

# ANNUAL REPORT 2024/25



**METRO**

## METRO IN FIGURES

Key financial figures (in € million)	2023/24	2024/25	Change	Change in %
Sales (net)	31,029	<b>32,447</b>	1,418	4.6
Adjusted EBITDA <sup>1</sup>	1,098	<b>1,192</b>	94	8.6
EBIT	218	<b>196</b>	-22	-9.9
Earnings per share in € (basic = diluted)	-0.33	<b>-0.60</b>	-0.27	-
Dividend <sup>2</sup>	0.00	<b>0.00</b>	0.00	-

<sup>1</sup> New definition of adjusted EBITDA and transformation costs since 1 October 2024 (see 1.2 Management system) incl. previous-year adjustment.

<sup>2</sup> For financial year 2024/25 subject to the resolution of the Annual General Meeting 2026.

Network	2023/24	2024/25	Change	Change in %
Stores and delivery (number of countries)	33	<b>33</b>	0	-
Marketplace (number of countries)	6	<b>6</b>	0	-
DISH POS <sup>1</sup> (number of countries)	6	<b>6</b>	0	-
Stores (number of locations) <sup>3</sup>	624	<b>622</b>	-2	-
thereof delivery OOS <sup>2</sup> (number of locations)	(522)	<b>(524)</b>	(2)	-
FSD depots (number of locations)	94	<b>102</b>	8	-

<sup>1</sup> DISH POS is a cloud-based all-in-one POS system with solutions for the hospitality industry. The product was developed by POS provider Eijsink. The product has undergone further development and been integrated into the offering of digital DISH tools since it was acquired by DISH Digital Solutions in March 2022. The system is called Booq in the Netherlands and Belgium.

<sup>2</sup> OOS refers to the existing METRO store network and includes METRO stores that supply from the store as well as stores that operate their own depot in the store.

<sup>3</sup> 2 stores in Ukraine (Mariupol and Kharkiv) have been excluded from the consideration of locations, as they are temporarily not operating due to the war.

## MULTICHANNEL DEVELOPMENT

Sales development (€ million)	2023/24	2024/25	Change in %	Ambition 2030
Store-based and other business	22,923	<b>23,313</b>	2	~1.2x vs. 2020/21
FSD	7,942	<b>8,952</b>	13	> 3x vs. 2020/21
METRO MARKETS sales	165	<b>182</b>	11	
METRO MARKETS marketplace sales <sup>1</sup>	256	<b>303</b>	19	> €1.5 billion

<sup>1</sup> Total volume of METRO MARKETS platform (and third-party platforms) excluding VAT and after cancellations but before any deductions; includes seller sales in full.

sCore KPIs (%)	2023/24	2024/25	Change in percentage points	Ambition 2030
Strategic customer sales share	76	<b>77</b>	1	> 80%
Own-brand sales share	24	<b>26</b>	2	> 35%
Stock availability	97	<b>97</b>	0	> 98%
FSD sales share	26	<b>28</b>	2	> 33%
Digital sales share	14	<b>16</b>	2	40%

Medium-term ambition	2023/24	2024/25	Growth target	Ambition 2030
Sales development (%) <sup>1</sup>	6	<b>6</b>	5–10% CAGR	> €40 billion
EBITDA development (%) <sup>2</sup>	–6	<b>10</b>	5–7% CAGR	> €2 billion
Investments (% of sales) <sup>3</sup>	1.7	<b>1.5</b>		< 1.5%
Free cash flow (€ million)	–24	<b>–295</b>		> €0.6 billion
Net debt/EBITDA (0.0x)	2.9x	<b>3.2x</b>		< 2.5x

<sup>1</sup> Currency- and portfolio-adjusted.

<sup>2</sup> Adjusted EBITDA, currency- and portfolio-adjusted.

<sup>3</sup> Investments without monetary assets and acquisitions of subsidiaries.

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# THE COMPANY

# LETTER OF THE MANAGEMENT BOARD

Ladies and Gentlemen,

Financial year 2024/25 was the 4th year marked by the implementation of the sCore strategy. In financial year 2020/21, we embarked on a systematic growth path with a focus on food-based wholesale. With this strategy we achieved inflation-adjusted sales growth for the 4th year in succession. Although we continue to find ourselves in a difficult geopolitical situation and are facing cost inflation, we achieved currency- and portfolio-adjusted growth and expanded our business in all channels and regions except Germany. Furthermore, we made considerable progress on the topics of productivity and profitability, on which we focus in particular after successfully boosting sales growth, without losing sight of sustainable growth. We have singled these topics out as our priorities also for financial year 2025/26: we will continue to invest into growth and increase our productivity in this process!

