

ADVICEMENT REPORT ON
MATERIAL RELATED PARTY TRANSACTIONS

Reporting PLC: **MREIT, Inc. (MREIT)**

SEC Identification Number: **CS202052294**

Name of Related Party: **Megaworld Corporation (MEG)**

Execution Date of Transaction: **17 December 2025**

Relationship between the Parties including financial/non-financial interest: **MEG owns 56.63% of MREIT; MEG is the Sponsor of MREIT**

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets ¹ of Reporting PLC	Amount/Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority ²
On 17 December 2025, MREIT and MEG executed a Deed of Exchange of Properties for Shares for the transfer of the following properties of MEG to MREIT, in exchange for shares in MREIT: <ul style="list-style-type: none"> 1. Science Hub Tower 1 2. Science Hub Tower 3 3. Science Hub Tower 4 4. 8 Campus Place A (Wells Fargo) 5. 8 Campus Place B (Wells Fargo) 	Megaworld shall subscribe to 996,865,672 common shares of MREIT 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 (APIC) of Php15,220,234,328.00, resulting in an increase of control and ownership of Megaworld in MREIT from 56.63% to 65.79%. MREIT shall ensure that Megaworld's	1. The Transaction is pursuant to the Corporation's investment plan to infuse assets to reach 1,000,000 square meters of GLA by 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.	Php76,260,476,000.00 as of 31 December 2024	Php16,217,100,000.00	21.27%	N/A	100% of the members of the MREIT's RPT Committee, Independent Directors, and Board of Directors: <ul style="list-style-type: none"> 1. Kevin Andrew L. Tan (Chairman of the Board) 2. Jose Arnulfo C. Batac 3. Francisco C. Canuto

¹ Total assets shall pertain to consolidated assets if the reporting PLC is a parent company.

² The information shall include the names of directors present, names of directors who approved the Material Related Party Transaction and the corresponding voting percentage obtained.

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6. 8 Campus Place C (Wells Fargo) 7. One Campus Place Bldg. A 8. One Campus Place Bldg. B, and 9. SEAC (Wells Fargo), All properties are located in McKinley Hill, Barangay Pinagsama, Taguig City	control and ownership shall at all times be in compliance with the required minimum public ownership for REITs. 1. In payment for the said subscription, Megaworld shall be authorized to: (a) transfer to MREIT, its rights, title and interests in the buildings, improvements and machineries, particularly described as follows (the "Properties"): Science Hub Tower 1, Science Hub Tower 3, Science Hub Tower 4, 8 Campus Place A (Wells Fargo), 8 Campus Place B (Wells Fargo), 8 Campus Place C (Wells Fargo), One Campus Place Bldg. A, One Campus Place Bldg. B, and SEAC (Wells Fargo), all located in McKinley Hill, Barangay Pinagsama, Taguig City (the "Properties"); and, (b) pay Php187,500,000.00 in cash, full receipt of which is acknowledged by MREIT. The proposed Transaction shall result in the Corporation's increase in total office GLA to 646,891 square	2. The transaction would result in an increase in distributable income to its shareholders and an increase in MREIT's total GLA to 646,891 square meters. At the consideration of Php16,217,100,000.00, the Properties to be infused have a projected yield of 6.7% on a blended basis. At the total 2025 dividends of Php1.002 per share, MREIT's yield is at 6.2% against the subscription price of Php16.27 per share. At the Volume-Weighted Average Price (VWAP) of Php14.15 per share over a period of thirty (30) trading days prior to this meeting. The price per share, pegged at Php16.27, at which the shares will be issued in exchange for the Properties, represents a 15% premium over the VWAP. Thus, the transaction is considered accretive to the portfolio. Estimated yields are subject to actual operating performance and market conditions.					4. Lourdes T. Gutierrez-Alfonso 5. Jesus B. Varela (ID) 6. Sergio R. Ortiz-Luis, Jr. (ID & Chairman of the RPT Committee) 7. Antonio E. Llantada, Jr. (ID) 100% of the members of the MEG RPT Committee, Independent Directors and Board of Directors: 1. Andrew L. Tan (Chairman of the Board) 2. Lourdes T. Gutierrez-Alfonso 3. Kevin Andrew L. Tan 4. Enrique Santos L. Sy

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	<p>meters and an increase in the distributable income to its shareholders.</p> <p>2. The Transaction shall be completed, and the shares shall be issued, upon the confirmation of the valuation of the Properties by the Securities and Exchange Commission.</p> <p>3. The Transaction shall be pursued as a tax-free exchange under Sec. 40(c)(2) of the National Internal Revenue Code, as amended.</p> <p>4. Unless an unfavorable resolution from the application for the Securities and Exchange Commission's confirmation of valuation of the Properties is issued resulting in the cancellation of the Transaction, the Properties shall start to contribute to MREIT's revenues from the start of the quarter when the SEC's confirmation of valuation of Properties is obtained.</p>						<p>5. Cresencio P. Aquino (<i>ID</i> & <i>Chairman of the RPT Committee</i>)</p> <p>6. Ma. Milagros C. Yuhico (<i>ID</i>)</p> <p>7. Alejo L. Villanueva, Jr. (<i>ID</i>)</p>

SIGNATURES

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MREIT, INC.



