

**NOTICE OF ANNUAL MEETING OF THE STOCKHOLDERS
OF
METRO RETAIL STORES GROUP, INC.**

Please take notice that the 2019 Annual Meeting of the Stockholders of Metro Retail Stores Group, Inc. (the "Company"), will be held on the First Friday of May, May 3, 2019, at 8:30 a.m. at the Mandani Bay Show Gallery, Mandani Bay Avenue corner F.E Zuellig Avenue, Mandaue City, Cebu, with the following program:

7:30 – 8:30 am	Registration
8:30 – 10:00am	Annual Stockholders' Meeting Proper

The Agenda for the Annual Stockholders' Meeting shall be as follows:

1. Call to Order
2. Proof of notice of the meeting and existence of quorum
3. Chairman's Message
4. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on May 4, 2018
5. President's Message
6. Management Presentations and Approval of the Annual Report and the Audited Financial Statements for CY 2018
7. Appointment of External Auditor
8. General ratification of all acts and resolutions of the Board of Directors and its committees, officers and management since the last annual stockholders' meeting up to the date of this meeting
9. Election of Board of Directors
10. Consideration of such other matters as may properly come during the meeting
11. Adjournment

The Board of Directors has fixed the end of trading hours of the Philippine Stock Exchange on April 1, 2019 as the Record Date for the determination of stockholders entitled to notice of and vote at such meeting and any adjournment thereof.

For convenience in registering your attendance, please bring a government issued identification card with photograph such as passport, driver's license, SSS or GSIS identification card. Registration starts at 7:30 a.m. and will close at exactly 8:30 a.m.

Proxies, in the form provided by the Company, must be submitted to the Company's Corporate Secretary, at the Principal Office of the Company not later than April 22, 2019. The proxies shall be validated on April 26, 2019 at the Principal Office of the Company. The Corporate Secretary's decision shall be final and binding on the shareholders, and those not settled during the proxy validation shall be deemed waived and may no longer be raised during the Annual Stockholders' Meeting. **WE ARE NOT, HOWEVER, SOLICITING PROXIES.**

February 22, 2019, Mandaue City.

For the Board of Directors,


ATTY. VINCENT E. TOMANENG
Corporate Secretary



PROXY

The undersigned stockholder of Metro Retail Stores Group, Inc. (the "Company") hereby appoints _____ or in his absence, the Chairman of the meeting, as my proxy at the 2019 Annual Stockholders' Meeting of the Company, to be held at the Mandani Bay Show Gallery, Mandani Bay Avenue corner F.E Zuellig Avenue, Mandaue City, Cebu, on Friday, May 3, 2019 at 8:30 a.m., and at any of the adjournments thereof for the purpose of acting on the following matters:

	Proposal	Approve	Disapprove	Abstain
I	Approval of the Minutes of the Annual Meeting of the Stockholders held on May 4, 2018			
II	Approval of the Annual Report and the Audited Financial Statements for CY 2018			
III	Appointment of SGV&Co. as the External Auditor for 2019			
IV	Ratification of all acts and resolutions of the Board of Directors and its committees, officers and management since the last annual stockholders' meeting up to the date of this meeting			

V	Election of Directors	Number of Votes ¹
	1. Frank S. Gaisano	
	2. Manuel C. Alberto	
	3. Margaret G. Ang	
	4. Jack S. Gaisano	
	5. Edward S. Gaisano	
	6. Guillermo L. Parayno, Jr.	
	7. Ricardo Nicanor N. Jacinto	

Number of Shares Held	Signature of Stockholder/ Authorized Signatory
Date	Printed name of Stockholder

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of all the matters stated above and for such matters as may properly come before the meeting in the manner described in the Information Statement and/or as recommended by Management or the Board of Directors. A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expressed his intention to vote in person.

¹Stockholders shall have the right to vote the number of shares of stock standing, on record date, in his own name on the stock and transfer book of the Company; and such shareholder may vote such number of shares for as many individuals as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; Provided that, the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company multiplied by the whole number of directors to be elected.

