

Speech from

**Dr Steffen Greubel, CEO**

Annual General Meeting of METRO AG,  
19 February 2025

The spoken word counts!

**Dear Shareholders of METRO AG,**

On behalf of the Executive Board, I would also like to welcome you to this year's Annual General Meeting! I would like to welcome you to an Annual General Meeting that promises much more than just the standard topics. But more on that in a moment.

Let me start by congratulating you: Your METRO celebrated its 60th anniversary last year!

At several events, we looked back on a great tradition of food wholesaling, which we are now building on with our sCore strategy and leading the company into the future with a modern multi-channel approach.

We celebrated 2024 - with our employees, with suppliers, with partners from the politics, but above all with our customers: chefs and restaurateurs. We celebrated them, their art of preparing the dish from what we sell. Surprising, inspiring and magical.

However, 2024 was not only a good year for METRO for this reason. A year ago, I promised you that we would make METRO a little better every day on our way to becoming a pure food wholesaler. We can see that and we can measure it.

In the rest of my speech, I will use the success indicators of our sCore growth strategy that you are familiar with to show you that we succeeded in all relevant areas in the past financial year.

But before I go into the performance of the past financial year, I would like to talk about another important topic for you as shareholders: Our largest single shareholder EPGC and METRO AG have reached an agreement on a delisting. METRO AG and EPGC announced this intention on 5 February 2025.

EP Global Commerce GmbH (EPGC) is a holding company based in Grünwald. The company, which is controlled by Daniel Kretinsky, joined METRO as a long-term strategic shareholder in 2018 and currently holds 49.99% of the ordinary shares and voting rights in METRO AG.

With Jana Cejpková, Marek Spurný and Roman Šilha, EPGC currently has 3 representatives on the Supervisory Board of METRO AG.

The Management Board of METRO AG has concluded a delisting agreement with EPGC. The three main reasons in the view of the Management Board were and are:

1. access to the public equity market was not of great importance for METRO. METRO last raised capital via the stock exchange in the context of its IPO in 1996.
2. EPGC, Beisheim and Meridian are long-term investors. METRO is undergoing a far-reaching transformation as part of the sCore strategy. This requires staying power.

3. thanks to the far-reaching commitments made by EPGC as part of the delisting agreement, we have a stable and reliable foundation on the basis of which we can complete the transformation.

The delisting agreement also confirms the joint commitment of the management of EPGC and METRO AG to the long-term implementation of METRO's sCore strategy and the related growth investments.

The growth strategy developed by the Management Board remains unchanged, as do the individual ambitions we have set ourselves.

EPGC and METRO have also agreed on other important elements. These include a solid financing structure for METRO AG and continuity in terms of management and governance.

The agreement also contains important provisions to safeguard the rights of METRO employees, such as the obligation to maintain METRO's headquarters in Düsseldorf, as well as commitments to uphold co-determination and collective labour agreements.

The delisting agreement obliges EPGC to make a public tender offer for all outstanding shares of METRO AG. In return, the management of METRO AG will apply for a delisting of the shares of METRO AG after the completion of the tender offer by EPGC. "Delisting" means the revocation of the admission of the METRO shares to trading on the regulated market of the Frankfurt Stock Exchange. Accordingly, METRO will also be delisted from the S-DAX and other stock indices after the delisting.

From the perspective of the two founding shareholders Beisheim and Meridian, the delisting accelerates and facilitates the necessary transformation measures already initiated by the Management Board. They want to support this transformation and will therefore not tender their shares as part of the delisting tender offer.

Meridian and Beisheim have also entered into a shareholders' agreement with EPGC which sets out the framework for the relationship of all three parties as co-shareholders of METRO for the period after the delisting. The shareholders' agreement will only enter into force after the completion of the delisting.

EPGC has offered EUR 5.33 per share. The purchase price offered by EPGC for the ordinary shares represents a significant premium of around EUR 1.50 on the unaffected share price - i.e. the share price prior to the information about the delisting intention. The purchase price offered also represents a premium of around EUR 1 on the volume-weighted average share price of the last six months, which is the relevant factor for the statutory minimum price.

At the same time, the Management Board and the Supervisory Board are of the opinion that the price does not fully reflect the long-term value potential of METRO AG.

