

**ADVISEMENT REPORT ON  
MATERIAL RELATED PARTY TRANSACTIONS**

Reporting PLC: MREIT, Inc. (MREIT)

SEC Identification Number: CS202052294

Name of Related Party: Megaworld Corporation (MEG)

Execution Date of Transaction: 10 May 2024

Relationship between the Parties including financial/non-financial interest: MEG owns 54.18% of MREIT; MEG is the Sponsor of MREIT

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets <sup>1</sup> of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority <sup>2</sup>
<p>On 10 May 2024, MREIT and MEG executed a Deed of Exchange of Properties for Shares for the transfer of the following properties of MEG to MREIT, in exchange for shares in MREIT:</p> <ol style="list-style-type: none"> <li>Two West Campus, McKinley West, Fort Bonifacio, Taguig City</li> </ol>	<ol style="list-style-type: none"> <li>Megaworld shall subscribe to 926,162,000 common shares of MREIT, Inc. for a total subscription price of Php13,151,500,400.00, consisting of par value of Php1.00 per share or Php926,162,000.00 and Additional Paid In Capital (APIC) of Php12,225,338,400.00.</li> <li>In payment for the said</li> </ol>	<ol style="list-style-type: none"> <li>The Transaction is pursuant to the Corporation's investment plan to infuse 500,000 square meters of GLA by the end of 2024. The Transaction represents the third wave of asset infusion in accordance with the investment plan, geared towards realizing the vision of making MREIT, Inc. the largest office REIT</li> </ol>	<p>Php 61,451,120,006.00 as of 31 December 2023</p>	<p>Php13,151,500,400.00</p>	<p>21.40%</p>	<p>N/A</p>	<p>100% of the members of the MREIT's RPT Committee, Independent Directors, and Board of Directors:</p> <ol style="list-style-type: none"> <li>Francisco C. Canuto (<i>Chairman of the Board</i>)</li> <li>Kevin Andrew L. Tan</li> <li>Katherine L. Tan</li> <li>Lourdes T. Gutierrez-Alfonso</li> <li>Jesus B. Varela (<i>ID</i>)</li> </ol>

<sup>1</sup> Total assets shall pertain to consolidated assets if the reporting PLC is a parent company.

<sup>2</sup> The information shall include the names of directors present, names of directors who approved the Material Related Party Transaction and the corresponding voting percentage obtained.

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority
<p>2. Ten West Campus, McKinley West, Fort Bonifacio, Taguig City (80% pro indiviso);</p> <p>3. One Le Grand, McKinley West, Fort Bonifacio, Taguig City (80% pro indiviso);</p> <p>4. One Fintech Place, Iloilo Business Park, Mandurriao Iloilo City;</p> <p>5. Two Fintech Place, Iloilo Business Park, Mandurriao Iloilo City; and</p> <p>6. Davao</p>	<p>subscription, Megaworld shall transfer to MREIT, its rights, title and interests in the following buildings, improvements and machineries (the "Properties"): 100% ownership of One Fintech Place and of Two Fintech Place, which are located in Iloilo Business Park, 100% ownership of Davao Finance Center located at Davao Park District, and 80% pro indiviso ownership of Two West Campus, of Ten West Campus and of One Legrand, which are located in McKinley West in Fort Bonifacio, Taguig.</p> <p>3. The Transaction shall be completed and the shares shall be issued upon the confirmation</p>	<p>in Southeast Asia.</p> <p>2. The Transaction would result in an increase in distributable income to its shareholders and an increase in MREIT's total GLA to 482,055.06 square meters. At the consideration of Php13,151,500,400.00, the Properties to be infused have a projected yield of 7.4% on a blended basis. At the total 2023 dividends of Php0.9872 per share, MREIT's yield is approximately 7.0% against the subscription price of Php14.20 per share. At the Volume-Weighted Average Price (VWAP) of Php12.90 per share over a period of thirty (30) trading days prior to the RPT meeting on 07 May</p>					<p>6. Sergio R. Ortiz-Luis, Jr. (ID &amp; Chairman of the RPT Committee)</p> <p>7. Antonio E. Llantada, Jr. (ID)</p> <p>100% of the members of the MEG RPT Committee, Independent Directors and Board of Directors:</p> <p>1. Andrew L. Tan (Chairman of the Board)</p> <p>2. Katherine L. Tan</p> <p>3. Kingson U. Sian</p> <p>4. Enrique Santos L. Sy</p> <p>5. Jesus B. Varela (ID)</p> <p>6. Alejo L. Villanueva, Jr. (ID &amp; Chairman of the RPT Committee)</p> <p>7. Cresencio P. Aquino (ID)</p>

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority
<p>Finance Center, Davao Park District, Davao City.</p>	<p>of the valuation of the Properties by the Securities and Exchange Commission.</p> <p>4. The Transaction shall be pursued as a tax-free exchange under Sec. 40(c)(2) of the National Internal Revenue Code, as amended.</p>	<p>2024. The price per share, pegged at Php14.20, at which the shares will be issued in exchange for the Properties, represents a 10.1% premium over the VWAP.</p> <p>Thus, the transaction is considered accretive to the portfolio. Estimated yields are subject to actual operating performance and market conditions.</p>					

SIGNATURES

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

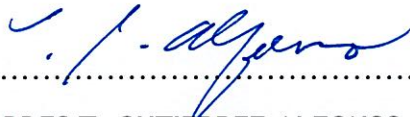
MREIT, INC.



