

MREIT, INC.
Minutes of the Annual Meeting of the Stockholders
27 May 2022 / 9:00 a.m.
by livestream access via <https://mreit.com.ph/asm2022>

Stockholders Present:

Please see the attached Annex "A".

Also Present:

Maria Carla T. Uykim	-	Corporate Secretary
Giovanni C. Ng	-	Treasurer
Englebert G. Teh	-	Chief Financial Officer
Cheryll B. Sereno	-	Compliance Officer and Data Privacy Officer
Dave Michael V. Valeriano	-	Investor Relations Officer
Renan A. Piamonte	-	External Auditor

I. CALL TO ORDER

The Chairman, Mr. Francisco C. Canuto, called the meeting to order at 9:00 a.m. and presided over the same. The Corporate Secretary, Atty. Maria Carla T. Uykim, recorded the proceedings thereof.

The meeting was conducted virtually to conform to the Government's regulation on physical distancing to help manage and prevent the spread of the COVID-19 virus.

II. PROOF OF NOTICE AND DETERMINATION OF QUORUM

The Presiding Officer stated that the Corporation decided to hold this year's Annual Stockholders' Meeting (the "Meeting") via remote communication pursuant to the Corporation's Amended By-Laws and the Revised Corporation Code, and to conform to the government's regulations on physical distancing and restrictions on mass gatherings. He added that the Corporation adopted measures to afford the stockholders the opportunity to participate in the Meeting as effectively as a physical meeting.

The Corporate Secretary certified that all stockholders of record as of 27 April 2022 have been duly notified of the Meeting pursuant to the Corporation's By-Laws and applicable Securities and Exchange Commission ("SEC") Circulars, with copies of the Notice of the Annual Meeting, the Agenda, and the Definitive Information Statement were made available through:

1. The Corporation's website;
2. The Philippine Stock Exchange ("PSE") Electronic Disclosure Generation Technology or PSE EDGE;

The Corporate Secretary also certified that Notice of the Annual Meeting was also published in the Philippine Star and Manila Bulletin on April 20 and 21, 2022.

The Corporate Secretary certified that there existed a quorum to transact the business in the agenda for the Meeting, there being present in person or represented by proxy stockholders holding 66.91% of the entire subscribed and outstanding capital stock of the Corporation.

The Corporate Secretary certified that only stockholders who have successfully registered may participate in the Meeting. Moreover, the Corporate Secretary explained the Procedures for Registration, Voting and Participation in the Meeting contained in the Definitive Information Statement which were implemented as follows:

- i. Stockholder signifying their intention to participate by remote communication have registered by submitting the requirements by email to the Corporate Secretary at compliance@mreit.com.ph;
- ii. Stockholders who have registered have sent their questions and/or comments prior to the meeting through email at compliance@mreit.com.ph until 5:00pm of 18 May 2022;
- iii. The resolutions proposed to be adopted at the meeting will be shown on the screen;
- iv. Stockholders who have duly registered to participate by remote communication have casted their votes by proxy or in absentia by sending their accomplished ballots by email to the Corporate Secretary until 5:00pm of May 18, 2022; and
- v. The Office of the Corporate Secretary has tabulated all valid and confirmed votes cast through electronic voting, together with the votes through proxies, and the voting results will be announced during the meeting and reflected in the minutes of the meeting.

III. APPROVAL OF MINUTES OF THE PREVIOUS STOCKHOLDERS' MEETINGS

The Presiding Officer then proceeded with the approval of the minutes of the Annual Stockholders' Meeting held on 28 May 2021, and the Stockholders' Meetings held on 15 June 2021, 12 July 2021, and 30 September 2021, and informed the stockholders that copies of the minutes of the meetings have been made available through the Corporation's website.

The Corporate Secretary then announced that 100% of the voting shares represented in the Meeting have voted in favor of the approval of the minutes of the Annual Stockholders' Meeting held on 28 May 2021, and the Stockholders' Meetings held on 15 June 2021, 12 July 2021, and 30 September 2021. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, that the Corporation approve the Minutes of the Annual Stockholders' Meeting held on 28 May 2021, and the Stockholders' Meetings held on 15 June 2021, 12 July 2021, and 30 September 2021.”