The core of our **sCore strategy** and our recipe for success is our multichannel business model. We are pursuing this approach for the following reasons:

- Our combination of wholesale stores, delivery service and online marketplace is unique and meets different customer needs.
- Our holistic, demand-driven offering gives us a competitive advantage in a highly fragmented market with structural growth.
- Our existing infrastructure as the basis and the transformation of wholesale stores into combined delivery locations enable us to achieve capital-efficient growth.
- Our business channels are providing synergy effects, as we are seeing disproportionately rapid sales growth among our multichannel customers.

For these reasons, we will continue to invest in our long-term growth, and we have already achieved further milestones:

- **Customers:** our customers are our priority. In addition, we support international culinary events, such as Sirha, Bocuse d'Or, Chefs in Town as well as the Gourmet Festival in Germany.
- **Market:** we continued to roll out our volume-based pricing model ('buy more, pay less') and refined it in relation to the different pricing levels.
- **Digital:** at METRO MARKETS, we again increased sales considerably in 6 top HoReCa countries, where we generate 60% of our HoReCa sales. The number of DISH POS payment systems installed increased considerably with DISH offering a large number of other DISH products in many countries. In particular, DISH Pay continues to perform strongly, giving us additional sales potential with sales-based transaction fees.
- **Portfolio:** following the acquisition of FSD specialists Fisk Idag (Sweden) and Donier Gastronomie (Finland) by Johan i Hallen & Bergfalk (JHB) as well as of Caterite Food and Wineservice (United Kingdom) in the previous year, this year we acquired GVS Group (GVS) – a German food service company focusing on customers in the system gastronomy segment. The company has approximately 350 employees and generated sales of around €180 million in 2024. This acquisition strengthens METRO's position in the system gastronomy and accelerates FSD sales growth as a central part of the sCore strategy.
- **Campus:** as part of the complete refurbishment of the METRO Campus in Düsseldorf, we celebrated the grand opening of the revamped atrium on 30 June 2025. Following extensive renovations of the METRO buildings on the METRO Campus, the atrium will in future be open to the public; it is set to become a meeting place for employees, local residents and visitors from outside the company. As a partner to the gastronomy, METRO is also offering its customers a new platform here: the Campus is becoming a culinary marketplace that brings together a variety of concepts.

These measures are paying off for us: with sales growth of 5.8% (currency- and portfolio-adjusted), we reached the upper half of the outlook range in the past financial year. Adjusted EBITDA slightly exceeded expectations, rising by €111 million.

As described above, we currently focus in particular on productivity. In financial year 2024/25, we incurred transformation costs of €170 million in order to increase productivity. These resources were invested to align our personnel structures systematically with our wholesale structure, standardise and modernise our IT and take other standardisation and centralisation measures. We expect these optimisation measures to deliver another increase in our productivity and profitability in the years ahead. We will increase our efforts in financial year 2025/26 and have initiated the corresponding measures.

The progress made regarding the strategic key performance indicators speaks for itself as the following is once again true for the reporting period:

- **WE HAVE NEVER BEEN SO WHOLESALE:** 77% sales share generated with strategic customers; 97% stock availability; thanks to our 'year of own brands' we increased our own-brand sales share to 26%
- **WE HAVE NEVER BEEN SO FSD:** 28% food service distribution sales share (versus 17% before implementing sCore)
- **WE HAVE NEVER BEEN SO DIGITAL:** 16% digital sales share (versus 6% before implementing sCore)

The reported earnings per share (EPS) are €-0.60 (2023/24: €-0.33). The decline in EPS is due primarily to transformation costs of €170 million, which impacted on EPS in an amount of approximately €-0.40 and therefore exceeded the increase in EPS related to operations. In accordance with our dividend policy (payout ratio of 45% to 55% of EPS), the Management Board and the Supervisory Board propose to the Annual General Meeting not to pay a dividend for financial year 2024/25.

