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SECURITIES AND EXCHANGE COMMISSION

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Company Information

SEC Registration No.	CS200315877
Company Name	VALUESHOP MARKET MARKET, INC. DOING BUSINESS UNDER THE NAME AND STYLE OF (I) METRO MARKET MARKET DE
Industry Classification	Wholesale Trade And Commission Trade, Except Of Motor Vehicles
Company Type	Stock Corporation

Document Information

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COVER SHEET

SEC Registration Number

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COMPANY NAME

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PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

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Form Type

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Department requiring the report

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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

Company's Email Address	Company's Telephone Number	Mobile Number
corporateaffairs@metroretail.com.ph	(032) 236-8365	N/A
No. of Stockholders	Annual Meeting (Month / Day)	Fiscal Year (Month / Day)
23	First Friday of May	12/31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person	Email Address	Telephone Number/s	Mobile Number
Vincent E. Tomaneng	vince.tomaneng@metroretail.com.ph	(032) 236-8365	N/A

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 designated.

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.

Metro Retail Stores Group Inc.
Amended Policy on Related Party Transactions to Comply with
SEC Memorandum Circular No. 10 Series of 2019

A. Purpose of this Policy

Related Party Transactions may constitute a potential conflict of interest that may be detrimental or prejudicial to the Company and its stakeholders¹. Thus, in order to ensure that a Related Party Transaction will inure to the best interest of the Company and its stakeholders, it is the policy of Metro Retail Stores Group, Inc. ("MRS GI" or the "Company") that Related Party Transactions are to be conducted on an arm's length basis and that their terms are fair, with any consideration paid or received by the Company in connection with any such transaction being on terms no less favorable than terms available to any unconnected third party under the same or similar circumstances.

The purpose of this policy is to set out the procedures by which the Company may enter into a Related Party Transaction.

B. Definitions

"Related Party Transaction" is a transaction between the Company and any "Related Party".

"Related Party" covers MRS GI's directors, officers, senior managers, substantial shareholders, and their respective spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, if these persons have control, joint control or significant influence over MRS GI. It also covers MRS GI's principal stockholder or parent, subsidiaries, affiliates, associates, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a Related Party.

"Substantial Shareholder" of the Company is any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security.

"Material Related Party Transaction" refers to any related party transaction/s, either individually, or in aggregate over a twelve (12)-month period with the same related party, amounting to ten percent (10%) or higher of the Company's total assets based on its latest audited financial statements.

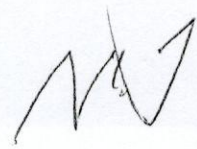
"Materiality Threshold" – Ten percent (10%) of the Company's total assets based on its latest audited financial statements.

"Significant Influence" – The power to participate in the financial and operating policy decisions of the Company, but has no control or joint control over those policies.

"Control"- A person or an entity controls MRS GI if and only if the person or entity has all of the following:

- Power over MRS GI;
- Exposure, or rights, to variable returns from its involvement with MRS GI; and
- The ability to use its power over MRS GI to affect the amount of MRS GI's returns.

¹ Stakeholders – refer to those who will be affected by MRS GI's acts, resolutions, transactions, policies, and programs. Covered are stockholders, directors, officers, employees, customers, creditors, suppliers, government agencies and instrumentalities, and the communities where it operates.



“Affiliate”- refers to an entity linked directly or indirectly to MRS GI through any one or a combination of any of the following:

- Ownership, control, or power to vote, whether by permanent or temporary proxy or voting trust, or other similar contracts, by an entity of at least ten percent (10%) or more of the total outstanding voting stock of MRS GI, or vice versa;
- Interlocking directorship or officership, except in cases involving independent directors as defined by law;
- Common stockholders owning at least ten percent (10%) of the total outstanding voting stock of MRS GI and the entity; or
- Management contract or any arrangement granting power to MRS GI to direct or cause the direction of management and policies of the entity, or vice-versa.

