

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)
Jun 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
Metro Manila, 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
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

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

**References: Rule 4 of the IRR of the REIT Act of 2009 and
Sections 4 and 8 of the Amended PSE Listing Rules for REITS**

Report Date	Jun 24, 2026
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- ☒ Initial Filing
☐ Amend

Amendment No.:	-
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Items amended by Filing
-

Exact Name of REIT as Specified in its Charter	MREIT, Inc.
Address of Principal Office	18th Floor, Alliance Global Tower, 36th Street corner 11th Avenue Uptown Bonifacio, Taguig City
SEC Identification Number	CS202052294
BIR Identification Number	502-228-971-000
Name of REIT Corporation:	MREIT, Inc.
Reinvestment Plan Period:	Jun 11, 2026

A. Income-Generating Properties Transferred by the Sponsors/Promoters to the REIT

Name of Sponsor/Promoter	Description of Property Transferred	Certificate of Title of Property	Transfer Value of the Property to the REIT
-	-	-	-

B. Estimated Amount of Proceeds/Money to be Realized by the Sponsors/Promoters

I. From the Subsequent Sale of REIT shares or other securities issued in exchange for income-generating real estate transferred by the Sponsors/Promoters to the REIT

Name of Sponsor/Promoter	Estimated Amount of Proceeds
Megaworld Corporation	3,376,424,017.85

II. From the Sale of income-generating real estate to the REIT

Name of Sponsor/Promoter	Estimated Amount of Proceeds
N/A	-

C. The Reinvestment Projects

Description of the Real Properties/Infrastructure Projects subject of the Reinvestment Policy

Description of the Real Properties/ Infrastructure Projects	Location	Estimated Timing of Disbursement of the Money/ Proceeds for Reinvestment	Percentage of Completion as of the Date of the Reinvestment Plan	Type of Investment (Direct ownership, shareholding, etc.)
Paragua Coasttown	Palawan	Q3 2026 to Q2 2027	57%	Indirect
Bacolod Projects	Bacolod	Q3 2026 to Q2 2027	82%	Indirect
Pampanga Projects	Pampanga	Q3 2026 to Q2 2027	72%	Indirect
Taguig and Pasay Projects	Taguig and Pasay	Q3 2026 to Q2 2027	37%	Loan Repayment
Iloilo and Cavite Projects	Iloilo and Cavite	Q3 2026 to Q2 2027	70%	Loan Repayment

Other Relevant Information
Please see the attached Reinvestment Plan.

Filed on behalf by:

Name	Angeli Tristeza
Designation	Legal Counsel

COVER SHEET

SEC Registration Number

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Company Name

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Principal Office (No./Street/Barangay/City/Town/Province)

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MABEL P. TACORDA

Contact Person

(632) 8894-6300/6400

Company Telephone Number

Month

Day

Fiscal Year

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Month

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Day

Month

Day

Annual Meeting

S	E	C		F	O	R	M		1	7	-	C																		
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Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

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Foreign

To be accomplished by SEC Personnel Concerned

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Section

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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 June 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, Philippines**
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

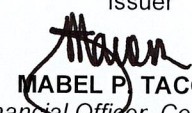
<u>Title of Each Class</u>	<u>Number of Shares of Stock Outstanding</u>
Common	4,718,849,053 ¹
Preferred	0
Total	4,718,849,053

10. **Item 9**

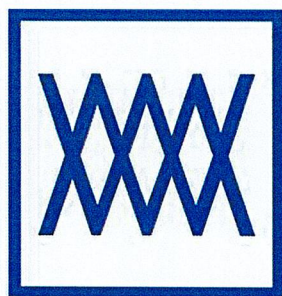
Pursuant to the Rule 4, Section 5.1 (e) of the Implementing Rules and Regulations of Republic Act No. 9856 (REIT Act), we are submitting the Reinvestment Plan of Megaworld Corporation for the proceeds of its sale of Two Hundred Forty-Six Million One Hundred Thirty-Eight Thousand Five Hundred Seventy-Nine (246,138,579) shares in MREIT, Inc.

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 June 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.