.....  
KEVIN ANDREW L. TAN

*President and Chief Executive Officer*

MEGAWORLD CORPORATION



.....  
LOURDES T. GUTIERREZ-ALFONSO

*Chief Operating Officer*



.....  
ENGLEBERT G. TEH

*Chief Financial Officer*



### SECRETARY'S CERTIFICATE

I, **NELILEEN S. BAXA**, of legal age, Filipino, with office address at the 18<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City, 1634, Metro Manila, Philippines, hereby state that:

1. I am the Assistant Corporate Secretary of **MEGAWORLD CORPORATION**, a corporation duly organized in accordance with Philippine laws, with principal office address at the 30<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City, 1634, Metro Manila, Philippines (hereinafter, the "Corporation").

2. In the absence of the Corporate Secretary or her inability to act, I am authorized to prepare and keep the minutes of meetings of the Board of Directors, the Board Committees and the Stockholders of the Corporation.

3. During the meeting of the Corporation's Board of Directors held on 15 December 2021, at which meeting a quorum was present and acting throughout, the following resolutions were approved:

**"RESOLVED**, that the Corporation hereby designates its Chief Operating Officer, **Ms. Lourdes T. Gutierrez-Alfonso**, as its duly authorized representative with full power and authority to represent the Corporation and to execute, sign, and deliver the Advisement Report on Material Related Party Transactions, in compliance with the provisions of the Securities and Exchange Commission's Memorandum Circular No. 10, Series of 2019 and other subsequent or relevant issuance."

4. The above-quoted Resolutions have not been amended, modified, cancelled, or revoked, and as of this date of certification, are in full force and effect.


IN WITNESS WHEREOF, I have hereunto set my hand on this 20 December 2021 at Taguig City, Philippines.

  
**NELILEEN S. BAXA**

Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 20 DEC 2021 at MAKATI CITY,  
Affiant exhibiting to me her Passport No. P4098697A issued on 20 August 2017 at Manila, Philippines.

Doc. No. 108;  
Page No. 23;  
Book No. 100;  
Series of 2021.

  
**ATTY. RAYMOND A. RAMOS**  
COMMISSION NO. M 239  
NOTARY PUBLIC FOR MAKATI CITY  
UNTIL DECEMBER 31, 2021 per B.M. No. 3795  
11 KALAYAAN AVENUE EXTENSION,  
BARANGAY WEST REMBO, MAKATI CITY  
SC Roll No. 62179/04-26-2013  
IBP NO. 137312/01-04-2021/Pasig City  
PTF NO MKT 8531022/01-04-2021/Makati City  
MCLE Compliance No. VI-0007878/04-06-2018

REPUBLIC OF THE PHILIPPINES )  
CITY OF \_\_\_\_\_ )SS.

### SECRETARY'S CERTIFICATE

I, **MARIA CARLA T. UYKIM**, of legal age, Filipino, and with office address at the 10<sup>th</sup> Floor, Two World Square, 24 Upper McKinley Road, McKinley Hill, Taguig City, Philippines 1634, after having been duly sworn in accordance with law, do hereby certify that:

1. I am the Corporate Secretary of **MREIT, INC.**, a corporation duly organized and existing under Philippine laws, with principal office at 18<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City, Philippines (the "Corporation").

2. In my capacity as Corporate Secretary of the Corporation, I have custody of its books and records, including the minutes of the meetings of the Board of Directors and stockholders.

3. At the duly constituted meeting of the Board of Directors of the Corporation held on 15 December 2021, at which meeting a quorum was present and acting throughout the duration of the meeting, the following resolution was adopted and approved:

"RESOLVED, that the Corporation hereby designates its President and Chief Executive Officer, MR. KEVIN ANDREW L. TAN, and its Chief Financial Officer, MR. ENGLEBERT G. TEH, as authorized representatives to sign, execute and deliver the Advisement Report on Material Related Party Transactions for the Corporation as required under the Securities Exchange Commission's Memorandum Circular No. 10, series of 2019, or other/subsequent issuances in relation thereto."


4. The above-quoted Resolution has not been amended, modified, revoked/cancelled, and as of this date of Certification and are in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my signature this APR 05 2022 in  
TAGUIG CITY

**MARIA CARLA T. UYKIM**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me this \_\_\_\_ day of APR 05 2022 at  
TAGUIG CITY, Philippines, Affiant exhibiting to me her Driver's License No. H02-94-034162.

Doc. No. 140 ;  
Page No. 29 ;  
Book No. viii ;  
Series of 2022.

  
**CHARISMA MICHELLE L. DE JESUS**  
NOTARY PUBLIC  
City of Taguig  
Appointment No. 22 valid until June 30, 2022  
16th Floor, Alliance Global Tower, 36th Street  
corner 11th Avenue, Uptown Bonifacio, Taguig City  
Attorney's Roll No. 86267  
IBP No. 171091/12-21-2021/Quezon City  
PTR No. 2368149/01-04-2022/Quezon City  
MCLC Compliance No. 0004921  
Issued on 27 August 2021 Valid until 14 April 2025