

**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. **14 May 2026**
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, 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 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	4,718,849,053 ¹
Preferred	0
Total	4,718,849,053

10. **Item 9**

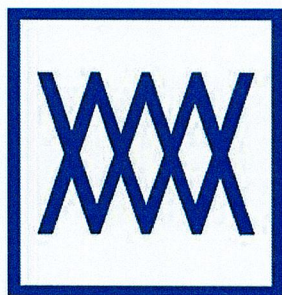
Pursuant to the Rule 4, Section 5.1 (e) of the Implementing Rules and Regulations of Republic Act No. 9856 (REIT Act), we are submitting the Reinvestment Plan of Megaworld Corporation for the proceeds of its sale of Ninety-One Million One Hundred Sixty-Four Thousand Four Hundred (91,164,400) shares in MREIT, Inc.

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: 
MABEL R. TACORDA
*Chief Financial Officer, Compliance Officer,
and Data Privacy Officer*
14 May 2026

¹ MREIT, Inc. has a total of 4,718,849,053 common shares issued and outstanding. 3,721,983,381 common shares are listed in the Philippines Stock Exchange (the "Exchange") and the 996,865,672 common shares issued on 25 March 2026 are pending listing with the Exchange.



MEGAWORLD

M·REIT
A MEGAWORLD COMPANY |

REINVESTMENT PLAN

In connection with the Block Sale by Megaworld Corporation
of 91,164,400 common shares of MREIT, Inc.
Average Sale Price: Php13.90 per share

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A. EXECUTIVE SUMMARY

This Reinvestment Plan sets out the planned use of the net proceeds received by Megaworld Corporation (referred to herein as “**Megaworld**” or the “**Company**”) from the sale of 91,164,400 common shares of MREIT, Inc. for an average sale price of Php13.90 (the “**Sale**”), with net proceeds of Php1,264,386,835.01.

MREIT, Inc. (“**MREIT**”) has an authorized capital stock of Php8.0 billion, divided into 8.0 billion common shares with a par value of Php1.00 per share (each, a “**Share**”). As of the date of this Reinvestment Plan, MREIT has 4,718,849,053 Shares issued and outstanding. 3,721,983,381 shares are listed with the Philippine Stock Exchange (“**PSE**”). Out of the total issued and outstanding Shares, 38.86% are held by the public. MREIT has no preferred shares and no Shares held in treasury. MREIT market capitalization as of date of this Reinvestment Plan stands at Php 67.7 billion.

Pursuant to Securities and Exchange Commission Memorandum Circular No. 1, Series of 2020, Securities and Exchange Commission Memorandum Circular No. 1, Series of 2026, and Bureau of Internal Revenue Regulations No. 3-2020, any Sponsor/Promoter of a REIT who realizes proceeds from the sale of REIT shares or other securities issued in exchange for income-generating Real Estate transferred to the REIT shall submit to the SEC, the PSE, and the BIR a sworn reinvestment plan undertaking to reinvest all such proceeds in any real estate, including any redevelopment thereof, and/or infrastructure projects, in the Philippines within two (2) years from the date of receipt of proceeds or money by the Sponsor/Promoter.

Following current regulations, Megaworld intends to invest its net proceeds from the Sale estimated at Php1,264,386,835.01 in townships located in Cebu, Palawan, Bacolod, and Pasig for the development of malls, offices, and other developments within each township, as well as for the repayment of loans associated with its projects in Iloilo, Cavite, Taguig and Pasay. All disbursements for such projects are intended to be distributed within the quarter of receipt of the money raised from the Sale. Megaworld does not intend to reinvest the net proceeds from the Sale in any infrastructure project other than the Megaworld townships aforementioned.

B. ABOUT THE SPONSOR

1. Overview

The Company is one of the leading property developers in the Philippines and is primarily engaged in the development of large scale mixed-use planned communities, or community townships, that comprise residential, commercial and office developments and integrate leisure, entertainment, and educational/training components. Founded in 1989, the Company initially established a reputation for building high quality residential condominiums and commercial properties located in convenient urban locations with easy access to offices as well as leisure and entertainment amenities in Metro Manila. Beginning in 1996, in response to demand for the lifestyle convenience of having quality residences in close proximity to office and leisure facilities, the Company began to focus on the development of mixed-use communities, primarily for the middle-income market, by commencing the development of its Eastwood City project. In addition, the Company engages in other property related activities such as project design, construction oversight and property management.

The Company's real estate portfolio includes residential condominium units, subdivision lots and townhouses as well as office projects and retail space. The Company has the following three primary business segments: (i) real estate sales of residential developments (ii) leasing of office space, primarily to Business Process Outsourcing ("BPO") enterprises, and retail space and (iii) management of hotel operations.

As of date of this Reinvestment Plan, the Company owns or has development rights over 5,600 hectares of land located throughout the Philippines.

The Company's common shares were listed in the PSE in 1994 (under listing code "MEG") and as of date of this Reinvestment Plan has a market capitalization of Php 68.7 billion.

