

Invitation to the

**GENERAL MEETING
OF METRO AG**

on Friday, 15 February 2019

**WE ARE
ON
THE
MOVE**

METRO

METRO AG Düsseldorf

German Securities ID Ordinary Share	BFB001
German Securities ID Preference Share	BFB002
ISIN code Ordinary Share	DE000BFB0019
ISIN code Preference Share	DE000BFB0027

We are pleased to invite our shareholders to the Annual General Meeting of METRO AG, which will be held on

Friday, 15 February 2019, at 10:00 a.m. CET
in the Congress Center Düsseldorf,
CCD Stadthalle,
Rotterdammer Straße 141 (Rheinufer),
40474 Düsseldorf.

AGENDA

1. Presentation of annual reports

Pursuant to § 176 (1) sent. (1) German Stock Corporation Act, the Management Board makes available to the General Meeting for financial year 2017/18

- the adopted annual financial statements of METRO AG,
- the approved consolidated financial statements for the METRO group,
- the combined management report and group management report for METRO AG and the METRO group,
- the report of the Supervisory Board, and
- the proposal of the Management Board for the appropriation of the balance sheet profits

as well as the explanatory report of the Management Board regarding the information pursuant to §§ 289a (1) and 315a (1) German Commercial Code.

From the calling of the General Meeting, the aforementioned documents will be available on the website of the company under www.metroag.de/general-meeting. They will also be available for inspection in the General Meeting and will be explained by the Chairman of the Management Board, the report of the Supervisory Board being explained by the Chairman of the Supervisory Board.

The Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Management Board. The annual financial statements have thus been adopted. An adoption of the annual financial statements or an approval of the consolidated financial statements by the General Meeting is therefore not necessary.

2. Appropriation of balance sheet profits

Management Board and Supervisory Board propose to appropriate the balance sheet profit of financial year 2017/18 in the total amount of Euro 283,034,314.89 as follows:

- | | |
|---------------------------------|--|
| a) Distribution to shareholders | (i) Distribution of a dividend of Euro 0.70 per ordinary share entitled to a dividend; with 360,121,736 ordinary shares entitled to a dividend, this equals a total of Euro 252,085,215.20. |
| | (ii) Distribution of a dividend of Euro 0,70 per non-voting preference share entitled to a dividend; with 2,975,517 non-voting preference shares entitled to a dividend, this equals a total of Euro 2,082,861.90. |
| b) Profit carried forward: | Euro 28,866,237.79. |

The proposal for the appropriation of profit is based on the number of ordinary and preference shares entitled to dividends for financial year 2017/18 on the day of convening. Should the number of ordinary shares and/or preference shares entitled to dividends change by the date of the General Meeting, the Management Board and the Supervisory Board will put to the vote at the General Meeting a proposal for a resolution which will be amended accordingly and will still provide for a dividend of 0.70 Euro per ordinary share and a dividend of 0.70 Euro per non-voting preference share for financial year 2017/18. The amount not attributable to ordinary shares and/or preference shares entitled to dividends will be carried forward.

The dividend is due for payment on the third business day following the resolution of the General Meeting, therefore on 20 February 2019.

3. Formal approval of the actions of the members of the Management Board

The Management Board and the Supervisory Board propose to formally approve the actions of the members of the Management Board officiating in financial year 2017/18 for that period.

4. Formal approval of the actions of the members of the Supervisory Board

The Management Board and the Supervisory Board propose to formally approve the actions of the members of the Supervisory Board officiating in financial year 2017/18 for that period.

5. Election of the auditor

The Supervisory Board, upon recommendation by its Audit Committee, proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, be elected:

- a) as auditor and group auditor for financial year 2018/19, and
- b) as auditor for the audit review of interim financial reports (half-year financial reports and quarterly financial reports) for financial year 2018/19 as well as for financial year 2019/20, if and to the extent that an audit review is conducted before the next Annual General Meeting.

Pursuant to Art. 16 (2) sub-para. 3 of the EU Regulation on Statutory Audit (Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014) the Audit Committee has stated that its recommendation is free from influence by a third party and that no restriction with regard to the selection of a specific auditor (Art. 16 (6) of the EU Regulation on Statutory Audit) has been imposed upon it.

6. Elections to the Supervisory Board

The terms of office of Dr. Fredy Raas, Mrs. Eva-Lotta Sjöstedt and Mrs. Alexandra Soto as members of the Supervisory Board representing the shareholders expire in each case at the end of this General Meeting. Dr. Fredy Raas, Mrs. Eva-Lotta Sjöstedt and Mrs. Alexandra Soto are to be proposed to the General Meeting for re-election.

