

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

**Announcement pursuant to Section 23 para. 1 sentence 1 no. 2 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz, WpÜG*) and on the non-fulfillment of an offer condition**

On 10 July 2019, EP Global Commerce VI 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**") against a cash consideration of EUR 16.00 per METRO Ordinary Share and of all non-par value non-voting preferred bearer shares in METRO AG (ISIN DE000BFB0027) (the "**METRO Preference Shares**") against a cash consideration of EUR 13.80 per METRO Preference Share (the "**Takeover Offer**"). The acceptance period for the Takeover Offer ended on 7 August 2019, 24:00 hours (Frankfurt am Main local time) (the "**Expiration of the Acceptance Period**").

I. Announcement pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG

1. As at the Expiration of the Acceptance Period, the Takeover Offer has been accepted for a total of 87,084,040 METRO Ordinary Shares and a total of 131,045 METRO Preference Shares. Regarding the METRO Ordinary Shares, this corresponds to approx. 24.18% of all outstanding METRO Ordinary Shares and voting rights attached thereto as well as to approx. 23.98% of the share capital of METRO AG. Regarding the METRO Preference Shares, this corresponds to approx. 4.40% of all outstanding METRO Preference Shares as well as to approx. 0.04% of the share capital of METRO AG.
2. As at the Expiration of the Acceptance Period, EP Global Commerce GmbH, a person acting jointly with the Bidder within the meaning of Section 2 para. 5 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – "WpÜG"*), holds an instrument pursuant to Section 38 para. 1 of the German Securities Trading Act (*Wertpapierhandelsgesetz – "WpHG"*) by way of a call option with Haniel Finance Deutschland GmbH relating to 54,726,393 METRO Ordinary Shares (as described in Sections 6.5 and 6.6.1 of the offer document). This corresponds to approx. 15.20% of all outstanding METRO Ordinary Shares and voting rights attached thereto and to approx. 15.07% of the share capital of METRO AG. This instrument is indirectly held by EP Global Commerce a.s. and Daniel Křetínský.

The same 54,726,393 METRO Ordinary Shares are subject to the Irrevocable Undertaking between the Bidder and Haniel Finance Deutschland GmbH (as defined and described in Sections 6.5 and 6.6.2 of the offer document), also qualifying as an instrument pursuant to Section 38 para. 1 WpHG. This instrument is indirectly held by the Bidder Parent Shareholders (as defined in Section 6.3 of the offer document).

Haniel Finance Deutschland GmbH fulfilled its undertaking under the Irrevocable Undertaking to tender these 54,726,393 METRO Ordinary Shares into the Takeover Offer, which is why said 54,726,393 METRO Ordinary Shares are included in the acceptance rate set out in section 1 above.

3. Apart from that, as at the Expiration of the Acceptance Period, EP Global Commerce GmbH, a person acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG, holds 30,674,589 METRO Ordinary Shares. This corresponds to approx. 8.52% of all outstanding METRO Ordinary Shares and voting rights attached thereto as well as to approx. 8.45% of the share capital of METRO AG. Further, as at the Expiration of the Acceptance Period, EP Global Commerce II GmbH, a person acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG, holds 32,410,956 METRO Ordinary Shares and 267,796 METRO Preference Shares. Regarding the METRO Ordinary Shares, this corresponds to approx. 9.0% of all outstanding METRO Ordinary Shares and voting rights attached thereto as well as to approx. 8.93% 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.
4. Apart from that, as at the Expiration of the 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.
5. The minimum acceptance threshold of the Takeover Offer amounts to at least 67.5% of all METRO Ordinary Shares outstanding as at the Expiration of the Acceptance Period (as set forth in Section 12.1.2 of the offer document). As at the Expiration of the Acceptance Period, the total number of METRO Ordinary Shares that are to be taken into account for the minimum acceptance threshold is equivalent to approx. 41.70%.

## II. Announcement on the non-fulfillment of an offer condition

1. Pursuant to Section 12.1 of the offer document, the Takeover Offer and the agreements which have been entered into with shareholders of METRO AG as a result of the acceptance of the Takeover Offer are subject to the offer conditions described in Sections 12.1.1 to 12.1.3 of the offer document.
2. The offer condition described in Section 12.1.2 of the offer document of a minimum acceptance threshold of 67.5% of all METRO Ordinary Shares outstanding as at the Expiration of the Acceptance Period has not been reached as at the Expiration of the Acceptance Period. Therefore, this offer condition definitively failed.
3. Consequently, for the definitive failure of this offer condition, both the Takeover Offer has lapsed and the agreements which have been entered into as a result of the acceptance of the

Takeover Offer have ceased to exist. They will not be consummated. The tendered METRO Ordinary Shares and METRO Preference Shares will be rebooked.

### III. No additional acceptance period pursuant to Section 16 para. 2 WpÜG

The Bidder made the Takeover Offer subject to a minimum acceptance threshold of 67.5% of all METRO Ordinary Shares outstanding as at the Expiration of the Acceptance Period. This minimum acceptance threshold has not been reached as at the Expiration of the Acceptance Period. The Bidder also had not previously effectively waived this offer condition. Therefore, there will be no additional acceptance period pursuant to Section 16 para. 2 sentence 2 WpÜG.

### IV. Rebooking of tendered METRO Ordinary Shares and METRO Preference Shares

Rebooking of the tendered METRO Ordinary Shares from the tender ISIN DE000A2YPGH4 to their original ISIN DE000BFB0019 and of the tendered METRO Preference Shares from the tender ISIN DE000A2YPGJ0 to their original ISIN DE000BFB0027 will be effected promptly but until 16 August 2019 at the very latest. Following such rebookings, the METRO Ordinary Shares and the METRO Preference Shares may be traded under their original ISIN again.

Grünwald, 9 August 2019

**EP Global Commerce VI GmbH**