“Associate” – An entity over which MRS GI holds twenty percent (20%) or more of the total voting power, directly or indirectly, or which MRS GI has significant influence.

C. General Guidelines

All transactions between MRS GI and a Related Party are to be conducted at arm’s length, at fair market values, and must always be fair and reasonable under the circumstances.

D. Disclosure of Related Party Transactions by Directors, Officers, and Senior Managers

It is the responsibility of each director, officer, or senior manager to promptly notify the Board, through the Audit and Risk Committee, of any proposed Related Party Transaction as soon as they become aware of it to ensure that potential conflicts of interest are disclosed and brought to the attention of Management.

E. Approval Procedures of Related Party Transactions

1. All Related Party Transactions that do not reach the Materiality Threshold and are not considered as Material Related Party Transactions shall be approved by the Audit and Risk Committee before Management will carry out and implement such transaction/s.

The Audit and Risk Committee shall review the proposed Related Party Transaction and determine whether or not the said transaction shall benefit the Company and if the price/consideration, terms, and conditions of the transaction are at arm’s length and at fair market value.

However, the following Related Party Transactions shall be considered as pre-approved, can be commenced and implemented right away, and do not require the prior review and approval of the Audit and Risk Committee:

a. Related Party Transactions whose contract price/consideration do not exceed the amount of Two Hundred Million Pesos (₱200,000,000.00) per individual transaction or in the aggregate over a 12-month period with the same Related Party.

b. The sharing of administrative services between the Company and a Related Party on a cost basis, where the cost of the services is identifiable and allocated to the parties involved in a fair and equitable basis.

c. Any transaction involving a Related Party where the price/consideration involved is determined by a competitive bid or fixed by law or governmental authority.

d. Compensation of directors and employment of executive officers as approved by the Nomination and Compensation Committee.

e. Any transaction with a Related Party being made in the ordinary and regular course of doing business, regardless of amount, provided that such transaction is on substantially the same terms as those prevailing at the time for comparable products or services with unrelated parties

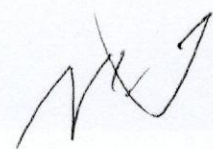
2. For Material Related Party Transactions that cross the Materiality Threshold either individually or in aggregate over a 12-month period with the same Related Party, the following steps and processes shall be followed and observed:
 - a. The Audit and Risk Committee shall review the proposed Material Related Party Transaction and determine whether or not the said transaction shall benefit the Company and if the price/consideration, terms, and conditions of the transaction are at arm's length and at fair market value.
 - b. The Audit and Risk Committee shall appoint an external independent third party who will be tasked to evaluate the fairness and reasonableness of the proposed price/consideration, terms, and conditions. The independent evaluation will ensure the protection of the rights of the stakeholders.
 - c. After the fairness and reasonableness of the proposed price/consideration, terms, and conditions have been validated and affirmed by the external independent third party and other factors have been considered by the Audit and Risk Committee, the Audit and Risk Committee shall make the appropriate recommendation to the Board of Directors the proposed Material Related Party Transaction for its action. Those proposed Material Related Party Transactions that have not been validated and affirmed by the external independent third party shall be disapproved by the Audit and Risk Committee and shall not be carried out and implemented.
 - d. All Material Related Party Transactions that are approved and endorsed by the Audit and Risk Committee shall be further approved by at least 2/3 vote of the Board of Directors with the unanimous concurrence of all independent directors. If both the 2/3 vote of the Board and the unanimous vote of all the independent directors cannot be obtained, the proposed Material Related Party Transaction shall be referred to, and approved by, the vote of the stockholders owning or representing at least 2/3 of the total outstanding capital stock of the Company.
3. Only upon the full and strict compliance with these Approval Procedures shall a Proposed Related Party Transaction be considered approved and to be implemented and carried out by Management in accordance with the approved price/consideration, terms, and conditions.
4. Any member of the Audit and Risk Committee and the Board who has a potential conflict of interest² in a particular Related Party Transaction presented for approval shall inhibit himself from voting to maintain credibility and integrity of the process.