Pursuant to §§ 96 (1) and (2), 101 (1) German Stock Corporation Act, §§ 1 (1), 7 (1) sent. 1 no. 3, (2) no. 3, (3) German Co-Determination Act and § 7 (1) of the Articles of Association of METRO AG, the Supervisory Board is composed of ten members elected by the General Meeting and ten members elected by the employees, and of at least 30 percent female members (i.e. at least six) and at least 30 percent male members (i.e. at least six). Comprehensive fulfilment was objected to pursuant to § 96 (2) sent. 3 German Stock Corporation Act. The minimum quota therefore has to be fulfilled separately by both the shareholders' side and the employees' side. Therefore, of the ten shareholder representatives on the Supervisory Board, at least three have to be women and at least three have to be men. At the point in time of the calling of the General Meeting, the Supervisory Board comprises a total of nine women, four thereof as shareholder representatives. The minimum quota under the separate fulfilment as defined in § 96 (2) sent. 3 German Stock Corporation Act is thus fulfilled on the shareholders' side and would also be fulfilled after the re-election of Dr. Fredy Raas, Mrs. Eva-Lotta Sjöstedt and Mrs. Alexandra Soto.

The election proposals of the Supervisory Board are founded in each case on a recommendation of its Nomin-

ation Committee. The proposals are in line with the profile of skills and expertise of the Supervisory Board, its diversity concept and the targets it has set itself for its composition as well as the requirements of the German Corporate Governance Code. The General Meeting is not bound by the election proposals. It is intended that the elections to the Supervisory Board shall be conducted as individual elections.

a) The Supervisory Board proposes to re-elect

Dr. Fredy Raas,
Oberägeri, Switzerland,
Managing Director of Beisheim Holding GmbH, Baar,
Switzerland, and Beisheim Group GmbH & Co. KG,

to the Supervisory Board as a member representing the shareholders.

The election is effective as of the end of this General Meeting until the end of the General Meeting adopting a resolution on the formal approval of actions for the second financial year after the commencement of the term of office. The financial year in which the term of office commences is not included in this count.

Memberships of Dr. Fredy Raas in other statutory supervisory boards:

- CECONOMY AG

Memberships of Dr. Fredy Raas in comparable domestic and foreign supervisory bodies of business enterprises:

- ARISCO Holding AG, Baar, Switzerland – Board of Directors
- HUWA Finanz- und Beteiligungs AG, Au, Switzerland – Board of Directors (Chairman)

b) The Supervisory Board proposes to re-elect

Mrs. Eva-Lotta Sjöstedt,
Copenhagen, Denmark,
self-employed business consultant,

to the Supervisory Board as a member representing the shareholders.

The election is effective as of the end of this General Meeting until the end of the General Meeting adopting a resolution on the formal approval of actions for the second financial year after the commencement of the term of office. The financial year in which the term of office commences is not included in this count.

Memberships of Mrs. Eva-Lotta Sjöstedt in other statutory supervisory boards:

- None

Memberships of Mrs. Eva-Lotta Sjöstedt in comparable domestic and foreign supervisory bodies of business enterprises:

- None

c) The Supervisory Board proposes to re-elect

Mrs. Alexandra Soto,
London, United Kingdom,
Managing Director of Lazard & Co., Limited, London,
United Kingdom, and Global Chief Operating Officer
of Lazard Financial Advisory, at the very place,

to the Supervisory Board as a member representing the shareholders.

The election is effective as of the end of this General Meeting until the end of the General Meeting adopting a resolution on the formal approval of actions for the second financial year after the commencement of the term of office. The financial year in which the term of office commences is not included in this count.

Memberships of Mrs. Alexandra Soto in other statutory supervisory boards:

- None

Memberships of Mrs. Alexandra Soto in comparable domestic and foreign supervisory bodies of business enterprises:

- None

The election proposals are accompanied by a curriculum vitae for each of Dr. Fredy Raas, Mrs. Eva-Lotta Sjöstedt and Mrs. Alexandra Soto at the end of this invitation under INFORMATION ON THE ELECTIONS TO THE SUPERVISORY BOARD, providing information on their relevant knowledge, skills and experience.

In the appraisal of the Supervisory Board, there are no authoritative personal or business relations within the meaning of Section 5.4.1 of the German Corporate Governance Code either between Dr. Fredy Raas or Mrs. Eva-Lotta Sjöstedt or Mrs. Alexandra Soto, on the one hand, and any of METRO AG, its group companies, the corporate bodies of METRO AG or a shareholder holding a material interest in METRO AG, on the other hand.

ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

Holders of ordinary shares are entitled to attend the General Meeting and to exercise their voting rights, holders of preference shares are entitled to attend the General Meeting, if they have registered for the General Meeting in advance. The registration must be received by METRO AG no later than **Friday, 8 February 2019, 24:00 CET**, in text form and in German or English, at

METRO AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
Germany

or by fax at: +49 69 12012-86045
or by e-mail at: wp.hv@db-is.com

The right to attend the General Meeting and to exercise voting rights must be verified. For such verification, a special proof of share ownership issued by the custodian institution in text form in German or English is sufficient. The proof of share ownership has to relate to the beginning of the twenty-first day prior to the General Meeting (“Record Date”) – in this case **Friday, 25 January 2019, 0:00 CET** – and be received by METRO AG no later than **Friday, 8 February 2019, 24:00 CET**, at

METRO AG
c/o Deutsche Bank AG
Securities Production
General Meetings
Postfach 20 01 07
60605 Frankfurt am Main
Germany

or by fax at: +49 69 12012-86045
or by e-mail at: wp.hv@db-is.com

Only such persons/entities who have provided verification in due form and time will be regarded as shareholders vis-à-vis the company for attendance at the General Meeting and for the exercise of voting rights.

The right to attend the General Meeting and the extent of the right to vote are determined based on the shareholder’s share ownership on the Record Date. Acquisitions and disposals of shares after the Record Date have no effect on the right to attend and on the extent of the voting right. Acquisitions made only after the Record Date, therefore, entitle neither to attending the General Meeting, nor to the exercise of rights in the General Meeting.

PROXY VOTING

Holders of preference shares are not entitled to vote in the General Meeting. Therefore, the following explanations regarding proxy voting apply exclusively to holders of ordinary shares.

Authorisation of a third party

Shareholders may also have their voting right exercised by a proxy – e.g. a bank, a shareholder association or any other third party. Even in case of an authorisation of proxies, a timely registration and a timely provision of the proof of share ownership in accordance with the provisions described above (cf. ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS) are required. Unless a proxy for the exercise of the voting right is granted to a bank or an equivalent institution or company as defined in §§ 135 (10), 125 (5) German Stock Corporation Act or to a shareholder association or a person pursuant to § 135 (8) German Stock Corporation Act, the granting of the proxy, its revocation and the evidence of such granting vis-à-vis the company have to be in text form.

Proxy forms are available on the company's website at www.metrogroup.de/general-meeting. In addition, proxy forms may also be requested at the following address:

METRO AG
Corporate Legal Affairs & Compliance
Schlüterstraße 5
40235 Düsseldorf
Germany

or by fax at: +49 211 6886-4908080
or by e-mail at: 2019@metro-hv.de

Proof of the authorisation may also be transmitted – in addition to other legally permissible ways of transmission – electronically to the company's e-mail address 2019@metro-hv.de.

In case of the authorisation for the exercise of voting rights of banks, equivalent institutions or companies as defined in §§ 135 (10), 125 (5) German Stock Corporation Act as well as shareholder associations or persons as defined in § 135 (8) German Stock Corporation Act, the proxy declaration has to be recorded by the holder of the power of attorney in a verifiable manner. The proxy declaration has to be complete and may only include declarations relating to the exercise of voting rights. Shareholders who intend to grant a proxy to a bank, to an equivalent institution or a company as defined in §§ 135 (10), 125 (5) German Stock Corporation Act) or to shareholder associations or persons pursuant to § 135 (8) German Stock Corporation Act, should coordinate the form of the proxy with the proxy recipient.

Authorisation of the proxies nominated by the company

Shareholders may also authorise proxies nominated by the company to exercise their voting rights. In this case, too, a timely registration of the shareholder for the General Meeting and a timely provision of the proof of share ownership of the shareholder in accordance with the provisions described above (cf. ATTENDANCE AT THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS) are required.

The proxies nominated by the company will exercise the voting right solely 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 voting item. To the extent that no express and unambiguous instruction was given regarding a subject matter on the agenda, the proxies nominated by the company will abstain from voting with regard to the respective voting item. 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 exclusively to vote on such resolution proposals of the Management Board or the Supervisory Board or of shareholders which have been published together with this calling or subsequently pursuant to § 124 (1) or (3) German Stock Corporation Act.

Proxies and instructions to the proxies nominated by the company must be in text form and may also be granted through the web-based proxy and instruction system. They may be granted, changed or revoked

- until **Friday, 8 February 2019, 12:00 CET**, by post to:

METRO AG
Corporate Legal Affairs & Compliance
Schlüterstraße 5
40235 Düsseldorf
Germany

or

- until **Friday, 15 February 2019, 12:00 CET**,

by fax at: +49 211 6886-4908080,
by e-mail at: 2019@metro-hv.de
or through the web-based proxy and instruction system
at www.metroag.de/general-meeting.

