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MREIT, Inc. MREIT

PSE Disclosure Form REIT-2 - Reinvestment Plan Progress Report Reference: Section 6 of the Amended PSE Listing Rules for REITS

- ☒ Annual Report
☐ Quarterly Report

Subject of the Disclosure

Final Progress Report for the quarter ended 30 June 2026, on the application of proceeds from the Block Sale of 84,800,000 Common Shares of MREIT, Inc. (MREIT), pursuant to the Reinvestment Plan of Megaworld Corporation (Megaworld), as Sponsor of MREIT.

Background/Description of the Disclosure

Final Progress Report on the application of proceeds for the quarter ended 30 June 2026, in relation to the Reinvestment Plan submitted by Megaworld in connection with the sale of 84,800,000 common shares of MREIT, duly certified by external auditors.

Update or Status of the Reinvestment Plan

As of 30 June 2026, Megaworld has fully disbursed the total net proceeds amounting to One Billion One Hundred Fifty-Seven Million Six Hundred Thousand Five Hundred Seventy-One Pesos and 45/100 (Php1,157,600,571.45), in accordance with its reinvestment plan.

Summary of Transactions Involving Real Estate and/or Infrastructure Projects for the Period

The following disbursements for the Reinvestment Plan were made for the period covering 29 July 2025 to 30 June 2026:

Project Name: The Mactan Newtown
Disbursing Entity: Megaworld Oceantown Properties, Inc.
Total: Php700,000,000.00

Project Name: Bacolod Projects
Disbursing Entity: Megaworld Bacolod Properties, Inc.
Total: Php457,600,571.45

Description of Real Estate Assets and/or Infrastructure Projects for the Period

The Mactan Newtown - Malls, Offices, Land Development, and other developments in Cebu
Bacolod Projects - Malls, Offices, Land Development, and other developments in Bacolod

Other Relevant Information

Please see attached file.

Filed on behalf by:

Name	Angeli Tristeza
Designation	Legal Counsel

COVER SHEET

SEC Registration Number

C	S	2	0	2	0	5	2	2	9	4
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Company Name

[illegible]

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

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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	

MABEL P. TACORDA

Contact Person

(632) 8894-6300/6400

Company Telephone Number

Month

Day

Fiscal Year

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Month

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Day

Month

Day

Annual Meeting

[illegible]

Form Type

[illegible]

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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel Concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document I.D.

Cashier

STAMPS

Remarks = Pls. use black ink for scanning purpose

**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. **15 July 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	4,718,849,053 ¹
Preferred	0
Total	4,718,849,053

10. **Item 9(b)**

Please see the attached Final Progress Report on the Use of Proceeds from the Block Sale of 84,800,000 common shares of MREIT, Inc. which was settled on July 29, 2025.

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*
15 July 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 CORPORATION

30th Floor, Alliance Global Tower, 36th Street Corner 11th Avenue, Uptown Bonifacio, Fort Bonifacio, Taguig City, NCR, Fourth District Philippines 1630
Tels (632) 88946300 / 79052800 • www.megaworldcorp.com • Email customerservice@megaworldcorp.com

July 14, 2026

THE PHILIPPINE STOCK EXCHANGE

Philippine Stock Exchange Plaza
6th Floor, PSE Tower
Bonifacio Global City, Taguig

Attention: **ATTY. JOHANNE DANIEL M. NEGRE**
Head, Disclosure Department

Subject: Final Report on the Use of Proceeds in connection with the Block Sale of
84,800,000 common shares of MREIT, Inc.

Gentlemen:

We are pleased to submit our Final Report on the Use of Proceeds from the Block Sale of 84,800,000 common shares of MREIT, Inc. duly certified by our external auditors, in compliance with the disclosure requirements of the Philippine Stock Exchange.

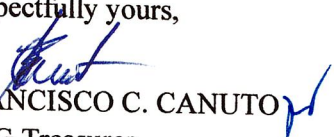
Please be advised that, as of June 30, 2026, Megaworld has disbursed a total amount of One Billion One Hundred Fifty-Seven Million Six Hundred Thousand Five Hundred Seventy-One Pesos and 45/100 (Php 1,157,600,571.45), in accordance with its reinvestment plan.

