

EP Global Commerce GmbH
with corporate seat in Grünwald, Germany

Announcement on the fulfillment of an offer condition
re: merger control approval for Ukraine

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.

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 4 December 2020, the competent authority in the Ukraine informed the Bidder that the merger control procedures regarding the Transaction (as defined in Section 11.1 of the Offer Document), initiated on 22 September 2020, were terminated otherwise. Thereby, the offer condition described in Section 12.1.1(e) of the Offer Document (merger control approval by the Ukrainian Anti-Monopoly Committee) is fulfilled.

Grünwald, 7 December 2020

EP Global Commerce GmbH