In each case, the time of receipt by the company will be decisive.

Requests for the respective forms may also be addressed to the above address, fax number or e-mail address. The forms are also available on the company's website at www.metroag.de/general-meeting.

For the granting of proxies and instructions through the web-based proxy and instruction system, the entry ticket number is required. More detailed information regarding the authorisation and the granting of instructions through the web-based proxy and instruction system are available on the company's website at www.metroag.de/general-meeting.

Besides, during the General Meeting, proxies and instructions to the proxies nominated by the company may be granted, changed or revoked at the entrance and exit control until the end of the general debate.

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. Further details on the exercise of voting rights through the proxies nominated by the company may also be found on the company's website at www.metroag.de/general-meeting.

RIGHTS OF SHAREHOLDERS

pursuant to § 122 (2), § 126 (1), §§ 127, 131 (1) German Stock Corporation Act

Motions to supplement the agenda pursuant to § 122 (2) German Stock Corporation Act

Shareholders whose shares, in the aggregate, represent one-twentieth of the capital stock or a proportionate amount of Euro 500,000 may request that items be placed on the agenda and published. The request has to be addressed exclusively either in writing to the Management Board of METRO AG at:

Management Board of METRO AG
Corporate Legal Affairs & Compliance
Schlüterstraße 5
40235 Düsseldorf
Germany

or in electronic form pursuant to § 126a German Civil Code by e-mail to 2019@metro-hv.de. It has to be received by the Company no later than **Tuesday, 15 January 2019, 24:00 CET**. Motions to supplement the agenda that are addressed differently will not be considered.

Any new item for the agenda has to be accompanied by a stating of reasons or a resolution proposal. Shareholders presenting such a motion shall furnish evidence that they have been holder(s) of such shares for not less than 90 days prior to the date of receipt of the request and that they will hold the shares

until a decision on the motion by the Management Board. § 121 (7) German Stock Corporation Act applies, mutatis mutandis. In calculating this minimum holding period, § 70 German Stock Corporation Act is to be observed. The motion is to be signed by all shareholders representing the required quorum, or by their duly appointed representatives.

The publication and communication of motions to supplement the agenda made in due form and time are made in the same way as the calling of the General Meeting.

Shareholder motions pursuant to § 126 (1) German Stock Corporation Act

Shareholders of the company may submit counter-motions against proposals of the Management Board and/or the Supervisory Board with respect to specific items on the agenda. Counter-motions and proof the shareholder status may be addressed solely to:

METRO AG
Corporate Legal Affairs & Compliance
Schlüterstraße 5
40235 Düsseldorf
Germany

or by fax at: +49 211 6886-4908080
or by e-mail at: 2019@metro-hv.de

Counter-motions that are addressed differently will not be considered.

Counter-motions have to be received by the company at the above contact details no later than **Thursday, 31 January 2019, 24:00 CET**. Shareholder motions made in due form, in particular accompanied by proof of the status as shareholder and a stating of reasons, will be published on the company's website without undue delay at www.metroag.de/general-meeting. Any replies from the management will be made accessible in the same manner.

A counter-motion and the reasons stated for it need not be made available, if one of the following exclusion requirements pursuant to § 126 (2) German Stock Corporation Act applies:

1. the management board would by reason of such accessibility become criminally liable;
2. the counter-motion would result in a resolution of the General Meeting that would be illegal or would violate the articles;
3. the reasons contain statements which are manifestly false or misleading in material respects or which are libellous;
4. a counter-motion of such shareholder based on the same facts has already been made accessible pursuant to § 125 German Stock Corporation Act for the purpose of a General Meeting of the company;

5. the same counter-motion of such shareholder based on essentially identical supporting information has already been made available pursuant to § 125 German Stock Corporation Act to at least two General Meetings of the company within the past five years and at such general meetings less than one-twentieth of the capital stock represented has voted in favour of such counter-motion;
6. the shareholder indicates that he/she will neither attend nor be represented at the General Meeting; or
7. within the past two years at two general meetings the shareholder has failed to make or cause to be made on his/her behalf a counter-motion communicated by him/her.

The reasons stated for a counter-motion need not be made accessible if they exceed a total of 5,000 characters.

Counter-motions have to be submitted verbally at the General Meeting, even if they have been received by the company in advance in due form and time. This does not affect the right of each shareholder to submit counter-motions regarding the items on the agenda during the General Meeting also without prior transmission to the company.

