

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

Please take notice that the 2020 Annual Stockholders' Meeting ("ASM") of Metro Retail Stores Group, Inc. (the "Company"), will be held on September 25, 2020 (Friday) at 9:00 in the morning via remote communication under the platform of Zoom Video Communications.

The Agenda for the ASM 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 ASM held on May 3, 2019
5. President's Message
6. Management Presentations and Approval of the Annual Report and the Audited Financial Statements for CY 2019
7. Appointment of External Auditor for CY 2020
8. General ratification of all acts and resolutions of the Board of Directors and its committees, officers and management since the last ASM 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 Minutes of the 2019 ASM is available for examination at the website of the Company at [www.metroretail.com.ph](http://www.metroretail.com.ph).

The record date shall be on August 27, 2020 for purposes of determining the list of stockholders of the Corporation who are entitled to vote at the 2020 ASM.

The Company will allow attendance only by remote communication and voting *in absentia*, subject to validation procedures.

Stockholders who will participate in the ASM by remote communication should pre-register at <https://asm2020.mrsgi.com> on or before September 20, 2020. Successful registrants will receive an email invitation with a complete guide on how to join the ASM and how to cast votes *in absentia*. For any registration concerns, please contact [philip.coronado@metroretail.ph](mailto:philip.coronado@metroretail.ph). Please refer to the Definitive Information Statement on the guidelines on attendance by remote communication and voting *in absentia* which is posted at the website of the Company at [www.metroretail.com.ph](http://www.metroretail.com.ph). Only stockholders who have successfully registered within the prescribed period, together with the stockholders who voted *in absentia* and by proxy, will be included in the determination of quorum.

Proxies, in the form provided by the Company, must be scanned and emailed to the Company's Corporate Secretary at [mrsgi\\_asmregister@metroretail.ph](mailto:mrsgi_asmregister@metroretail.ph), not later than September 15, 2020. The proxies shall be validated on September 18, 2020. 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. **WE ARE NOT, HOWEVER, SOLICITING PROXIES.**

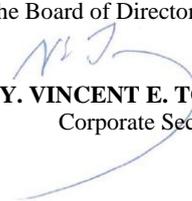
Stockholders may send their questions about the ASM and the Company to its Investor Relations Officer at [jj.moreno@metroretail.ph](mailto:jj.moreno@metroretail.ph) and/or [joseph.magnabihon@metroretail.ph](mailto:joseph.magnabihon@metroretail.ph). He will reply accordingly.

Pursuant to SEC Notice dated April 20, 2020, the Stockholders may examine the Definitive Information Statement, Management Report, and SEC Form 17A at the Company's website and through the PSE Edge Portal.

There will be an audio and video recording of the ASM. All votes cast shall be validated by the Stock and Transfer Agent, Rizal Commercial Banking Corporation -Trust and Investments Group.

August 12, 2020, Mandaue City, Cebu.

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 2020 Annual Stockholders' Meeting ("ASM") of the Company, to be held via remote communication on September 25, 2020 (Friday) at 9:00 in the morning, for the purpose of acting on the following matters:

|     | Proposal                                                                                                                                                         | Approve | Disapprove | Abstain |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|------------|---------|
| I   | Approval of the Minutes of the ASM held on May 3, 2019                                                                                                           |         |            |         |
| II  | Approval of the Annual Report and the Audited Financial Statements for CY 2019                                                                                   |         |            |         |
| III | Appointment of SGV&Co. as the External Auditor for CY 2020                                                                                                       |         |            |         |
| IV  | Ratification of all acts and resolutions of the Board of Directors and its committees, officers and management since the last ASM up to the date of this meeting |         |            |         |

| V | Election of Directors         | Number of Votes <sup>1</sup> |
|---|-------------------------------|------------------------------|
|   | 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 ASM in the manner described in the Definitive Information Statement and/or as recommended by Management or the Board of Directors.

<sup>1</sup> Stockholders 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.