F. Other General Provisions

1. Loans. The Company shall not make any personal loans³ to the directors, officers, senior managers, or shareholders with more than five percent (5%) of the total voting shares.

² Conflict of Interest means a situation that has a potential to undermine the impartiality or objectivity of an individual because of the possibility of a clash between the individual's own personal interest and the interest of the Company and a Related Party.

³ Personal loans shall exclude salary/housing/car loans and other loan benefits extended by the Company to all employees generally.



The Company shall not lend money to, or borrow money from, a Related Party unless done on market terms and conditions (arm's length basis and fair terms).

Lending money to a Related Party shall not exceed more than five percent (5%) of the Company's total stockholders' equity.

2. Disclosure Requirements. The Company shall disclose this Policy as well as its Whistle-Blowing Policy in its website.

A summary of all Material Related Party Transactions entered into by the Company during the reporting year shall be disclosed in the Company's Integrated Annual Corporate Governance Report or I-ACGR.

An Advisement Report shall be filed by the Company with the Securities and Exchange Commission within three (3) calendar days after the execution date of a Material Related Party Transaction, to be signed by the Corporate Secretary or any authorized representative.

3. Review by External Auditor. The Company's independent external auditor shall be required to review all Material Related Party Transactions included in the financial statements to provide assurance as to the accuracy of the information reported.
4. Duty of Compliance Officer. The Company's Compliance Officer shall ensure compliance with this Policy on Related Party Transactions and SEC Memorandum Circular No. 10 Series of 2019, and their amendments and/or supplements.

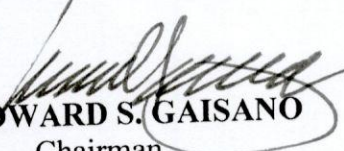
G. Policy Review

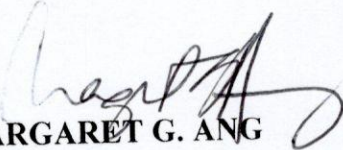
The Audit and Risk Committee may review and assess the adequacy of this policy as the need arises and to recommend to the Board for approval the needed changes.

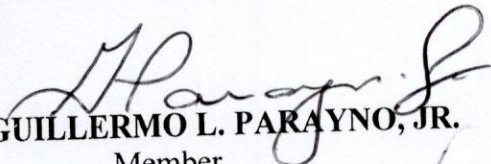
H. Policy Violations

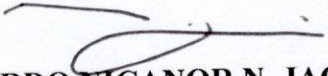
Any material breach or violation of this Policy shall merit a penalty as may be determined by the Board of Directors who have no conflict of interest.

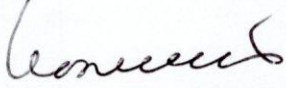
Signed and adopted by the members of the Corporate Governance Committee on Sept. 5, 2019 in Mandaue City.


EDWARD S. GAISANO
Chairman

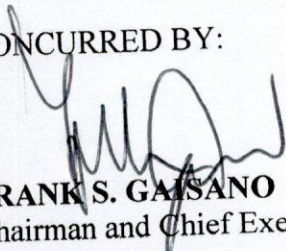

MARGARET G. ANG
Member



GUILLERMO L. PARAYNO, JR.
Member



RICARDO NICANOR N. JACINTO
Member


MANUEL C. ALBERTO
Member

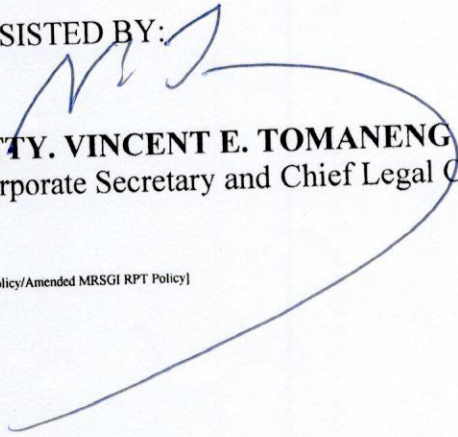
CONCURRED BY:


FRANK S. GAISANO
Chairman and Chief Executive Officer


JACK S. GAISANO
Director


ATTY. TARA TSARINA PEREZ-RETUYA
Compliance Officer

ASSISTED BY:


ATTY. VINCENT E. TOMANENG
Corporate Secretary and Chief Legal Counsel

[vet/policy/Amended MRSGI RPT Policy]

Metro Retail Stores Group Inc.

Whistle-Blowing Policy - 1

Metro Retail Stores Group Inc. ("MRSGI" or the "Company") seeks to conduct its business honestly and with integrity. The Company expects all employees to maintain high standards of business conduct and to report any wrongdoing that falls short of these fundamental principles. It is the responsibility of all employees, suppliers/contractors, and those working for and/or dealing with the Company to raise any concerns that they might have about malpractice within the workplace.

This policy sets out the procedure by which an individual can report concerns about workplace practices.

A. Responsibility for Implementation of Policy

The Audit and Risk Committee has overall responsibility for this policy (subject to ratification by the Company's Board of Directors), but has delegated day-to-day responsibility for overseeing and implementing it to the Internal Audit Department of the Company. Responsibility for monitoring and reviewing the operation of the policy and any recommendations for action resulting from investigations into complaints lies with the Audit and Risk Committee.

Management shall ensure that all employees feel able to raise their concerns without fear of reprisals. All employees should ensure that they take steps to disclose any wrongdoing or malpractice of which they become aware. If you have any questions about the content or application of this policy, you should contact the Internal Audit Head of the Company.

B. Definition of Malpractice or Wrongdoing

A genuine concern should be reported if there are reasonable grounds to believe that:

1. A criminal offense has been committed (such as fraud, tax evasion) is being committed, or is likely to be committed; or
2. A person has failed, is failing, or is likely to fail to comply with his/her legal obligations (for instance by making misleading or deceitful statements to the authorities, self-dealing, not disclosing related third-party transactions, accepting/giving bribes or kickbacks or commissions, aiding or not reporting incidences of money-laundering); or
3. The health and safety of any individual has been, is being, or is likely to be endangered; or
4. A violation or infraction of the applicable Company Rules and Regulations where whistle-blowing is allowed/permitted, has been committed, is being committed, or about to be committed.
5. Any of the above are being, or are likely to be, deliberately concealed.

In general, this policy covers actions or omissions that are illegal, contrary to policy or established procedure, or outside the scope of any individual's authority, actions which could damage the Company's reputation, and conflicts of interest.

C. Disclosure Process

1. For the purposes of this procedure, employees, in the first instance, are asked to raise concerns about any form of malpractice or wrongdoing with their line manager or a senior manager in their department. If the employee is unable to do this, he/she should contact the Internal Audit Head of MRSGI or phone the confidential whistle-blowing line at 0908-8956-861;
2. If the disclosure is extremely serious or in any way involves the Internal Audit Department of the Company, employees should report it directly to the Chairman

3. Concerns may be raised orally or in writing and should specify whether the employee wishes his/her identity to be kept confidential or not. Employees shall formalize their concerns in writing either before or after the first meeting (or if no meeting occurs, via email or phone conversation). The immediate superior or the Internal Audit Head will acknowledge receipt of the formal written disclosure and keep a record of further action taken;
4. MRSGI recognizes that disclosure made under this policy may involve highly confidential and sensitive matters and that employees are allowed to make an anonymous disclosure. The Company shall make best effort to investigate all reported concerns and issues. However, proper investigation may prove impossible if the investigator cannot obtain further information from the reporting employee, provide feedback, or ascertain whether the disclosure was made in good faith.