Election nominations by shareholders pursuant to § 127 German Stock Corporation Act

Pursuant to § 127 German Stock Corporation Act, the company's shareholders may submit election nominations for the election of Supervisory Board Members or auditors. Election nominations and proof of the shareholder status pursuant to § 127 German Stock Corporation Act may be addressed solely to:

METRO AG
Corporate Legal Affairs & Compliance
Schlüterstraße 5
40235 Düsseldorf
Germany

or by fax to: +49 211 6886-4908080
or by e-mail to: 2019@metro-hv.de

Election nominations that are addressed differently will not be considered.

Election nominations from shareholders received no later than **Thursday, 31 January 2019, 24:00 CET**, at the above contact details and in due form, in particular accompanied by proof of the status as a shareholder, will be made accessible on the company's website www.metroag.de/general-meeting without undue delay. Any replies from the management will be made accessible in the same manner.

The company may refrain from publishing an election nomination if one of the aforementioned exclusion requirements pursuant to §§ 127 sent. 1, 126 (2) German Stock Corporation Act is

met. In addition, the Management Board is further not obliged to make an election nomination accessible, if the proposal does not contain the name, practised profession and place of residence of the proposed candidate and, in the event of a nomination of Supervisory Board members, does not contain information about their membership in other supervisory boards which are to be established pursuant to statutory law. Unlike counter-motions pursuant to § 126 German Stock Corporation Act, no reasons need to be stated for election nominations.

Election nominations have to be submitted verbally at the General Meeting, even if they have been received by the company in advance in due form and time. This does not affect the right of each shareholder to submit election nominations during the General Meeting also without prior transmission to the company.

Right to information pursuant to § 131 (1) German Stock Corporation Act

In the General Meeting, each shareholder is entitled, pursuant to § 131 (1) German Stock Corporation Act, to request information from the Management Board regarding the company's affairs, to the extent that such information is necessary for a proper assessment of the agenda. The obligation to provide information also includes the legal and business relationships of the company with affiliated enterprises as well as the situation of METRO group and the enterprises included in the consolidated financial statements of METRO AG. Requests for information in the General Meeting must be made verbally.

Pursuant to § 131 (3) German Stock Corporation Act, the Management Board may refrain from answering individual questions for the following reasons:

1. to the extent that providing such information is, according to sound business judgement, likely to cause material damage to the company or an affiliated enterprise;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the General Meeting is to approve the annual financial statements;
4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a true and fair view of the actual condition of the company's assets, financial position and profitability within the meaning of § 264 (2) German Commercial Code; the foregoing does not apply if the General Meeting is to approve the annual financial statements;
5. if provision of such information would render the Management board criminally liable;
6. insofar as, in the case of credit institutions or financial services institutions, information need not be provided on the methods of accounting and valuation applied and

set-offs made in the annual financial statements, management report, consolidated financial statements or group management report;

7. if the information is continuously accessible on the Internet website of the company for at least seven days prior to the beginning and during the shareholders' meeting.

The provision of information may not be refused for other reasons.

Pursuant to § 17 (3) of the Articles of Association of METRO AG, the Chairman of the General Meeting is entitled to limit appropriately the time available to shareholders and proxies to speak and ask questions. He is entitled, in particular, to set a reasonable time frame at the General Meeting for its overall course, for individual items on the agenda or for individual questions and speaking contributions.

REFERENCE TO THE COMPANY'S WEBSITE

This invitation to the General Meeting, the documents to be made available to the General Meeting and additional information in connection with the General Meeting are available from the day of the calling on the company's website at www.metroag.de/general-meeting.

VOTING RESULTS

The voting results determined by the Chairman of the General Meeting will be published on the company's website at www.metroag.de/general-meeting within the period required by law.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of the calling of the General Meeting, the capital stock of METRO AG amounts to Euro 363,097,253 and is divided into 363,097,253 no-par value shares. Of these, 360,121,736 shares are ordinary shares, conferring 360,121,736 voting rights, and 2,975,517 shares are non-voting preference shares. The total number of voting rights amounts to 360,121,736 voting rights.

Düsseldorf, January 2019

METRO AG

THE MANAGEMENT BOARD

INFORMATION ON THE ELECTIONS TO THE SUPERVISORY BOARD



Dr. Fredy Raas

Born on 17 August 1959 in Frauenfeld, Switzerland

Nationality: Swiss

Managing Director of Beisheim Holding GmbH, Baar, Switzerland, and Beisheim Group GmbH & Co. KG

Memberships

Memberships in other statutory supervisory boards:

- CECONOMY AG

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- ARISCO Holding AG, Baar, Switzerland – Board of Directors
- HUWA Finanz- und Beteiligungs AG, Au, Switzerland – Board of Directors (President)

Dr. Fredy Raas holds a degree in business administration from the University of St. Gallen (Switzerland) with a focus on accounting and controlling; in 1988, he graduated from the doctoral programme as Dr. oec. HSG. From 1984 until 1986, he was a scientific assistant and lecturer at the Institute of Management of the University of St. Gallen.

