

**Form for proxy**

This form **does not** replace the proper registration for the Annual General Meeting. Please note the instructions on the next page.

**Due to the failure of dividend for the financial years 2020/21 and 2021/22 also the preference shares are granting the right to vote.** The following instructions for the exercise of voting rights therefore apply to holders of ordinary shares as well as holders of preference shares.

**1**

**Person of the declarant**

Surname or company*	Number of shares*
First name*	Confirmation of registration no.*
Postal code / city*	

\*mandatory fields (the details can be found in the confirmation of the registration to the General Meeting which will be sent to you after proper registration.)

**2**

**Power of attorney/instructions to the proxies nominated by the Company**

I/We hereby authorize Ms. Anja Baydur, Düsseldorf, and Mr. Thomas Honnet, Düsseldorf, (proxies nominated by the Company) to exercise my/our voting rights at the virtual Annual General Meeting of METRO AG on 7 February 2024 without disclosing my/our name(s), unless required by law, each individually and with the right of sub-power of attorney as set out below.

agenda items <sup>1</sup>	Yes	No	Abst.
2. Appropriation of balance sheet profit .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Formal approval of the actions of the members of the Management Board .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Formal approval of the actions of the members of the Supervisory Board .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Elections to the Supervisory Board			
6.1. Mr Jürgen Steinemann .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.2. Mr Willem Eelman .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.3. Mr Roman Šilha .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.4. Mr Stefan Tieben .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the remuneration report for the 2022/23 financial year .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Changes to Section 16 (2) of the Articles of Association (Right to Attend) .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Countermotions and election proposals from shareholders**

Any countermotions and election proposals from shareholders regarding the agenda that are to be made accessible and are received by 23 January 2024, 24:00 hours (CET) will be published on the Internet at [www.metroag.de/hauptversammlung](http://www.metroag.de/hauptversammlung). You can join a countermotion aimed exclusively at rejecting a proposed resolution by voting against the management proposal. In the absence of voting instructions, the company proxies cannot vote on more far-reaching motions, such as substantive countermotions or procedural motions. In this case, the company proxies will abstain from voting.

Election proposals A - C for Item 6 - Election proposals from shareholder Hans Oswald	Yes	No	Abst.
A - Election proposals for Item 6 - Prof. Dr. Hans-Jochen Schneider .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
B - Election proposals for Item 6 - Dr. rer. oec. Barbara Grimberg .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
C - Election proposals for Item 6 - Ralf Schirmmacher .....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Signature(s) or other completion of the declaration

<sup>1</sup> Resolution proposals of the administration pursuant to the agenda published in the Federal Gazette on 21 December 2023. Agenda item 1 (presentation of annual reports) does not require a resolution.

**3**

**Power of attorney to a third party**

I/We grant power of attorney to the person stated below. The power of attorney is granted by disclosing the name(s) and includes the exercise of all shareholder rights including voting rights as well as the right of sub-power of attorney. I/We instructed the authorized person explicitly with regard to the data protection notices and the transfer of personal data.

Name or company	Name or company
Place or registered seat	Place or registered seat
Signatures or other completion of the declaration	Signatures or other completion of the declaration

## Notes

This form can only be taken into account if it can be clearly assigned to an already completed proper registration. If an assignment is not possible due to missing or improper registration or incomplete or illegible information on this form, the voting right or the rights relating to the Annual General Meeting cannot be exercised by the proxies nominated by the Company.

**Please observe the instructions in the invitation to the Annual General Meeting regarding the exercise of your shareholder rights (see Section IV.), in particular regarding the timely registration and the exercise of voting rights as well as the issuance, amendment and revocation of declarations.**

The form is not mandatory. You may also use another declaration in text form. In this case, the above regulations shall apply accordingly.

Details on the handling of this personal data and the corresponding rights of shareholders and their proxies under the GDPR can be found on the Company's website at: [www.metroag.de/hauptversammlung/annual-general-meeting/data-protection-notice](http://www.metroag.de/hauptversammlung/annual-general-meeting/data-protection-notice).

### 1 Person of the declarant

Please fill in section 1 completely and legibly. The required information on the person making the declaration can be found in your confirmation of registration, which will be sent to you after proper registration.

### 2 Power of attorney/instructions to the proxies nominated by the Company

You may use this form under section 2 to exercise your voting rights by the proxies nominated by the Company.

To cast your vote, please check the "Yes" box if you agree, the "No" box if you disagree and "Abst." box if you wish to abstain. If you do not check a box, this will be counted as an abstention, double checks will be counted as invalid. If there are individual votes on combined resolution proposals under an agenda item, your vote will apply accordingly to the individual resolution proposals. If desired, you may sign or insert the person of the declarant.

Power of attorney/instructions to the proxies nominated by the Company using this form must be sent no later than **Tuesday, 6 February 2024, 18:00 (CET)** (receipt is decisive) to:

**E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

The proxies nominated by the Company may only exercise the voting right on your behalf in accordance with your instructions. The proxies nominated by the Company will not execute any other instructions.

Shareholder motions to be made available (countermotions) are available on the internet at **[www.metroag.de/annual-general-meeting](http://www.metroag.de/annual-general-meeting)**

You can join a countermotion, which is directed solely at the rejection of a resolution proposal, by voting against the administration proposal.

### 3 Power of attorney to a third party

If you wish to authorize a third party, you may do so using section 3 of this form.

The power of attorney may be submitted to the Company by e-mail no later than **Tuesday, 6 February 2024, 18.00 (CET)** (receipt is decisive), via the following address: **[anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

The same applies to the revocation of a power of attorney. Like shareholders, proxies cannot participate in the Annual General Meeting either physically or by means of electronic communication within the meaning of § 118 (1) sent. 2 German Stock Corporation Act (Aktiengesetz, AktG). They may only exercise the voting right for shareholders they represent by granting (sub-)power of attorney to the proxies nominated by the Company or by means of electronic postal voting.

Please expressly point out this fact to your third party proxy.