



Annual General Meeting of METRO AG on 19 February 2021

**Form for exercising voting rights
by issuing proxy and instructions to the proxy holders appointed by the
Company or postal vote**

Please fill in this form and send it to us using the contact details below:

METRO AG
c/o HVBEST Event-Service GmbH
Mainzer Straße 180
66121 Saarbrücken
Germany

or by fax: +49 681 9262 929
or by email: metro-hv2021@hvbest.de

Person(s) of the declarant:

(First name, surname and/or company name)

(Street and house number and/or P.O. box)

(Postcode and town)

(Number of the confirmation of registration)

(Number of ordinary shares)

Proxy holders / Postal Vote



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**Proxy and Instructions to the proxy holders nominated by the
Company**

I / We authorise the proxy holders nominated by the Company, Mrs Anja Baydur and Mr Lars Hoffmann, – each of them individually and with the right to delegate authority –, to represent me/us– at the Annual General Meeting of METRO AG, Düsseldorf, on 19 February 2021, and to exercise the voting right for the above-mentioned ordinary share(s) in accordance with the instructions on the next page.

Postal vote

I/We will exercise my/our voting right(s) for the above-mentioned ordinary share(s) at the Annual General Meeting of METRO AG, Düsseldorf, on 19 February 2021, by postal vote as set out below.

Please check the Yes box or the No box for the respective voting item. If you wish to refrain from voting with regard to a voting item, please do not check any box for this item.

Agenda item*	Yes	No
2. Appropriation of balance sheet profits	<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"/>
4. Formal approval of the actions of the members of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the auditor	<input type="checkbox"/>	<input type="checkbox"/>
6. Elections to the Supervisory Board		
a) Mr Roman Šilha	<input type="checkbox"/>	<input type="checkbox"/>
b) Mr Jürgen Steinemann	<input type="checkbox"/>	<input type="checkbox"/>
c) Mr Stefan Tieben	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the remuneration system for Management Board members;	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution on the amendment of § 13 of the Articles of Association (Remuneration of Supervisory Board members) with effect from 1 October 2021, the remuneration of Supervisory Board members for the current financial year 2020/21 and the remuneration system of the Supervisory Board.	<input type="checkbox"/>	<input type="checkbox"/>

* Resolution proposals of the administration pursuant to the agenda published in the Federal Gazette on 8 January 2021.
Agenda item 1 does not require a resolution.

Place / Date

Completion of the declaration
(voluntary, e.g. by signature, facsimile signature
or otherwise identified)

Notes and explanations

With this form, you can exercise your voting rights as an ordinary shareholder or as his or her proxy holder by issuing proxy and instructions to the proxy holders nominated by the Company or by postal vote. Please complete this form and submit it to the Company in writing, by fax or by e-mail no later than by **Thursday, February 18, 2021, 6:00 p.m. CET**, using the following contact details:

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c/o HVBEST Event-Service GmbH
Mainzer Straße 180
66121 Saarbrücken
Germany

or by fax: +49 681 9262 929

or by email: metro-hv2021@hvbest.de

The date of receipt by the Company is decisive in each case.

Using the above communication channels, a granted proxy (with instructions) or postal votes may also be amended or revoked until Thursday, 18 February 2021, 18.00 CET (receipt decisive).

The exercise of voting rights by issuing proxy and instructions to the proxy holders nominated by the Company or by postal vote can also be done electronically in the Company's Shareholder Portal, accessible via the Company's website at www.metroag.de/hauptversammlung. The exercise of voting rights by issuing of proxy and instructions to the proxy holders nominated by the Company or by way of postal vote via the Shareholder Portal is also possible during the Annual General Meeting, but must be fully completed at the latest by the time specified by the chairman of the meeting in the course of the voting. The same applies mutatis mutandis to the revocation or amendment of the granted proxy (with instructions) or postal votes. The initial registration in the Shareholder Portal takes place using the individual access data (registration number, number of shares, postal code and place of residence), which the duly registered shareholders or their proxy holders receive from their respective depository bank together with the registration confirmation.

The proxy holders nominated by the Company are physically present at the Annual General Meeting. In accordance with the statutory rule, proxy voting is carried out as a concealed proxy, i.e. without disclosing the name of the shareholder represented in the list of attendees. The proxy holders will exercise the voting right exclusively on the basis of instructions that have been expressly and unambiguously granted. Therefore, the shareholders have to issue express and unambiguous instructions in respect of the items of the Agenda with regard to which they wish the voting right to be exercised. The proxy holders nominated by the Company are obliged to vote in accordance with the instructions given to them. To the extent that no express and unambiguous instruction was given in respect of an item of the Agenda, the proxy holders nominated by the Company will refrain from voting with regard to the respective voting item. They do not accept any instructions to submit a request to address the Annual General Meeting, to lodge objections to resolutions of the Annual General Meeting or to ask questions or table motions. They are available solely for the casting of votes on such resolution proposals from the Management Board, the Supervisory Board or from shareholders which have been published together with this calling or subsequently pursuant to § 124(1) or (3) German Stock Corporation Act or made accessible pursuant to §§ 126, 127 German Stock Corporation Act.

If the Company receives differing, formally correct declarations for the exercise of voting rights

for one and the same shareholding, the order of receipt by the Company is decisive. If in this case the order of receipt by the Company cannot be determined, the votes cast by postal vote will always be deemed to take precedence – provided that, in addition to votes by postal vote, proxies and instructions to the Company's proxy holders are also received; in this respect, the Company's proxy holders will not make use of proxy granted to them and will not represent the shares concerned. If, in this case, the manner in which voting rights are exercised is also the same (e.g. multiple exercise of voting rights by postal vote), any declarations received via the Shareholder Portal will be considered with priority. If there are no such declarations, any declarations received by e-mail will be considered before those received by fax, and these in turn before those received by the Company by post.

Data privacy

More detailed information on data protection law, in particular on the processing of personal data, the possible transfer of data to third parties, the storage period and the rights of shareholders as data subjects - including their right of objection and their right of appeal to a competent supervisory authority - can be found on the Company's website at www.metroag.de/hauptversammlung.