IV. REPORT OF MANAGEMENT FOR 2021 AND OPEN FORUM

The Corporation's President and Chief Executive Officer, Mr. Kevin Andrew L. Tan, presented his report on the Corporation's performance in 2021, outlook and strategy moving forward.

After Mr. Tan's report, the Presiding Officer requested Ms. April Rose Manozza from the Investor Relations Office to read the questions that were sent through compliance@mreit.com.ph. Below is a summary of the questions and the answers that were given:

Question : Do we anticipate the rising interest rates to have an impact on MREIT?

Answer : MREIT's only debt facility is a fixed rate term loan with interest rates locked in for three years. As such, we do not see rising interest rates to have any direct impact on MREIT's P&L in the immediate future. Indirectly, the current interest rate environment is indeed making fixed income investments more attractive. However, we still believe that there are key advantages in investing in REITs. We generally enter into long term contracts with our tenants which typically contain rent escalation clauses. This makes REITs a good source of passive income and an excellent inflation hedge.

Question : What is the dividend yield of MREIT and what can investors expect for this year?

Answer : Since the IPO, MREIT has declared total cash dividends equivalent to Php0.668 per share excluding the bonus dividends we have distributed along with last November's dividend declaration. This translates to 5.5% annualized yield on the offer price. As previously announced, we are projecting a total of Php1 per share dividend for this year. This translates to a 6.2% forward yield which is quite attractive. And this does not yet include the upside from the recently announced property for share swap transaction.

Question : Are there plans to infuse other asset types such as malls or hotels given the re-opening of the economy?

Answer : Right now, MREIT's focus is office buildings as we hope to be one of the largest office REITs in Southeast Asia. Our sponsor, Megaworld, is known as the largest office landlord in the Philippines with over 1.1 million sqm in GLA still not part of MREIT. With this, MREIT has more than enough room or runway for growth for quite a long period without having to look at other asset types. That being said, when the environment permits and if we believe that it will be value adding for MREIT's shareholders, we are open to consider other asset types.

Question : What is the current POGO exposure of MREIT? Would you have a view and/or outlook on POGOs?

Answer : MREIT does not have any exposure to POGO as this type of tenant may be unpredictable and is not in line with our criteria of investing only in stable yielding assets.

We currently enjoy 96% occupancy rate and we do not see the need to target other types of tenants that do not provide the same level of stability as BPOs and traditional office tenants.

Question : What do you think is the reason behind the recent dip in MREIT's share price?

Answer : Our view is that the recent price movement is driven by overall market factors including the increasing interest rates. The price movement is not necessarily reflective of a change in the company's fundamentals or performance. In fact, MREIT continues to maintain a high level of occupancy and implement its contracted rental escalations. In addition, we continue to inject new assets which is a key driver of growth. Since the transfer of the initial ten (10) assets last June, the company's distributable income has continued to increase quarter on quarter driven by organic and inorganic growth.

Question : What is the situation on the BPO workers' clamor for flexible work arrangements in response to the return to office order of PEZA?

Answer : The return to office order was quite abrupt and BPO tenants along with their employees had encountered some challenges in complying with this requirement immediately. However, we do see a gradual shift back to office-based work, for example in Iloilo where about 90% of employees are back to work, and in some areas of NCR where we see about 50% back to the offices. Thus, we anticipate that most of our BPO tenants will be able to comply with the return to office order very soon.

V. APPOINTMENT OF EXTERNAL AUDITORS

The Presiding Officer informed the stockholders that the Audit Committee of the Board of Directors has recommended to the Board the engagement of Punongbayan & Araullo as independent auditors of the Corporation for the audit of the Corporation's financial statements for the year ending 31 December 2022, and that the Board has approved such engagement.

The Corporate Secretary then announced that 100% of the voting shares represented in the Meeting have voted in favor of the engagement of Punongbayan & Araullo as independent auditors for the fiscal year ending December 31, 2022. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, that the Corporation approve the engagement of Punongbayan & Araullo for the audit of the Corporation's financial statements for the year ending December 31, 2022.”

