

# METRO GROUP

General Meeting of METRO AG on 5 May 2010

## Proxy and Instructions to the proxies nominated by the Company

METRO AG  
Legal Affairs & Governance  
Schlüterstraße 1  
40235 Düsseldorf  
Germany  
or by fax: +49 (0)211-6886-1311

### Proxy Voting

*Proxy and instructions are to be assigned **in writing by 4 May 2010, 12:00 (noon) CEST** (the time of receipt by METRO AG is decisive) to the above address if they will be issued in **written form**. **In the case of using fax**, proxy and instructions must be assigned by **5 May 2010, 12:00 (noon) CEST** (time of receipt by METRO AG is decisive) to the above specified fax number.*

***Please send this form to us together with your admission ticket!***

### Proxy

I/We

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(First name, surname and/or company name)

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

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(Postcode and town)

authorise

the proxies nominated by the Company, Mr. Kai Drechsler, Mr. Anton von Carlowitz, Mr. Jan Werner  
– 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 5 May 2010

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

for which the admission ticket with the no. \_\_\_\_\_ has been issued

in accordance with the instructions overleaf.

## Instructions

Agenda Items		Yes	No
1.	Presentation of the approved annual financial statements, the approved consolidated financial statements and the management reports for METRO AG and the METRO Group for fiscal year 2009 with the report of the Supervisory Board and the explanatory report of the Management Board on matters relevant to acquisitions (§§ 289 para. 4, 315 para. 4 Commercial Code), the explanatory report of the Management Board on the description of the accounting-related internal monitoring and risk management system (§ 289 para. 5 Commercial Code), appropriation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>
2.	Formal approval of the actions of the members of the Management Board for fiscal year 2009	<input type="checkbox"/>	<input type="checkbox"/>
3.	Formal approval of the actions of the members of the Supervisory Board for fiscal year 2009	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the system for Management Board remuneration	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the auditor for fiscal year 2010 and for auditor's review of the abbreviated financial statements and interim management report for the first half of 2010	<input type="checkbox"/>	<input type="checkbox"/>
6.	Supplemental election to the Supervisory Board: Prof. Dr. Jürgen Kluge	<input type="checkbox"/>	<input type="checkbox"/>
7.	Authorisation to acquire and use Company shares	<input type="checkbox"/>	<input type="checkbox"/>
8.	Deletion of Authorisation I and Authorisation II to issue warrant or convertible bonds; creation of a new authorisation to issue warrant or convertible bonds and to exclude subscription rights for those warrant or convertible bonds; amendment of § 4 para. 8 of the Articles of Association (Contingent Capital I); deletion of § 4 para. 12 of the Articles of Association (Contingent Capital II)	<input type="checkbox"/>	<input type="checkbox"/>
9.	Insertion of a new § 13 para. 3 sentence 3 of the Articles of Association (Remuneration of the Supervisory Board, committees)	<input type="checkbox"/>	<input type="checkbox"/>
10.	Amendment of § 15 para. 2 of the Articles of Association and § 16 para. 1 sentence 2 and para. 2 sentence 3 of the Articles of Association (periods, registration for the General Meeting, verification of share property)	<input type="checkbox"/>	<input type="checkbox"/>
11.	Amendment of § 18 para. 2 of the Articles of Association (proxies)	<input type="checkbox"/>	<input type="checkbox"/>
12.	Amendment of § 16 para. 3 of the Articles of Association and § 17 para. 2 sentence 2 of the Articles of Association (participation by means of electronic communication)	<input type="checkbox"/>	<input type="checkbox"/>
13.	Insertion of a new § 18 para. 3 of the Articles of Association (postal vote)	<input type="checkbox"/>	<input type="checkbox"/>
14.	Amendment of § 8 para. 1 of the Articles of Association (election of the Supervisory Board Chairman and Vice Chairman)	<input type="checkbox"/>	<input type="checkbox"/>
15.	Deletion of § 12 para. 2 sentence 2 of the Articles of Association (Declarations of Intent)	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Place / Date

\_\_\_\_\_  
Signature

### Notes:

Please issue an instruction to each agenda item; if you want to abstain from voting on one agenda item, do not mark any small box! If you should assign more than one proxy, i.e. to the proxies nominated by the Company and other proxies (e.g. banks or shareholders' associations), the proxy received **last** by METRO AG is valid, regardless of the date indicated on the proxy. If the proxy assigned by you appears on the day of the General Meeting in person as your proxy, the authorisation given to the proxies nominated by the Company will not be used. This also applies should the proxy assigned by you leave the General Meeting early. As a shareholder you can participate in the General Meeting at any time in person. Then the assigned proxies will not be exercised, in particular the proxy assigned by you to proxies nominated by the Company will not be used. This also applies should you leave the General Meeting early. Please note that the proxies nominated by the Company will not accept instructions to address the General Meeting, to record objections to the General Meeting resolutions, to ask questions or to put forward motions. The proxies nominated by the Company will not be available for voting on motions for which no Management Board and/or Supervisory Board proposals are announced in the invitation and made known later. The proxies nominated by the Company will vote in accordance with the instructions given by you. If there is no instruction for a voting item, the proxies nominated by the Company will abstain from voting in this respect; if the instruction is not clear, your voting rights will not be exercised. In the event of counter-motions the proxies nominated by the Company will vote according to the instruction for the respective agenda item.