From 1986 until 1991, Dr. Raas worked as an inhouse consultant in the area of central logistics for Siemens group in Munich (Germany) where he managed projects regarding the restructuring of business areas in Europe and the USA.

In 1991 Dr. Raas joined the then still privately held METRO GROUP as CFO at Metro International Handels AG (until 1996). After the former METRO AG (now: CECONOMY AG) went public in 1996, Dr. Raas served as CFO at METRO Cash & Carry Deutschland GmbH, Düsseldorf. From 1998 until 2001, Dr. Raas assumed the position of CFO at Praktiker Bau- und Heimwerkermärkte AG, at that time a sales line of the former METRO GROUP.

In 2001, Dr. Raas responded to the call of Prof. Beisheim and assumed several managing positions in the family office of the METRO founder. In 2013, Dr. Raas was reappointed chairman of the foundation board of Prof. Otto

Beisheim Stiftung in Munich and vice-president of the foundation council of Prof. Otto Beisheim-Stiftung in Baar, Switzerland. He is also managing director at the respective asset management companies.

Since 2013, Dr. Raas has been a member of the supervisory board of the former METRO AG (now operating

under the name CECONOMY AG). Since 2017, Dr. Raas has also been a member of the Supervisory Board of the new METRO AG.

Due to his professional background, Dr. Raas has profound management experience with international activities and has special expertise in the areas of trade and logistics.

INFORMATION ON THE ELECTIONS TO THE SUPERVISORY BOARD



Eva-Lotta Sjöstedt

Born on 14 November 1966 in Gustav AD, Sweden

Nationality: Swedish

Self-employed business consultant

Memberships

Memberships in other statutory supervisory boards:

- none

Eva-Lotta Sjöstedt holds a degree in design and fashion from the Art and Design School in Stockholm (Sweden). In addition, Mrs Sjöstedt graduated with a degree in economics and marketing from the IHM Business School in Malmö (Sweden), in 2003. Further professional background was later gained through various courses and programs, one being an executive leadership programme at the Wharton School of the University of Pennsylvania (USA).

Mrs Sjöstedt began her career as a fashion designer with Wellglo Manufacturing Company Ltd. in 1991, with base in both Hong Kong and Sweden, followed by some years with entrepreneurial activities.

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- none

In 2003, Mrs Sjöstedt joined the IKEA group where she held various international positions starting up IKEA in Japan. In 2009, she became CEO of IKEA group in the Netherlands and in 2012 she assumed the position of deputy global retail manager and member of the executive management Global Retail responsible for digital transformation. Furthermore, she acted as member of the board of directors for IKEA Food Services with digital and online as well as branding, sales and supply chain responsibilities. In 2014, Mrs Sjöstedt became CEO at Karstadt Warenhaus GmbH before taking over the position of CEO at Georg Jensen A/S in Copenhagen (Denmark) from January 2016 until November 2017.

Since 2017, Mrs Sjöstedt has been a member of the Supervisory Board of METRO AG.

Due to her professional career path, Mrs Sjöstedt gained special expertise in the digital and online sector as well as in the areas marketing, sales and supply chain. Her international experience is oriented in particular on the United States, Europe and Asia.

INFORMATION ON THE ELECTIONS TO THE SUPERVISORY BOARD



Alexandra Soto

Born on 21 October 1968 in Rueil-Malmaison, France

Nationality: French

Chief Executive Officer of Lazard & Co., Limited, London, United Kingdom, and Chief Operating Officer of Lazard Europe, at the very place

Memberships

Memberships in other statutory supervisory boards:

- none

Alexandra Soto graduated from the École des Hautes Études Commerciales de Paris (France), in 1990.

She started her career as an investment banker at Morgan Stanley & Co. International plc in London and moved to Lazard & Co. Ltd., in 1993; in 2000, she became a partner of Lazard Partners.

In the course of her career, Mrs Soto has advised corporate cross-border transactions in different sectors. From 2010 until 2014, Mrs Soto served as a non-executive director on the board of directors and the audit committee of Bull S.A. From 2010 until 2016, she served as a member on the board of directors of Lazard Frères Banque S.A. Mrs Soto is currently COO of Lazard Europe and serves on several internal group management committees; as a senior banker based in London, she is working across geographies.

