

EP Global Commerce GmbH
with corporate seat in Grünwald, Germany

**Announcement on the fulfillment of all offer conditions
and the settlement of the Takeover Offer**

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 Takeover Offer can no longer be accepted.

I. Fulfillment of all offer conditions

1. Pursuant to Section 12.1 of the Offer Document, 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 subject to the offer conditions described in Sections 12.1.1 to 12.1.4 of the Offer Document.
2. On 18 December 2020, the competent authority in Turkey granted merger control approval for the Transaction (as defined in Section 11.1 of the Offer Document). Thereby, the offer condition described in Section 12.1.1(d) of the Offer Document (merger control approval by the Turkish Competition Board) is fulfilled.
3. Consequently, all offer conditions described in Section 12.1 of the Offer Document are fulfilled.

II. Settlement of the Takeover Offer

Pursuant to Section 13.6 of the Offer Document, settlement of the Takeover Offer will be effected without undue delay, at the latest on the eighth Banking Day (as defined in Section 2.1 of the Offer Document) following today, *i.e.* on 7 January 2021 at the latest.

III. Suspension of stock exchange trading with interim tender lines

Pursuant to Section 13.8 of the Offer Document, trading with Tendered Ordinary Shares (ISIN DE000BFB0V12) and Tendered Preference Shares (ISIN DE000BFB0V20) (each as defined in Section 3 of the Offer Document) on the regulated market with additional post-admission obligations of the Frankfurt Stock Exchange (Prime Standard) will be suspended

at the end of the third stock exchange trading day directly preceding the settlement of the Takeover Offer, *i.e.* on 4 January 2021 at the latest.

Grünwald, 21 December 2020

EP Global Commerce GmbH