65995	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	COMPLIANT	Attached as Annex "B" is the attestation signed by the CEO.	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Manual on Corporate Governance, pp. 33-36 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Manual on Corporate Governance, pp. 33-36 (Company Website)	

		https://mreit.com.ph/governance/manual-on-corporate-governance/	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	Definitive Information Statement 2023, pp. 6-7 and 19 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	COMPLIANT	Manual on Corporate Governance, pp. 33-37 https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, pp. 6-7 and 20 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
3. Board has an effective, secure, and efficient voting system.	COMPLIANT	Definitive Information Statement 2023, pp. 18-19 and 42-44 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to	COMPLIANT	Manual on Corporate Governance, pp. 33-37 https://mreit.com.ph/governance/manual-on-corporate-governance/	

protect minority shareholders against actions of controlling shareholders.		While there is a risk that the controlling shareholders' voting power may be restrictive or authorize preferences, the Board is committed to respect the rights of the shareholders as provided for in the Corporation Code. These include the right to vote on all matters that require their consent or approval, such that a director shall not be removed without cause if it will deny minority shareholders representation in the Board.	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	COMPLIANT	Manual on Corporate Governance, pp. 35-36 https://mreit.com.ph/governance/manual-on-corporate-governance/	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	COMPLIANT	Manual on Corporate Governance, pp. 33-37 https://mreit.com.ph/governance/manual-on-corporate-governance/	
7. Company has a transparent and specific dividend policy.	COMPLIANT	Manual on Corporate Governance, p. 35 https://mreit.com.ph/governance/manual-on-corporate-governance/ Definitive Information Statement 2023, p. 25 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-	

		May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	COMPLIANT	BDO Unibank, Inc. – Trust & Investments Group, the Company's Stock Transfer Agent.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	<p>The Notice and Agenda of the Annual Stockholders' Meeting for 2023 were issued to stockholders and published for two consecutive days in newspaper of general circulation, print and online, on April 11 and 12, 2023, or at least 34 days prior to the scheduled meeting. A link to the Definitive Information Statement for 2023 is as follows, and the Notice is in page 3 thereof:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=1235517425f62e6e9e4dc6f6c9b65995</p> <p>A copy of the Notice can also be found in the Company's Website:</p> <p>https://mreit.com.ph/assets/genericpage/files/frame-2/MREIT-Notice-of-ASM-2023.pdf</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	COMPLIANT	Definitive Information Statement 2023, pp. 26-30 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
b. Auditors seeking appointment/re-appointment	COMPLIANT	Definitive Information Statement 2023, p. 3 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
c. Proxy documents	COMPLIANT	Definitive Information Statement 2023, p. 5 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	Definitive Information Statement 2023, pp. 3-4 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent	COMPLIANT	For 2023, the results of the Annual Stockholders' Meeting were made	

Annual or Special Shareholders' Meeting publicly available the next working day.		publicly available within the working day. PSE EDGE, Results of the Annual Stockholders Meeting (02 June 2023) https://edge.pse.com.ph/openDiscViewer.do?edge_no=35668380efecdd2e9e4dc6f6c9b65995	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	COMPLIANT	Minutes of the Annual Stockholders' Meeting for 2023 https://mreit.com.ph/assets/genericpage/files/frame-2/09-MREIT-ASM-2023-Minutes-vF-v2.pdf	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	For 2023, the external auditor joined the Annual Stockholders' Meeting, and was otherwise consulted in respect of questions from shareholders that might concern the external auditor. Minutes of the Annual Stockholders' Meeting for 2023 https://mreit.com.ph/assets/genericpage/files/frame-2/09-MREIT-ASM-2023-Minutes-vF-v2.pdf	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate	COMPLIANT	Manual on Corporate Governance, pp. 14, and 36-37 https://mreit.com.ph/governance/manual-on-corporate-governance/	

disputes in an amicable and effective manner.			
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Manual on Corporate Governance, pp. 14, and 36-37 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	Investor Relations Officer (as of date of this report) 1. Name: Andy Dela Cruz, Jr. 2. Telephone number: (632)8946331 3. Fax number: N/A 4. E-mail address: iro@mreit.com.ph	
2. IRO is present at every shareholder's meeting.	COMPLIANT	For 2023, the IRO joined the Annual Stockholders' Meeting. Minutes of the Annual Stockholders' Meeting for 2023 https://mreit.com.ph/assets/genericpage/files/frame-2/09-MREIT-ASM-2023-Minutes-vF-v2.pdf	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	As indicated in the Manual of Corporate Governance, the presence of Independent Directors and the combination of executive and non-executive	

