



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS202052294

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

MREIT, Inc.
(Amending Article VII thereof)

copy annexed, adopted on August 12, 2025 by a majority vote of the Board of Directors and on September 29, 2025 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 27th day of November, Twenty Twenty-Five.

DONDIE Q. ESGUERRA
Director
Financial Analysis and Audit Department

Amended Articles of Incorporation
of
MREIT, INC.
(Formerly, "Megaworld Holdings, Inc.")

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines;

AND WE HEREBY CERTIFY THAT:

FIRST: The name of said corporation shall be:

MREIT, Inc.
(Formerly, "Megaworld Holdings, Inc.")
*(As amended by the Board of Directors and Stockholders
in their meetings held on 7 April 2021)*

SECOND: The purposes for which such corporation is incorporated are:

PRIMARY PURPOSE

To engage in the business of a real estate investment trust, as provided under Republic Act No. 9856 (the Real Estate Investment Trust Act of 2009), including its implementing rules and regulations (the "REIT Act"), and other applicable laws, which business includes the following: (1) to own, invest in, purchase, acquire, hold, possess, lease, construct, develop, alter, improve, operate, manage, administer, sell, assign, convey, encumber, in whole or in part, or otherwise deal in and dispose of, income-generating real estate, whether freehold or leasehold, within or outside the Philippines with or to such persons and entities and under such terms and conditions as may be permitted by law; (2) to invest in, purchase, acquire, own, hold, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of (a) real estate and real estate-related assets, wherever the issuers are incorporated, the assets located or the securities issued or traded, which real estate-related assets include debt securities and listed shares issued by property companies, or other funds and assets, including personal property, incidental to the ownership of real estate, and (b) managed funds, evidence of indebtedness of the Republic of the Philippines and other evidence of indebtedness or obligations, the servicing and repayment of which are fully

guaranteed by the Republic of the Philippines, treasury bills, fix rated treasury notes, retail treasury bonds and foreign currency linked notes, bonds and other evidence of indebtedness issued by the governments of other countries with which the Philippines maintains diplomatic relations and securities issued by multilateral agencies, corporate bonds of non-property privately owned domestic corporations or foreign non-property corporation, commercial papers, equities of a non-property company listed in a local or foreign stock exchange, cash and cash equivalent item, collective investment schemes, offshore mutual funds, synthetic investment products and such other investment outlets as may be allowed under the REIT Act and other applicable laws, provided that each of these investments or instruments complies with all the criteria and terms and conditions prescribed by the Securities and Exchange Commission (the "Commission") and other regulatory agencies; (3) to receive, collect and dispose of the rent, interest, dividends and income rising from its property and investments;(4) to guaranty the obligations, debt, or loans of its subsidiaries or affiliates or any entity in which the Corporation has lawful interest; and (5) to exercise, carry on or undertake such other powers, acts, activities and transactions as may be deemed necessary, convenient or incidental to or implied from the purposes herein mentioned. *(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)*

SECONDARY PURPOSES

1. To invest in, purchase or otherwise acquire and hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of personal or real property of every kind and description, including shares of stocks, bonds, debentures, notes, evidences of indebtedness, contracts, and other securities and obligations of any corporation, partnership, company or association, whether domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging therefore stocks, bonds, debentures, notes or other evidences of indebtedness, contracts and other securities and obligations of this Corporation or any other corporation and to guarantee obligations, debts or loans of any person including its subsidiary and to receive, collect and dispose of the interest, dividends and income arising from such property, and investment, and to possess and exercise thereof, all the rights and powers and privileges of ownership to the extent authorized by law, without however engaging in any banking or quasi-banking activities, nor shall the Corporation engage in the business of an investment company as defined in the investment company act (R.A. 2629) without complying with the provisions of the said act or act as a stock brokerage and dealer in securities or engage in investment solicitation nor investment taking activity from public investors; Provided that the corporation shall not solicit, accept or take investments/placements from the public neither shall it issue investment contracts.
2. To deal, engage and transact, directly or indirectly, in all forms or business and mercantile acts and transaction outside of the primary purpose of the

Corporation subject to the requirements of applicable laws, and provided that the undertaking by the Corporation of such businesses, acts and transactions will not affect the status of the Corporation as a real estate investment trust under the REIT Act.

