

## METRO RETAIL STORES GROUP, INC.

### Governance Committee Charter

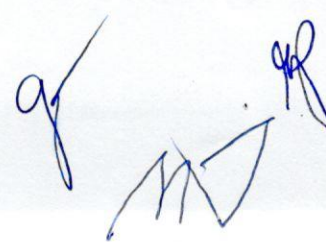
#### A. Establishment

In connection with the creation of the Governance Committee (the "Committee") by the Board of Directors (the "Board") of **Metro Retail Stores Group, Inc.** ("MRS GI" or the "Company"), the Committee hereby establishes its Committee Charter.

#### B. The Committee's Primary Objectives

The Committee's primary objectives shall be to:

1. Regularly review and recommend amendments or revisions to the Company's Manual on Corporate Governance.
2. Develop, recommend to the Board, and regularly review a set of corporate governance guidelines and policies applicable to MRS GI, including, but not limited to the following guidelines and policies:
  - a. Code of Conduct and Ethical Standards for all Directors and C/C-1 Executives of MRS GI;
  - b. Conduct, administration and regulation of Board meetings of MRS GI;
  - c. Policy on how to strengthen and foster close coordination, ties and strategic alignment between MRS GI and its affiliated companies;
  - d. Policy on how to ensure that the MRS GI Board shall always be transparent to its stockholders and investors in so far as major and material business transactions, and related party transactions in particular, are to be entered into by MRS GI; and
  - e. Policy on the qualifications and disqualifications of the Board of Directors who will sit in the Board.
3. Oversee MRS GI's implementation and effectiveness of its corporate governance policies and guidelines, including the annual accomplishment of the scorecard on the scope, nature and extent of the actions undertaken by the Company to meet the objectives of its Manual on Corporate Governance.
4. Maintain an informed status on issues related to MRGI's corporate social responsibility, public policy and philanthropy, and those affecting the name, reputation and goodwill of the Company.





### **C. Committee Membership**

1. The Committee shall consist of at least three (3) members to be appointed by the Board. All members of the Committee shall be chosen for their competence and experience.
2. A director of MRSGI shall act as the Chairman of the Committee.
3. Members of the Committee shall be appointed by the Board for a term of one (1) year but can be reappointed for an unlimited number of times.

### **D. Committee Authority and Responsibilities**

In order to fulfill its purposes, the Committee shall have the following authorities and responsibilities:

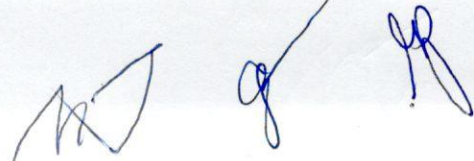
1. Develop for the Board's approval and annually review the Company's corporate governance policies;
2. Develop for the Board's approval and annually review the approval levels and delegation of authorities to management;
3. Consider possible conflicts of interests of directors and any related party transactions of directors and make relevant proposals to the Board in accordance with MRSGI's corporate governance policies;
4. Review any change in status (including fulfillment of independence requirements) and professional affiliation of current directors and make relevant proposals to the Board in accordance with MRSGI's corporate governance policies;
5. Oversee the development and implementation of a Board induction process for new directors and a program of continuing director development as needed;
6. Develop a process for evaluating Board effectiveness and coordinate the annual Board effectiveness evaluation;
7. Monitor trends and best practices in corporate governance practices in order to properly discharge its duties; and
8. Perform any other activities relevant to this Charter, at the request of the Board or as required by MRSGI's corporate governance policies.

### **E. Reporting tasks of the Committee**

The Committee shall submit to the Board a brief report of its activities and recommendations at least once a year. In this context, the Committee shall review annually the adequacy of this Charter and the corporate governance guidelines, and recommend any changes that it deems appropriate to the Board for approval.

### **F. The Functioning of the Committee**

1. The Committee shall meet as often as required and at least twice a year, and keep minutes of its proceedings. Meetings shall be scheduled at least 30 days in advance where possible. Minutes will be signed by the Chairman of the



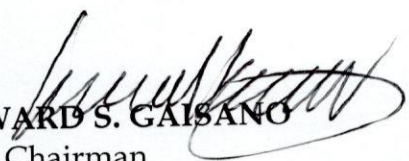


keep minutes of its proceedings. Meetings shall be scheduled at least 30 days in advance where possible. Minutes will be signed by the Chairman of the Committee and each member of the Committee will receive a copy before the next meeting of the Committee.

2. The Committee may meet by video conference or telephone conference call if the Chairman so decides. The quorum necessary for the transaction of business shall consist of more than one-half of its members (including its Chairman). A duly convened meeting of the Committee at which a quorum is present shall be valid to exercise all or any of the authorities and responsibilities of the Committee. A member's participation in a meeting by video link or audio link shall be regarded as valid for these purposes. Decisions are taken by simple majority. In the event of equality of voting, the Chairman's vote is decisive.
3. The Corporate Secretary, at the request of the Committee Chairman, shall summon meetings of the Committee. Notice shall be given to each member of the venue, time and date of each meeting. The agenda of items to be considered at each meeting, together with supporting papers, will normally be furnished to each member at least five (5) working days in advance of the meeting. Circulation of documents may be done by email.
4. The Committee may invite to its meetings any director or such other person as it deems appropriate to assist it in performing its responsibilities. All persons have an obligation to appear before the Committee once an invitation has been issued. Any member of the Board may attend meetings of the Committee. In fulfilling its tasks, the Committee shall regularly consult with the Board Chairman. Board members shall have access to all records of the Committee.
5. The Committee has the authority to retain independent legal or other consultants in its sole discretion and to approve related fees and retention terms in accordance with MRSGI's corporate governance policies. The Committee shall also receive any funding that it deems necessary or appropriate for ordinary administrative expenses.
6. In carrying out its activities, the Committee will be supported by a committee secretary, who may be the Corporate Secretary of MRSGI or a competent person appointed by him or her.

This Charter will come into force upon its adoption by the Board, except where expressly mentioned otherwise. It can be amended at any time by a decision of the Board.

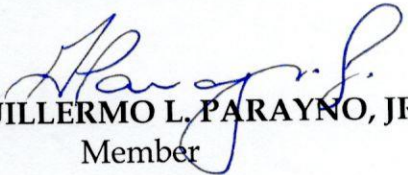
Signed and approved by the members of the Governance Committee on 27 October 2015 in Cebu City.

  
EDWARD S. GAISANO  
Chairman

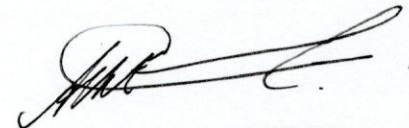
  
MARGARET G. ANG  
Member







GUILLERMO L. PARAYNO, JR.  
Member



ARTHUR EMMANUEL  
Member

