CODE OF PROCEDURE

of the

MANAGEMENT BOARD

of

METRO AG

(entered into the trade register of the Local Court of Duesseldorf
with the trade register number HRB 79055)

(effective as of 14 May 2025)

With the approval of the Supervisory Board the Management Board gives itself the following code of procedure.

§ 1
General Provisions

The Board of Management manages the businesses of the Company as the controlling company of the companies dependent on it pursuant to § 17 AktG (together called "Group") in accordance with the legal provisions, the articles of association and the present Code of Procedure cooperating with the Supervisory Board of the Company trustfully and openly for the benefit of the Company.

§ 2
Joint and Several Business Management

(1) The members of the Management Board jointly bear responsibility for the entire business management. They cooperate in a collegiate spirit and continuously keep one another informed about important measures and processes in their respective fields of responsibility. In the event of serious concerns about a matter in another business unit every member is obliged to bring about a resolution in the Management Board if these concerns cannot be resolved by way of an open discussion with the Management Board member in question.

(2) Notwithstanding this joint responsibility the individual member of the Management Board will lead the business unit or units assigned to him/her in the schedule of responsibilities attached to these rules of procedure under his/her own responsibility within the framework of the present rules of procedure as well as the relevant resolutions passed by the Management Board.

(3) If measures or transactions by one business unit at the same time affect one or more other business units the member of the Management Board in charge shall first coordinate actions with the members of the Management Board whose business units are affected. If no agreement can be reached each of the board members affected can bring about a resolution by the Management Board to implement the measures or transactions.

(4) Measures and transactions of the type described in § 3 or in this § 2 Section 3 can be implemented by the board member without prior consent of the Management Board or without prior coordination with the other members of the Management Board if this serves to avoid a direct and immediate threat of disadvantages to the Company or the Group. However, in such a case the member of the Management Board in question has to try and coordinate his actions with the Chairman of the Management Board. The other members of the Management Board subsequently have to be informed about the process without undue delay.

§ 3
Decisions by the Management Board

(1) The Management Board shall decide

a) in all matters in which the legal provisions, the articles of association or the present Code of Procedure insist on a resolution being passed by the entire Management Board;

b) on all matters that a member of the Management Board submits to the Management Board for resolution;

c) on fundamental issues of organization, of business policy as well as of investment and financial planning for the Company and the Group;

d) on the assumption of guarantees, warranties and similar liabilities if this assumption is made for the benefit of a third party outside the Group;

e) on appointments to the boards of the respective management companies of sales divisions and cross sectional service companies

f) on the nomination of 'Generalbevollmächtigte' (chief representatives) and 'Prokuristen' (authorized officers) of the Company;

g) on internal guidelines;

h) on instructions to the boards of Group companies;

i) on all matters that are not allocated to a single member of the Management Board by the schedule of responsibilities;

j) on all other measures and businesses that are of great or fundamental importance to the Company or the Group or involve a considerable risk.

(2) Over and above this the Management Board is entitled to designate legal transactions and measures that also require the relevant decision to be passed by the Management Board.

§ 4
Chairman of the Management Board

(1) The Management Board has a chairman.

(2) The Chairman of the Management Board is charged with coordinating all the business units represented on the board. Within the framework of this task of coordination he accompanies the work of the other members of the Management Board. He has to work towards making sure that the management of all the business units is uniformly aligned towards the targets determined by the resolutions of the Management Board. At any time the Chairman is entitled to demand from the other members of the Management Board the submission of information and reports about individual matters in their business units to himself and/or the Management Board and to determine that he is given advance information about types of businesses initiated by him.

(3) The Chairman of the Management Board represents the Group, the Company and the Management Board vis-à-vis the shareholders and externally, especially vis-à-vis the media, public authorities, professional associations and business organizations. He can delegate certain types of tasks or individual tasks to members of the Management Board.

(4) The Chairman of the Management Board is charged to coordinate the contacts with the Supervisory Board and its members and is the point of contact of the Chairman of the Supervisory Board.

