

**EP Global Commerce GmbH**  
with corporate seat in Grünwald, Germany

**Announcement pursuant to Section 23 para. 1 sentence 1 no. 3 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*)**

On 1 October 2020, EP Global Commerce GmbH (the "**Bidder**") published the offer document for its voluntary public takeover offer to the shareholders of METRO AG, Düsseldorf, Germany, regarding the acquisition of all non-par value ordinary bearer shares in METRO AG (ISIN DE000BFB0019) (the "**METRO Ordinary Shares**") not directly held by the Bidder against a cash consideration of EUR 8.48 per METRO Ordinary Share and of all non-par value non-voting preferred bearer shares in METRO AG (ISIN DE000BFB0027) (the "**METRO Preference Shares**") not directly held by the Bidder against a cash consideration of EUR 8.89 per METRO Preference Share (the "**Takeover Offer**") (the "**Offer Document**"). The additional acceptance period for the Takeover Offer ended on 17 November 2020, 24:00 hours (Frankfurt am Main local time) (the "**Expiration of the Additional Acceptance Period**"). The Takeover Offer can no longer be accepted.

I. Announcement pursuant to Section 23 para. 1 sentence 1 no. 3 WpÜG

1. As at the Expiration of the Additional Acceptance Period, the Takeover Offer has been accepted for a total of 38,157,953 METRO Ordinary Shares and a total of 54,623 METRO Preference Shares. Regarding the METRO Ordinary Shares, this corresponds to approx. 10.60% of all outstanding METRO Ordinary Shares and voting rights attached thereto as well as to approx. 10.51% of the share capital of METRO AG. Regarding the METRO Preference Shares, this corresponds to approx. 1.84% of all outstanding METRO Preference Shares as well as to approx. 0.02% of the share capital of METRO AG.
2. As at the Expiration of the Additional Acceptance Period, the Bidder directly holds 108,036,519 METRO Ordinary Shares and 267,796 METRO Preference Shares. Regarding the METRO Ordinary Shares, this corresponds to approx. 29.99% of all outstanding METRO Ordinary Shares and voting rights attached thereto as well as to approx. 29.75% of the share capital of METRO AG. Regarding the METRO Preference Shares, this corresponds to approx. 9.0% of all outstanding METRO Preference Shares as well as to approx. 0.07% of the share capital of METRO AG. The voting rights attached to these METRO Ordinary Shares are attributed to the Bidder Parent Shareholders (as defined in Section 6.4 of the Offer Document) pursuant to Section 30 para. 1 sentence 1 no. 1 and sentence 3 WpÜG as well as to Patrik Tkáč pursuant to Section 30 para. 2 WpÜG.
3. As at the Expiration of the Additional Acceptance Period, EP Global Commerce V GmbH and EP Global Commerce VI GmbH, both persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentences 1 and 3 WpÜG, hold cash-settled total return equity swaps, relating to an arithmetical underlying overall number of 18,006,007 METRO Ordinary Shares. This corresponds to approx. 4.99% of all outstanding METRO Ordinary

Shares and voting rights attached thereto as well as to approx. 4.96% of the share capital of METRO AG. These cash-settled total return equity swaps qualify as financial instruments pursuant to Section 38 para. 1 of the German Securities Trading Act (*Wertpapierhandelsgesetz, WpHG*) and are indirectly held by the Bidder Parent Shareholders (as defined in Section 6.4 of the Offer Document) except for EP Global Commerce VII GmbH. For these METRO Ordinary Shares held by the counterparties to the cash-settled total return equity swaps as to hedge their cash payment obligations, the Takeover Offer was accepted, which is why they are included in the acceptance rate for METRO Ordinary Shares set out in section I.1. above.

4. Apart from that, as at the Expiration of the Additional Acceptance Period, neither the Bidder nor persons acting jointly with the Bidder pursuant to Section 2 para. 5 WpÜG nor any of their subsidiaries hold any METRO Ordinary Shares or METRO Preference Shares or any instruments pursuant to Sections 38, 39 WpHG related thereto. No voting rights attached to METRO Ordinary Shares are attributed to them pursuant to Section 30 WpÜG as at the Expiration of the Acceptance Period either.

## II. Settlement of the Takeover Offer

The Takeover Offer and the agreements which have been entered into as a result of the acceptance of the Takeover Offer by the shareholders of METRO AG are still subject to the offer conditions described in Sections 12.1.1(a), (b), (d) and (e) of the Offer Document (merger control approvals). The settlement of the Takeover Offer is being delayed until fulfilment of these offer conditions.

Grünwald, 20 November 2020

**EP Global Commerce GmbH**