

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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VINCE ZYRENCE T. BARLONGAY

Contact Person

(632) 8894-6300/6400

Company Telephone Number

Month

Day

Fiscal Year

Month Day

Month

Day

Annual Meeting

[illegible]

Form Type	Form Number	Form Description
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Form 100	200	Form 200

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Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

□ □ □ □ □

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel Concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document I.D.

Cashier

STAMPS

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Remarks = Pls. use black ink for scanning purpose

**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. **17 October 2025**
Date of Report
2. SEC Identification Number: **CS202052294** 3. BIR Tax Identification No: **502-228-971-000**
4. **MREIT, INC.**
Exact name of Issuer as specified in its charter
5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **18th Floor, Alliance Global Tower, 36th Street corner 11th Avenue
Uptown Bonifacio, Taguig City 1634**
Address of principal office
8. **(632) 8894-6300/6400**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Stock Outstanding</u>
Common	3,721,983,381 ¹
Preferred	0
Total	3,721,983,381¹

10. **Item 9**

As part of a Memorandum of Understanding (the "Agreement") entered into between MREIT and its sponsor, Megaworld Corporation ("Megaworld"), on even date, the Corporation shall submit to the Securities and Exchange Commission on 20 October 2025 its application for the increase of authorized capital stock from Five Billion Pesos (Php5,000,000,000.00) in lawful money of the Philippines, divided into FIVE BILLION (5,000,000,000) common voting shares with par value of ONE PESO (Php1.00) per share to Eight Billion Pesos (Php8,000,000,000.00) in lawful money of the Philippines, divided into EIGHT BILLION (8,000,000,000) common voting shares with par value of ONE PESO (Php1.00) per share.

Pursuant to the Agreement, the Parties agree to pursue a share swap arrangement over certain income-generating real estate of Megaworld that meet the investment criteria of MREIT (the "Target Growth Assets"). MREIT intends to acquire the Target Growth Assets to secure income growth and provide a competitive investment return to its shareholders. In exchange for the Target Growth Assets and/or cash, Megaworld shall subscribe to primary common shares of MREIT at an average adjusted price per share equivalent to not less than Php14.39/share. The share price carries a premium to Volume Weighted Average Price (VWAP) of MREIT Shares for the period of thirty (30) Trading Days prior to the transaction. Other details will be disclosed as when agreed to by the Parties and upon final determination of the valuation of the properties, the Swap Price, and compliance with the requirements of the Securities and Exchange Commission and the Philippine Stock Exchange.

¹ As of 19 November 2024, MREIT, Inc. has a total of 3,721,983,381 common shares issued and outstanding. 2,795,821,381 common shares are listed in the Philippines Stock Exchange (the "Exchange"), while the 926,162,000 common shares issued on 19 November 2024 are pending listing with the Exchange.

Out of the increase of Three Billion Pesos (Php3,000,000,000), and as and by way of compliance with statutory requirements, Megaworld initially subscribed to twenty five percent (25%) equivalent to the amount of Seven Hundred Fifty Million Pesos (Php750,000,000.00) divided into Seven Hundred Fifty Million common shares at par value of One Peso (Php1.00) per share, and paid, in cash, the amount of One Hundred Eighty-Seven Million Five Hundred Thousand Pesos (Php187,500,000.00), representing the statutory payment of twenty five percent (25%) of the twenty five percent (25%) subscription.

SIGNATURE

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.

MREIT, INC.
Issuer

By:


VINCEZYRENCE T. BARLONGAY
Compliance Officer
17 October 2025