

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

Please take notice that the 2017 Annual Meeting of the Stockholders of Metro Retail Stores Group, Inc. (the "Company"), will be held on the First Friday of May, May 5, 2017, at 7:30 a.m. at the Mandani Bay Showroom, 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 6, 2016
5. President's Message
6. Management Presentations and Approval of the Annual Report and the Audited Financial Statements for CY 2016
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 3, 2017 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 21, 2017. The proxies shall be validated on April 26, 2017 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.**

09 February 2017, Mandaue City.

For the Board of Directors,

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

**MANILA CORPORATE OFFICE**

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