

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

Please take notice that the 2026 Annual Stockholders' Meeting ("ASM") of Metro Retail Stores Group, Inc. (the "Company"), will be held on May 4, 2026 (Monday) at 9:00 in the morning via remote communication under the platform of Zoom Video Communications.

The Agenda<sup>1</sup> for the Virtual ASM shall be as follows:

1. Call to Order
2. Proof of Notice of the Meeting and Existence of Quorum
3. Chairperson's Message
4. Approval of the Minutes of the ASM held on May 9, 2025
5. President's Message
6. Management Presentations and Approval of the Annual Report and the Audited Financial Statements for CY 2025
7. Appointment of External Auditor for CY 2026
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 2025 ASM are available for examination on the website of the Company at [www.metroretail.com.ph](http://www.metroretail.com.ph).

The record date shall be on April 7, 2026 for purposes of determining the list of stockholders of the Company who are entitled to vote at the 2026 ASM.

The Company will allow attendance 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://asm2026.mrsgi.com> on or before April 24, 2026. 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 on 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 April 24, 2026. The proxies shall be validated on April 29, 2026. The Corporate Secretary's decision shall be final and binding on the stockholders, and those not settled during the proxy validation shall be deemed waived and may no longer be raised. **WE ARE NOT, HOWEVER, SOLICITING PROXIES.**

<sup>1</sup> See attached page for the explanation of each agenda item



Stockholders may send their questions about the ASM and the Company to its Vice President – Business Development and Investor Relations at [arnold.leoncio@metroretail.ph](mailto:arnold.leoncio@metroretail.ph). He will reply accordingly.

The Stockholders may examine the Definitive Information Statement, Management Report, and SEC Form 17A (Audit Report) on 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, Stock Transfer Service, Inc.

March 19, 2026, Mandaue City, Cebu.

For the Board of Directors,

  
**ATTY. VINCENT E. TOMANENG**  
Corporate Secretary



## EXPLANATION OF AGENDA ITEMS

1. Call to Order  
*The Chairperson will formally open the Annual Stockholders' Meeting ("ASM") at 9:00 A.M.*
2. Proof of Notice of the Meeting and Existence of Quorum  
*The Corporate Secretary shall certify that written notice of the ASM was duly sent to all stockholders of record and that a quorum exists for the transaction of business.*
3. Chairperson's Message  
*The Chairperson, Ms. Sherisa P. Nuesa, will welcome the attendees present and provide an overview of the Company's key achievements for the past year and strategic direction.*
4. Approval of the Minutes of the Annual Meeting of the Stockholders held on May 9, 2025  
*The signed minutes of the meeting held on May 9, 2025 are available at the Company's website, [www.metroretail.com.ph](http://www.metroretail.com.ph). Stockholders to approve the said minutes of meeting.*
5. President's Message  
*The President and Chief Operating Officer, Mr. Joselito G. Orense, will report on the performance of the Company in 2025 and the outlook for 2026. The Company's performance is also embodied in the Company's Annual Report which is posted on the Company's website, [www.metroretail.com.ph](http://www.metroretail.com.ph).*
6. Approval of the Annual Report and the Audited Financial Statements for CY 2025  
*The Company's 2025 performance has been duly summarized in the Annual Report, which also contains the Audited Financial Statements ("AFS") for the year ended December 31, 2025. The AFS, as audited by the external auditor Sycip Gorres Velayo & Co. ("SGV & Co.") which expressed an unqualified opinion thereof, have been reviewed and approved by the Audit and Risk Committee and the Board of Directors of the Company.*
7. Appointment of Sycip Gorres Velayo & Co. as External Auditor of the Company for the calendar year 2026  
*With the endorsement of the Audit and Risk Committee, the Board of Directors approved the appointment of SGV & Co. as the Company's external auditor for the calendar year 2026. SGV & Co. is one of the top auditing firms in the country and is duly accredited with the Securities and Exchange Commission.*
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  
*The acts and resolutions of the Board and its committees, and the acts of Management to implement the resolutions of the Board or its committees and/or made in the general conduct of business since the last ASM on May 9, 2025 until May 4, 2026 shall be presented for stockholders' ratification. They include the approval of the Company's material transactions and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange.*
9. Election of Board of Directors  
*The seven (7) nominees for directors, including the nominees for independent directors, as screened and evaluated by the Nomination and Compensation Committee to have all the qualifications and competence necessary for the effective performance of the Board's roles and responsibilities, and none of the disqualifications to serve as members of the Board, shall be presented for election by the stockholders. The profiles of the nominees to the Board are found in the Definitive Information Statement posted at the Company's website at [www.metroretail.com.ph](http://www.metroretail.com.ph).*
10. Consideration of such other matters as may properly come during the meeting



*The Chairperson shall take up such other matters or proposals as may be properly raised by the stockholders pursuant to the Shareholders' Right to raise comments in any Regular/Special Stockholders' Meeting.*

A handwritten signature in blue ink, consisting of stylized initials or a name, located in the bottom right corner of the page.

## PROXY

The undersigned stockholder of Metro Retail Stores Group, Inc. (the "Company") hereby appoints \_\_\_\_\_ or in his absence, the Chairperson of the meeting, as my proxy at the 2026 Annual Stockholders' Meeting ("ASM") of the Company, to be held via remote communication under the platform of Zoom Video Communications on May 4, 2026 (Monday) 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 9, 2025			
II	Approval of the Annual Report and the Audited Financial Statements for CY 2025			
III	Appointment of SGV& Co. as the External Auditor for CY 2026			
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. Sherisa P. Nuesa	
	2. Margaret Gaisano-Ang	
	3. Joselito G. Orense	
	4. Ricardo N. Jacinto	
	5. Jack S. Gaisano	
	6. Medel T. Nera	
	7. Daniel Rafael Ramon Z. Gomez III	

\_\_\_\_\_  
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.

