

## Proxy Voting

Dear Shareholders,

On the occasion of this year's General Meeting, once again this year we are offering METRO AG shareholders who are entitled to vote the chance to vote by proxy.

Notwithstanding the possibility to assign voting rights to, e.g., banks or shareholders' associations, this service allows you to assign voting rights to the proxies nominated by the Company and to assign instructions for exercising your voting rights in the General Meeting to them, without the necessity to be present at the location of the General Meeting in person. Please note that this service is not available for preference shares without voting rights.

### ***Assignment of voting rights to proxies in writing***

You may obtain the printed forms for assigning voting rights and instructions in writing to proxies nominated by the Company from the Company, either by writing to:

METRO AG  
Bereich Recht und Projekte  
Schlüterstraße 1  
40235 Düsseldorf  
Germany

or by fax to METRO AG at:

+49 (0)211-6886-1311.

You may also request the printed forms by telephone at +49 (0)211-73778787 or download them in the internet at [www.metrogroup.de/general-meeting](http://www.metrogroup.de/general-meeting).

If you wish to assign voting rights to the proxies nominated by the Company, please use the printed form provided for proxy and instructions and please enclose the admission ticket(s) received from your depository institution. You must complete the printed form in full and sign it personally. Proxy and instructions must be assigned by 12 May 2009, 12:00 (noon) CEST (time of receipt by METRO AG is decisive), to the above address.

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 or if the instruction is not clear, the proxies nominated by the Company will abstain from voting in this respect. Please ensure that the form is completed in full and signed by you personally.

In the event of unexpected motions, the proxies nominated by the Company will abstain from voting. In the event of counter-motions, the proxies nominated by the Company will vote according to the instruction for the respective agenda item.

If you 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 as your proxy on the day of the General Meeting in person, no use will be made of the authorisation given to the proxies nominated by the Company. This also applies should the proxy assigned by you leaves the General Meeting early.

As a shareholder you can participate in the General Meeting at any time in person. The assigned proxies will then not be exercised, in particular the proxies nominated by the Company will not vote on your behalf. This also applies should you leave the General Meeting early.

Please note that the proxies nominated by the Company will only vote for you, and will not accept other instructions (such as requests to speak or objections to the minutes, for example).

### ***Internet Voting Rights Assignment***

The Internet Voting Rights Assignment System, which allowed assigning proxy and instructions via the website of METRO AG in recent years, is not available this year.

Any further questions you may have regarding the procedure will be answered by telephone at +49 (0)211-73778787 or by e-mail at HV2009@metro.de.