

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)
May 10, 2024
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)
[REDACTED]
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	2,795,821,381

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-3 - Material Information/Transactions
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

Resolutions Approved During the Special Meeting of the Board of Directors of MREIT, Inc. on 10 May 2024

Background/Description of the Disclosure

During the meeting of the Board of Directors of MREIT, Inc. ("MREIT") held on 10 May 2024, the following matters were approved:

1. The subscription by Megaworld Corporation ("Megaworld") to 926,162,000 shares in MREIT, for a total subscription price of Php13.15 billion, to be paid by way of transfer of six (6) Grade A buildings located in PEZA-registered zones, namely: 100% ownership of One Fintech Place and Two Fintech Place, which are located in Iloilo Business Park, 100% ownership of Davao Finance Center located in Davao Park District, and 80% pro indiviso ownership of Two West Campus, Ten West Campus and One Le Grand, which are located in McKinley West in Fort Bonifacio, Taguig ("Properties").

The shares shall be issued in the name of Megaworld, and the Properties transferred, upon confirmation by the Securities and Exchange Commission ("SEC") of the valuation of the Properties. 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;

2. The Contracts of Lease between Megaworld or its wholly-owned subsidiary, Davao Park District Holdings, Inc., as lessor, and MREIT, as lessee, for the lands where the Properties are situated. The lease period shall commence on the start of the quarter when the SEC's confirmation of valuation of the Properties is obtained and shall expire twenty-five (25) years thereafter, with MREIT having the option to renew for twenty-five (25) years on such terms and conditions mutually acceptable to the parties;

3. The assignment by Megaworld, as assignor, to MREIT, as assignee, of existing leases over portions of the Properties leased to third parties ("Leases"). The assignment includes the rights and obligations of Megaworld in the Leases, including but not limited to, the right to receive and collect rentals, taxes, utilities, association dues, other assessments and security deposits;

4. The setting of the Annual Stockholders' Meeting for 2024 on June 26, 2024, at 2:00 p.m., to be conducted virtually in accordance with the Corporation's Amended By-Laws and applicable rules promulgated by the Securities and Exchange Commission on the conduct of meetings. The record date for the meeting is set on 29 May 2024. The agenda for the meeting shall be as follows:

- a. Call to Order
- b. Proof of Notice and Determination of Quorum
- c. Approval of the Minutes of the Previous Stockholders' Meetings held on 02 June 2023
- d. Annual Report of Management
- e. Appointment of External Auditors
- f. Ratification of Acts and Resolutions of the Board of Directors, Board Committees, and Management
- g. Election of Directors
- h. Other Matters
- i. Adjournment; and

5. The declaration of cash dividends of Php0.2460 per outstanding common share for the quarter ending 31 March 2024 payable on 14 June 2024 to the stockholders on record as of 24 May 2024.

Other Relevant Information

None.

Filed on behalf by:

Name	Krizelle Marie Poblacion
Designation	Compliance Officer