Memberships in comparable domestic and foreign supervisory bodies of business enterprises:

- none

Mrs Soto has been a member of the Supervisory Board of METRO AG since 2017.

Due to her professional background Mrs Soto has international experience in the financial advice of clients worldwide and brings along outstanding expertise in the areas of corporate finance and M&A.

DATA PROTECTION NOTICES

1. General information

a) Introduction

METRO AG attaches great importance to data protection and the protection of privacy. The following data protection notices are designed to inform our shareholders about the processing of their personal data and their rights regarding such processing according to applicable data protection laws in connection with the preparation, and conduct of and follow-up on the Annual General Meeting, in particular Regulation (EU) 2016/679 (General Data Protection Regulation – GDPR)

b) ‘Controller’ within the meaning of Art. 4 No. 7 GDPR

METRO AG, Metro-Straße 1, 40235 Düsseldorf

c) Contact details of the Data Protection Officer

METRO AG, Data Protection Officer, Metro-Straße 1, 40235 Düsseldorf
E-mail: datenschutz@metro.de

2. Information regarding processing of data

a) Data categories

In particular, we are processing the following categories of personal data:

- First and last name,
- Address,
- Number of shares,
- Class of shares,
- Type of ownership of the shares and
- Entry ticket number.

In addition, we may also process personal data of a proxy nominated by a shareholder (in particular the latter’s name and place of residence). If shareholders or their proxies contact us, we also process the personal data required to respond to any inquiries (such as the contact data provided by the shareholder or proxy, such as e-mail address or telephone number). If necessary, we also process information on motions, questions, election proposals and requests from shareholders at the Annual General Meeting.

b) Purposes and legal basis of the processing

We use personal data to enable shareholders to participate in and exercise their rights at the Annual General Meeting.

The processing of personal data is indispensable for the proper preparation, and conduct of and follow-up on the Annual General Meeting and to enable participation in the meeting of and participation of shareholders in the Annual General Meeting pursuant to §§ 118 et seqq. of the German Stock Corporation Act (AktG). The legal basis for the processing of personal data is the German Stock Corporation Act in conjunction with Art. 6 (1) sent. 1 points c) GDPR.

In addition, we may also process personal data to fulfil other legal obligations, such as regulatory requirements and obligations to retain data under stock corporation law, securities law, commercial law and tax law. The legal basis for the processing are the relevant statutory provisions in conjunction with Art. 6 (1) sent. 1 point c) GDPR.

All METRO AG shares – ordinary shares and preference shares – are bearer shares. Unlike registered shares, METRO AG does not keep a stock register as defined by § 67 German Stock Corporation Act in which the name, date of birth and address of the shareholder as well as the number of shares must be entered.

c) Categories of recipients of personal data

We are using external service providers to prepare, conduct and follow up on the Annual General Meeting (in particular for printing and mailing the invitation to the Annual General Meeting as well as for registering for and conducting the Annual General Meeting). Service providers commissioned for the purpose of preparing, conducting and following up on the Annual General Meeting will receive from us only such personal data as are required for the execution of the commissioned service and will process the data exclusively in accordance with METRO AG's instructions.

In addition, participants in the Annual General Meeting may inspect the list of participants to be made accessible at the Annual General Meeting pursuant to § 129 (1) sent. 2 German Stock Corporation Act and the data recorded therein on all participants in the Annual General Meeting. Each of our employees and all employees of external service providers having access to personal data and/or processing personal data, are obliged to treat such data confidentially.

d) Data sources

As a rule, we or the service providers commissioned by us receive the personal data of the shareholders via our registration office from the credit institutions of the shareholders who have commissioned them to hold our shares in custody (so-called custodian banks).

e) Storage period

The storage period for the data recorded in connection with the Annual General Meeting is regularly up to three years.

As a general rule, we anonymise or delete personal data unless we are required by law to provide evidence and retain data for a longer period of time or are required to do so as part of legal proceedings. Information on shareholders' questions and speeches at the upcoming Annual General Meeting will generally be anonymised after one month, unless longer storage is necessary for the reasons stated above.

3. Rights of data subjects

As a data subject, shareholders may contact our Data Protection Officer at any time with an informal notification using the contact details listed under 1.c) above in order to exercise their rights – the prerequisites of which must be checked in each individual case – under the GDPR. These include, in particular:

- The right to obtain information on data processing and a copy of the data processed (right of access, Art. 15 GDPR),
- the right to request the rectification of inaccurate data or the completion of incomplete data (right of rectification, Art. 16 GDPR),
- the right to request the deletion of personal data and, if the personal data have been published, the information to other data controllers on the request for deletion (right to erasure, Art. 17 GDPR),
- the right to request the restriction of data processing (right to restriction of processing, Art. 18 GDPR).

