C05657-2026

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-4 - Acquisition or Disposition of Assets
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

Board approval of the property-for-share swap transaction involving the subscription by Megaworld Corporation, Travellers International Hotel Group, Inc., and Southwoods Mall, Inc. to an aggregate of 1,637,217,981 common shares for a total subscription price of Php27,014,096,692.00 in exchange for twelve (12) income-generating asset buildings.

Background/Description of the Disclosure

In relation to the Company's disclosure dated 29 May 2026 under C03973-2026, the Board of Directors of MREIT, Inc. ("MREIT") approved on 24 July 2026 the proposed property-for-share swap transaction where Megaworld Corporation ("Megaworld"), Travellers International Hotel Group, Inc. ("TIHGI"), and Southwoods Mall, Inc. ("SMI") (collectively, the "Asset Owners") shall subscribe to an aggregate of One Billion Six Hundred Thirty-Seven Million Two Hundred Seventeen Thousand Nine Hundred Eighty-One (1,637,217,981) common shares in MREIT, broken down as follows: (i) Megaworld shall subscribe to 1,209,809,426 shares; (ii) TIHGI shall subscribe to 309,372,835 shares; and (iii) SMI shall subscribe to 118,035,720 shares.

The total subscription price shall be Philippine Pesos: Twenty-Seven Billion Fourteen Million Ninety-Six Thousand Six Hundred Ninety-Two (Php27,014,096,692.00) broken down into: (i) Paid-Up Capital (at par) of Php1,637,217,981.00; and, (ii) Additional Paid In Capital (APIC) of Php25,376,878,711.00. The subscription price translates to an effective price per share of Philippine Pesos: Sixteen and 50/100 (Php16.50), representing an eighteen and 60/100 percent (18.60%) premium over the Volume-Weighted Average Price (VWAP) of Philippine Pesos: Thirteen and 91/100 (Php13.91) per share over a period of thirty (30) trading days. The total subscription price shall be paid by way of a tax-free exchange of twelve (12) income-generating asset buildings (the "Properties") detailed below.

The proposed Transaction shall result in an expansion of the Corporation's asset portfolio, a substantial increase in total gross leasable area (GLA), and a corresponding increase in the distributable income of its shareholders.

Date of Approval by Board of Directors	Jul 24, 2026

Details of the Acquisition or Disposition

Date	TBA

Description of the Assets Involved

The assets are prime office, commercial, mall, and hotel properties with a combined Gross Leasable Area ("GLA") of 303,936.21 square meters.

Details of the Assets

Type (land, building, etc.)	Location	Size	Rights Acquired (Ownership/ Leasehold etc.)
Building	Festive Walk Mall and Festive Walk Annex, Mandurriao, Iloilo City	32,659.00	100% ownership
Building	Lucky Chinatown Mall and Lucky Chinatown Annex, Binondo, Manila	40,078.07	100% ownership
Building	Venice Mall, McKinley Hill, Taguig City	39,616.63	100% ownership
Building	Science Hub Tower 2, McKinley Hill, Barangay Pinagsama, Taguig City	20,906.33	100% ownership
Building	Venice Corporate Center, McKinley Hill, Barangay Pinagsama, Taguig City	8,420.57	100% ownership
Building	Six West Campus, McKinley West, Barangay Fort Bonifacio, Taguig City	9,275.00	80% pro indiviso
Building	Eastwood Mall, Bagumbayan, Quezon City	22,216.28	100% ownership

Building	One Paseo, Arcovia City, Barangay Ugong, Pasig City	23,688.21	100% ownership
Building	Global One, Bagumbayan, Quezon City	34,495.00	100% ownership
Building	Holiday Inn Express Manila Newport City, Newport City, Pasay	26,495.22	100% ownership
Building	Horizon Center, Newport City, Pasay	20,422.04	100% ownership
Building	Southwoods Mall, Biñan, Laguna	25,663.86	100% ownership

Terms and conditions of the transaction

Contract price, valuation and the methods used to value the assets

The total subscription price is Php27,014,096,692.00 or an effective price per share of Php16.50, representing an 18.6% premium over the Volume-Weighted Average Price (VWAP) of Php13.91. The Fairness Opinion is undertaken by FTI Consulting Philippines, Inc. The Valuation Report on the Properties was prepared by FTI Consulting Philippines, Inc. using the Discounted Cash Flows ("DCF") Method and Direct Capitalization Method under the Income Approach.

Terms of payment

The shares shall be issued in the name of the respective Asset Owners, and the Properties transferred to MREIT, upon the confirmation by the Securities and Exchange Commission ("SEC") of the valuation of the Properties.

Conditions precedent to closing of the transaction, if any

Confirmation by the Securities and Exchange Commission of the valuation of the Properties, and the additional listing of the primary shares with the Philippine Stock Exchange.

Any other salient terms

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. Following closing, Megaworld, TIHGI, and SMI shall maintain joint corporate control over MREIT.

Identity of the person(s) from whom the assets were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Megaworld Corporation	Megaworld is the Sponsor of MREIT and directly/indirectly owns 53.43 % of the Company shares.
Travellers International Hotel Group, Inc.	TIHGI is an affiliate of the Company under the Alliance Global Group, Inc. (AGI) group.
Southwoods Mall, Inc.	SMI is an indirect subsidiary of Megaworld (SMI is 49.59% owned by Megaworld, and 50.41% owned by Global-Estate Resorts, Inc., which in turn is 82.50% owned by Megaworld).

Discussion on the probable impact of the transaction on the business, financials and other aspects of the REIT

The transaction represents a key milestone to expand MREIT’s real estate portfolio, drive growth in gross leasable area, and enhance the long-term distributable income of its shareholders. The twelve (12) assets will start contributing to MREIT's revenues at the start of the quarter when the SEC's confirmation of valuation of the Properties is obtained.

Other Relevant Information

The transaction is pursuant to MREIT's investment goal to expand its portfolio to 1,000,000 square meters of gross leasable area (GLA) by the end of 2027. The transaction represents the fifth wave of asset infusions in accordance with its investment commitments, geared towards realizing the vision of transforming the Company from an office REIT into a diversified REIT, anchored among the most iconic mall and lifestyle assets in the country.

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 | 3 1

Month | 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**

Please see the attached disclosure to the Philippine Stock Exchange.

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

[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.

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