		<p>Directors is one measure that the Company adopted in order that no director, small group of directors, and controlling shareholder group can dominate the decision-making process.</p> <p>The Manual on Corporate Governance also recognizes that shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:</p> <ol style="list-style-type: none"> a. In case any amendment to the Articles of Incorporation 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 other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and; 	
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		c. In case of merger or consolidation.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	COMPLIANT	The Company's public float as of December 31, 2023 is 42.98%.	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	COMPLIANT	Manual on Corporate Governance, pp. 42-44 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	COMPLIANT	Definitive Information Statement 2023, pp. 6, 18-19 and 42-44 https://mreit.com.ph/assets/Uploads/MSRD_MREIT-Inc._SEC-Form-20-IS-Definitive-Information-Statement_10-May-2023-with-Q1-2023-sec-form-17-Q.pdf Company's Website (2024 ASM), an example https://mreit.com.ph/asm2024/	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Manual on Corporate Governance, pp. 12-13, 16, and 30 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 14.2			

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Manual on Corporate Governance, pp. 37-39 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	Stakeholders can voice their concerns and/or complaints for possible violation of their rights to the following: Andy Dela Cruz, Jr. Investor Relations Officer +632-8946331 iro@mreit.com.ph Whistleblowing Policy https://mreit.com.ph/assets/genericpage/files/frame-2/Policy-on-Whistleblowing.pdf	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	Manual on Corporate Governance, p. 37 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being	COMPLIANT	The Company has not sought any exemption for the application of any law, rule or regulation especially when it refers to a corporate governance issue.	

taken to finally comply with the applicable law, rule or regulation.			
2. Company respects intellectual property rights.	COMPLIANT	SEC Form 17-A (2023), p.8 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare			
2. Company discloses its policies and practices that address supplier/contractor selection procedures			
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	Manual on Corporate Governance, pp. 38-39 https://mreit.com.ph/governance/manual-on-corporate-governance/	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	COMPLIANT	Manual on Corporate Governance, pp. 38-39 https://mreit.com.ph/governance/manual-on-corporate-governance/	
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	Manual on Corporate Governance, pp. 38-39 https://mreit.com.ph/governance/manual-on-corporate-governance/	


		<p>Policy on Health, Safety and Welfare of Employees https://mreit.com.ph/assets/genericpage/files/frame-2/16.-Policy-on-Health-Safety-and-Welfare-of-Employees.pdf</p> <p>The Company is committed to maintain a safety and security program for its officers and employees, which is periodically updated and revised.</p> <p>The Company provides free health care coverage to its manpower, and periodically upgrades its security procedures and facilities to ensure safety in the workplace.</p>	
3. Company has policies and practices on training and development of its employees.	COMPLIANT	<p>Manual on Corporate Governance, pp. 38-39 https://mreit.com.ph/governance/manual-on-corporate-governance/</p> <p>Policy on Health, Safety and Welfare of Employees https://mreit.com.ph/assets/genericpage/files/frame-2/16.-Policy-on-Health-Safety-and-Welfare-of-Employees.pdf</p> <p>Megaworld Corporation handles and manages the training and development of the Company's employees through Megaworld's</p>	

		Learning Academy which oversees the whole learning and development of the employees. The Company has a performance system in place to provide an opportunity for getting feedback on how the employee is contributing to the overall goal of the Company.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	Manual on Corporate Governance, pp. 38-39 https://mreit.com.ph/governance/manual-on-corporate-governance/ Anti-Fraud Policy https://mreit.com.ph/assets/genericpage/files/frame-2/11.-Anti-Fraud-Policy.pdf Code of Business Conduct and Ethics https://mreit.com.ph/assets/genericpage/files/frame-2/Code-of-Business-Conduct-and-Ethics.pdf	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	Manual on Corporate Governance, pp. 38-39 https://mreit.com.ph/governance/manual-on-corporate-governance/ Anti-Fraud Policy https://mreit.com.ph/assets/genericpage/files/frame-2/11.-Anti-Fraud-Policy.pdf Code of Business Conduct and Ethics	

		https://mreit.com.ph/assets/genericpage/files/frame-2/Code-of-Business-Conduct-and-Ethics.pdf	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	COMPLIANT	Anti-Fraud Policy https://mreit.com.ph/assets/genericpage/files/frame-2/11.-Anti-Fraud-Policy.pdf Code of Business Conduct and Ethics https://mreit.com.ph/assets/genericpage/files/frame-2/Code-of-Business-Conduct-and-Ethics.pdf	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	Whistleblowing Policy https://mreit.com.ph/assets/genericpage/files/frame-2/Policy-on-Whistleblowing.pdf	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	Whistleblowing Policy https://mreit.com.ph/assets/genericpage/files/frame-2/Policy-on-Whistleblowing.pdf	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Whistleblowing Policy https://mreit.com.ph/assets/genericpage/files/frame-2/Policy-on-Whistleblowing.pdf	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			

Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	SEC Form 17-A (2023), pp. 7, 100-127 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	COMPLIANT	SEC Form 17-A (2023), pp. 7, 100-127 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf	
2. Company exerts effort to interact positively with the communities in which it operates	COMPLIANT	SEC Form 17-A (2023), pp. 7, 100-127 https://mreit.com.ph/assets/genericpage/files/frame-2/MSRD_MREIT+INC._SEC+Form+17-A+2023.pdf Corporate Social Responsibility Programs of the Alliance Global Group https://www.allianceglobalinc.com/corporate-social-responsibility	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of MAKATI on 28 MAY 2024.