3. To acquire by purchase, lease, donation or otherwise, and to own, use, improve, develop, subdivide, sell, mortgage, exchange, lease, develop, and hold for investment or otherwise dispose of buildings, houses, apartments, and other structures of whatever kind, together with their appurtenances.
4. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the Corporation.
5. To borrow or raise money from not more than 19 lenders including its shareholders necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue, pursuant to law, shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the Corporation or money borrowed in the prosecution of its lawful business.
6. Insofar as may be permitted by law, to purchase or otherwise acquire the stocks, bond, and other securities or evidence of indebtedness of any other corporation, association, firm or entity, domestic or foreign, and to issue in exchange therefore its own stocks, bonds, or other obligations or to pay therefore in cash, or otherwise; to hold for investment or otherwise own, use, sell deal in, dispose of, and turn to account any such stocks, bonds, or other securities, and exercise the rights and powers of ownership, including the right to vote in thereon for any purpose;
7. To purchase hold, cancel, re-issue, sell, exchange, transfer or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine; provided that the Corporation shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital stock, except to the extent permitted by law;
8. To merge, consolidate, combine or amalgamate with any corporation, firm, association or entity heretofore or hereafter created in such manner as may be permitted by law;

9. To acquire, take over, hold or control all or any part of the business, goodwill, property and other assets, as may be allowed under the law, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporation, whether domestic or foreign, and whether a going concern or not, engaging in or previously engaged in a business which the Corporation is or may become authorized to carry on or which may be appropriated or suitable for the purposes of the Corporation, and to pay for the same in cash or in stock bonds, or securities of the Corporation or otherwise, and to hold, manage, operate, conduct and dispose of, in any manner, the whole or part of any such acquisitions, and to exercise all the powers necessary or convenient for the conduct and management thereof;
10. To invest and deal with the money and properties of the Corporation in such manner as may from time to time be considered wise or expedient, shares of stocks, bonds or obligations or evidences of indebtedness in the same manner and to the same extent as natural persons might, could or would do and to exercise all the rights, powers and privileges of ownership, including the right to vote thereof or consent in respect thereof for any and all purpose without engaging in stock brokerage business.
11. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation, with any corporation, association, partnership syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.
12. To enter into contracts and arrangements of every kind and description for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, province, state, government or colony or dependency thereof and to acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, rights, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the Corporation and exercise the rights and privileges thereunder.
13. To establish and operate one for more branch offices of agencies and to carry on any all of its operations and business without and restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in or with any real and personal property anywhere within the Philippines.
14. To distribute the surplus profits of the Corporation to the stockholders thereof in cash or in kind, namely, properties of the Corporation, particularly any shares of stock, debentures, or securities of other companies belonging to the Corporation.

15. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as purposes, within or without the Philippines, and in any and all foreign countries and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.
16. To guarantee, for and in behalf of the Corporation, obligation and other corporation or entities in which it has lawful interest.

(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)

THIRD: The principal office of the corporation is located in 18th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, Philippines, 1634. *(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)*

FOURTH: The Corporation shall have perpetual existence.

FIFTH: The names, nationalities and residences of the incorporators are as follows:

NAME	NATIONALITY	RESIDENCE
Kevin Andrew L. Tan	Filipino	
Lourdes T. Gutierrez-Alfonso	Filipino	
Francisco C. Canuto	Filipino	
Kingson U. Sian	Filipino	
Maria Carla T. Uykim	Filipino	

SIXTH: The number of directors of the corporation shall be seven (7), at least two (2) or twenty percent (20%) of whom, whichever is lesser, shall be independent directors or such number of independent directors as may be required by relevant laws and regulations *(as amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)*; and the names, nationalities and residences of the first directors of the corporation are as follows:

NAME	NATIONALITY	RESIDENCE
Kevin Andrew L. Tan	Filipino	
Lourdes T. Gutierrez-Alfonso	Filipino	
Francisco C. Canuto	Filipino	
Kingson U. Sian	Filipino	
Maria Carla T. Uykim	Filipino	

SEVENTH: The authorized capital stock of the corporation is **Eight Billion Pesos (PhP8,000,000,000.00)** in lawful money of the Philippines, divided into **EIGHT BILLION (8,000,000,000)** common voting shares with par value of ONE PESO (PhP1.00) per share. *(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021; and, further amended by the Board of Directors and Stockholders in their Annual Stockholders Meeting held on 29 September 2025)*

No stockholders of any class shall be entitled to any pre-emptive rights to purchase, subscribe for, or receive any part of the shares of the Corporation, whether issued from its unissued capital, increase in its authorized capital or its treasury stock. *(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)*

EIGHTH: The number of shares of the authorized capital stock above-stated has been subscribed as follows:

NAME	NATIONALITY	NUMBER OF SHARES SUBSCRIBED	AMOUNT SUBSCRIBED	AMOUNT PAID
Kevin Andrew L. Tan	Filipino	99,960	PhP9,996,000.00	PhP9,996,000.00
Lourdes T. Gutierrez-Alfonso	Filipino	10	PhP1,000.00	PhP1,000.00
Francisco C. Canuto	Filipino	10	PhP1,000.00	PhP1,000.00
Kingson U. Sian	Filipino	10	PhP1,000.00	PhP1,000.00
Maria Carla T. Uykim	Filipino	10	PhP1,000.00	PhP1,000.00
TOTAL		100,000	PhP10,000,000.00	PhP10,000,000.00


The Corporation shall comply with the lock-up requirement provided under the Listing Rules for the Main and SME Boards of the Philippine Stock Exchange, Inc. (the "Exchange") dated June 6, 2013 subject to any waiver or exemption that may be granted by the Exchange in respect of such lock-up requirement. *(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)*

NINTH: **Francisco C. Canuto** has been elected by the subscribers as Treasurer of the Corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions or donations paid or given by the subscribers, who certifies the information set forth in the seventh and eighth clauses above, and that the paid-up portion of the subscription in cash and/or property for the benefit and credit of the corporation has been duly received. *(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)*

TENTH: The incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared not distinguishable from a name already registered or reserved for the use of another corporation, or that it is contrary to law, public morals, or public policy.

ELEVENTH: No transfer of stock or interest which will reduce the ownership (1) of Filipino Citizens to less than the required percentage of the capital stock as required by existing laws; or (2) of the public, shall be allowed or permitted to be recorded in the proper books of the corporation and this restriction shall be indicated in all the stock certificates issued by the corporation. *(As amended by the Board of Directors and Stockholders in their meetings held on 7 April 2021)*

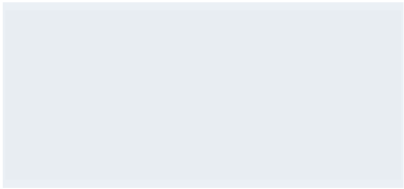
IN WITNESS WHEREOF, we have hereunto signed these Articles of Incorporation, this 28th day of August 2020 at Taguig City, Philippines.

NAME	TIN	Signature
Kevin Andrew L. Tan		(SGD.)
Lourdes T. Gutierrez-Alfonso		(SGD.)
Francisco C. Canuto		(SGD.)
Kingson U. Sian		(SGD.)
Maria Carla T. Uykim		(SGD.)

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES }
DONE IN THE CITY OF MAKATI } S.S.

BEFORE ME, a Notary Public, for and in Makati City, Philippines, this 2nd day of September 2020, personally appeared the following persons:

Name	TIN
Kevin Andrew L. Tan	
Lourdes T. Gutierrez-Alfonso	
Francisco C. Canuto	
Kingson U. Sian	
Maria Carla T. Uykim	

known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation constituting of six (6) pages, including this page where the acknowledgement is written, and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the day first above-written.

ATTY. RAYMOND A. RAMOS
NOTARY PUBLIC
(SGD.)

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Book No. 136;
Series of 2020.