On 5 February 2025, METRO and major shareholder EP Global Commerce GmbH (EPGC) signed an agreement to delist METRO AG. Following the approval by the Frankfurt Stock Exchange of METRO AG's application for the revocation of the admission of METRO shares to trade in the regulated market of the Frankfurt Stock Exchange and in the Prime Standard, the shares can no longer be traded there as of the end of calendar day 16 April 2025.

As the Management Board of METRO AG, we supported the delisting, because the delisting agreement entered into with EPGC confirms the joint commitment by the management of EPGC and METRO AG to the long-term implementation of METRO's sCore strategy and the associated investments in growth. In addition, EPGC and METRO have reached agreement on other key points – such as continuity in management, corporate governance as well as the basic extent of METRO AG's operations. METRO's other anchor shareholders, Beisheim and Meridian, consider the delisting sought by EPGC an understandable measure.

Overall, the delisting and the agreements made in this connection have therefore created a stable basis to enable the sCore strategy to be implemented emphatically and fully focused on the operational business.

We expect a total sales growth of 3% to 6% for financial year 2025/26. Operating performance continues to face rising costs, which we aim to control with our productivity measures. We therefore expect an increase in adjusted EBITDA of between €50 million and €150 million. We can see that our sCore strategy is working. However, as described earlier, we are faced with a major cost-related challenges in this regard.

None of this would be possible without the tireless efforts of our employees. We are working with a great deal of commitment as **ONE METRO**. Together, we will achieve the targets we have set for ourselves by 2030. We are doing what we do best – multichannel wholesale.

Yours truly,

Dr Steffen Greubel  
Chairman of the Management Board  
of METRO AG

# THE MANAGEMENT BOARD



## DR STEFFEN GREUBEL

### Chairman of the Management Board

METRO Deutschland, METRO France, Corporate Communications, Corporate Responsibility & Public Policy, Corporate Office, M&A | Legal & Compliance, IT Security, Strategy & Transformation, DISH Digital Solutions, METRO MARKETS, METRO PROPERTIES.

## GUILLAUME DERUYTER

### Chief Customer & Merchandise Officer

Customer & Sales, E2E Supply Chain Management, Food Service Distribution (incl. Aviludo, Caterite, Classic Fine Foods, GVS Group, Johan i Hallen & Bergfalk (JHB), Pro à Pro, Pro a Pro Spain, R Express), Global Procurement, Global Quality Assurance, Multichannel Network Transformation, Retail Franchise, METRO Sourcing International.





## **CHRISTIANE GIESEN**

### **Chief Operating Officer and Labour Director**

METRO Austria, METRO Bulgaria, METRO Croatia, MAKRO Czech Republic, METRO Hungary, METRO Italy, METRO Kazakhstan, METRO Moldova, MAKRO Netherlands, METRO Pakistan, MAKRO Poland, MAKRO Portugal, METRO Romania, METRO Russia, METRO Serbia, METRO Slovakia, MAKRO Spain, METRO Türkiye, METRO Ukraine, Regional People & Culture Operations, Global Talent & Organisational Development, People & Culture Management and Services, Transformation & Change, METRO Campus Services, METRO LOGISTICS.

## **ERIC RIEGGER**

### **Chief Financial Officer**

Corporate Accounting, Corporate Controlling, Corporate Tax, Corporate Treasury, Global Indirect Procurement, Global Solution Center, Audit, Asset Protection & Governance, METRO DIGITAL, METRO Financial Services, METRO Insurance Broker/METRO RE, MIAG.



– **More information about the members of the Management Board (including curricula vitae and terms of appointment) can be found on the website [www.metroag.de/en](http://www.metroag.de/en) in the section About us – Management Board.**

# REPORT OF THE SUPERVISORY BOARD

Ladies and Gentlemen,

The past financial year was an eventful one for METRO. After almost 30 years, METRO AG's listing on the Frankfurt Stock Exchange came to an end on 16 April 2025. The delisting was preceded by a public delisting acquisition offer from major shareholder EP Global Commerce GmbH (EPGC) following the signing of a shareholders' agreement between EPGC and the other anchor shareholders, Beisheim and Meridian Stiftung. EPGC's stated goal was to enable METRO to better pursue its long-term transformation goals, advance its sCore strategy, return to profitability and generate free cash flow. In addition, EPGC also emphasised the importance of continuity in management. The Management Board and Supervisory Board concluded that the delisting was in the interest of the company and therefore supported the delisting acquisition offer.

