



General Meeting of METRO AG on 14 February 2020

**PROXY AND INSTRUCTIONS
TO THE PROXIES NOMINATED BY THE COMPANY**

METRO AG
Bereich Corporate Legal Affairs & Compliance
Schlüterstraße 5
40235 Düsseldorf
Germany
or by fax to: +49(0)211/6886-4908080
or by e-mail to: 2020@metro-hv.de

Proxy Voting

If you wish to authorise the proxies nominated by the Company at the above mentioned address, by fax or by e-mail, proxies and instructions may be granted in text form

- until **Friday, 7 February 2020, 12:00 CET**, at the above mentioned address or

- until **Friday, 14 February 2020, 12:00 CET**, by fax or by e-mail at the above mentioned fax number or the above mentioned e-mail address.

In each case, receipt by the Company will be relevant.

For this purpose, please use this form and enclose the entry ticket(s) received from your depository institution(s).

Proxy

I/We

(First name, surname and/or company name)

(Street name and street number and/or P.O. box)

(Postcode and town)

authorise

the proxies nominated by the Company, Mrs Anja Baydur, Mr Kai Drechsler, Mr Lars Hoffmann,- each of them individually and with the right to delegate authority -,

to represent me/us - under disclosure of my/our name(s) or of the company name - at the Annual General Meeting of METRO AG, Düsseldorf, on 14 February 2020

and to exercise the voting right for _____ (no. of share(s)) ordinary bearer share(s),

for which the entry ticket with the no. _____ (please indicate if possible) has been issued

in accordance with the instructions on the next page.

Instructions

Please note:

To issue an instruction, please check the Yes box or the No box for the relevant subject matter of the ballot. If you wish to refrain from voting with regard to a subject matter of the ballot, please do not check any box for this subject matter of the ballot.

The proxies nominated by the Company will exercise the voting right only on the basis of express and unambiguous instructions. 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 proxies nominated by the Company are obliged to vote in accordance with the instructions given to them. In the event that individual ballots are conducted in respect of an item on the agenda, any instruction issued in this regard will apply accordingly in respect of each individual sub-item. To the extent that no express and unambiguous instruction on an agenda item was given, the proxies nominated by the Company will refrain from voting with regard to the respective subject matter of the ballot.

The proxies nominated by the Company do not accept any instructions to submit a request to address the General Meeting, to record objections to General Meeting resolutions or to ask questions or table motions. They are available only to vote on such resolution proposals of the Management Board, of the Supervisory Board or of shareholders that were published together with the calling of the General Meeting or later pursuant to § 124 (1) or (3) German Stock Corporation Act.

All other permitted modes of attendance and representation, in particular attendance in person or attendance through a proxy will, of course, not be affected by this offer to exercise voting rights through the proxies nominated by the Company.

Agenda Items*	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 Marco Arcelli	<input type="checkbox"/>	<input type="checkbox"/>
b) Mrs Gwyn Burr	<input type="checkbox"/>	<input type="checkbox"/>
c) Prof. Dr Edgar Ernst	<input type="checkbox"/>	<input type="checkbox"/>
d) Dr Liliana Solomon	<input type="checkbox"/>	<input type="checkbox"/>
7. Revision of § 16 (2) of the Articles of Association (Right to Attend)	<input type="checkbox"/>	<input type="checkbox"/>

* Resolution proposals of the administration pursuant to the agenda published in the Federal Gazette on 3 January 2020.
Agenda item 1 does not require a resolution.

Place / Date

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