(5) If the Chairman of the Management Board is prevented and if the Supervisory Board has appointed a Vice Chairman then that Vice Chairman shall perform all the rights and duties resulting from this Code of Procedure to the extent that this Code of Procedure does not stipulate anything different. Otherwise the longest

serving member of the Management Board shall stand in for the Chairman.

§ 5
Meetings and Resolutions

(1) As a rule the Management Board passes its resolutions in meetings that take place at least twice a month and are convened by the Chairman of the Management Board. This convening of a meeting does not require any particular form. Every member can demand that a meeting be convened by communicating the topic to be discussed. The meeting must be convened with a deadline of three (3) working days (Monday to Saturday). This deadline begins on the day the meeting is convened and ends on the day of the meeting itself. In urgent cases the Chairman of the Management Board can shorten the deadline. Together with the convocation the items of the agenda are to be communicated. The documents for the meeting will be provided as early as possible. The Chairman can also allow members of the Management Board to participate in a meeting and a resolution by way of a telephone or video conference.

(2) The Chairman of the Management Board chairs the meeting. He determines the sequence in which the items of the agenda are dealt with as well as the type and sequence of the votes to be taken. He can determine that persons who are not members of the Management Board are co-opted to participate in the discussion of certain items. The Chairman can postpone the discussion and voting on individual items of the agenda.

(3) The Management Board has a quorum when all members have been invited and more than half of the members are present in the meeting. Members of the Management Board participating via telephone or video conference are deemed as present. Absent members can cast their vote in writing, by phone, by fax, electronically or in some other similar form. The absent members have to be informed without undue delay about the resolutions passed in their absence. Matters from business units represented by absent members should – with the exception of urgent cases – only be negotiated and voted upon with the consent of the member concerned.

(4) At the behest of the Chairman resolutions can also be passed outside of meetings by way of voting in writing, by phone, by fax, electronically or in some other similar form. Resolutions passed outside of meetings are subject to the same provisions as resolutions passed during meetings.

(5) On items of the agenda that have not been communicated with the agenda, decisions can only be taken effectively in the meeting if none of the members of the Management Board present challenges this procedure. However, the resolution shall only become effective if and when the absent members of the Management Board have also accepted the resolution in the context of the adoption of the minutes of the meeting.

(6) The Management Board decides in the meetings with the simple majority of the votes cast, outside the meetings with the simple majority of its members. If there is a parity of votes the Chairman of the Management Board shall have the casting vote. Sentence 2 does not apply to the vote of the Vice Chairman or the longest serving member of the Management Board in the case of the absence of the Chairman (comp. § 4 sec. 5).

(7) Minutes have to be kept of the meetings of the Management Board that need to show the venue and date of the meeting, the participants, the agenda and the wording of the resolutions. A copy of the minutes is made available to each mem-

ber of the Management Board. The minutes shall be deemed to be approved if no member of the Management Board challenges the minutes in the meeting following receipt of the minutes. Resolutions by the Management Board that have been taken outside of a meeting shall be reported in the minutes of the next meeting of the Management Board.

§ 6
Approval of the Supervisory Board

(1) In addition to the cases that legally require Supervisory Board approval the Management Board needs the approval of the Supervisory Board for the following measures and transactions:

a) Approval of the medium-term planning (sales, investment, financial and earnings plan) and the annual budget (investment and financial plan);

b) Investments and divestments with a gross investment or gross divestment volume exceeding EUR 50 million in individual cases; several related individual investments or divestments are to be treated as a whole;

c) Acquisition and sale of companies or equity as well as real estate, real estate-equivalent rights and real estate companies to the extent that the object of acquisition or divestment exceeds EUR 50 million in the balance sheet (consolidated financial statement) according to IFRS in individual cases;

d) Raising of loans and other credits whose maturity is at least five years and whose amount exceeds EUR 500 million in each individual case.;

e) Annulment, revision or changes to the Code of Procedure of the Management Board including the schedule of responsibilities for the Management Board;

f) Businesses or transactions that have been declared as requiring approval by a special decision of the Supervisory Board.

