M·REIT
A MEGAWORLD COMPANY

MREIT, Inc.
MREIT

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	Advisement Report on Material Related Party Transactions
Report Period/Report Date	Jul 24, 2026

Description of the Disclosure
In compliance with the Securities and Exchange Commission (SEC) Memorandum Circular No. 10, Series of 2019 (Rules on Material Related Party Transactions for Publicly-Listed Companies), we submit herewith the Advisement Report on Material Related Party Transactions executed by MREIT, Inc. and Southwoods Mall, Inc.

Filed on behalf by:

Name	Angeli Tristeza
Designation	Legal Counsel

ADVISEMENT REPORT ON MATERIAL RELATED PARTY TRANSACTIONS

Reporting PLC: MREIT, Inc. (MREIT)

SEC Identification Number: CS202052294

Name of Related Party: Southwoods Mall, Inc. (SMI)

Date of Transaction: 24 July 2026

Relationship between the Parties including financial/non-financial interest: SMI is an indirect subsidiary of Megaworld, the Sponsor of the Company. SMI is 49.59% owned by Megaworld, and 50.41% owned by Global-Estate Resorts, Inc. (GERI), which in turn is 82.50% owned by Megaworld.

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 24 July 2026, the Board of Directors of MREIT, Inc. ("MREIT") approved the subscription by Megaworld Corporation ("MEG"), together with Travellers International Hotel Group, Inc. ("TIHGI") and Southwoods Mall, Inc. ("SMI"), to an aggregate of 1,637,217,981 common shares of MREIT, in exchange for the transfer to MREIT of the properties more particularly described in *Annex "A"* ("Transaction").	1. The Asset Owners shall subscribe to an aggregate of 1,637,217,981 common shares of MREIT, Inc. for a total subscription price of Php27,014,096,692.00, consisting of par value of Php1.00 per share, or Php1,637,217,981.00, and a total Additional Paid In Capital (APIC) of Php25,376,878,711.00. *The details of the shares to be issued are provided in Annex "B".* 2. Following the issuance of the shares, the	1. The Transaction is pursuant to the Corporation's investment plan to infuse around 1,000,000 square meters of GLA before the end of 2027. The Transaction represents the fifth wave of asset infusion in accordance with the investment plan geared towards realizing the vision of transforming MREIT from an office REIT into a diversified REIT, anchored by among the most iconic mall and lifestyle assets in the country.	Php76,588,414,512 as of 31 December 2025	Php27,014,096,692, broken down as follows: MEG: 19,961,855,537.00 TIHGI: 5,104,651,782.00 SMI: 1,947,589,373.00	35.27%	N/A	100% of the members of the SMI Board of Directors: 1. Andrew L. Tan (Chairman of the Board) 2. Monica T. Solomon 3. Lourdes T. Gutierrez-Alfonso 4. Kevin Andrew L. Tan 5. Lailani V. Villanueva

[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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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]
MEG, TIHGI and SMI are collectively referred to as the "Asset Owners".	Asset Owners shall hold an aggregate ownership interest of 65.43% of the total issued and outstanding capital stock. MREIT shall ensure that the Asset Owners' control and ownership shall at all times remain in compliance with the required minimum public ownership for REITs. *The specific breakdown of ownership interests are detailed in Annex "B".* 3. 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. 4. The Transaction shall be pursued as a tax-free exchange under Sec. 40(c)(2) of the National Internal Revenue Code, as amended.	2. The Transaction would result in an increase in distributable income to its shareholders and an increase in MREIT's total GLA to 950,834.65 square meters. At the consideration of Php27,014,096,692.00, the Properties to be infused were valued at an effective cap rate of 7.8% on a blended basis. At the projected 2026 dividend of Php 1.0678 per share, MREIT's forward yield is approximately 7.7% against the Volume-Weighted Average Price (VWAP) of Php13.91 per share over a period of thirty (30) trading days prior to this meeting. The price per share, pegged at Php16.50, at which the shares will be issued in exchange for the Properties, represents a 18.6% premium over the VWAP.. Thus, the transaction is considered accretive to the portfolio. Estimated yields					100% of the members of the MREIT's RPT Committee, Independent Directors, and Board of Directors: 1. Kevin Andrew L. Tan *(Chairman of the Board)* 2. Jose Arnulfo C. Batac 3. Francisco C. Canuto 4. Lourdes T. Gutierrez-Alfonso 5. Sergio R. Ortiz-Luis, Jr. *(ID & Chairman of the RPT Committee)* 6. Jesus B. Varela *(ID)* 7. Antonio E. Llantada, Jr. *(ID)*

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]
	5. Unless an unfavorable resolution regarding the SEC confirmation of valuation is issued resulting in the cancellation of the Transaction, the Properties shall begin contributing to MREIT's revenues from the start of the quarter when the SEC's confirmation of valuation is obtained	are subject to actual operating performance and market conditions.					