The details of the disbursements are as follows:

Net Proceeds from the Block Sale	1,157,600,571.45
less:	
Disbursements from Jul. 29 to Sept. 30, 2025	300,000,000.00
Disbursements from Oct. 1 to Dec. 31, 2025	300,000,000.00
Disbursements from Jan. 1 to Mar. 31, 2026	235,000,000.00
Disbursements from Apr. 1 to June 30, 2026 (Annex A)	322,600,571.45
Balance of Proceeds from the Block Sale as of June 30, 2026	0

Thank you.

Respectfully yours,


FRANCISCO C. CANUTO
MEG Treasurer



ANNEX A: Disbursements from the Proceeds of the Sale for the period covering April 1 to June 30, 2026

	Project Name	Township/ Location	Investment Type	Product	Disbursement	Disbursing Entity
1	The Mactan Newtown	Cebu	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	150,000,000.00	Megaworld Oceantown Properties, Inc
2	Bacolod Projects	Bacolod	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	172,600,571.45	Megaworld Bacolod Properties, Inc
	TOTAL			PHP	322,600,571.45	

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
PASIG CITY, METRO MANILA) SS

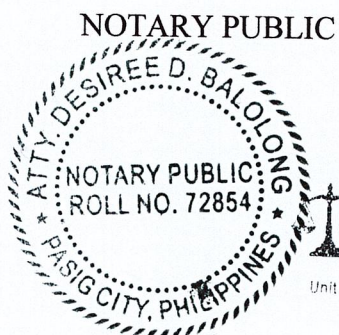
At PASIG CITY City, Metro Manila, on this 14th day of July 2026, before me personally appeared:

Name	Competent Evidence of Identity	Date and Place Issued
For and on behalf of MEGAWORLD CORPORATION: FRANCISCO C. CANUTO	SSS ID No. 035188143-1	

who made known and represented to me that they are the same persons who executed the foregoing report including the Annex A and this page on which this Acknowledgment is written, and are signed by the parties hereto, and acknowledged to me that the same is their free and voluntary act and deed as well as of the entities respectively represented by them.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of July 2026.

Doc. No. 140 ;
Page No. 29 ;
Book No. 3 ;
Series of 2026.




ATTY. DESIREE D. BALOLONG
Notary Public for Pasig City
Until Dec. 31, 2026; NP No. 144 (2025-2026)
PTR No. 3985455; 01/05/2026; Pasig City
IBP No. 582581; 01/01/2026; Manila III
Roll of Attorneys No. 72854
MCLE Compliance No. VIII-0025149 valid until 14 April 2028
Unit 308 Prestige Tower, F. Ortigas Jr. Road, Ortigas Center, Pasig City



Report of Independent Auditors on Factual Findings

The Board of Directors and Stockholders

Megaworld Corporation

30th Floor, Alliance Global Tower
36th Street cor. 11th Avenue
Uptown Bonifacio, Taguig City

We have performed the procedures agreed with you and enumerated below with respect to the attached Final Report (the Report) as of June 30, 2026 on the application of proceeds received by Megaworld Corporation (the Company) from the block sale of 84,800,000 common shares of MREIT, Inc. (MREIT) which was settled on July 29, 2025, with the offer price of P13.82 per share (the Block Sale), resulting in a net proceeds estimated at P1,157,600,571.45 (the Block Sale Proceeds). The procedures were performed solely to enable the Company to comply with the requirement of the Philippine Stock Exchange (PSE) to submit the Report accompanied by an external auditor's report. Our engagement was undertaken and our report is issued in accordance with Philippine Standard on Related Services 4400 (Revised), *Agreed-Upon Procedures Engagements*.

