COVER SHEET

SEC Registration Number 5 2 0 0 3 1 S COMPANY NAME S G R U T 0 RE O T L R E A I E T R 0 PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province) R 0 F C D R N E CO B L D G. C S A L E T S E S T R O S E N 0 N D W E N 0 A N R E A T 1 0 A H R E C L A M G U 1 Z 0, N 0 R T \mathbf{U} E C 1 TY MA N D A Secondary License Type, If Applicable Department requiring the report Form Type N A CFD 3 -B COMPANY INFORMATION Mobile Number Company's Telephone Number Company's Email Address N/A (032) 236-8365 corporateaffairs@metroretail. com.ph Fiscal Year (Month / Day) No. of Stockholders Annual Meeting (Month / Day) 12/31 First Friday of May 21 CONTACT PERSON INFORMATION The designated contact person $\underline{\textit{MUST}}$ be an Officer of the Corporation Mobile Number Telephone Number/s Email Address Name of Contact Person N/A (032) 236-8365 vince.tomaneng@metroret Vincent E. Tomaneng ail.com.ph **CONTACT PERSON'S ADDRESS** Vicsal bldg., Corner of C.D. Seno & W.O. Seno Sts., Guizo, North Reclamation Area, Mandaue City, Cebu NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person 2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies. JAN 07 2019

> REPREVED SUFFECT TO REVIEW OF FORM AND CONTENTS

SECURITIES AND EXCHANGE COMMISSION Metro Manila, Philippines

TOTAL STREET

Gaisano FORM 23-B Name and Address of Reporting Person Common Common Common Common Common Common Commor Class of Equity Security Common Common Common Check box if no longer subject to filing requirement (First) Frank Sy STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 23 of the Securities Regulation Code (Month/Day/Year) Citizen ship Date 12/3/2018 Metro Retail Stores Group, Inc. / MRSGI 12/3/2018 12/4/2018 12/4/2018 12/4/2018 12/4/2018 12/4/2018 12/6/2018 12/5/2018 12/5/2018 Filipino Securities Acquired (A) or Disposed of (D) 135,000.00 101,250.00 253,080.00 855,600.00 480,900.00 114,000.00, 113,000.00 230,000.00 45,400.00 22,400.00 If Amendment, Date of Original (Month Year) Month/Year D D P D A A Dec-18 D Table 1 - Equity Securities Beneficially Owned 2.24 2.27 2.25 2.29 2.28 2.30 2.26 2.30 2.28 Relationship of Reporting Person to Amount of Securities Owned at End of 4 Ownership Form:
Usrect (U) or indirect (I) % Number of Shares (give title below) 372,000 1,000,00 6,307,002 1 - 6,307,000 210,000 111,000 20,000 45,000 10,000 100,000 50,000 Chairman and Chief Executive Officer 50,000 (Check all applicable) D-2 Acquisition by a corporation in which he is a controlling Nature of Indirect Bereficial in which he is a controlling in which he is a controlling in which he is a controlling Acquisition by a corporation shareholder Acquisition by a corporation Acquisition by a corporation in which he is a controlling Acquisition by a corporation cquisition by a corporation shareholder shareholder in which he is a controlling shareholder in which he is a controlling Acquisition by a corporation shareholder Acquisition by a corporation shareholder shareholder

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Acquisition by a corporation acquisition by a corporation REVISED n which he is a controlling onsi Thui 0

Common

12/6/2018

113,500.00,

A

2.27

50,000

| shareholder | - | 500,000 | 2.23 | D | 12/12/2018 1.110,000.00/ | 12/12/2018 | Common |
|--|-----|----------|-------|-----|--------------------------|------------|--------|
| shareholder Acquisition by a corporation in which he is a controlling | - | 209,000 | 2.21 | A | 461,890.00 | 12/12/2018 | Common |
| Acquisition by a corporation in which he is a controlling | - | 410,000. | 2.20 | Þ | 902,000.00 | 12/12/2018 | Common |
| shareholder Acquisition by a corporation in which he is a controlling | - | 40,000 | 2.19/ | D 1 | 87,600.00 | 12/12/2018 | Common |
| shareholder Acquisition by a corporation in which he is a controlling | - | 20,000 | 2.18 | A | 43,600.00 | 12/11/2018 | Common |
| shareholder Acquisition by a corporation | - | 45,000, | 2.17 | A | 97,650.00 | 12/11/2018 | Common |
| shareholder Acquisition by a corporation | - | 25,000 | 2.16 | A | 54,000.00 | 12/11/2018 | Common |
| shareholder Acquisition by a corporation | - | 25,000 | 2.15 | A | 53,750.00 | 12/11/2018 | Common |
| shareholder Acquisition by a corporation | - | 50,000 | 2.22 | A | 111,000.00 | 12/10/2018 | Common |
| shareholder Acquisition by a corporation | - | 100,000 | 2.21. | A | 221,000.00 | 12/10/2018 | Common |
| shareholder Acquisition by a corporation in which he is a controlling | - | 50,000 | 2.20 | A | 110,000.00 | 12/10/2018 | Common |
| shareholder Acquisition by a corporation which he is a controlling | - | 50,000 | 2.19/ | × | 109,500.00 | 12/10/2018 | Common |
| shareholder Acquisition by a corporation | - | 25,000 | 2.18, | A | 54,500.00 | 12/10/2018 | Common |
| shareholder Acquisition by a corporation | - | 10,000 | 2.28 | A | 22,800.00 | 12/7/2018 | Common |
| shareholder Acquisition by a corporation | - | 50,000 | 2.26 | A | 113,000.00 | 12/7/2018 | Common |
| shareholder Acquisition by a corporation | _ | 50,000 | 2.25 | A | 112,500.00 | 12/7/2018- | Common |
| shareholder Acquisition by a corporation Acquisition be is a controlling | - | 150,000 | 2.30/ | A | 345,000.00, | 12/6/2018 | Common |
| in which he is a controlling shareholder Acquisition by a corporation in a controlling in the controlling i | - | 50,000 | 2.29 | A | 114,500.00 | 12/6/2018 | Common |
| Acquisition by a corporation | - \ | 50,000 | 2.28 | A | 114,000.00 | 12/6/2018, | Common |