D. Investigation of Disclosure

1. Following the submission of a formal written disclosure, the Internal Audit Head will acknowledge receipt within five (5) working days and make appropriate arrangements for an initial investigation;
2. The Internal Audit Department shall then carry out an initial assessment of the disclosure to determine whether there are grounds for a more detailed investigation to take place. A report will be produced and copies will be provided to the Audit and Risk Committee and, where appropriate, to the reporting employee;
3. If a longer investigation is considered necessary, the Internal Audit Department shall designate an investigator or investigative team including personnel with experience of operating workplace procedures or specialist knowledge of the subject matter or the disclosure;
4. In so far as the Internal Audit Department considers it appropriate and practicable, reporting employees will be kept informed of the progress of the investigation. However, the need for confidentiality may prevent the Company from giving specific details of the investigation or actions taken;
5. It is likewise recognized that there may be matters that cannot be dealt with internally and in respect of which external authorities will need to be notified and become involved either during or after the investigation. MRSGI, through its Audit and Risk Committee, shall endeavor to inform the appropriate stakeholders that a referral to an external authority is about to or has taken place.

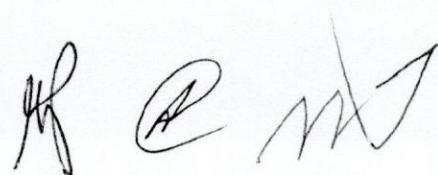
E. Confidentiality

Every effort will be made to keep the identity of an individual who makes a disclosure under this policy confidential. In order not to jeopardize the investigation into the alleged malpractice or wrongdoing, reporting employees are likewise expected to keep the case confidential, as well as the nature of the concern and the identity of those involved.

F. Protection and Support for Whistleblowers

No employee who raised genuinely-held concerns in good faith under this procedure will be dismissed or subjected to any detriment as a result of such action. Detriment includes unwarranted disciplinary action and victimization. Should the reporting employee believe that he/she is being subjected to a detriment within the workplace as a result of raising concerns under this procedure, such employee shall immediately inform the Audit and Risk Committee. Employees who victimize or retaliate against those who have raised concerns under this policy will be subjected to disciplinary action.

A confidential support and counseling hotline is available to those who make disclosures under this policy and can be contacted on 0908-8956-861.

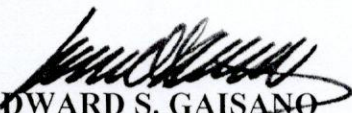


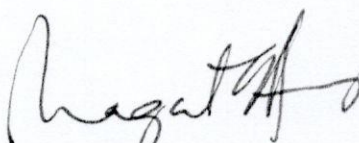
If an investigation under this procedure concludes that a disclosure has been made maliciously, vexatiously, in bad faith or with a view to personal gain, the whistleblower may be subjected to disciplinary action. Any such determination is however subject to review by the Audit and Risk Committee.

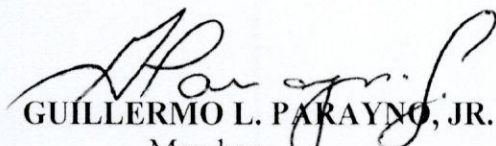
G. Corrective Action and Compliance

As part of the investigation into disclosures made under this policy, recommendations for action will be invited from the Internal Audit Department and its investigative team to enable the Company to minimize the risk of the recurrence of any malpractice or impropriety which has been uncovered. The Audit and Risk Committee will be responsible for reviewing these recommendations and for reporting on any actions required to the Board and the Chief Executive Officer.

Signed and adopted by the members of the Governance Committee on March 16, 2016 in Mandaue City.


EDWARD S. GAISANO
Chairman


MARGARET G. ANG
Member


GUILLERMO L. PARAYNO, JR.
Member


ARTHUR EMMANUEL
Member