I would like to emphasise this: The delisting offer creates additional options for you as shareholders. It offers the opportunity to sell METRO shares promptly, independent of liquidity and at a significant premium on the unaffected share price.

But it is also just an offer. You are free to decide whether or not to accept it. The Management Board and the Supervisory Board of METRO AG will comment on the fairness of the Offer Price in the Reasoned Statement. We will publish this statement immediately after the publication of the Delisting Offer.

I assure you that we will take into account the interests of all shareholders and the company as a whole.

Ladies and gentlemen, this brings me to the balance sheet for the past financial year 2023/24. We are always guided by the ambitions we set ourselves in 2022 with the sCore growth strategy.

Reminder:

With sCore, we have introduced our multichannel business model with the three interlinked channels of wholesale markets, foodservice delivery and online marketplace, which has a number of strong advantages:

- It's easier and more efficient for our customers as they can always use the channel that best suits their needs.
- It enables us to utilise capital efficiently by making optimal use of our existing infrastructure.
- It gives us a competitive advantage over pure delivery firms or companies who only operate stationary stores.
- It accelerates our growth, because experience shows that customers who use multiple channels increase their total sales with METRO disproportionately.

Secondly, we have defined clear strategic KPIs to measure our sCore progress.

The KPIs include the areas of food service delivery (FSD), digital, own brand and strategic customer sales share as key elements. However, the number of sales representatives and new multichannel fulfilment centres (MFCs) and depots are also important indicators for the implementation of our multichannel strategy.

Thirdly, we have defined clear investment priorities that cover the areas of network, technology/digital and sustainability. This is necessary in order to drive our organic growth.

And last but not least, we presented our ambitions for 2030:

- Sales growth to over 40 billion euros by 2030
- EBITDA growth to > € 2 billion by 2030
- Increase in free cash flow to over 0.6 billion euros by 2030

Let us now take a closer look at the past financial year.

Firstly, an important message: METRO has once again met its forecast targets. This is the earnings from the consistent implementation of the agreed sCore strategy.

At € 31 billion, sales reached the upper half of the outlook range.

As expected, adjusted EBITDA fell to € 1,058 billion and is at the lower end of the outlook range due to the ongoing transformation requirements in wholesale business, the continuing cost pressure and the phasing out of post-transaction effects.

Net profit before minority interests totalled € -125 million. As you will recall, earnings in the 2022/23 financial year were significantly characterised by the sale of part of the METRO Campus, the sale of the Indian business and non-cash currency effects in the net financial result. This was absent in the 2023/24 financial year, with earnings per share reaching € -0.33 as expected.

Based on the current dividend policy, the Management Board and Supervisory Board therefore recommend no dividend payment for the 2023/24 financial year.

Nevertheless, three years ago we set ourselves the ambition of returning METRO to a growth trajectory.

We have succeeded! Despite a challenging environment, METRO has achieved sales growth for the third year in a row - with more than 20% growth in financial year 21/22, 9% growth in financial year 22/23 and 6% growth in the last financial year - adjusted for currency and portfolio effects - your METRO is finally a growing company again!

And this growth is not the result of high inflation alone. METRO has also grown after adjusting for inflation, especially last year in an environment of falling overall inflation.

And this development is continuing in the new financial year. Adjusted for currency and portfolio effects, sales in local currency rose by 7.1% in the first quarter of 2024/25 despite a challenging environment.

While we can be satisfied with our sales development, we still need to improve our EBITDA.

In future, we will focus even more strongly on improving profitability without losing sight of growth.

Both are important: investing in growth, but reducing the cost base in order to achieve earnings targets.

We have therefore launched a cost leadership programme in 2024. This primarily involves budget savings in material and project costs, but we will also reduce administrative costs through personnel adjustments. In detail, we have launched the following initiatives:

Firstly, we have started to harmonise our IT systems globally to optimise operations, accelerate digital transformation, align IT capabilities with business needs and collaborate with countries as ONE METRO.

Secondly, we are expanding our METRO Global Solution Services in Poland and India in order to centralise, standardise and optimise processes in finance and other areas.

The third initiative will optimise our material expenditure: NPEX projects. Whether in the procurement of travel, forklift trucks, logistics service providers or other services - we will improve purchasing conditions through the Group's economies of scale.