FRANCISCO C. CANUTO
Chairman of the Board


KEVIN ANDREW L. TAN
President and Chief Executive Officer

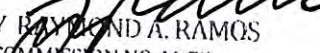

MARIA CARLA T. UYKIM
Corporate Secretary


KRIZELLE MARIE F. POBLACION
Compliance Officer

SUBSCRIBED AND SWORN to before me this 28 MAY 2024 day of _____ 2024,
affiants exhibiting to me their Tax Identification Nos., as follows:

Name	Tax Identification No.
Francisco C. Canuto	102-956-483
Kevin Andrew L. Tan	224-803-734
Maria Carla T. Uykim	159-353-280
Krizelle Marie F. Poblacion	403-655-190

Doc No. 85;
Page No. 18;
Book No. 326
Series 2024.


ATTY. **RAYMOND A. RAMOS**
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04 26 2013
IBP NO. 374750/12 26 2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCLE Compliance No. VII-0020180/04 14 2025

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of MAKATI on 28 MAY 2024 2024.


JESUS B. VARELA
Independent Director



SERGIO R. ORTIZ-LUIS, JR.
Lead Independent Director


ANTONIO E. LLANTADA, JR.
Independent Director

SUBSCRIBED AND SWORN to before me this 28 MAY 2024 day of _____ 2024,
affiants exhibiting to me their Tax Identification Nos., as follows:

Name	Tax Identification No.
Jesus B. Varela	147-974-175
Sergio R. Ortiz-Luis, Jr.	107-846-762
Antonio E. Llantada, Jr.	110-069-703

Doc No. 84;
Page No. 18;
Book No. 326
Series 2024.


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-77
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31 2024
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 374750/12-26-2023/Pasig City
PTR NO. MKT 10074525/01-02-2024/Makati City
MCLE Compliance No. VII-0020180/04-14-2025



A MEGAWORLD COMPANY

18th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue
 Uptown Bonifacio, Taguig City, Philippines, 1634
 Tel. No. 88946400 • www.mreit.com.ph

TRANSMITTAL SHEET


To	: KLT
Company	: MREIT
Address	: 30/F AGT
From	: Office of the Corporate Secretary
Date	: February 17, 2023
Subject	: Approval of AFS of MREIT, Inc.

We hereby transmit the following:

<u>Document</u>	<u>Quantity</u>	<u>Remarks</u>
1. Audited Financial Statement as of 31 December 2022	1	
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		

Other	: Materials for February 24, 2023 BOD Meeting
Instructions	
Transmittal	:
Prepared by	

Received :
by



 (Signature over Printed Name and Date)



**Internal Control and Compliance System Attestation
For the Year Ended 31 December 2023**

MREIT, Inc.'s corporate governance system includes a combination of internal and external mechanisms, such as the structure of the board of directors and our committees, the oversight it exercises over management, and the formulation of sound policies and controls.

The Board of Directors is responsible for the governance of the Corporation. Corollary to setting the policies for the accomplishment of corporate objectives, it provides an independent check on Management. The Board ensures the Corporation's faithful compliance with all applicable laws, regulations, and best business practices. It likewise ensures the Corporation's proper and efficient implementation and monitoring of compliance with internal policies.

The Audit Committee assists the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, internal and external audit processes, and monitoring of compliance with applicable laws, rules, and regulations.

Through the Internal Audit team, the Audit Committee monitors and evaluates the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets. Well-designated internal control procedures and processes that will provide a system of checks and balances are in place in order to (a) safeguard the Corporation's resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the Corporation's financial data, and (d) ensure compliance with applicable laws and regulations.

Management is responsible for formulating, under the supervision of the Audit Committee, the rules and procedures on financial reporting and internal control in accordance with the prescribed guidelines.

Based on the above assurance provided by the internal auditors, as well as external auditors as a result of their reviews, we attest that MREIT, Inc.'s system of internal controls, risk management, compliance and governance processes are adequate.

A handwritten signature in black ink, appearing to read 'Kevin Andrew L. Tan', written over a horizontal line.

Kevin Andrew L. Tan
President and Chief Executive Officer