
To the Management Board of Metro AG

You have invited to an Annual General Meeting in virtual format for February 24, 2023. On behalf of the shareholders represented by Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (DSW) Düsseldorf (the relevant certificates are enclosed), I hereby give notice of the following counter-motion to item 6.1 of the Agenda and will ask the other shareholders to support it:

Agenda item 6.1:

Amendment of the provisions of the Articles of Association relating to the Annual General Meeting - Virtual format-

approval is refused.

Justification:

DSW prefers the Annual General Meeting in hybrid format. Various surveys among private shareholders and institutional investors clearly show that the hybrid format is the express wish of a clear majority of private and institutional investors. Against this background, DSW opposes provisions in the Articles of Association that authorize the Management Board to hold the Annual General Meeting in virtual format for more than one to two years.

Item 6.1 of the proposed provision in the Articles of Association provides, among other things, for the Annual General Meeting to be held in the future after authorization by the Management Board in a virtual format. According to § 16 of the new Articles of Association, the Management Board is authorized to do so for a period of five years. In the view of DSW, such a provision in the Articles of Association is justifiable for a period of one to two years as an exception. The five years proposed here go far beyond this. A further complicating factor is that it is not clear how and to what extent the company intends to use the virtual format in the next five years and whether the shareholder rights will then also be fully granted (similar to the Annual General Meeting in person).

I hereby request you to make the announced counter-motion, including the reasons, available without delay in accordance with § 126 of the German Stock Corporation Act (AktG).

Jella Benner-Heinacher
(stv. Hauptgeschäftsführerin)

Deutsche Schutzvereinigung für Wertpapierbesitz e.V. (DSW)



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Sitz des Vereins ist Düsseldorf, Amtsgericht Düsseldorf, VR 3994
Präsidium: Ulrich Hocker (Präsident), Daniela Bergdolt (Vizepräsidentin), Klaus Nieding (Vizepräsident)

Aktuelle Informationen von der DSW erhalten Sie in unserem kostenlosen Newsletter: www.dsw-info.de/newsletter und auf Facebook unter DSW-Die Anlegerschützer.