

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

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

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 ends on 7 August 2019, 24:00 hours (Frankfurt am Main local time) unless extended pursuant the provisions of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz* – "**WpÜG**").

1. Until 30 July 2019, 18:00 hours (Frankfurt am Main local time), (the "**Reference Date**") the Takeover Offer has been accepted for a total of 56,405,943 METRO Ordinary Shares and a total of 22,013 METRO Preference Shares. Regarding the METRO Ordinary Shares, this corresponds to approx. 15.66% of all outstanding METRO Ordinary Shares and voting rights attached thereto as well as to approx. 15.53% of the share capital of METRO AG. Regarding the METRO Preference Shares, this corresponds to approx. 0.74% of all outstanding METRO Preference Shares as well as to approx. 0.01% of the share capital of METRO AG.
2. As at the Reference Date, EP Global Commerce GmbH, a person acting jointly with the Bidder within the meaning of Section 2 para. 5 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 Reference Date, 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 Reference Date, 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 Reference Date, 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 Reference Date either.
5. The minimum acceptance threshold of the Takeover Offer amounts to at least 67.5% of all METRO Ordinary Shares outstanding at the expiration of the acceptance period (as set forth in Section 12.1.2 of the offer document). As at the Reference Date, the total number of METRO Ordinary Shares that are to be taken into account for the minimum acceptance threshold is equivalent to approx. 33.18%.

Grünwald, 31 July 2019

**EP Global Commerce VI GmbH**