

**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. **1 April 2022**
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	2,532,121,381
Preferred	0
Total	2,532,121,381

10. **Item 9**

Please see the attached.

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:



CHERYLL B. SERENO

Compliance Officer and Data Protection Officer

1 April 2022

1 April 2022

Philippine Stock Exchange, Inc.

6th Floor, PSE Tower, 28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: Ms. Janet A. Encarnacion
Head, Disclosure Department

Securities and Exchange Commission

PICC Complex, Roxas Boulevard
Pasay City

Attention: Hon. Vicente Graciano P. Felizmenio, Jr.
Director, Market Regulation Department

Gentlemen:

Please be informed that at its special meeting held this afternoon, the Board of Directors of MREIT, Inc. ("MREIT") approved the following:

1. The subscription by Megaworld Corporation ("Megaworld") to 263,700,000 shares in MREIT, for a total subscription price of Php5.274 billion, to be paid by way of transfer of four (4) Grade A buildings located in PEZA-registered Zones, namely: 100% ownership of Two Global Center and of Festive Walk 1B, which are located in Iloilo Business Park, and 80% pro indiviso ownership of One West Campus and of Five West Campus, which are located in McKinley Hill in Fort Bonifacio, Taguig ("Properties").

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. 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 Contracts of Lease between Megaworld, as lessor, and MREIT, as lessee, for the lands where the Properties are situated. The lease period shall commence on the date of issuance of the MREIT shares in the name of Megaworld under the property-for-share swap and shall expire twenty-five (25) years thereafter, with MREIT having the option to renew for twenty-five (25) years on such terms and conditions mutually acceptable to the parties.
3. The assignment by Megaworld, as assignor, to MREIT, as assignee, of existing leases over portions of the Properties leased to third parties ("Leases"). The assignment includes the rights and obligations of Megaworld in the Leases, including the right to receive rentals, taxes, utilities, association dues, other assessments and security deposits.
4. The setting of the Annual Stockholders' Meeting for 2022 on May 27, 2022, at 9:00 a.m., to be conducted virtually in order to conform to the Government's regulation on physical

distancing to help manage and prevent the spread of the COVID-19 virus. The record date for the meeting is set on April 27, 2022. The agenda for the meeting shall be as follows:

- a. Call to Order
- b. Proof of Notice and Determination of Quorum
- c. Approval of the Minutes of the Previous Stockholders' Meetings (held on 28 May 2021, 15 June 2021, 12 July 2021, and 30 September 2021)
- d. Annual Report of Management
- e. Appointment of External Auditors
- f. Ratification of Acts and Resolutions of the Board of Directors, Board Committees, and Management
- g. Election of Directors
- h. Other Matters
- i. Adjournment.

Thank you.

Very truly yours,

MREIT, Inc.

By:



Cheryl B. Sereno
Compliance Officer