

**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. **17 December 2025**
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	3,721,983,381 ¹
Preferred	0
Total	3,721,983,381¹

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: 
VINCEZYRENCE T. BARLONGAY
Compliance Officer
17 December 2025

¹ As of 19 November 2024, MREIT, Inc. has a total of 3,721,983,381 common shares issued and outstanding. 2,795,821,381 common shares are listed in the Philippines Stock Exchange (the "Exchange"), while the 926,162,000 common shares issued on 19 November 2024 are pending listing with the Exchange.

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Dec 17, 2025
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3. BIR Tax Identification No.
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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	3,721,983,381

11. Indicate the item numbers reported herein
Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



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 Megaworld Corporation's amended subscription to 996,865,672 common shares for a total subscription price of Php16,217,100,000.00, consisting of par value of Php1.00 per share or Php996,865,672.00, and Additional Paid-In Capital of Php15,220,234,328.00, in exchange for: (a) 9 Grade A buildings located in PEZA-registered zones under a tax-free property-for-share swap transaction and (b) Php187,500,000.00 cash payment, acknowledged received by Megaworld on 17 October 2025.

Background/Description of the Disclosure

At the meeting of the Board of Directors of MREIT, Inc. ("MREIT") held on December 17, 2025, the Board of Directors approved the proposed amended subscription by Megaworld Corporation ("Megaworld") to Nine Hundred Ninety-Six Million Eight Hundred Sixty-Five Thousand Six Hundred Seventy-Two (996,865,672) common shares in MREIT for a total subscription price of Philippine Pesos: Sixteen Billion Two Hundred Seventeen Million One Hundred Thousand (Php16,217,100,000.00) broken down into: (i) Paid-Up Capital (at par) of Nine Hundred Ninety-Six Million Eight Hundred Sixty-Five Thousand Six Hundred Seventy-Two Pesos (Php996,865,672.00); and, (ii) Additional Paid In Capital (APIC) of Philippine Pesos: Fifteen Billion Two Hundred Twenty Million Two Hundred Thirty-Four Thousand Three Hundred Twenty-Eight (Php15,220,234,328.00). The amended subscription price translates to an effective price per share of Sixteen and 27/100 Pesos (Php16.27), representing a fifteen percent (15%) premium over the Volume-Weighted Average Price (VWAP) of Fourteen and 15/100 Pesos (Php14.15) per share over a period of thirty (30) trading days. The amended subscription price shall be payable as follows: (a) The amount of One Hundred Eighty Seven Million Five Hundred Thousand Pesos (Php187,500,000.00) shall be paid by in cash, full receipt of which is acknowledged by MREIT; and, (b) the balance of the Total Subscription Price amounting to Sixteen Billion Twenty Nine Million Six Hundred Thousand Pesos (Php16,029,600,000.00) shall be paid by way of a tax-free exchange of nine (9) grade A asset buildings located in PEZA-registered zone namely: Science Hub Tower 1, Science Hub Tower 3, Science Hub Tower 4, One Campus Place Bldg. A, One Campus Place Bldg. B, 8 Campus Place A (Wells Fargo), 8 Campus Place B (Wells Fargo), 8 Campus Place C (Wells Fargo), and SEAC (Wells Fargo), all located in McKinley Hill, Barangay Pinagsama, Taguig City (the "Properties").

The proposed Transaction shall result in the Corporation's increase in total office GLA to 646,891 square meters and an increase in the distributable income of its shareholders.

Date of Approval by Board of Directors	Dec 17, 2025
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Details of the Acquisition or Disposition

Date	TBA
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Description of the Assets Involved

The assets are prime office properties located in PEZA-registered zone with a combined Gross Leasable Area ("GLA") of 165,477.30 square meters.

Details of the Assets

Type (land, building, etc.)	Location	Size	Rights Acquired (Ownership/ Leasehold etc.)
Building	Science Hub Tower 1, McKinley Hill, Barangay Pinagsama, Taguig City	21,565.38	100% ownership
Building	Science Hub Tower 3, McKinley Hill, Barangay Pinagsama, Taguig City	20,516.88	100% ownership
Building	Science Hub Tower 4, McKinley Hill, Barangay Pinagsama, Taguig City	20,690.76	100% ownership
Building	8 Campus Place A (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	9,862.00	100% ownership

Building	8 Campus Place B (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	9,332.00	100% ownership
Building	8 Campus Place C (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	9,991.00	100% ownership
Building	One Campus Place Bldg A, McKinley Hill, Barangay Pinagsama, Taguig City	12,120.47	100% ownership
Building	One Campus Place Bldg B, McKinley Hill, Barangay Pinagsama, Taguig City	11,304.90	100% ownership
Building	SEAC (Wells Fargo), McKinley Hill, Barangay Pinagsama, Taguig City	50,093.91	100% ownership

Terms and conditions of the transaction

<p>Contract price, valuation and the methods used to value the assets</p> <p>Subscription price is Php16,217,100,000.00 or an effective price per share of Sixteen and 27/100 Pesos (Php16.27), representing a fifteen percent (15%) premium over the Volume-Weighted Average Price (VWAP) of Fourteen and 15/100 Pesos (Php14.15) per share over a period of thirty (30) trading days, The Fairness Opinion was undertaken by FTI Consulting Philippines, Inc. The Valuation Report on the Properties was prepared by the third party and independent appraiser and property valuer, Cuervo Appraisers, Inc., on the basis of the Income Approach in compliance with International Valuation Standards.</p>
<p>Terms of payment</p> <p>The shares shall be issued in the name of Megaworld, and the properties transferred to MREIT, upon confirmation by the Securities and Exchange Commission of the valuation of the Properties.</p>
<p>Conditions precedent to closing of the transaction, if any</p> <p>Confirmation by the Securities and Exchange Commission of the valuation of the Properties</p>
<p>Any other salient terms</p> <p>The transaction shall result in an increase of control and ownership of Megaworld in MREIT from 56.63% to 65.79%. 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.</p>

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 and 56.63% owner of MREIT, Inc.

<p>Discussion on the probable impact of the transaction on the business, financials and other aspects of the REIT</p> <p>The transaction shall result in an increase in MREIT's total office GLA to 646,891 square meters and an increase in the distributable income of its shareholders. The nine (9) 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.</p>

<p>Other Relevant Information</p> <p>The transaction is pursuant to MREIT's investment plan to infuse assets to reach 1,000,000 square meters of GLA before the end of 2027. The transaction represents the fourth wave of acquisitions in accordance with the investment plan, geared towards realizing the vision of making MREIT the largest office REIT in Southeast Asia.</p>

Filed on behalf by:

Name	Joyce Alviar
Designation	Legal Counsel