VI. RATIFICATION OF ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS, BOARD COMMITTEES AND MANAGEMENT

The Presiding Officer informed the stockholders that the next item on the agenda is the ratification of all acts and resolutions of the Board of Directors, Board Committees and

Officers of the Corporation since the date of last year's annual stockholders' meeting held on 28 May 2021 until 27 May 2022. He informed the stockholders that a list of such acts was provided in the Definitive Information Statement which was made available through the Corporation's website and PSE EDGE.

The Corporate Secretary certified that 100% of the voting shares represented in the Meeting have voted in favor of the ratification all acts and resolutions of the Board of Directors, Board Committees and Officers of the Corporation which were duly adopted in the ordinary course of business since the date of last year's annual stockholders' meeting held on 28 May 2021 until 27 May 2022. Therefore, the Presiding Officer declared that the following resolution has been approved:

“RESOLVED, that the stockholders of the Corporation ratify all acts and resolutions of the Board of Directors, Board Committees and Officers of the Corporation since the annual stockholders' meeting on 28 May 2021 until 27 May 2022.”

VII. ELECTION OF DIRECTORS

The Presiding Officer informed the stockholders that, for the current year 2022, the Corporation shall be electing seven (7) Directors, at least one-third (1/3) of whom shall be Independent Directors pursuant to the REIT Act, and the Corporation's Revised Manual of Corporate Governance. He requested Ms. Cheryll Sereno, on behalf of the Corporate Governance Committee, to present the Final List of Nominees for members of the Board of Directors.

Ms. Sereno presented the final list of nominees to the Board of Directors, as follows: Mr. Francisco C. Canuto, Mr. Kevin Andrew L. Tan, Mrs. Katherine L. Tan, and Ms. Lourdes T. Gutierrez-Alfonso as Regular Directors; and Mr. Jesus B. Varela, Mr. Sergio R. Ortiz-Luis, Jr., and Mr. Antonio E. Llantada, Jr. as Independent Directors.

Ms. Sereno likewise reported that the Final List of Nominees for election as directors of the Corporation possess all the qualifications and none of the disqualifications to hold office as directors of the Corporation.

The Corporate Secretary then informed the Presiding Officer that no further nominations shall be allowed pursuant to the Corporation's By-Laws, as amended.

The Corporate Secretary certified that each of the nominees have obtained the required number of votes to be elected as members of the Board. Therefore, the Presiding Officer declared that the following resolution electing the members of the Board has been approved:

“RESOLVED, that the Corporation elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified:

1. Mr. Francisco C. Canuto
2. Mr. Kevin Andrew L. Tan
3. Mrs. Katherine L. Tan
4. Ms. Lourdes T. Gutierrez-Alfonso
5. Mr. Jesus B. Varela
6. Mr. Sergio R. Ortiz-Luis, Jr. and

7. Mr. Antonio E. Llantada, Jr.


VIII. ADJOURNMENT

The Presiding Officer inquired if there are other matters in the agenda. The Corporate Secretary replied there were none. There being no other matters to be discussed, the Meeting was adjourned at 9:33 a.m.

CERTIFIED CORRECT:


MARIA CARLA T. UYKIM
Corporate Secretary

ATTESTED BY:


FRANCISCO C. CANUTO
Chairman and Presiding Officer

Annex A
Tabulation of Attendance

Name	Number of Shares
Francisco C. Canuto	
As stockholder	1,000
As proxy for Deutsche Bank AG Manila	1,080,000
As proxy for Citibank N.A.	151,100
As proxy for Citibank N.A.	924,000
As proxy for Citibank N.A.	90,103,000
As proxy for Standard Chartered	12,239,300
As proxy for Standard Chartered	7,154,300
As proxy for The HSBC	225,500
Kevin Andrew L. Tan	
As stockholder	9,995,000
As proxy for Megaworld Corporation	1,572,282,881
Katherine L. Tan	1,000
Lourdes T. Gutierrez-Alfonso	1,000
Jesus B. Varela	1,000
Sergio R. Ortiz-Luis, Jr.	1,000
Antonio E. Llantada, Jr.	1,000
Adrian G. Bondoc	100
Anthony Gilbert L. Antiquera	100
Edward C. Yao	1,300
Julius Victor Sanvictores	800
TOTAL NUMBER OF SHARES	1,694,163,381
Outstanding Capital Stock with Voting Rights	2,532,121,381
% Present or Represented	66.91%