

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING
of METRO RETAIL STORES GROUP, INC.

Held via remote communication under the platform of
Zoom Video Communications
May 5, 2023 (Friday) at 9:00 AM

Stockholders Present

No. of Outstanding and Voting Shares:	2,658,384,171
Percentage of Total:	81.32%

Directors Present:

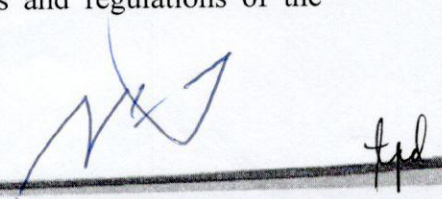
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| 1. Frank S. Gaisano | Chairman of the Board and Chief Executive Officer |
| 2. Manuel C. Alberto | President and Chief Operating Officer |
| 3. Margaret G. Ang | Director |
| 4. Jack S. Gaisano | Director |
| 5. Guillermo L. Parayno, Jr. | Independent Director |
| 6. Ricardo Nicanor N. Jacinto | Independent Director |

Officers Present:

Sherisa P. Nuesa	Senior Adviser to the Board
Arthur Emmanuel	Senior Adviser to the Board
Joselito G. Orense	Treasurer and Chief Financial Officer
Vincent E. Tomaneng	Corporate Secretary and Chief Legal Counsel
Theresa Marie C. Puno-dela Peña	Assistant Corporate Secretary and Compliance Officer

1. Call to Order

Before the start of the program, the Corporate Secretary, Atty. Vincent E. Tomaneng, asked the Zoom Video Communications Host, Mr. Jayson E. Golez, whether the attendees present today at the 2023 Annual Stockholders' Meeting of the Metro Retail Stores Group, Inc. ("MRSGI" or the "Corporation") held via remote communication (the "ASM") can clearly hear and/or see the entire proceedings, the speakers and their corresponding presentations. Mr. Golez then replied in the affirmative and confirmed the same. The Corporate Secretary then informed the assembly that today's virtual ASM will be recorded pursuant to existing rules and regulations of the Securities and Exchange Commission.



Thereafter, MRS GI Chairman and Chief Executive Officer, Mr. Frank S. Gaisano, welcomed all the stockholders, investors, guests, and other attendees to the ASM. He then introduced to the body the directors and officers of MRS GI, and then formally called the meeting to order.

2. Proof of Notice of the Meeting, Voting Procedures, and Existence of Quorum

The Corporate Secretary certified that written notices of the date, time, platform, and agenda of the ASM were sent to all stockholders of record as of April 5, 2023 by the following modes of notification to the stockholders in compliance with the SEC Notice dated March 13, 2023:

- a. Publication of the Notice of the ASM in the Business Sections of the Philippine Daily Inquirer and the Philippine Star (both newspapers of general circulation in the Philippines) in both print and online format on April 13 and 14, 2023;
- b. Disclosure of the ASM Notice on the Philippine Stock Exchange Edge portal; and
- c. Posting on the Corporation's website at www.metroretail.com.ph

He also told the body that the stockholders have been duly informed about the guidelines for participating via remote communication and the voting procedures as contained in the Notice of the ASM, and as indicated in the Definitive Information Statement dated April 12, 2023 which was made available to the stockholders through the PSE Edge portal, and the Corporation's website.

He then certified that out of the of the 3,269,014,000 total outstanding common shares of MRS GI as of the record date April 5, 2023, 2,658,384,171 shares or 81.32% thereof are present via remote communication or by proxies. Since more than 50% of the total outstanding capital stock is present, the Corporate Secretary certified that there was a quorum for the transaction of all the matters on the agenda.

3. Chairman's Message

The Chairman and CEO then proceeded to deliver his message. He started by thanking everyone for taking time to attend the 2023 virtual ASM of MRS GI and expressed his sincere gratitude for the continued support for MRS GI throughout these years. He then reported to the stockholders MRS GI's accomplishments for 2022, to wit:

- a. Despite the lingering effects of the Covid19 pandemic and the global challenges and uncertainties, 2022 was a pivotal year for MRS GI – with annual sales and net income above pre-pandemic levels and EBITDA double the prior period.
- b. MRS GI's store traffic continued to recover as economic activity picked up in the country and consumer spending improved, propelling record sales of Php38.1 billion in 2022, a 22.1% upswing from 2021 and 3.5% above pre-pandemic level in 2019.
- c. MRS GI also benefitted from marked efficiency gains on its continued cost optimization strategies. These included the digital transformation of its key internal processes, as well as energy management initiatives such as solar panel installation and the use of energy-efficient equipment in the stores.
- d. MRS GI recorded a net income of Php917.3 million, a significant reversal from the pandemic-driven loss a year ago. The 2022 net income also exceeded the pre-pandemic earnings in 2019 by 18.3%.
- e. As of today, MRS GI has now 61 stores throughout the Visayas and Luzon regions.
- f. MRS GI will continue its promise to make life easy for the customers and delight them with products and services that give the best value for money. To achieve this, we have

framed our strategic priorities into five (5) pillars – Sustainable Growth, Margin Enhancement, Operational Excellence, Channel Expansion, and Organizational Development.

He ended his message with confidence of MRSGI’s resilience and in the months and years to come, just as we have always done, and we will continue to provide best-in-class customer experience, fulfill social responsibility, and deliver value to our shareholders as a trusted company.

4. Approval of the Minutes of the Annual Stockholders’ Meeting held on May 6, 2022 and the Minutes of the Special Stockholders’ Meeting held on February 7, 2023

The Chairman proceeded with the approval of the minutes of the Annual Stockholders’ Meeting held on May 6, 2022 and the Special Stockholders’ Meeting held on February 7, 2023. The Corporate Secretary certified that copies of the said minutes were made available to the stockholders at the Corporation’s website at www.metroretail.com.ph.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the shareholders. The Corporate Secretary disclosed the number of votes in favor of the said agenda as validated by its Stock and Transfer Agent, *Stock Transfer Service Inc.* (“STSI”). The Chairman then confirmed the shareholders’ approval on the matter as follows:

Resolution No. S01-2023

“**RESOLVED**, that the minutes of the previous Annual Stockholders’ Meeting of Metro Retail Stores Group, Inc. held last May 6, 2022, and the minutes of the Special Stockholders’ Meeting held last February 7, 2023, be approved as it is hereby approved *in toto*.”

Vote	Number of Votes (One share-One vote)	Percentage of Shares Represented
Approve	2,658,384,171	81.32%
Disapprove	0	0%
Abstain	0	0%

5. President’s Message

The Corporation’s President and Chief Operating Officer, Mr. Manuel C. Alberto, reported on the performance of MRSGI for 2022 as follows:

- a. Last year was a banner year for MRSGI as we posted PhP917.3 million net income – a rebound from the pandemic-driven losses that we had in the previous two years. Our net income has also surpassed our pre-pandemic earnings in 2019.
- b. Both MRSGI’s food retail and general merchandise businesses recorded an increase in sales. General merchandise business jumped by 54.3%, as consumers started revenge buying; while food retail rose by 13.1%. Consequently, the Company recorded a 19.2% blended same-store sales growth in 2022.
- c. Our growth trajectory accelerated during the fourth quarter of 2022 when household purchases continued to remain high, especially during the holiday season.

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- d. MRSGI continued to expand its supermarket format, recognizing that demand for basic necessities will continue post-pandemic. We opened two new supermarkets in Cebu and Leyte.
- e. To support our current network and to set the stage for future expansion, MRSGI successfully broke ground and started the construction of a new warehouse in Sta. Rosa, Laguna.
- f. MRSGI's online and omnichannel remain an integral part of its overall strategy.
- g. Intensified our digital marketing efforts to reach more markets and strengthen our Metro Rewards Card program to increase loyalty among our customers.
- h. MRSGI will continue to provide shoppers a more customer-centric shopping environment through our on-going store enhancements and renovations in several of our stores.
- i. Our collaboration with DTI has entered a new phase with the Bayanihan Metro Caravan. The program gives a platform for micro, small and medium enterprises to introduce their products to the public, and opens a chance for retailing inside our Metro Supermarket or Department Store.
- j. MRSGI is in the process of installing solar panels to our stores. This initiative is expected to provide the Company both financial and environmental benefits over the long-term.

Mr. Alberto expressed his deepest gratitude to the many people and organizations who helped the Corporation during the past few years, and although we do not know what challenges lie ahead, with the unwavering support of the people to MRSGI, we will conquer and surpass.

6. Management Presentations and Approval of the Annual Report and the Audited Financial Statements for CY 2022

The Chairman continued by calling on MRSGI's Treasurer and Chief Financial Officer, Mr. Joselito G. Orense, to present the highlights of the Annual Report and the Audited Financial Statements of MRSGI for 2022.