On a personal level, we had to say goodbye to Jürgen Steinemann this year, who joined the Supervisory Board of METRO AG 10 years ago and, as its long-standing Chairman, actively helped to shape the company's transformation into a pure wholesaler. We would like to thank him for his personal commitment and his tremendous support over all these years.

Finally, I would like to thank all our employees, who have responded to the sometimes significant changes in the company with flexibility and openness and continue to do their work tirelessly and reliably, thereby contributing enormously to our success. Thank you very much!

## ROMAN ŠILHA

### Chairman of the Supervisory Board of METRO AG

- More information about the Chairman and the other members of the Supervisory Board can be found on the website [www.metroag.de/en](http://www.metroag.de/en) in the section About us – Supervisory Board



## Consultation and monitoring in dialogue with the Management Board

In financial year 2024/25, the Supervisory Board performed the duties imposed on it by law, the Articles of Association and the Code of Procedure. We gave input to the Management Board in relation to the management of METRO AG and the group and supervised its activities. The Management Board has provided us with detailed written and verbal information on all significant matters within METRO at the Supervisory Board meetings and on other occasions in a timely manner and in accordance with the statutory requirements. Its reporting in particular included information on current business developments, on the intended business policies and other fundamental concerns relating to corporate planning as well as information about the situation of the company and the group (including the risk position, risk management and compliance). The Management Board provided explanations for any deviations from planned business performance. We have given our approval for individual business transactions, if it was required by law, the Articles of Association or internal regulations. Since no matters requiring clarification arose, we did not make use of the Supervisory Board's rights of inspection and audit pursuant to § 111 Section 2 Sentences 1 and 2 of the German Stock Corporation Act (AktG). Managers from the relevant departments or subsidiaries of METRO attended Supervisory Board meetings to address particular agenda items.

As the Chairman of the Supervisory Board since February 2025, I also had regular close exchanges of views with the Chief Executive Officer, Dr Steffen Greubel, but also with the other members of the Management Board, outside of Supervisory Board meetings and regularly exchanged information with regard to key issues and pending decisions.

I was in contact with the members of the Supervisory Board outside of meetings. In our capacity as committee chairmen, Willem Eelman and I also reported on the work and recommendations of the respective committees at the subsequent Supervisory Board meeting.

The members of the Supervisory Board regularly exchanged views without the participation of the members of the Management Board. As was customary in the past, both the shareholder and employee representatives on the Supervisory Board of METRO AG discussed relevant agenda items in separate pre-meetings.

## Changes in the composition of the Supervisory Board and Management Board

After Xaver Schiller had resigned from the Supervisory Board of METRO AG as of 30 September 2024, the elected alternate member Manuela Wetzko moved up into the Supervisory Board as of 1 October 2024 and Paul Loyo was elected as the new Vice Chairman of the Supervisory Board. The terms of office of Eva-Lotta Sjöstedt, Marek Spurný and Jürgen Steinemann ended at the close of the Annual General Meeting of METRO AG on 19 February 2025. Eva-Lotta Sjöstedt and Marek Spurný were re-elected by the Annual General Meeting for a further term of office, while Jürgen Steinemann opted not to make himself available for another term of office. The Annual General Meeting elected Martin Plavec as a new member of the Supervisory Board. In a written procedure directly following the Annual General Meeting, appointments were made to the committees and Roman Šilha was elected as the new Chairman of the Supervisory Board.

There were no personnel changes in the Management Board of METRO AG in financial year 2024/25.

## Main contents of the Supervisory Board meetings

In every ordinary meeting, the Supervisory Board received detailed information on the latest business developments in the group, including in particular on financial reporting during the year. As part of this, the Management Board informed us about the progress of implementing the sCore corporate strategy. It also reported to us regularly on the status of significant projects at METRO and on changes in top management. In addition to these regular topics, the Supervisory Board dealt with the following topics in the past financial year:

**October 2024** – Following the departure of Xaver Schiller from the Supervisory Board, Paul Loyo was elected as the new Vice Chairman of the Supervisory Board in a written procedure. In a separate written procedure, appointments were made to the positions in the committees left vacant by these personnel changes.

**November 2024** – At this meeting, the Supervisory Board received an update on sustainability and discussed the annual report on governance functions in the group. With regard to Management Board remuneration, the Supervisory Board passed a resolution on the individual performance factors of the short-term incentive for financial year 2023/24 for the individual members of the Management Board as well as the amount of the variable remuneration components to be granted for financial year 2023/24. Furthermore, resolutions on the Corporate Governance Statement and the 2023/24 report of the Supervisory Board were passed.

