

**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. Date of Report (Date of earliest event reported)

Mar 19, 2026

2. SEC Identification Number

CS202052294

3. BIR Tax Identification No.

502-228-971-000

4. Exact name of issuer as specified in its charter

MREIT, Inc.

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

18th Floor, Alliance Global Tower, 36th Street corner 11th Avenue, Uptown Bonifacio,  
Taguig City, Philippines  
Postal Code  
1634

8. Issuer's telephone number, including area code

(632) 8894-6300/6400

9. Former name or former address, if changed since last report

N/A

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	3,721,983,381

11. Indicate the item numbers reported herein

Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



**MREIT, Inc.**  
**MREIT**

**PSE Disclosure Form REIT-4 - Acquisition or Disposition of Assets**  
**References: Rule 5 of the IRR of the REIT Act of 2009 and**  
**Section 6 of the Amended PSE Listing Rules for REITS**

**Subject of the Disclosure**

Board approval of Megaworld Corporation's amended subscription to 996,865,672 common shares for a total subscription price of Php16,217,100,000.00, broken down as follows: (a) Php16,029,600,000.00 by way of a tax-free property-for-share swap transaction over 9 Grade A buildings located in PEZA-registered zones, the confirmation of valuation of which was issued by the Securities and Exchange Commission (SEC) on 18 March 2026; and, (b) Php187,500,000.00 cash payment.

**Background/Description of the Disclosure**

At the meeting of the Board of Directors of MREIT, Inc. ("MREIT") held on December 17, 2025, the Board of Directors approved the proposed amended subscription by Megaworld Corporation ("Megaworld") to Nine Hundred Ninety-Six Million Eight Hundred Sixty-Five Thousand Six Hundred Seventy-Two (996,865,672) common shares in MREIT for a total subscription price of Philippine Pesos: Sixteen Billion Two Hundred Seventeen Million One Hundred Thousand (Php16,217,100,000.00) broken down into: (i) Paid-Up Capital (at par) of Nine Hundred Ninety-Six Million Eight Hundred Sixty-Five Thousand Six Hundred Seventy-Two Pesos (Php996,865,672.00); and, (ii) Additional Paid In Capital (APIC) of Philippine Pesos: Fifteen Billion Two Hundred Twenty Million Two Hundred Thirty-Four Thousand Three Hundred Twenty-Eight (Php15,220,234,328.00). The amended subscription price translates to an effective price per share of Sixteen and 27/100 Pesos (Php16.27), representing a fifteen percent (15%) premium over the Volume-Weighted Average Price (VWAP) of Fourteen and 15/100 Pesos (Php14.15) per share over a period of thirty (30) trading days. The amended subscription price shall be payable as follows: (a) The amount of One Hundred Eighty Seven Million Five Hundred Thousand Pesos (Php187,500,000.00) shall be paid in cash, full receipt of which is acknowledged by MREIT; and, (b) the balance of the Total Subscription Price amounting to Sixteen Billion Twenty Nine Million Six Hundred Thousand Pesos (Php16,029,600,000.00) shall be paid by way of a tax-free exchange of nine (9) grade A asset buildings located in PEZA-registered zone namely: Science Hub Tower 1, Science Hub Tower 3, Science Hub Tower 4, One Campus Place Bldg. A, One Campus Place Bldg. B, 8 Campus Place A (Wells Fargo), 8 Campus Place B (Wells Fargo), 8 Campus Place C (Wells Fargo), and SEAC (Wells Fargo), all located in McKinley Hill, Barangay Pinagsama, Taguig City (the "Properties").

The proposed Transaction shall result in the Corporation's increase in total office GLA to 646,891 square meters and an increase in the distributable income of its shareholders.

On March 18, 2026, the SEC issued its confirmation of valuation for the property-for-share swap transaction between the Corporation and Megaworld. Accordingly, the Properties will be transferred to MREIT, and MREIT will submit to the SEC proof of such transfer. Correspondingly, 996,865,672 common shares for a total subscription price of Php16,217,100,000.00 shall be issued in the name of Megaworld. MREIT shall also apply for the listing of the shares with the Philippine Stock Exchange upon the issuance of the shares.

Pursuant to the Deed of Exchange of Property for Shares for this transaction, MREIT shall start recognizing the income from the Properties from the start of the first quarter of 2026.

This report is being amended to update that the SEC has confirmed the valuation of the Properties to be transferred by Megaworld to the Corporation under the property-for-share swap and to indicate the resulting public float upon the issuance of the shares to Megaworld.

<b>Date of Approval by Board of Directors</b>	Dec 17, 2025
---	--------------

**Details of the Acquisition or Disposition**

<b>Date</b>	Dec 17, 2025
-------------	--------------

**Description of the Assets Involved**

The assets are prime office properties located in PEZA-registered zone with a combined Gross Leasable Area ("GLA") of 165,477.30 square meters.

