C05656-2026

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)
   Jul 24, 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	4,718,849,053

11. Indicate the item numbers reported herein
    Item 9

M·REIT
A MEGAWORLD COMPANY

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 Meeting of the Board of Directors of MREIT, Inc. held on 24 July 2026

Background/Description of the Disclosure

During the meeting of the Board of Directors of MREIT, Inc. (“MREIT”) held on 24 July 2026, the following matters were approved:

1. The approval of the subscription by Megaworld Corporation ("Megaworld"), Travellers International Hotel Group, Inc. ("TIHGI"), and Southwoods Mall, Inc. ("SMI") (collectively referred to as the "Asset Owners") to an aggregate of One Billion Six Hundred Thirty-Seven Million Two Hundred Seventeen Thousand Nine Hundred Eighty-One (1,637,217,981) primary common shares in MREIT, for a total subscription price of Php27,014,096,692.00, at an effective price per share of Php16.50, broken down as follows:

a. Megaworld shall subscribe to 1,209,809,426 common shares;
b. TIHGI shall subscribe to 309,372,835 common shares; and
c. SMI shall subscribe to 118,035,720 common shares.

The total subscription price shall be paid in full by way of a property-for-share swap involving the absolute transfer, assignment, and conveyance to MREIT of twelve (12) income-generating asset buildings (the "Properties"), namely: (1) Festive Walk Mall and Festive Walk Annex; (2) Lucky Chinatown Mall and Lucky Chinatown Annex; (3) Venice Mall; (4) Science Hub Tower 2; (5) Venice Corporate Center; (6) Six West Campus (80% pro indiviso interest); (7) Eastwood Mall; (8) One Paseo; (9) Global One; (10) Holiday Inn Express Manila Newport City, with a Leaseback Agreement by MREIT to TIHGI under standard commercial terms; (11) Horizon Center; and (12) Southwoods Mall.

The Board approved that the MREIT shares shall be issued to Megaworld, TIHGI and SMI and the Properties transferred to MREIT 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 approval for MREIT to enter into Contracts of Lease with Megaworld and TIHGI, and a Land Lease Sharing Agreement with SMI, for the parcels of land where the Properties are situated. The contract periods shall commence on the start of the quarter when the SEC's confirmation of valuation of the Properties is obtained.

3. The approval of the assignment by the Asset Owners, as Assignors, to MREIT, as Assignee, of all existing lease agreements over portions of the Properties leased to third-party tenants. The assignment includes all rights and obligations, including the right to receive and collect rentals, taxes, utilities, association dues, other assessments, and security deposits.

Other Relevant Information

These approvals relate to the transaction disclosed by MREIT last 29 May 2026 under C03973-2026.

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

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

MABEL P. TACORDA

Contact Person

(632) 8894-6300/6400

Company Telephone Number

1 2 — Month

3 1 — 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 Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

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. **24 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

Title of Each Class	Number of Shares of Stock Outstanding
Common	4,718,849,053[1]
Preferred	0
Total	**4,718,849,053[1]**

10. **Item 9**

During the meeting of the Board of Directors of MREIT, Inc. ("MREIT") held on 24 July 2026, the following matters were approved:

1. The approval of the subscription by Megaworld Corporation ("Megaworld"), Travellers International Hotel Group, Inc. ("TIHGI"), and Southwoods Mall, Inc. ("SMI") (collectively referred to as the "Asset Owners") to an aggregate of One Billion Six Hundred Thirty-Seven Million Two Hundred Seventeen Thousand Nine Hundred Eighty-One (1,637,217,981) primary common shares in MREIT, for a total subscription price of Php27,014,096,692.00 at an effective price per share of Php16.50, broken down as follows:

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[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.

Mall; (8) One Paseo; (9) Global One; (10) Holiday Inn Express Manila Newport City, with a Leaseback Agreement by MREIT to TIHGI under standard commercial terms; (11) Horizon Center; and (12) Southwoods Mall.

2. The Board approved that the MREIT shares shall be issued to Megaworld, TIHGI and SMI and the Properties transferred to MREIT 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.

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4. The approval of the assignment by the Asset Owners, as Assignors, to MREIT, as Assignee, of all existing lease agreements over portions of the Properties leased to third-party tenants. The assignment includes all rights and obligations, including the right to receive and collect rentals, taxes, utilities, association dues, other assessments, and security deposits.

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
24 July 2026