**December 2024** – At the beginning of the meeting, Martin Plavec – the candidate recommended by the Nomination Committee for initial appointment to the Supervisory Board – introduced himself. After an update on the progress of the transformation at METRO LOGISTICS, the Annual Financial Statements of METRO AG were reviewed and discussed. The Supervisory Board passed a resolution on the acknowledgement or approval of the annual

financial statements, the consolidated financial statements, the combined management report for METRO AG and the group, including the non-financial statement, the report of the Management Board on the company's relationships with affiliated companies (dependency report) and the corresponding audit reports of the auditor. The Supervisory Board also adopted the remuneration report that was jointly prepared with the Management Board and subsequently submitted to the Annual General Meeting in February 2025 for approval. Furthermore, we adopted a resolution on the proposed resolutions for Annual General Meeting 2025 of METRO AG. As a precautionary measure, we also passed a resolution to engage a law firm to handle any legal action against resolutions of the Annual General Meeting.

**February 2025** – At the February meeting, the Supervisory Board was given information on the upcoming Annual General Meeting and passed resolutions on the audit engagements of the auditor for financial year 2024/25 as well as changes to the schedule of responsibilities of the Management Board. The main focus of the meeting was the information on the planned delisting acquisition offer of EP Global Commerce GmbH and possible entry into a delisting agreement. The Supervisory Board resolved to establish a special independent committee that would deal with the delisting process and the tasks that would be expedient and necessary in this context, the appointment of members of the special committee and the engagement of a law firm to provide legal advice to the Supervisory Board during the delisting process. The Supervisory Board moreover acknowledged the entry into a delisting agreement proposed by the Management Board.

In a written procedure after the Annual General Meeting, the Supervisory Board elected Roman Šilha as its Chairman and made appointments to the committees. As part of this procedure, the Supervisory Board also resolved that restrictions on the sale of ordinary shares of METRO AG applicable to the members of the Management Board by way of the share ownership guidelines would not apply to accepting the delisting acquisition offer.

**May 2025** – The main focus of the 2-day strategy meeting in Düsseldorf was the implementation status of the sCore corporate strategy at the national subsidiaries, in particular with regard to the consistent expansion of the multichannel approach, which makes a significant contribution to the success of sCore with regard to the ambitions for 2030. Structural measures were also discussed, which will enable the significant sales growth to be translated into accelerated earnings growth. Different cost-saving projects have accordingly been initiated in order to increase profitability. The management of METRO Deutschland presented the status of its sCore development with a clear focus on the food service distribution business as key growth driver. Moreover, the Supervisory Board was informed on the progress of negotiations for the acquisition of the FSD company GVS Group and passed resolutions on the Codes of Procedure of the Management Board and the Supervisory Board as well as on targets for the share of women on the Supervisory Board and Management Board. These resolutions had been necessitated by the delisting of METRO AG.

In a written procedure, the Supervisory Board approved the acquisition of 100% of the shares in GVS Group by METRO FSD Holding GmbH. The purpose of this acquisition is to strengthen METRO's position in the system gastronomy segment and further accelerate FSD sales growth as a central part of the sCore strategy.

**September 2025** – The scheduled topic of the meeting was the approval of the budget and medium-term planning. The Supervisory Board was also given an update on the tender and selection process conducted by the Audit Committee for the audits of financial statements from 2026/27 onwards and resolved – on the basis of the recommendation and preference of the Audit Committee – the proposal to Annual General Meeting 2026 for the election of the auditor for financial year 2026/27. In addition, the Supervisory Board resolved to modify the engagement of the auditor to audit the combined group sustainability statement of METRO AG. It also passed resolutions to amend the diversity concepts for the Management Board and Supervisory Board and to change the schedule of responsibilities of the Management Board. The Supervisory Board was also informed about the status of the variable remuneration components for financial year 2024/25 and passed a resolution on the target achievement of LTI tranche 2021/22. Finally, amendments to the remuneration system for the Management Board for financial year 2025/26 were resolved and the financial STI and LTI performance targets of the members of the Management Board were defined.