Agreed-upon Procedures

The procedures we performed are as follows:

1. Obtained and checked the mathematical accuracy of the following:
 - a) The Report;
 - b) Schedule of planned application of proceeds from the Block Sale; and,
 - c) Detailed schedule of utilization of proceeds as of June 30, 2026.
2. Compared the total amount of utilization appearing in the Report with the detailed schedule of utilization of proceeds.
3. Compared the schedule of planned application of the Block Sale Proceeds to the Reinvestment Plan. Inquired with the Company's management of the reason for the difference, if any, and requested a copy of the approval by the Board of Directors (BOD) and the PSE, as appropriate, i.e., if it involved reallocation or change in the use of proceeds.

4. Traced to and examined supporting documents such as acknowledgement receipts and approved payment endorsement documents, of disbursements in the detailed schedule of utilization of proceeds and traced the total amount of disbursements per category to the Report.

Results of the Performance of Agreed-Up Procedures

1. With respect to item 1, we noted no exceptions on the mathematical accuracy of the Report and schedules.

We present below the summary of the application of the proceeds from the Block Sale as of June 30, 2026, based on the information we obtained from the Company.

<u>Project Name</u>	<u>Township or Location</u>	<u>Products</u>	<u>Disbursing Entity</u>	<u>Amount</u>
The Mactan Newtown	Mactan, Cebu	Malls, Offices, Land Development, and Other Developments	Megaworld Oceantown Properties, Inc.	P 700,000,000
Bacolod Projects	Bacolod	Malls, Offices, Land Development, and Other Developments	Megaworld Bacolod Properties, Inc.	<u>457,600,572</u>
				<u>P 1,157,600,572</u>

2. With respect to item 2, we noted that the total amount of utilization appearing in the Report is in agreement with the amount in the detailed schedule of utilization of proceeds.
3. With respect to item 3, we noted that the planned application of the Block Sale Proceeds is in agreement with the Reinvestment Plan dated August 1, 2025.
4. With respect to item 4, we traced the utilization of the Block Sale Proceeds as of June 30, 2026 to supporting acknowledgement receipts and approved payment endorsement documents.

We noted that the Company granted advances to the following disbursing entities to be used in the projects specified:

<u>Disbursing Entity</u>	<u>Project Name</u>	<u>Township or Location</u>	<u>Amount</u>
Megaworld Oceantown Properties, Inc.	The Mactan Newtown	Cebu	P 700,000,000
Megaworld Bacolod Properties, Inc.	Bacolod Projects	Bacolod	<u>457,600,572</u>
			<u>P 1,157,600,572</u>

We traced the cash advances granted by the Company to the acknowledgement receipts issued by the entities. Moreover, we agreed the amounts presented in the Report to the accounting records of the Company.

Because the foregoing procedures do not constitute either an audit or review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standard on Review Engagements (PSRE), respectively, we do not express an assurance on the use of the Block Sale Proceeds based on the said standards. Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with PSA or PSRE, respectively, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances occurring after the date of this report.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to the information and items specified above and does not extend to any financial statements of the Company, taken as a whole.

PUNONGBAYAN & ARAULLO



By: **John Endel S. Mata**
Partner

CPA Reg. No. 0121347
TIN 257-622-627
PTR No. 10770763, January 6, 2026, Makati City
SEC Group A Accreditation
Partner - No. 121347-SEC (until financial period 2030)
Firm - No. 0002 (until financial period 2030)
BIR AN 08-002551-040-2025 (until November 11, 2028)
BOA/PRC Cert. of Reg. No. 0002/P-012 (until August 12, 2027)

July 10, 2026

SUBSCRIBED AND SWORN to before me this _____
at Makati City, Philippines. Affiant exhibited to me his/her _____
competent ID # _____ valid until _____.

DOC. NO. 375
PAGE NO. 76
BOOK NO. XLVI
SERIES OF 2026

MA. ESMERALDA CUNANAN

Notary Public for and in Makati City
Until December 31, 2027
Appt. No. M-046 (Ren) (2026-2027) Makati City
Attorney's Roll No. 34562
MCLE Compliance No. VIII-0009662/valid until 4-14-2028
PTR No. 10768011/1-2-2026/Makati City
IBP Lifetime Member No. 05413
G/F Dela Rosa Carpark I, Dela Rosa St.
Legaspi Village, Makati City