

METRO GROUP

Declaration of Compliance
of the Management Board and the Supervisory Board of METRO AG
in respect to the recommendations of the German Corporate Governance Code
pursuant to section 161 of the German Stock Corporation Act (Aktengesetz, AktG)

Management Board and Supervisory Board of METRO AG declare

that the recommendations of the Government Commission on the German Corporate Governance Code published by the Federal Ministry of Justice in the official section of the Federal Gazette in its version of 13 May 2013 and 24 June 2014 have been complied with, with one exception during the last 12 months and, in particular, since the issue of the last declaration of compliance in December 2014:

As already reported in the last declaration of compliance, on 10 December 2014 the Supervisory Board of METRO AG examined the variable components of the former remuneration system for the Management Board and as a result decided on an amendment. This amendment became effective as of the start of the business year 2014/15 (1 October 2014 to 30 September 2015) and the employment contracts of the members of the Management Board of METRO AG have been amended accordingly. This introduction of a new remuneration system in the course of the business year caused a deviation from the recommendation in clause 4.2.3 sec. 2, sentence 8 of the German Corporate Governance Code. This recommendation excludes a subsequent amendment of the performance objectives or the comparison parameters with regard to the variable parts of the remuneration of the Management Board. Due to the conversion of the employment contracts of the members of the Management Board to the new remuneration system decided on 10 December 2014 the performance objectives and comparison parameters as defined in the old system were no longer applicable for the business year 2014/15.

The Management Board and Supervisory Board intend to comply with the recommendations of the Government Commission in its version of 5 May 2015 without exception in the future.

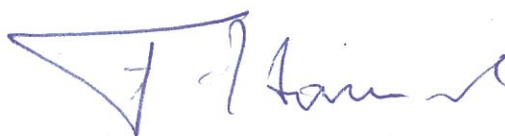
Düsseldorf, 30 September 2015

For the Management Board



Olaf Koch
Chairman of the Management Board

For the Supervisory Board



Franz M. Haniel
Chairman of the Supervisory Board