(2) The approval according to Section 1 lit. b) through d) is not required for business activities with Group companies.

(3) The Management Board also has to obtain the approval of the Supervisory Board if in Group companies it is involved

a) in business activities of the type defined in Section 1 lit. b) through d) except business activities named in Section 2,

b) in capital measures (capital increases and capital reductions as well as loans replacing equity capital) with a value exceeding EUR 50 million, if and when third parties not belonging to the Group have a stake in the respective Group company,

through instructions, agreement, voting or in any other way.

(4) The approval of the Supervisory Board shall be deemed to have been granted when the individual measure has been specified in terms of type and scope and approved by the Supervisory Board in the context of an overall plan.

§ 7
Information Policy

(1) The Management Board shall inform the Supervisory Board in line with the legal requirements, the regulations provided in the present Code of Procedure or the Code of Procedure of the Supervisory Board or the Code of Procedure of a committee of the Supervisory Board or any other information demands that the Supervisory Board may voice in individual cases.

(2) The above-mentioned information duties are further specified in the schedule of meetings and topics of the Supervisory Board and its committees (see annex to the Code of Procedure of the Supervisory Board). Especially the reports on the regular topics mentioned there should be given in writing before the respective meeting unless confidentiality issues preclude this course of action.

§ 8
Rules for Conflicts of Interest

(1) While managing the Company and the Group and also outside their professional activities, members of the Management Board shall not pursue any interests that contradict the interests of the Group.

(2) Every member of the Management Board shall bring to the attention of the Chairman of the Supervisory Board and the Chairman of the Management Board any conflicts of interest without undue delay and inform the other members of the Management Board accordingly. In the meeting of the Management Board of the Company in which decisions are to be taken on matters that may affect the personal interests of a member of the Management Board the respective members of the Management Board shall abstain from voting in the decision to the extent that in the individual case the member should also refrain from participating in the discussion and the resolution.

§ 9
Coming into Force

This code of procedure shall come into force as of 14 May 2025 and replaces the Code of Procedure for the Management Board of 1 January 2025.

Annex to the Code of Procedure of the
Management Board of METRO AG

SCHEDULE OF RESPONSIBILITIES

of the

MANAGEMENT BOARD

of

METRO AG

(entered into the trade register of the Local Court of Duesseldorf
with the trade register number HRB 79055)

(effective as of 1 October 2026)

Management Board Member	Area of Responsibility
Eric Riegger Chief Financial Officer	Corporate Accounting Corporate Communications Corporate Office Corporate Responsibility & Public Policy Investor Relations M & A | Legal & Compliance Corporate Controlling Corporate Tax & Insurance Corporate Treasury Global Indirect Procurement Global Solution Center Strategy & Transformation METRO Digital METRO Properties METRO RE AG MIAG
Guillaume Deruyter Chief Customer & Merchandise Officer	Customer & Sales E2E Supply Chain Management Food Service Distribution (incl. Aviludo, Classic Fine Foods, GVS Group, Johan i Hallen & Bergfalk (JHB), Pro à Pro France, Pro a Pro Spain, R Express) Global Procurement Global Quality Assurance IT Security Multichannel Network Transformation Retail Franchise DISH Digital Solutions METRO Markets METRO Sourcing International
Christiane Giesen Chief Operating Officer and Labour Director	Group Internal Audit | Corporate Risk Management METRO Bulgaria, METRO Germany, METRO France,METRO Italy, METRO Kazakhstan, METRO Croatia, METRO Moldova, makro Netherlands, METRO Austria, METRO Pakistan, makro Poland, makro Portugal, METRO Romania, METRO Serbia, METRO Slovakia, makro Spain, makro Czechia, METRO Turkey, METRO Ukraine, METRO Hungary Regional People & Culture Operations Global Talent & Organizational Development People & Culture Management and Services Transformation & Change METRO Campus Services METRO Logistics