## Work of the committees

For the purpose of effectively performing its duties, the Supervisory Board relies on the work of 3 permanent committees: the Presidential Committee, the Audit Committee and the Mediation Committee pursuant to § 27 Section 3 of the German Co-determination Act (MitbestG). Until May 2025, the Supervisory Board also had a Nomination Committee. The Supervisory Board had established a special independent committee in connection with the delisting acquisition offer of EP Global Commerce GmbH for the duration of the delisting process.

**Presidential Committee** – A core topic of the committee meetings in financial year 2024/25 was the preparation for the Supervisory Board's resolutions on Management Board remuneration, in particular in relation to the targets for the variable remuneration components, as well as an amendment to the remuneration system for the Management Board to align it with the changed regulatory environment following the delisting. Other regular topics

of the Presidential Committee included preparations for the Corporate Governance Statement for financial year 2023/24 as well as the Management Board's succession planning and talent management. The committee also addressed the remuneration report for financial year 2023/24. In a written procedure, the Presidential Committee passed a resolution under its urgency powers on engaging consultants.

**Audit Committee** – The Audit Committee prepared the meeting of the Supervisory Board and reviewed the annual and consolidated financial statements for financial year 2023/24, the combined management report of METRO AG and the group for financial year 2023/24, including the combined non-financial statement contained in the combined management report, as well as the report of the Management Board on relationships with affiliated companies. The auditor reported on the results of the audits and was available to answer additional questions and provide information in the absence of the Management Board. In the presence of the auditor, the committee also discussed the results of the audit and recommended to the Supervisory Board to approve the annual and consolidated financial statements for financial year 2023/24. The Audit Committee also decided to recommend to the Supervisory Board that they should propose to Annual General Meeting 2025 to elect KPMG AG Wirtschaftsprüfungsgesellschaft as auditors of the financial statements and the combined group sustainability statement of METRO AG for financial year 2024/25. Before publication in each case, the members of the Audit Committee discussed in detail the quarterly statements for the first and third quarters and the half-year financial report for 2024/25 in the presence of the auditor. Furthermore, the Audit Committee prepared the issuance of the audit engagements for financial year 2024/25. The committee also discussed the assessment of the audit risk, the audit strategy and the audit planning as well as the focus topics of the audit. In addition to ensuring the independence of the auditor, it also supervised the quality of the audit by surveying committee members and representatives of the internal finance organisation and on the basis of the auditor's quality report. The committee addressed the governance functions in the group (internal control systems, risk management system, internal audit and compliance), group tax planning and the Internal Audit unit's audit planning. It also discussed the financing strategy. In July and September, the Audit Committee focused in particular on preparing the Supervisory Board's resolutions for the 2025/26 budget planning. Another focal topic of the committee's work in the reporting period was the conduct of a tender and selection process for the audits of financial statements from financial year 2026/27 onwards. As a result of this process, the committee gave a recommendation to the Supervisory Board for the Supervisory Board's proposal to Annual General Meeting 2026 for the election of the auditor for financial year 2026/27.

Furthermore, the committee regularly dealt with the auditor's non-audit services and received information on the effects of the changed shareholder structure on financial reporting. The committee was also frequently updated about the cybersecurity situation and was informed about the current status of the project to enhance the technology structure and governance at METRO.

**Nomination Committee** – The Nomination Committee prepared for the election of shareholder representatives to the Supervisory Board by Annual General Meeting 2025 and proposed suitable candidates to the Supervisory Board for recommendation to the Annual General Meeting.

**Mediation Committee** – In financial year 2024/25, the Mediation Committee established in accordance with § 27 Section 3 of the German Co-determination Act (MitbestG) did not have to be convened.

**Special committee** – The special independent committee dealt with the delisting process on an ongoing basis, especially the review of the delisting acquisition offer, and passed the resolution for the Supervisory Board on the joint reasoned statement of the Supervisory Board and Management Board pursuant to § 27 of the German Securities Acquisition and Takeover Act (WpÜG). After consideration of all aspects, both the Management Board and the Supervisory Board, acting through its special committee, had independently of each other reached the conclusion that the delisting was in METRO's interest and therefore supported the offer as a prerequisite for delisting. The Management Board and Supervisory Board issued a neutral statement on the acceptance or non-acceptance of the purchase offer.