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.	SOUTHWOODS MALL, INC.	
JOSE ARNULFO C. BATAC	MONICA T. SALOMON	LAILANI V. VILLANUEVA
President and Chief Executive Officer	*President*	*Treasurer*

ANNEX "A"

LIST OF PROPERTIES

	Owner	Property	Location	Percentage of Interest to be Transferred
1	Megaworld Corporation	Festive Walk Mall and Festive Walk Annex	Mandurriao, Iloilo City	100%
2	Megaworld Corporation	Lucky Chinatown Mall and Lucky Chinatown Annex	Binondo, Manila	100%
3	Megaworld Corporation	Venice Mall	McKinley Hill, Brgy. Pinagsama, Taguig City	100%
4	Megaworld Corporation	Science Hub Tower 2	McKinley Hill, Brgy. Pinagsama, Taguig City	100%
5	Megaworld Corporation	Venice Corporate Center	McKinley Hill, Brgy. Pinagsama, Taguig City	100%
6	Megaworld Corporation	Six West Campus	McKinley West, Brgy. Fort Bonifacio, Taguig City	80% pro-indiviso
7	Megaworld Corporation	Eastwood Mall	Bagumbayan, Quezon City	100%
8	Megaworld Corporation	One Paseo	Arcovia City, Brgy. Ugong, Pasig City	100%
9	Megaworld Corporation	Global One	Bagumbayan, Quezon City	100%
10	Travellers International Hotel Group, Inc.	Holiday Inn Express Manila Newport City	Newport City, Pasay	100%
11	Travellers International Hotel Group, Inc.	Horizon Center	Newport City, Pasay	100%
12	Southwoods Mall, Inc.	Southwoods Mall	Biñan, Laguna	100% of the area to be transferred

ANNEX "B"

SHARES TO BE ISSUED, SUBSCRIPTION PRICE AND RESULTING PERCENTAGE OWNERSHIP

Stockholder	Number of Shares to be Issued	Total Subscription Price	Par Value (P1.00 per Share)	Additional Paid-In Capital (APIC)	Resulting % Ownership
Megaworld Corporation	1,209,809,426	19,961,855,537.00	1,209,809,426	18,752,046,111.00	58.70%
Travellers International Hotel Group, Inc.	309,372,835	5,104,651,782.00	309,372,835	4,795,278,947.00	4.87%
Southwoods Mall, Inc.	118,035,720	1,947,589,373.00	118,035,720	1,829,553,653.00	1.86%
TOTAL	1,637,217,981	27,014,096,692.00	1,637,217,981	25,376,878,711.00	65.43%

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

SECRETARY'S CERTIFICATE

I, **MARIA CARLA T. UYKIM**, of legal age, Filipino, with office address at the 10th Floor, Two World Square, 24 Upper McKinley Road, McKinley Hill, Taguig City, Philippines 1634, after having been sworn according to law, hereby depose and state:

1. I am the Corporate Secretary of **MREIT, Inc.** (hereinafter referred to as the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with principal address at 18th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City 1634, Philippines, and as such, I have custody of the minutes of the meetings of the Board of Directors of the Corporation.

2. In a meeting of the Board of Directors held on 24 July 2026 at which a quorum was present and acting throughout, the Board passed and adopted the following resolution:

> "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."

3. The foregoing resolution is in accordance with the records of the Corporation, and, as of the date hereof, has not been amended, superseded, or repealed.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 JUL 2026, in MAKATI CITY, Philippines.

MARIA CARLA T. UYKIM
Corporate Secretary

SUBSCRIBED AND SWORN to before me, this 27 JUL 2026 at MAKATI CITY, Philippines, affiant exhibiting to me her Driver's License No. H02-94-034162 valid until 14 July 2032 issued by Land Transportation Office.

NOTARY PUBLIC

Doc. No. 312;
Page No. 64;
Book No. 425;
Series of 2026.

ATTY. 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. 536461/01-05-2026/Pasig City
PTR NO. MKT 10764120/01-05-2026/Makati City
MCLE Compliance No. VIII-0012898/04-14-2028

SECRETARY'S CERTIFICATE

I, **MARIA CARLA T. UYKIM**, of legal age, Filipino, with office address at the 10th Floor, Two World Square, 24 Upper McKinley Road, McKinley Hill, Taguig City, Philippines 1634, hereby state that:

1. I am the Corporate Secretary of **SOUTHWOODS MALL, INC.** (the "Corporation"), a corporation duly organized in accordance with Philippine laws, with principal office at the 9/F Eastwood Global Plaza, Palm Tree Avenue, Eastwood City, Bagumbayan, Quezon City 4024, Metro Manila, Philippines; and as such, I have custody of the minutes of the meetings of the Board of Directors of the Corporation.

2. In a meeting of the Corporation's Board of Directors held on July 24, 2026 at which meeting a quorum was present and acting throughout, the following resolutions were approved:

> "RESOLVED, that the Corporation hereby designate its President, Monica T. Salomon, and Treasurer, Lailani V. Villanueva, 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 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 27 JUL 2026 at MAKATI CITY, Metro Manila, Philippines.

MARIA CARLA T. UYKIM
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 27 JUL 2026 at MAKATI CITY, Metro Manila, Philippines, Affiant exhibiting to me her Driver's License No. H02-94-034162 valid until 14 July 2032 issued by the Land Transportation Office.

Doc. No. 211;
Page No. 64;
Book No. 477;
Series of 2026.

ATTY. RAYMOND A. RAMOS
COMMISSION NO. M-229
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2026
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