The same applies to the purchase of goods sold. Today, we source like 20 different companies, often from the same suppliers. Starting with non-food items, we will join forces as ONE METRO and procure goods more jointly than before.

Fifthly, we need to streamline our organisation: We are reducing hierarchical levels to become more agile and cost-efficient and to make METRO more productive and efficient. This evaluation covers the entire company. The changes will be assessed country by country and unit by unit and can be implemented over time through restructuring or natural fluctuations.

These measures will help us get earnings under control. With this 3-year programme, we aim to save around € 300 million per year from the 2027/28 financial year. One-off transformation costs totalling € 150 million have been budgeted for this in the current financial year.

To better understand our business development, we also need to look at the external market environment in which we operate. This is characterised by three main trends which, although they affect almost every European company, are particularly noticeable in our business/market:

Firstly: a fundamentally changed geopolitical situation.

This is primarily due to the war between Russia and Ukraine. The geopolitical situation has a significant impact on our business, as we are still operating on a large scale in both countries, Russia and Ukraine.

In addition, the war in Ukraine, as well as the conflicts in Gaza and the Middle East, have put a strain on supply chains, making it more difficult to ensure seamless deliveries and maintain security of supply for both food and non-food items.

Secondly, we have experienced significant increases in inflation and costs as a result of the war and pandemic. This has had an impact on our sales, but also negatively affected our earnings from a cost perspective.

We have supported our customers by only passing on the increase in purchase prices to a certain extent, while we have achieved inflation-adjusted volume growth through the consistent implementation of the sCore strategy.

However, rising costs had a strong impact on our adjusted EBITDA, exacerbated by investments in pricing, rising wages and our general wholesale restructuring.

This applies all the more as inflation in the eurozone has fallen significantly in the current year, with some areas even showing deflationary tendencies.

And falling inflation poses a particular challenge and is having a particularly negative impact on wholesalers.

Thirdly, the IT security risk for companies has increased significantly overall and METRO was also the victim of a cyber attack at the end of 2022, which had a significant impact on its operating business.

The incident resulted in a loss of sales in the low triple-digit million euro range and a negative EBITDA effect in the mid to high double-digit million euro range in the 2022/23 financial year.

In addition, the incident led to increased IT security costs in order to strengthen our systems and security processes. However, it has also encouraged us to strive for greater standardisation, which will lead to lower costs and fewer security gaps in the medium and long term.

Overall, you can see that although we were very directly affected by all of these trends, we found ways to overcome them without losing our growth trajectory. This has once again demonstrated the resilience of our sCore strategy.

Let us now turn to our portfolio and the optimisation measures taken in the past year. All steps were in line with our sCore strategy:

We have acquired Fisk Idag in Sweden and Donier Gastronomie in Finland, which will contribute to further synergies in our Nordic FSD company JHB. Last but not least, with Caterite Food and Wineservice in the UK, we have found a suitable addition to Classic Fine Foods UK, which will enable us to gain relevance and operate nationwide in the UK in future.

As we have said from the outset, sCore is not dependent on acquisitions, but we will continue to take an opportunistic approach to mergers and acquisitions while focussing on organic growth.

Let's move on to the sCore KPIs and our progress - and let me start with our customers as our number one priority:

The strategic customer sales share - i.e. sales with our professional customers, HoReCa and Traders - has risen continuously in recent years to 76% compared to 66% before sCore. Our HoReCa customers are our most important growth driver. Our focus is paying off and we are well on the way to achieving our ambition for 2030.

Since the introduction of the sCore strategy, we have also more than tripled the number of multi-channel customers - i.e. all customers who buy in more than one

channel. And as we know that our sales grow disproportionately when our customers use multiple channels, our growth base is constantly expanding.

Finally, customer satisfaction, as measured by the Net Promotor Score (NPS), is also increasing significantly, and we have seen an improvement of 10 percentage points compared to the 2020/21 financial year before the introduction of sCore.

Another important priority for sCore is the remodelling of our wholesale markets on the basis of a simplified, reduced product assortment and attractive wholesale prices.

To date, we have successfully reduced our product range by a total of over 400,000 items. This prevents duplication on the shelves, increases the relevance of the core range and thus makes purchasing more efficient for our customers. At the same time, this also creates space for more efficient product presentation and handling and improves the conditions for deliveries from the stores.