MEGAWORLD

M·REIT
A MEGAWORLD COMPANY |

REINVESTMENT PLAN

In connection with the Block Sale by Megaworld Corporation
of 246,138,579 common shares of MREIT, Inc.
Average Sale Price: Php13.75 per share

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A. EXECUTIVE SUMMARY

This Reinvestment Plan sets out the planned use of the net proceeds received by Megaworld Corporation (referred to herein as “**Megaworld**” or the “**Company**”) from the sale of 246,138,579 common shares of MREIT, Inc. for an average sale price of Php13.75 (the “**Sale**”), with net proceeds of Php3,376,424,017.85.

MREIT, Inc. (“**MREIT**”) has an authorized capital stock of Php8.0 billion, divided into 8.0 billion common shares with a par value of Php1.00 per share (each, a “**Share**”). As of the date of this Reinvestment Plan, MREIT has 4,718,849,053 Shares issued and outstanding. 3,721,983,381 shares are listed with the Philippine Stock Exchange (“**PSE**”). Out of the total issued and outstanding Shares, 44.71% are held by the public. MREIT has no preferred shares and no Shares held in treasury. MREIT market capitalization as of date of this Reinvestment Plan stands at Php 65.3billion.

Pursuant to Securities and Exchange Commission Memorandum Circular No. 1, Series of 2020, Securities and Exchange Commission Memorandum Circular No. 1, Series of 2026, and Bureau of Internal Revenue Regulations No. 3-2020, any Sponsor/Promoter of a REIT who realizes proceeds from the sale of REIT shares or other securities issued in exchange for income-generating Real Estate transferred to the REIT shall submit to the SEC, the PSE, and the BIR a sworn reinvestment plan undertaking to reinvest all such proceeds in any real estate, including any redevelopment thereof, and/or infrastructure projects, in the Philippines within two (2) years from the date of receipt of proceeds or money by the Sponsor/Promoter.

Following current regulations, Megaworld intends to invest its net proceeds from the Sale estimated at Php3,376,424,017.85 in a township located in Palawan, Bacolod and Pampanga for the development of malls, offices, and other developments, as well as for the repayment of loans associated with its projects in Taguig and Pasay and Iloilo and Cavite. All disbursements for such projects are intended to be distributed within one year upon receipt of the money raised from the Sale. Megaworld does not intend to reinvest the net proceeds from the Sale in any infrastructure project other than the seven (7) projects aforementioned.

B. ABOUT THE SPONSOR

1. Overview

The Company is one of the leading property developers in the Philippines and is primarily engaged in the development of large scale mixed-use planned communities, or community townships, that comprise residential, commercial and office developments and integrate leisure, entertainment, and educational/training components. Founded in 1989, the Company initially established a reputation for building high quality residential condominiums and commercial properties located in convenient urban locations with easy access to offices as well as leisure and entertainment amenities in Metro Manila. Beginning in 1996, in response to demand for the lifestyle convenience of having quality residences in close proximity to office and leisure facilities, the Company began to focus on the development of mixed-use communities, primarily for the middle-income market, by commencing the development of its Eastwood City project. In addition, the Company engages in other property related activities such as project design, construction oversight and property management.

The Company's real estate portfolio includes residential condominium units, subdivision lots and townhouses as well as office projects and retail space. The Company has the following three primary business segments: (i) real estate sales of residential developments (ii) leasing of office space, primarily to Business Process Outsourcing ("BPO") enterprises, and retail space, and (iii) management of hotel operations.

As of date of this Reinvestment Plan, the Company owns or has development rights over 5,600 hectares of land located throughout the Philippines.

The Company's common shares were listed in the PSE in 1994 (under listing code "MEG") and as of date of this Reinvestment Plan has a market capitalization of Php 66.15 billion.

2. Board of Directors and Senior Management

There are seven (7) members of the Company's Board of Directors, three (3) of whom are independent directors. An independent director is a person who, apart from his or her fees and shareholdings, is independent of management and free from any business or other relations which could, or could reasonably be perceived to, materially interfere with his or her exercise of independent judgment in carrying out his responsibilities as director [SRC Rule 38]. All of the directors were elected during the Annual Meeting of Stockholders held on 19 June 2026. The directors will hold office until their successors have been duly elected and qualified.