Mr. Orense started by discussing the financial highlights of MRSGI for the year 2022. He then reported on the results of MRSGI operations for the period ended December 31, 2022. He further reported the statement of financial position as of December 31, 2022. He ended the presentation by sharing the Corporation's key financial ratios for 2022.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the shareholders. The Corporate Secretary disclosed the number of votes in favor of the said agenda as validated by STSI. The Chairman then confirmed the shareholders' approval on the matter as follows:

Resolution No. S02-2023

“RESOLVED, that the Annual Report and the Audited Financial Statements of Metro Retail Stores Group, Inc. for the period ended December 31, 2022, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co, be approved as it is hereby approved.”

Vote	Number of Votes (One share-One vote)	Percentage of Shares Represented
Approve	2,658,384,171	81.32%
Disapprove	0	0%
Abstain	0	0%

7. Appointment of SyCip Gorres Velayo & Co. as External Auditor of the Corporation for the year 2023

The Chairman called on Mr. Guillermo L. Parayno Jr., Chairman of MRSGI's Audit and Risk Committee, to announce the firm nominated as the Corporation's external auditor for the year ending December 31, 2023.

Mr. Parayno then nominated and requested for approval on the appointment of the firm Sycip Gorres Velayo & Co. as MRSGI's external auditor for the year ending December 31, 2023.

The Chairman asked the Corporate Secretary if the resolution has been approved by the shareholders. The Corporate Secretary disclosed the number of votes in favor of the agenda item as validated by STSI. The Chairman then confirmed the shareholders' approval on the matter as follows:

Resolution No. S03-2023

"RESOLVED, to approve the appointment of SyCip Gorres Velayo & Co. as the external auditor of Metro Retail Stores Group, Inc. (the "Corporation") for the year 2023, as endorsed by the Corporation's Audit and Risk Committee."

Vote	Number of Votes (One share-One vote)	Percentage of Shares Represented
Approve	2,658,384,171	81.32%
Disapprove	0	0%
Abstain	0	0%

8. General Ratification and Approval of Previous Acts of the Directors, Committees, Officers, and Management of the Corporation

The Chairman advised the stockholders that the next item on the agenda is the approval and confirmation of all acts, resolutions, and proceedings of the Board of Directors, its Committees, Officers, and Management in the exercise of their duties and responsibilities during the intervening year, subsequent to last year's ASM.

The Chairman asked the Corporate Secretary if the resolution has been approved by the shareholders. The Corporate Secretary disclosed the number of votes in favor of the agenda item as validated by STSI. The Chairman then confirmed the shareholders' approval on the matter as follows:

Resolution No. S04-2023

"RESOLVED, to approve all acts and resolutions of the Board of Directors and its Committees, Officers, and Management of Metro Retail Stores Group, Inc., since the last annual stockholders' meeting up to the date of this meeting."

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Vote	Number of Votes (One share-One vote)	Percentage of Shares Represented
Approve	2,658,384,171	81.32%
Disapprove	0	0%
Abstain	0	0%

9. Election of Directors

The next item in the agenda was the election of six (6) members of the Board to fill up the six (6) seats of the Board of Directors, who shall occupy their respective positions for one year and until their successors are duly elected and qualified.

The Chairman requested the Corporate Secretary to read out the names of the nominees for the current year's Board of Directors.

The Corporate Secretary informed the assembly that in accordance with the previously sent Proxy Statement and the Corporation's Manual on Corporate Governance, the following are the individuals pre-screened, and determined to be qualified to be elected as members of the Board in accordance with the Corporation's By-Laws, and named in the Final List of Candidates for Directors submitted by the Nomination and Compensation Committee:

1. Mr. Frank S. Gaisano
2. Mr. Manuel C. Alberto
3. Ms. Margaret G. Ang
4. Mr. Jack S. Gaisano
5. Mr. Ricardo Nicanor N. Jacinto
6. Mr. Guillermo L. Parayno, Jr.