In addition to the product range, we have also successfully introduced our volume-orientated pricing scheme 'Buy More Pay Less' (BMPL), which strengthens our positioning as an attractive wholesaler and is also a lever for increasing productivity. This is because larger packs make purchasing quicker and easier for our customers and our employees can refill more efficiently. BMPL is currently being expanded in almost all METRO countries and already comprises more than 120,000 items, which represents an increase of 17% compared to the previous year.

The expansion of our own brands is another key element of sCore. This is because our own brands not only promote customer loyalty, but also drive our sales and profitability. We succeeded in continuously increasing the sales share of our own brands to 24% in the past financial year, compared to 17% before sCore. And we are well on the way to achieving our ambition of more than 35% own brand sales by 2030.

Let me now turn to our network restructuring, which is another important factor in our sCore strategy:

This is because the optimisation of wholesale includes both pricing and the product range, as well as the expansion of the delivery business. In fact, the expansion of the food service delivery business is the biggest growth driver in our sCore strategy.

Accordingly, we are continuously investing in the remodelling of our infrastructure. The expansion of our stores into efficient warehouses and logistics platforms - so-called multichannel fulfilment centres - is the decisive lever. This allows us to utilise our infrastructure in a capital-efficient manner. Our stores are well located and have sufficient space for delivery operations.

The transformation of a store into an MFC comprises 3 core elements that are closely linked:

- Space management - i.e. the remodelling of existing space according to efficiency-oriented warehouse principles



- Inventory management - this means digitising our inventory for both in-store and FSD activities, thereby improving transparency and accuracy.
- In-store logistics - i.e. reorganisation of picking and replenishment processes to increase service levels and productivity.

Consequently, the MFC concept also helps to improve our productivity and thus strengthen our earnings, which is beneficial for both our in-store and delivery business.

Finally, the restructuring of the network beyond MFC also includes the opening of specialised, mostly newly built depots. This applies in particular to metropolitan regions where the demand for deliveries exceeds our existing locations' potential capacities and where a new construction project is economically viable.

In total, we successfully completed 42 network transformation projects in the last FY 2023/24 alone - and with 70 projects planned for the new FY 2024/25, we also have a full pipeline ahead of us.

However, promoting FSD sales is not limited to remodelling our network. It also means transforming our company into an active sales engine - which is why expanding our sales force is also a top priority.

Looking back, we have set ourselves the ambitious target of doubling our sales force by 2030 - and we are making good progress: In the last financial year alone, we hired 700 new sales employees, meaning that we now have a total of 8,500 sales employees, compared to 6,500 before sCore.

We are also capitalising on opportunities to complement our existing FSD services in regions that we either want to enter or in which we want to expand our presence.

Our growth investments in FSD are paying off: We increased our FSD sales by more than €800 million in the last financial year compared to the previous year, resulting in an FSD sales share of 26% compared to 17% before sCore and putting us in a strong position to achieve our 2030 ambition.

Let us now turn to digitalisation as the third key element of sCore and start with our online marketplace for non-food products METRO MARKETS.

METRO MARKETS enables our customers to buy their non-food items at attractive prices via a single platform. At the same time, the online marketplace helps us to further increase our efficiency because we can move non-food products from the store to the Internet.

With the launch in Germany in 2019, METRO MARKETS has experienced a strong roll-out process in the most important HoReCa countries over the last four years with the entry into Spain, Italy, Portugal, the Netherlands and most recently France.

Today, METRO MARKETS is represented in the six European HoReCa countries that account for around 60% of METRO's total HoReCa potential. The online

marketplace was able to increase its sales by around 50% in the last financial year compared to the previous year.

METRO MARKETS currently comprises a total of around 2,400 partners - an increase of 22% on the previous year - and offers around 1.34 million professional products - an increase of 42% on the previous year.

While the focus in the start-up phase was on rapid geographical expansion, the focus in the last and current financial year is on increasing the profitability and productivity of existing stores.

As a result, we have adjusted our original ambition of increasing our marketplace sales to EUR 3 billion by 2030 to a more conservative target of EUR 1.5 billion by 2030.