**Details of the Assets**

Type (land, building, etc.)	Location	Size	Rights Acquired (Ownership/ Leasehold etc.)
Building	Science Hub Tower 1, McKinley Hill, Barangay Pinagsama, Taguig City	21,565.38	100% ownership
Building	Science Hub Tower 3, McKinley Hill, Barangay Pinagsama, Taguig City	20,516.88	100% ownership
Building	Science Hub Tower 4, McKinley Hill, Barangay Pinagsama, Taguig City	20,690.76	100% ownership
Building	8 Campus Place A (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	9,862.00	100% ownership
Building	8 Campus Place B (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	9,332.00	100% ownership

Building	8 Campus Place C (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	9,991.00	100% ownership
Building	One Campus Place Bldg A, McKinley Hill, Barangay Pinagsama, Taguig City	12,120.47	100% ownership
Building	One Campus Place Bldg B, McKinley Hill, Barangay Pinagsama, Taguig City	11,304.90	100% ownership
Building	SEAC (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	50,093.91	100% ownership

**Terms and conditions of the transaction**

<p><b>Contract price, valuation and the methods used to value the assets</b></p> <p>Subscription price is Php16,217,100,000.00 or an effective price per share of Sixteen and 27/100 Pesos (Php16.27), representing a fifteen percent (15%) premium over the Volume-Weighted Average Price (VWAP) of Fourteen and 15/100 Pesos (Php14.15) per share over a period of thirty (30) trading days, The Fairness Opinion was undertaken by FTI Consulting Philippines, Inc. The Valuation Report on the Properties was prepared by the third party and independent appraiser and property valuer, Cuervo Appraisers, Inc., on the basis of the Income Approach in compliance with International Valuation Standards.</p>
<p><b>Terms of payment</b></p> <p>The shares shall be issued in the name of Megaworld, and the properties transferred to MREIT, upon confirmation by the Securities and Exchange Commission of the valuation of the Properties.</p>
<p><b>Conditions precedent to closing of the transaction, if any</b></p> <p>Confirmation by the Securities and Exchange Commission of the valuation of the Properties</p>
<p><b>Any other salient terms</b></p> <p>The transaction shall result in an increase of control and ownership of Megaworld in MREIT from 52.12% to 62.23%. The property-for-share swap transaction shall be pursued as a tax-free exchange under Sec. 40(c)(2) of the National Internal Revenue Code, as amended.</p>

**Identity of the person(s) from whom the assets were acquired or to whom they were sold**

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Megaworld Corporation	Megaworld is the Sponsor and 52.12% owner of MREIT, Inc.

<p><b>Discussion on the probable impact of the transaction on the business, financials and other aspects of the REIT</b></p> <p>The transaction shall result in an increase in MREIT's total office GLA to 646,891 square meters and an increase in the distributable income of its shareholders. The nine (9) assets will start contributing to MREIT's revenues at the start of the quarter when the SEC's confirmation of valuation of the Properties is obtained.</p>
---

<p><b>Other Relevant Information</b></p> <p>The transaction is pursuant to MREIT's investment plan to infuse assets to reach 1,000,000 square meters of GLA before the end of 2027. The transaction represents the fourth wave of acquisitions in accordance with the investment plan, geared towards realizing the vision of making MREIT the largest office REIT in Southeast Asia.</p> <p>This report is being amended to update that the SEC has confirmed the valuation of the Properties to be transferred by Megaworld to MREIT under the property-for-share swap and to indicate the resulting public float upon the issuance of the shares to Megaworld.</p>
---

**Filed on behalf by:**

<b>Name</b>	Joyce Alviar
<b>Designation</b>	Legal Counsel



**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. **19 March 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**  
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
Preferred	0
<b>Total</b>	<b>3,721,983,381</b>

10. **Item 9**

Please see the attached.

**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 P. TACORDA**  
*Chief Financial Officer, Compliance Officer and  
Data Privacy Officer*  
19 March 2026

19 March 2026

**Philippine Stock Exchange, Inc.**

6<sup>th</sup> Floor, PSE Tower, 28<sup>th</sup> Street corner 5<sup>th</sup> Avenue  
Bonifacio Global City, Taguig City

Attention: **Atty. Johanne Daniel M. Negre**  
Head, Disclosure Department

**Securities and Exchange Commission**

17/F SEC Headquarters  
7907 Makati Avenue, Brgy. Bel-Air, Makati City 1209

Attention: **Atty. Oliver O. Leonardo**  
Director, Markets and Securities Regulation Department

Gentlemen:

Please be informed that MREIT, Inc. ("MREIT") received today the Securities and Exchange Commission's ("SEC") approval of its property-for-share swap with Megaworld Corporation ("Megaworld"). Accordingly, nine (9) Grade A buildings located in PEZA-Registered Zones, namely: 100% ownership of Science Hub Tower 1, Science Hub Tower 3, Science Hub Tower 4, One Campus Place Bldg. A, One Campus Place Bldg. B, 8 Campus Place A (Wells Fargo), 8 Campus Place B (Wells Fargo), 8 Campus Place C (Wells Fargo), and SEAC (Wells Fargo), all located in McKinley Hill, Barangay Pinagsama, Taguig City will be transferred to MREIT, and MREIT will submit to the SEC proof of such transfer. Correspondingly, 996,865,672 common shares for a total subscription price of Php16,217,100,000.00 shall be issued in the name of Megaworld.

MREIT shall also apply for the listing of the shares with the Philippine Stock Exchange upon the issuance of the shares.

Pursuant to the amended Deed of Exchange of Property for Shares for this transaction, MREIT shall start recognizing the income of the nine properties from the start of the first quarter of 2026.

Thank you.

Very truly yours,

**MREIT, INC.**

By:



**MABEL P. TACORDA**  
Chief Financial Officer,  
Compliance Officer,  
and Data Privacy Officer