Information concerning the background of the directors and executive officers of the Company indicating their principal occupation or employment and their business experience for the past five (5) years is provided in the Company's Annual Report, a copy of which is accessible from the Company's website: www.megaworldcorp.com.

The table sets forth each member of the Company's Board as of date of this Reinvestment Plan:

Name	Citizenship	Position
Andrew L. Tan	Filipino	Director, Chairman
Lourdes T. Gutierrez-Alfonso	Filipino	Director, President and CEO
Kevin Andrew L. Tan	Filipino	Director, Executive Director
Enrique Santos L. Sy	Filipino	Director
Cresencio P. Aquino	Filipino	Lead Independent Director
Alejo L. Villanueva, Jr.	Filipino	Independent Director

Ma. Milagros C. Yuhico	Filipino	Independent Director
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The table below sets forth the Company's executive officers in addition to the executive directors listed above, as of date of this Reinvestment Plan:

Name	Citizenship	Position
Francisco C. Canuto	Filipino	Senior Vice President, Chief Finance Officer, Treasurer, Chief Audit Executive, Compliance Officer, and Corporate Information Officer
Noli D. Hernandez	Filipino	Executive Vice President for Sales and Marketing
Giovanni C. Ng	Filipino	Senior Vice President and Finance Director
Maria Victoria M. Acosta	Filipino	Executive Vice President and Managing Director for International Marketing and Leasing
Maria Carla T. Uykim	Filipino	Head of Corporate Advisory and Compliance Division
Rafael Antonio S. Perez	Filipino	Head of Human Resources and Corporate Administration Division
Graham M. Coates	British	Head of Megaworld Lifestyle Malls
Jennifer L. Romualdez	Filipino	Head of Operations Division
Kimberly Hazel A. Sta. Maria	Filipino	Senior Assistant Vice President for Creatives, Branding and Advertising
Ma. Melody Ibañez-Garcia	Filipino	Chief Risk Officer
Lino P. Victorioso, Jr.	Filipino	Data Protection Officer
Anna Michelle T. Llovido	Filipino	Corporate Secretary
Nelileen S. Baxa	Filipino	Assistant Corporate Secretary

C. PROCEEDS RECEIVED BY THE SPONSOR

The Company expects to receive from the Sale estimated net proceeds of approximately Php3,376,424,017.85, after deduction of fees and taxes, on 11 June 2026.

D. THE REINVESTMENT PLAN

Megaworld intends to use net proceeds received from the Sale to fund ongoing and future investments in real estate properties located in Palawan, Bacolod, and Pampanga as well as the repayment of loans for projects in Taguig, Pasay, Iloilo and Cavite or the development of malls, offices, and other developments within said townships, which Megaworld may undertake on its own or through other subsidiaries. While the Company is not contemplating acquiring land at this time, there is nothing preventing it from doing so in the future in accordance with the requirements of the law, if the timing and opportunity is right.

The projected disbursement in connection with the proposed use of proceeds is provided in the succeeding table:

#	PROJECT NAME	DESCRIPTION	TOWNSHIP / LOCATION	INVESTMENT TYPE	PRODUCT	STATUS	PERCENTAGE COMPLETION	COMPLETION DATE	TOTAL PLANNED USE FOR THE YEAR	Q3 2026	Q4 2026	Q1 2027	Q2 2027	DISBURSING ENTITY
1	Paragua Coastown	Malls, Offices, Land Development and other developments	Palawan	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	On-going	57.00%	2030	900.00m	50.00m	250.00m	300.00m	300.00m	Megaworld San Vicente Coast, Inc.
2	Bacolod Projects	Malls, Offices, Land Development and other developments	Bacolod	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	On-going	82.00%	2029	703.92m	50.00m	135.00m	225.00m	293.92m	Megaworld Bacolod Properties, Inc.
3	Pampanga Projects	Malls, Offices, Land Development and other developments	Pampanga	Investment in Building and its improvements, Land and its developments through the Company and its subsidiaries	Malls, Offices, Land Development and other developments	On-going	72.00%	2030	1,100.00m	250.00m	250.00m	275.00m	325.00m	Megaworld Capital Town, Inc.
4	Taguig and Pasay Projects	Loan Repayment	Taguig and Pasay	Loan Repayment	Malls, Offices, Land Development and other developments	On-going	37.00%	2031	360.00m	0.00m	0.00m	360.00m	0.00m	Megaworld Corporation
5	Iloilo and Cavite Projects	Loan Repayment	Iloilo and Cavite	Loan Repayment	Malls, Offices, Land Development and other developments	On-going	70.00%	2028	312.50m	0.00m	312.50m	0.00m	0.00m	Megaworld Corporation
Total Cumulative									3,376.42m	350.00m 350.00m	947.50m 1,297.50m	1,160.00m 2,457.50m	918.92m 3,376.42m	