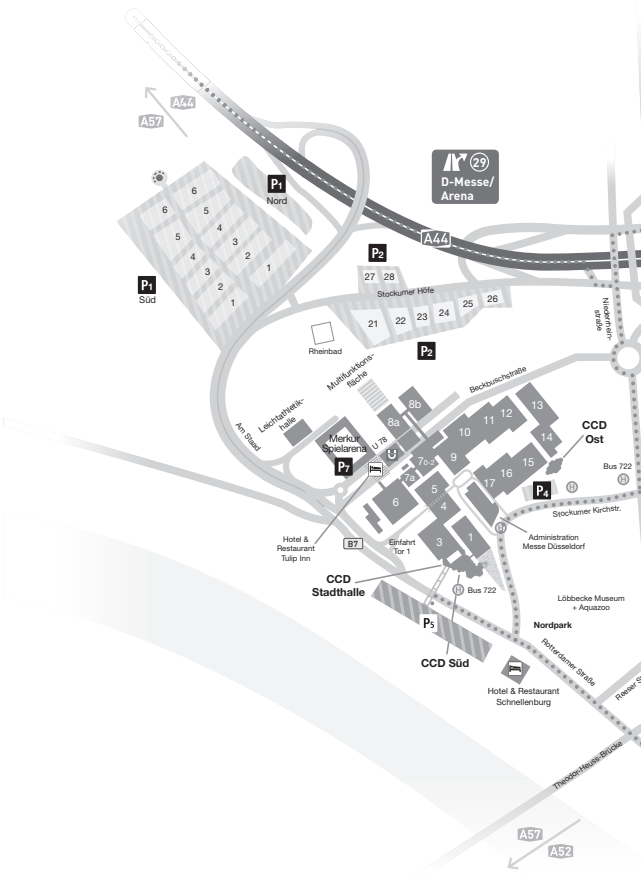
Data subjects also have the right to lodge a complaint with a supervisory authority.

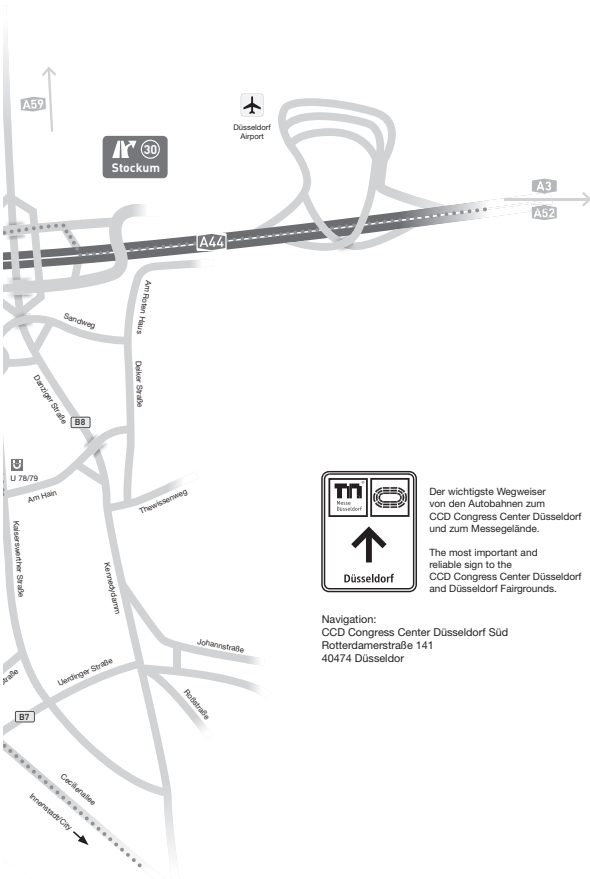
CCD Stadthalle Düsseldorf

Parkplatz/Parking Lot **P5** + Parkhaus/Car Park **P4**

Vom Parkhaus P4 bringt Sie alle 15 Minuten ein Pendelbus zur Stadthalle.

A shuttle bus departs every 15 minutes from car park P4 to Stadthalle.





Der wichtigste Wegweiser von den Autobahnen zum CCD Congress Center Düsseldorf und zum Messegelände.

The most important and reliable sign to the CCD Congress Center Düsseldorf and Düsseldorf Fairgrounds.

Navigation:
 CCD Congress Center Düsseldorf Süd
 Rotterdamerstraße 141
 40774 Düsseldorf

Hinweis: Gutscheine für die Verpflegung erhalten Sie pro Person nach dem Einlass.

Note: You will receive one voucher for catering per person after admission.