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Common Common Common Common Common Common Common Common 12/12/2018 12/13/2018 12/13/2018 12/12/2018 12/13/2018 12/13/2018 12/13/2018 12/13/2018 505,440.00 343,420.00 188,160.00 407,620.00 38,250.00 27,360.00 72,640.00/ 48,300.00 D D A D D D D A 2.23 2.28 2.27 2.25 2.24 2.30 2.29 2.34 154,000 216,000 84,000, 32,000, 178,000 17,000. 12,000 21,000. in which he is a controlling in which he is a controlling Acquisition by a corporation shareholder in which he is a controlling shareholder in which he is a controlling Acquisition by a corporation shareholder in which he is a controlling in which he is a controlling Acquisition by a corporation shareholder Acquisition by a corporation Acquisition by a corporation shareholder Acquisition by a corporation shareholder shareholder (Print or Type Responses) shareholder in which he is a controlling Acquisition by a corporation in which he is a controlling Acquisition by a corporation

capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form. If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly. (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:

(A) Voting power which includes the power to vote, or to direct the voting of, such security, and/or

(B) Investment power which includes the power to dispose d, or to direct the disposition of, such security.

(2) A person will be deemed to have an indirect beneficial interest in any equity security which is:

(A) held by members of a person's immediate family sharing the same household.

(B) held by a partnership in which such person is a general partner.

(C) held by a corporation of which such person is a controlling shareholder, or

(C) held by a corporation of which such person is a controlling shareholder, or

(D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., warrants, options, convertible securities)

| | | | NA | | | 1. Derivative Security |
|--|---|--|------|-----|---------------------|--|
| | | | NA | | | 2. Conversion or Exercise Price of Derivative Security |
| | | | NA | | | Z. Conversion or 3. Transaction Exercise Price Date of Derivative (Month/Day/Yr) |
| | | | NA | | Amount | Number of Derivative Securities Acquired (A) or Disposed of (D) |
| | | | 125 | 210 | (A) or (D) | vative Securities Disposed of (D) |
| | | | 1400 | NA | Date Exercisable | 5. Date Exercisable and Expiration Date (Month/Day/Year) |
| | | | | NA | Expiration | |
| | + | | | NA | Title | 6. Title and Amount o Underlying Securities |
| | | | | NA | Number of Shares | Title and Amount of derlying Securities |
| | | | | N/A | | Derivative Derivative Security Security Securities Security Seneficial Owned a |
| | | | | N/A | Month | 7. Price of 8. No. of Derivative Derivative Security Securities Beneficially Owned at End of |
| | | | | NA | indirect (i) * | |
| | | | | NA | | of Indirect Beneficial Ownership |

Explanation of Responses:

Note: File three (3) copies of this form, one of which must be manually signed.
Attach additional sheets if space provided is insufficient.

K

Date

IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP DISCLOSURE REQUIREMENTS (50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)

Item 1. State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

Title and Class of Equity Securities

Adress of Principal Office

principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its provide the information specified in (a) through (f) of this Item with respect to such person(s).

c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is

Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case

Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or

Item 3. Purpose of Transaction N/A

Describe any plans or proposals which the reporting persons may have which relate to or would result in State the purpose or purposes of the acquisition of securities of the issuer

An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer,

Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;

Any material change in the present capitalization or dividend policy of the issuer; existing vacancies on the board;

. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person; Any other material change in the issuer's business or corporate structure;

Causing a class of securities of the issuer to be delisted from a securities exchange;

Any action similar to any of those enumerated above.

State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

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b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with

Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a) whom the power to vote or to direct the vote or to dispose or direct the disposition is shared. The descriptionshall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount

of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected

d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five (5%) percent of the class, such person should be

If the filing is a namendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities,

state the date on which such beneficial ownership was reduced

Item 5.

guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer NIA agreements need not be included. Describe any Contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any

Material to be Filed as Exhibits N/A

the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to

the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the CEBUCITY on JAN 0.3 2019. any proxy as disclosed in Item 5.

(Signature\of Repdring Person)

Ву

Director/Chairman and Chief Executive Officer FRANK S. GAISANO

SUBSCRIBED AND SWORN to before me this TAND 3 10 in CEBU CITY affant who is personally known to me expibiting to me his TING

Doc. No. 349 Book No. 4

MCENT E. TOMANEN BP LIFETIME NO. 1029093, CEBU CITY TR NO. 1645182-12/6/18 CEBU CITY MICLE COMPTIANCE NO. VI-0011298 COMMISSION UNTIL DEC. 31, 20 NOTARY PUBLIC FOR CEBU CITY ROLL OF ATTORNEY NO. 39443

SHITE 210 ZND FLOOR THE WALK, CEBU IT PARK

LAHUG, CEBU CITY