Megaworld shall endeavor to cause the completion of the construction of the projects enumerated in the table above within the projected time frame. However, the time of completion and, accordingly, the timing of disbursements, are subject to unforeseen external conditions that may cause delays in construction timetables (e.g., fire, earthquake, pandemic, and other natural elements, war, civil disturbance) or due to any other cause beyond the control of Megaworld, and/or its subsidiaries.

E. MONITORING AND REVIEW

Megaworld shall monitor the actual disbursements of projects proposed in this Reinvestment Plan on a quarterly basis. For this purpose, Megaworld shall prepare a quarterly progress report of actual disbursements on the projects covered by this Reinvestment Plan.

In the event of changes in the actual disbursements of projects proposed in this Reinvestment Plan, Megaworld shall carefully evaluate the situation and may reallocate the proceeds for future investments or other uses, and/or hold such funds in investments, whichever is the best interest of the Company and its shareholders. Megaworld's cost estimates may also change as these plans are developed further, and actual costs may be different from budgeted costs. For these reasons, timing and actual use of the net proceeds may vary and the Company may find it necessary or advisable to alter their plans.

In such an event, Megaworld undertakes that any deviation from the planned reinvestment (as disclosed in this Reinvestment Plan) will be promptly disclosed to the Exchange and to the Commission via SEC Form 17-C (and submit a Revised Reinvestment Plan as necessary).

F. REPORTING

Megaworld shall comply with the reportorial and disclosure requirements prescribed by the SEC, PSE, BIR, or the appropriate regulatory government agency/ies.

Megaworld shall submit to the PSE quarterly progress reports and a final report on the implementation of the Reinvestment Plan, duly certified by its Chief Financial Officer, Treasurer, and External Auditor. The quarterly progress report and the final report shall be submitted to the PSE in accordance with the REIT Law, its implementing regulations, and relevant PSE rules.

The Reinvestment Plan and the status of its implementation shall be included in the appropriate structured reports of Megaworld to the SEC and PSE. Any investment pursuant to the Reinvestment Plan shall be disclosed by the Company via SEC Form 17-C as such investment is made. The Company shall likewise furnish the SEC with copies of the relevant documentary stamp tax returns, as may be applicable.

CERTIFICATION

This **REINVESTMENT PLAN** was prepared and assembled under our supervision in accordance with existing regulations of the Securities and Exchange Commission, the Philippine Stock Exchange, and the Bureau of Internal Revenue. The information and data provided herein are complete, true, and correct to the best of our knowledge and/or based on authentic records.

MEGAWORLD CORPORATION

Sponsor

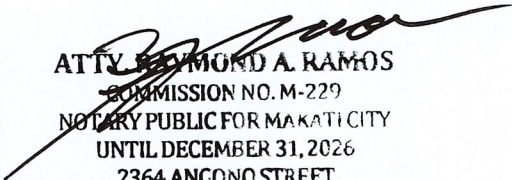

LOURDES T. GUTIERREZ-ALFONSO

President and Chief Executive Officer

SUBSCRIBED AND SWORN to before me this **24 JUN 2026** at **MAKATI CITY**, with the affiant exhibiting to me her identification document as follows:

Name	Competent Evidence of Identity	Date and Place Issued
MEGAWORLD CORPORATION Represented by:	TIN: 000-477-103	
LOURDES T. GUTIERREZ-ALFONSO		

DOC NO. 270
PAGE NO. 75
BOOK NO. 477
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