



30 October 2024

**PHILIPPINE DEALING AND
EXCHANGE CORPORATION**

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City

Attention: **ATTY. SUZY CLAIRE R. SELLEZA**
Head – Issuer Compliance and Disclosure Department

Re: **Update on Corporate Actions/Material
Transactions/Agreements**

Dear Atty. Selleza,

In compliance with the disclosure requirements of the Philippine Dealing and Exchange Corporation, please find attached Megawide Construction Corporation's (the "Company") Update on Corporate Actions/Material Transactions/Agreements ("Report") on the Share Subscription and Transfer Agreement executed by the Company, GMR Airports International BV and Aboitiz InfraCapital, Inc. This Report is made for the purpose of indicating that the Exchangeable Notes issued in line with the transaction covered by the Report have matured on 30 October 2024 and were exchanged by the Company for the rest of its shares.

Should you have any questions or concerns, please do not hesitate to reach out to us.

Very truly yours,

A handwritten signature in black ink, appearing to read "Melissa", written over a horizontal line.

MELISSA ESTER E. CHAVEZ-DEE
*Corporate Secretary, Assistant Compliance Officer, and
Corporate Information Officer*

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)
Oct 30, 2024
2. SEC Identification Number
CS200411461
3. BIR Tax Identification No.
232-715-069-000
4. Exact name of issuer as specified in its charter
Megawide Construction Corporation
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
No. 20 N. Domingo Street, Barangay Valencia, Quezon City
Postal Code
1112
8. Issuer's telephone number, including area code
(02)8655-1111
9. Former name or former address, if changed since last report
Not Applicable
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	2,013,409,717
Preferred	101,405,880
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.



Megawide Construction Corporation

MWIDE

PSE Disclosure Form 16-1- Update on Corporate Actions/ Material Transactions/Agreements

*References: SRC Rule 17 (SEC Form 17-C) and
Section 16 of the Revised Disclosure Rules*

Subject of the Disclosure

Maturation of the Exchangeable Notes issued by Megawide Construction Corporation ("MWIDE") and GMR Airports International BV ("GAIBV") in favor of Aboitiz InfraCapital, Inc. ("AIC") in exchange for the remaining 66 and 2/3% plus 1 share of GMR-Megawide Cebu Airport Corporation ("GMCAC")'s outstanding capital stock.

Background/Description of the Disclosure

On 02 September 2022 ("Execution Date"), MWIDE, GMR Airports International BV ("GAIBV"), and AIC executed a Share Subscription and Transfer Agreement (the "Agreement"), for AIC to acquire shares in GMCAC, the developer and operator of the Mactan-Cebu International Airport ("MCIA"). Subject to the fulfillment of the conditions precedent under the Agreement, the following would occur on Closing Date (which is approximately 105 days from the Execution Date):

1. For a total amount of Php 9,473,600,000.00, AIC shall own 33 and 1/3% minus 1 share of the outstanding capital stock of GMCAC; MWIDE will retain 33 and 1/3% plus 1 share, while GAIBV will retain 33 and 1/3%.
2. MWIDE and GAIBV shall issue Exchangeable Notes in favor of AIC in the total amount of Php 15,526,400,000.00 (the "Exchangeable Notes"). The Exchangeable Notes will mature on 30 October 2024, and will be exchanged by AIC for the rest of the 66 and 2/3% plus 1 share of GMCAC's outstanding capital stock.

On 16 December 2022, AIC completed the acquisition of the 33 and 1/3% minus 1 share stake in GMCAC, and MWIDE and GAIBV issued the Exchangeable Notes.

On 30 October 2024, in accordance with (i) the Share Subscription and Transfer Agreement dated 02 September 2022 among MWIDE, GMR Airports International BV ("GAIBV"), and Aboitiz InfraCapital Inc. (AIC), and (ii) the Exchangeable Note issued by MWIDE to AIC on the same date, MWIDE opted to exchange the rest of its 66 and 2/3% plus 1 share of GMCAC's outstanding capital stock in favor of AIC, for the total amount of Php 7,763,200,000.00.

On this date, MWIDE assigned, sold, transferred, and conveyed, absolutely and irrevocably unto AIC all of its remaining 2,643,316,257 outstanding capital stock in GMCAC to AIC for the total purchase price of Php 7,763,200,000.00.

Other Relevant Information

This disclosure is being updated to reflect the maturity of the Exchangeable Notes.

Filed on behalf by:

Name	Melissa Ester Chavez-Dee
Designation	Corporate Secretary/Corporate Information Officer