Let's now turn to DISH, our digital ecosystem for the hospitality industry. With a total of more than 350,000 customers, DISH is one of the largest digital platforms for the hospitality sector in the western world, making it an important pioneer for the digital hospitality sector.

And if you look at the DISH tools, you can see a continuous expansion of services and reach in our key markets:

DISH Reservation, our online table reservation system, has processed 37 million bookings to date. This makes it one of the largest systems of its kind, with an increase of 50% compared to the previous year.

DISH POS, our cloud-based POS solution for the hospitality sector, was also launched in Italy and Spain in the last financial year and is now running in six countries with strong customer growth.

DISH Pay, our one-stop payment solution, was successfully launched in Germany, Italy, France and Spain in the last financial year and has significant revenue potential from sales-based transaction fees.

Finally, DISH Dine was also launched at the end of 2024. This is our new online reservation and ordering portal that improves online visibility for restaurateurs and helps guests find a restaurant quickly.

Overall, we have the right tools to tackle an increasingly important issue - the digitalisation of the hospitality industry.

M Shop and M Companion are further components of our digital strategy, with M Shop in particular playing an important role.

As a 24/7 online ordering tool, the M Shop enables our FSD customers to order easily, quickly and individually with the METRO delivery service, making it the key application for increasing the digital sales share. More than 50% of FSD sales are already processed digitally via this tool.

In addition, our customer app M Companion offers various functions for shopping in our shops, from identifying yourself as a customer to checking product availability and managing invoices. And with around 1.2 million active customers, the platform is becoming increasingly popular.

Our digital sales share - including M Shop, METRO MARKETS and DISH - rose continuously in the last financial year to 14% compared to 6% before sCore.

Ladies and gentlemen, allow me to summarise:

With the sCore strategy, METRO is undergoing a far-reaching transformation from a formerly diversified retail group to a pure and focussed B2B wholesaler.

We are only a third of the way through our strategy, which is aimed at the year 2030, but we are already making great progress despite the difficult circumstances.

And these are summarised as follows:

- We have never been so much of a wholesaler as we are now,
- We have never been so FSD as we are now and
- We have never been so digital as we are today.

To make this more tangible for you, and because pictures speak louder than words, I will show you a short film showing the progress made in implementing our sCore strategy in various countries.

Ladies and gentlemen, these changes require a clear prioritisation of our investments.

A significant portion of our investments totalling 537 million euros is attributable to growth investments. As explained at the Capital Markets Day in January 2022, we are increasing our investments in technology, network and sustainability until 2025. We have made good progress in the first three years of sCore:

We have made annual growth investments of around 125 million euros in technology, mainly for the development of group-wide digital solutions and for investments in our digital units METRO MARKETS and Hospitality.Digital.

Investments in network growth have been accelerated each year as we implement our infrastructure plan step by step. Based on defined parameters, we can target investments in wholesale markets, delivery depots and warehouses.

Sustainability is another important priority and we have invested 90 million euros annually over the last three years. These investments contribute to our ambition of climate neutrality and are also an attractive investment. The majority of this was used for our F-gas exit programme, with the remainder for our energy-saving programme.

To this end, we have set ourselves scientifically based ESG ambitions. And they are paying off.

Firstly, we want to make our global operations climate-neutral by 2040, mainly through our own initiatives. With the savings of 52% that have been achieved so far compared to the base year 2011, we are "on track" here.

Secondly: reducing plastic. We have set ourselves the target of achieving a reduction of 2,000 tonnes of plastic by 2023 compared to 2018. We have already exceeded this target twice, namely at the end of the last financial year with a reduction of 3,800 tonnes of plastic packaging for our own-brand products.

And thirdly: reducing food waste. In line with the Consumer Goods Forum's resolution on food waste, we have committed to reducing food waste in our business operations by 50% by 2025 compared to the 2018 baseline.

In 2023/24, we have achieved a 27% reduction in regard to sales and delivery space compared to the base year. We are aware that the 50% target is difficult to achieve, but we will continue to work towards it through targeted measures such as dynamic price reductions, maximising donations to food banks and optimising product range planning.

Dear shareholders, we are doing all of this in order to be economically successful as METRO. But we also do it to strengthen the position of our customers in the hospitality sector and retail.

Many of these companies are small, but as an industry they are very important: two million jobs in the German hospitality sector alone.