.....
ARNULFO C. BATAC

President and Chief Executive Officer

MEGAWORLD CORPORATION



.....
LOURDES T. GUTIERREZ-ALFONSO 

President and Chief Executive Officer

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI)SS.

SECRETARY'S CERTIFICATE

I, MARIA CARLA T. UYKIM, of legal age, Filipino, and with office address at the 10th Floor, Two World Square, 24 Upper McKinley Road, McKinley Hill, Taguig City, Philippines 1634, after having been duly sworn in accordance with law, do hereby certify that:

1. I am the Corporate Secretary of **MREIT, INC.**, a corporation duly organized and existing under Philippine laws, with principal office at 18th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, Philippines (the "Corporation").

2. In my capacity as Corporate Secretary of the Corporation, I have custody of its books and records, including the minutes of the meetings of the Board of Directors and stockholders.

3. At the duly constituted meeting of the Board of Directors of the Corporation held on 17 December 2025, at which meeting a quorum was present and acting throughout the duration of the meeting, the following resolution was adopted and approved:

"RESOLVED, that the Corporation hereby designates its President and Chief Executive Officer, MR. JOSE ARNULFO C. BATAC, as authorized representative to sign, execute and deliver the Advisement Report on Material Related Party Transactions for the Corporation as required under the Securities Exchange Commission's Memorandum Circular No. 10, series of 2019, or other/subsequent issuances in relation thereto.

4. The above-quoted Resolution has not been amended, modified, revoked/cancelled, and as of this date of Certification and are in full force and effect.

18 DEC 2025

IN WITNESS WHEREOF, I have hereunto affixed my signature this _____
in MAKATI CITY

MARIA CARLA T. UYKIM
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 18 day of DEC 2025 at
MAKATI CITY, Philippines, Affiant exhibiting to me her Driver's License No.
H02-94-034162.

Doc. No. 420;
Page No. 85;
Book No. 303
Series of 2025.

ATW. RAYMOND A. RAMOS
ATW. RAYMOND A. RAMOS
COMMISSION NO. M-229
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2026
2364 ANGONO STREET
BARANGAY POBLACION 1210, MAKATI CITY
SC Roll No. 62179/04-26-2013
IBP NO. 499549/01-06-2025/Pasig City
PTR NO. MKT 10494504/01-22-2025/Makati City
MCLE Compliance No. VIII-0012896/04-14-2023

SECRETARY'S CERTIFICATE

I, **NELILEEN S. BAXA**, of legal age, Filipino, with office address at the 18th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, 1634, Metro Manila, Philippines, hereby state that:

1. I am the Assistant Corporate Secretary of **MEGAWORLD CORPORATION**, a corporation duly organized in accordance with Philippine laws, with principal office address at the 30th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City, 1634, Metro Manila, Philippines (hereinafter, the "Corporation").

2. In the absence of the Corporate Secretary or her inability to act, I am authorized to prepare and keep the minutes of meetings of the Board of Directors, the Board Committees and the Stockholders of the Corporation.

3. During the meeting of the Corporation's Board of Directors held on 15 December 2021, at which meeting a quorum was present and acting throughout, the following resolutions were approved:

"**RESOLVED**, that the Corporation hereby designates its Chief Operating Officer, **Ms. Lourdes T. Gutierrez-Alfonso**, as its duly authorized representative with full power and authority to represent the Corporation and to execute, sign, and deliver the Advisement Report on Material Related Party Transactions, in compliance with the provisions of the Securities and Exchange Commission's Memorandum Circular No. 10, Series of 2019 and other subsequent or relevant issuance."

4. The above-quoted Resolutions have not been amended, modified, cancelled, or revoked, and as of this date of certification, are in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand on this 20 December 2021 at Taguig City, Philippines.

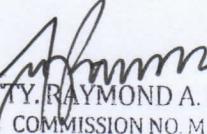

NELILEEN S. BAXA

Assistant Corporate Secretary

MAKATI CITY

SUBSCRIBED AND SWORN to before me this 20 DEC 2021 at MAKATI CITY, Affiant exhibiting to me her Passport No. P4098697A issued on 20 August 2017 at Manila, Philippines.

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Series of 2021.


ATTY. RAYMOND A. RAMOS
COMMISSION NO. M 239
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2021 per B.M. No. 3795
11 KALAYAAN AVENUE EXTENSION,
BARANGAY WEST REMBO, MAKATI CITY
SC Rnll No. 62179/04-26-2013
IBP NO. 137312/01-04-2021/Pasig City
PTF NO. MKT 8531022/01-04-2021/Makati City
MCLE Compliance No. VI-0007878/04-06-2018