

COVER SHEET

SEC Registration Number

C S 2 0 2 0 5 2 2 9 4

Company Name

M R E I T , I N C .

Principal Office (No./Street/Barangay/City/Town/Province)

1 8 / F , A L L I A N C E G L O B A L T O W E R ,
3 6 T H S T . , C O R . 1 1 T H A V E . ,
U P T O W N B O N I F A C I O , T A G U I G C I T Y

KRIZELLE MARIE F. POBLACION

Contact Person

(632) 8894-6300/6400

Company Telephone Number

1 2 3 1

Month

Day

Fiscal Year

Month Day

Annual Meeting

S E C F O R M 1 7 - C

Form Type

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remaks = Pls. use black ink for scanning purpose



MEGAWORLD

Angeli Tristeza <atristeza@mreit.com.ph>

Re: MSRD_MREIT, Inc._SEC Form 17-C (Acquisition)_10May2024

1 message

ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>
To: atristeza@mreit.com.ph

Fri, May 10, 2024 at 6:28 PM

Thank you for reaching out to ictdsubmission@sec.gov.ph!

Your submission is subject for Verification and Review of the Quality of the Attached Document only for Secondary Reports. The Official Copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order through the SEC Express at <https://secexpress.ph/>. For further clarifications, please call (02) 8737-8888.

----- NOTICE TO
COMPANIES -----

Please be informed of the reports that shall be filed only through ictdsubmission@sec.gov.ph.

Pursuant to SEC MC Circular No. 3 s 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in PORTABLE DOCUMENT FORMAT (pdf) through email at ictdsubmission@sec.gov.ph such as the following SECONDARY REPORTS:

1. 17-A 6. ICA-QR 11. IHAR 16. 39-AR 21. Monthly Reports
2. 17-C 7. 23-A 12. AMLA-CF 17. 36-AR 22. Quarterly Reports
3. 17-L 8. 23-B 13. NPM 18. PNFS 23. Letters
4. 17-Q 9. GIS-G 14. NPAM 19. MCG 24. OPC (Alternate Nominee)
5. ICASR 10. 52-AR 15. BP-FCLC 20. S10/SEC-NTCE-EXEMPT

Further, effective 01 July 2023, the following reports shall be submitted through <https://efast.sec.gov.ph/user/login>.

1. FORM MC 18 7. Completion Report
2. FORM 1 - MC 19 8. Certificate-SEC Form MCG- 2009
3. FORM 2- MC 19 9. Certificate-SEC Form MCG- 2002, 2020 ETC.
4. ACGR 10. Certification of Attendance in Corporate Governance
5. I-ACGR 11. Secretary's Certificate Meeting of Board Directors (Appointment)
6. MRPT

Please be informed that the submission of the abovementioned eleven (11) reports through the ictdsubmission@sec.gov.ph shall no longer be accepted. For further information, please access this link Notice for guidance on the filing of reports:

Likewise, the following reports shall be filed through the Electronic Filing and Submission Tool (eFAST) at <https://efast.sec.gov.ph/user/login> :

1. AFS 7. IHFS 13. SSF
2. GIS 8. LCFS 14. AFS with Affidavit of No Operation
3. BDFS 9. LCIF 15. AFS with NSPO Form 1,2, and 3
4. FCFS 10. OPC_AO 16. AFS with NSPO Form 1,2,3 and 4,5,6
5. FCIF 11. PHFS 17. FS - Parent
6. GFFS 12. SFFS 18. FS – Consolidated

**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. **10 May 2024**
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	2,795,821,381 ¹
Preferred	0
Total	2,795,821,381¹

10. **Item 9**

Please see the attached disclosure to the Philippine Stock Exchange.

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:


KRIZELLE MARIE F. POBLACION
Compliance Officer
10 May 2024

¹ As of 31 March 2023, MREIT, Inc. has a total of 2,795,821,381 common shares issued and outstanding. 2,532,121,381 common shares are listed in the Philippines Stock Exchange, while the 263,700,000 common shares issued in March 2023 are pending listing with the Exchange.

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)
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-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 subscription to 926,162,000 common shares for a total subscription price of Php13,151,500,400.00, consisting of par value of One Peso (Php1.00) per share or Php926,162,000.00, and Additional Paid-In Capital of Php12,225,338,400.00, in exchange for six (6) Grade A buildings located in PEZA-registered zones under a tax-free property-for-share swap transaction.

Background/Description of the Disclosure

At the meeting of the Board of Directors of MREIT, Inc. ("MREIT") held on May 10, 2024, the Board of Directors approved the proposed subscription by Megaworld Corporation ("Megaworld") to Nine Hundred Twenty-Six Million One Hundred Sixty-Two Thousand (926,162,000) common shares in MREIT, for a total subscription price of Philippine Pesos: Thirteen Billion One Hundred Fifty-One Million Five Hundred Thousand Four Hundred (Php13,151,500,400.00), 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, Fort Bonifacio, Taguig.

Date of Approval by Board of Directors

May 10, 2024

Details of the Acquisition or Disposition

Date

TBA

Description of the Assets Involved

The assets are prime office properties located in PEZA-registered zones with a combined Gross Leasable Area ("GLA") of 156,631.14 square meters.

Details of the Assets

Type (land, building, etc.)	Location	Size	Rights Acquired (Ownership/ Leasehold etc.)
Building	One Fintech Place, Iloilo Business Park, Iloilo City	18,156.7	100% ownership
Building	Two Fintech Place, Iloilo Business Park, Iloilo City	18,053.3	100% ownership
Building	Davao Finance Center, Davao Park District, Davao City	26,074.32	100% ownership
Building	Two West Campus, McKinley West, Fort Bonifacio, Taguig City	9,332.32	80% pro indiviso own

Building	Ten West Campus, McKinley West, Fort Bonifacio, Taguig City	36,213.61	80% pro indiviso own
Building	One Le Grand, McKinley West, Fort Bonifacio, Taguig City	48,800.89	80% pro indiviso own

Terms and conditions of the transaction**Contract price, valuation and the methods used to value the assets**

Subscription price is Php13.15 billion. 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, Santos Knight Frank, Inc. on the basis of the Income Approach in compliance with International Valuation Standards.

Terms of payment

The shares shall be issued in the name of Megaworld, and the properties transferred, upon confirmation by the Securities and Exchange Commission of the valuation of the Properties.

Conditions precedent to closing of the transaction, if any

Confirmation by the Securities and Exchange Commission of the valuation of the Properties

Any other salient terms

The transaction shall result in an increase of control and ownership of Megaworld in MREIT from 54.18% to 65.58%. 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.

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 54.18%-owner of MREIT, Inc.

Discussion on the probable impact of the transaction on the business, financials and other aspects of the REIT

The transaction shall result in an increase in MREIT's total office GLA to 482,055.06 square meters and an increase in the distributable income of its shareholders. The six (6) assets will start contributing to MREIT's revenues on the start of the quarter when the SEC's confirmation of valuation of the Properties is obtained.

Other Relevant Information

The transaction is pursuant to MREIT's investment plan to infuse assets to reach 500,000 square meters of GLA before the end of 2024. The transaction represents the third wave of acquisitions in accordance with the investment plan, geared towards realizing the vision of making MREIT the largest office REIT in Southeast Asia.

Filed on behalf by:

Name	Krizelle Marie Poblacion
Designation	Compliance Officer