4 days before the general election, I appeal to the next federal government and parliament to stand up for this sector. When it comes to the fair and standardised taxation of food, this time it must not remain just promises made during the election campaign. If you look into the tax details, you will quickly come across absurdities that nobody understands, but which hit catering businesses hard: take-away pizza is subject to 7% VAT, while pizza to eat in a restaurant is subject to 19%.

Dear politicians, put an end to this. Reduce VAT on food to a standardised rate of 7%. Restaurateurs are already heavily burdened by higher energy costs, a shortage of skilled labour, excessive bureaucratisation and currently by the public's reluctance to consume.

Please realise the consequences: if the Italian restaurant in the neighbourhood and the pub in the countryside no longer exist, then we will lack places of encounter and community in the cities and regions. And this will also affect bricks-and-mortar retail, culture and ultimately social structures as a whole.

Ladies and gentlemen, we at METRO feel closely connected to the hospitality sector in these issues and support them.

Düsseldorf is our home base and, hand in hand with the Lord Mayor, we are pursuing the ambition of developing Düsseldorf into the gastronomy capital in

order to demonstrate the value of the hospitality sector for a city like Düsseldorf. This is reflected in our support for events such as the Gourmet Festival on the Kö and the Rolling Pin Convention trade fair. In 2024, we initiated "Chefs in Town" for the first time, a weekend of over 100 creative cooking events with Düsseldorf restaurateurs and well-known chefs from all over Germany.

That brought about exciting events centred around food. And fantastic moments for everyone who was there.

METRO has made this possible. And that's how we see ourselves: as an enabler at our customers' side. METRO creates the conditions for our customers to offer their guests wonderful moments.

This is the corporate purpose that our more than 85,000 employees at METRO are passionate about: We call it "Enabling Moments". We will always go the extra mile for our customers who create wonderful moments for their guests in their neighbourhoods.

Our new image film, which we presented to the public on the occasion of the 60<sup>th</sup> anniversary of METRO in 2024, shows exactly that in beautiful pictures. You can watch the short film during the break at the Annual General Meeting or view it on the [metroag.de](https://metroag.de) website.

Ladies and gentlemen, I began my speech by saying that this is an ordinary Annual General Meeting, but not a normal one.

There is another reason for this in addition to the plans among the shareholders. Our long-standing Chairman of the Supervisory Board, Jürgen Steinemann, is stepping down from office. He will not be standing for re-election to the Supervisory Board. This marks the end of an era.

Jürgen Steinemann first took the helm of the Supervisory Board in 2015 - before the demerger. He has experienced various constellations within the shareholder group and has decisively shaped the Management Board through personnel decisions.

The Management Board is grateful for the cooperation. It was always reliable. Jürgen Steinemann has guided the company at the head of the Supervisory Board with a steady hand through times of transformation. He always had a clear opinion.

If I now say that some of the issues can sometimes be difficult, then he will probably take that as a compliment. After all, this is exactly what is expected of him in his role as METRO's chief controller: asking uncomfortable questions and exposing potential weaknesses.

And yet: Jürgen Steinemann was above all a vehement supporter of our sCore strategy, of our internal values - the Fundamentals - and of our consistent wholesale orientation.

Dear Jürgen, on behalf of the entire Management Board, I would like to thank you for what you have done for our METRO over the past 10 years. Your influence will outlast your term of office. We wish you personally all the best, good health and success!

Ladies and gentlemen, dear shareholders, this brings me to the end of my speech today and I will summarise:

The sCore growth strategy launched in 2022 is proving to be the right approach. We are on target in terms of sales and all individual performance indicators; we are improving earnings with our cost leadership programme.

sCore also remains on course for the coming years, as the strategy has been confirmed by the Supervisory Board and all Anchor shareholders.

The delisting agreement with EPGC ensures a great deal of stability and continuity for METRO: Düsseldorf remains the company's headquarters, the ambitions are confirmed and the Management Board remains in its current form.

In the Reasoned Statement, the Management Board will evaluate EPGC's offer in detail, taking into account all interests and aspects.

One thing is already clear: The 2024/25 financial year will be an interesting and exciting year for your company METRO.

I would like to thank you for your trust and your investment in METRO.

Our CFO Eric Riegger and I will be happy to answer your questions.

Thank you very much for your attention!