The Chairman asked the Corporate Secretary if the proposed resolution has been approved by the shareholders. The Corporate Secretary disclosed the number of votes in favor of the agenda item as validated by STSI. The Chairman then confirmed the shareholders' approval on the matter as follows:

	Approve	Disapprove	Abstain
Frank S. Gaisano	2,652,950,871	5,433,300	0
% of Shares Voted	81.15%	0.17%	0%
Margaret G. Ang	2,652,950,871	5,433,300	0
% of Shares Voted	81.15%	0.17%	0%
Jack S. Gaisano	2,658,384,171	0	0
% of Shares Voted	81.32%	0%	0%
Manuel C. Alberto	2,658,384,171	0	0
% of Shares Voted	81.32%	0%	0%
Guillermo L. Parayno, Jr. (Independent Director)	2,658,384,171	0	0
% of Shares Voted	81.32%	0%	0%
Ricardo Nicanor N. Jacinto (Independent Director)	2,658,384,171	0	0
% of Shares Voted	81.32%	0%	0%

Based on the above voting results and there being no other nominees to the Board, the Chairman formally announced that all of the above six (6) individuals are duly elected as Directors of MRSGI for the ensuing year and until their successors are duly elected and qualified, after the following resolution was passed:

Resolution No. S05-2023

“**RESOLVED**, to elect the following directors of the Corporation to serve as such beginning today until their successors are duly elected and qualified:

- 1.) Frank S. Gaisano
- 2.) Margaret G. Ang
- 3.) Jack S. Gaisano
- 4.) Manuel C. Alberto
- 5.) Guillermo L. Parayno, Jr. – Independent Director
- 6.) Ricardo Nicanor N. Jacinto – Independent Director”

Messrs. Jacinto and Parayno were elected as independent directors in accordance with the rules of the Securities and Exchange Commission on the requirements on nomination and election of independent directors.

10. Other Matters

The Chairman proceeded to open the floor for the transaction of other matters.

He then asked the Corporate Secretary if there are other matters which the Board would like to bring to the stockholders' attention.

Before proceeding to the item on other matters, the Corporate Secretary read to the stockholders two (2) particular queries from the minority shareholders:

Minority Stockholder Query 1: “I would like to congratulate MRSGI for having recovered from the Covid19 Pandemic and for posting sales and net income in 2022 that exceeded pre-pandemic levels. What should we expect from MRSGI in 2023 and in the years to come?”

MRSGI Reply (through its President/COO, Mr. Alberto): Overall, we continue to be cautiously optimistic going forward, as we face challenges such as inflation and other geo-political events.

MRSGI is committed to stay relevant in the retail marketplace and is gearing up to serve our customers' needs as best we can.

We will keep investing in new stores, in renovating existing stores for better shopping experiences, and in building our e-commerce and omni-channel presence. We will also continue to pursue internal improvements such as

digitalization, and to streamline our merchandising and supply chain processes.

Minority Stockholder Query 2: “Any plans of a stand alone “Metro Gaisano” store or mall in Cavite?”

MRSGI Reply (through its Treasurer/CFO, Mr. Orense): We already have an existing store in Cavite, in an Ayala mall. Cavite, Calabarzon, is part of our network expansion area in the next 3 to 5 years.

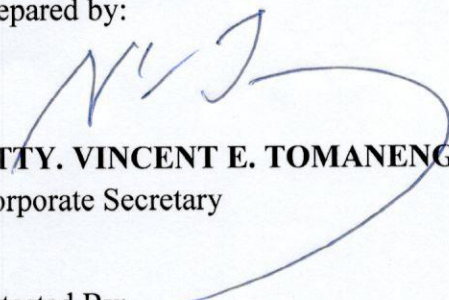
We are also building our own Distribution Center in Sta. Rosa, Laguna. So certainly, Cavite remains an important part in our expansion plan.

The Corporate Secretary then stated that there was nothing of particular importance that the Board has conveyed to discuss. Further, the Corporate Secretary informed the body that there will be no open forum during the ASM as indicated in the Definitive Information Statement. The stockholders may, however, send their questions about the ASM and the Corporation to its Vice-President for Business Development and Investor Relations at arnold.leoncio@metroretail.ph. He will reply accordingly. The deadline for the stockholders to email their questions shall be 5 calendar days from today or until May 10, 2023.

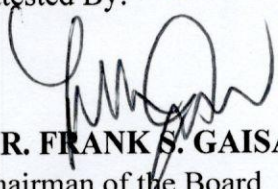
11. Adjournment

There being no other matters to be discussed, the meeting was thereupon adjourned. The Chairman then thanked everyone for joining the virtual ASM.

Prepared by:


ATTY. VINCENT E. TOMANENG
Corporate Secretary

Attested By:


MR. FRANK S. GAISANO
Chairman of the Board