2. Board of Directors and Senior Management

There are seven (7) members of the Company's Board of Directors, three (3) of whom are independent directors. An independent director is a person who, apart from his or her fees and shareholdings, is independent of management and free from any business or other relations which could, or could reasonably be perceived to, materially interfere with his or her exercise of independent judgment in carrying out his responsibilities as director [SRC Rule 38]. All of the directors were elected during the Annual Meeting of Stockholders held on 20 June 2025. The directors will hold office until their successors have been duly elected and qualified.

Information concerning the background of the directors and executive officers of the Company indicating their principal occupation or employment and their business experience for the past five (5) years is provided in the Company's Annual Report, a copy of which is accessible from the Company's website: www.megaworldcorp.com.

The table sets forth each member of the Company's Board as of date of this Reinvestment Plan:

Name	Citizenship	Position
Andrew L. Tan	Filipino	Director, Chairman
Lourdes T. Gutierrez-Alfonso	Filipino	Director, President and CEO
Kevin Andrew L. Tan	Filipino	Director, Executive Director
Enrique Santos L. Sy	Filipino	Director
Cresencio P. Aquino	Filipino	Lead Independent Director
Alejo L. Villanueva, Jr.	Filipino	Independent Director

#	PROJECT NAME	DESCRIPTION	TOWNSHIP / LOCATION	INVESTMENT TYPE	PRODUCT	STATUS	PERCENTAGE COMPLETION	COMPLETION DATE	Q2 2026	DISBURSING ENTITY
1	The Mactan Newtown	Malls, Offices, Land Development and other developments	Cebu	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	On-going	79%	2029	130.00m	Megaworld Oceanatown Properties, Inc.
2	Paragua Coastown	Malls, Offices, Land Development and other developments	Palawan	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	On-going	55%	2030	140.00m	Megaworld San Vicente Coast, Inc.
3	Bacolod Projects	Malls, Offices, Land Development and other developments	Bacolod	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	On-going	80%	2029	130.00m	Megaworld Bacolod Properties, Inc.
4	ArcoVia Projects	Malls, Offices, Land Development and other developments	Pasig	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	On-going	76%	2029	191.89m	ArcoVia Properties, Inc.
5	Iloilo and Cavite Projects	Malls, Offices, Land Development and other developments	Iloilo and Cavite	Loan Repayment	Malls, Offices, Land Development and other developments	On-going	68%	2028	312.50m	Megaworld Corporation
6	Taguig and Pasay Projects	Malls, Offices, Land Development and other developments	Taguig and Pasay	Loan Repayment	Malls, Offices, Land Development and other developments	On-going	35%	2031	360.00m	Megaworld Corporation

Total 1,264.39m

Cumulative

Megaworld shall endeavor to cause the completion of the construction of the projects enumerated in the table above within the projected time frame. However, the time of completion and, accordingly, the timing of disbursements, are subject to unforeseen external conditions that may cause delays in construction timetables (e.g., fire, earthquake, pandemic, and other natural elements, war, civil disturbance) or due to any other cause beyond the control of Megaworld, and/or its subsidiaries.

E. MONITORING AND REVIEW

Megaworld shall monitor the actual disbursements of projects proposed in this Reinvestment Plan on a quarterly basis. For this purpose, Megaworld shall prepare a quarterly progress report of actual disbursements on the projects covered by this Reinvestment Plan.

In the event of changes in the actual disbursements of projects proposed in this Reinvestment Plan, Megaworld shall carefully evaluate the situation and may reallocate the proceeds for future investments or other uses, and/or hold such funds in investments, whichever is the best interest of the Company and its shareholders. Megaworld's cost estimates may also change as these plans are developed further, and actual costs may be different from budgeted costs. For these reasons, timing and actual use of the net proceeds may vary and the Company may find it necessary or advisable to alter their plans.

In such an event, Megaworld undertakes that any deviation from the planned reinvestment (as disclosed in this Reinvestment Plan) will be promptly disclosed to the Exchange and to the Commission via SEC Form 17-C (and submit a Revised Reinvestment Plan as necessary).

F. REPORTING

Megaworld shall comply with the reportorial and disclosure requirements prescribed by the SEC, PSE, BIR, or the appropriate regulatory government agency/ies.


Megaworld shall submit to the PSE the required quarterly progress report and a final report on the implementation of the Reinvestment Plan, duly certified by its Chief Financial Officer, Treasurer, and External Auditor. The quarterly progress report and the final report shall be submitted to the PSE in accordance with the REIT Law, its implementing regulations, and relevant PSE rules.

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

CERTIFICATION

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

MEGAWORLD CORPORATION
Sponsor

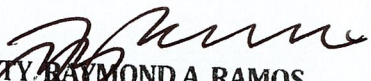

LOURDES T. GUTIERREZ-ALFONSO
President and Chief Executive Officer

14 MAY 2026

SUBSCRIBED AND SWORN to before me this _____ at MAKATI CITY, with the affiant exhibiting to me her identification document as follows:

Name	Competent Evidence of Identity	Date and Place Issued
MEGAWORLD CORPORATION Represented by:	TIN: 000-477-103	
LOURDES T. GUTIERREZ-ALFONSO		

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ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-229
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2026
2364 ANGONC STREET
BARANGAY POBLACION 1216, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 536461/01-05-2026/Pasig City
PTR NO. MKT 10764120/01-05-2026/Makati City
MCLE Compliance No. VIII-0012898/04-14-2023