## **Annual and consolidated financial statements, report on relationships with affiliated companies in 2024/25**

The auditor KPMG AG Wirtschaftsprüfungsgesellschaft reviewed the annual financial statements prepared by the Management Board in accordance with the German Commercial Code (HGB), the consolidated financial statements prepared by METRO AG based on the International Financial Reporting Standards (IFRS) and the combined management report for METRO AG and the group for financial year 2024/25 and issued an unqualified audit certificate. The auditor also issued an unqualified certificate about the combined group sustainability statement of METRO AG contained in the combined management report as a result of his audit to provide limited assurance. The auditor provided a written report on these audits.

In accordance with § 312 of the German Stock Corporation Act (AktG), the Management Board of METRO AG has prepared a report on the company's relationships with affiliated companies for financial year 2024/25. The auditor has also audited this report, reported the result of the audit in writing and issued the following opinion:

'Following our audit and review in accordance with professional standards, we confirm that

1. the factual disclosures in the report are correct,
2. the company's consideration with respect to the legal transactions listed in the report was not inappropriately high.'

This report, the documents for the financial statements, including the combined group sustainability statement of METRO AG, as well as the audit reports were discussed and reviewed in great detail during the meeting of the Audit Committee on 2 December 2025 and in the Supervisory Board meeting on 3 December 2025 in the presence of the auditor. The required documents were distributed to all members of the Audit Committee and the Supervisory Board in due time prior to these meetings. In the mentioned meetings, the auditor reported about the key findings of his audits and was at disposal to answer questions and provide additional information, even in the absence of the Management Board.

The auditor also provided information on services rendered in addition to auditing services. No issues resulting in a disqualification due to bias arose.

Based on our own review of the annual financial statements, the consolidated financial statements and the combined management report, including the combined group sustainability statement of METRO AG, as well as the report of the Management Board on relationships with affiliated companies for financial year 2024/25, we had no objections and the Supervisory Board approved the result of the audit. As recommended by the Audit Committee, we approved the annual financial statements and the consolidated financial statements submitted by the Management Board. The Annual Financial Statements of METRO AG are thus adopted. After our own careful review and in consideration of the interests to be taken into account, we agree to the Management Board's proposal to the Annual General Meeting 2026 on the appropriation of the net retained profits. As a result, we have also determined that there are no objections to be raised against the declaration of the Management Board at the end of the report on relationships with affiliated companies 2024/25.

Düsseldorf, 3 December 2025

The Supervisory Board

Roman Šilha  
Chairman

# OBJECTIVES AND STRATEGY

## sCore growth strategy

Since financial year 2020/21, METRO has implemented its sCore growth strategy, which is geared towards 2030 and has the group's exclusive focus on wholesale at its core. The ambition for 2030 encompasses more than €40 billion for sales and more than €2 billion for earnings (EBITDA).

Long-term growth in out-of-home consumption and the highly fragmented competition provide the external conditions for our sales and earnings targets. From an internal perspective, the expansion of our HoReCa delivery business, the digital sales share with goods and services and our traditional wholesale business provide great growth potential. By 2030, we want to grow our market share by significantly expanding our role as a leading international food wholesaler. To achieve this aspiration, our delivery sales are to be tripled, sales in wholesale stores are to be increased by more than 20% and the sales of our online marketplace METRO MARKETS are to be expanded to more than €1.5 billion compared to base financial year 2020/21.

## Strategic value drivers

### — Wholesale value proposition:

The sCore strategy streamlines the goods and services business exclusively towards wholesale. HoReCa and Traders are our core customer groups, which are expected to account for more than 80% of our sales by 2030. METRO has a wide reach in both customer groups and strives to maximise its customer potential. To achieve this goal, we are continuously improving our value proposition for our target customers in order to further differentiate ourselves from the competition. This involves a product range explicitly tailored to professional customer needs with a focus on increasing the share of own brands. In addition, we will use tiered pricing to reflect our wholesale focus in our price positioning. We will ensure the highest possible product quality and availability as well as product, quantity and delivery reliability for the delivery business.

### — Multichannel:

We are strongly expanding our delivery expertise to continuously increase the share of total sales attributable to the delivery channel. In this way, we are addressing the channel preferences of our customers and are opening up access to customer groups who only want delivery, such as in the communal catering sector. The combination of pick-up and delivery business serves the needs of our customers in the best possible way. The online marketplace METRO MARKETS complements our delivery solution to include non-food products with a focus on HoReCa customers.

In order to increase customer loyalty and to better tap into customer potential, we continuously optimise our sales processes by strongly expanding customer support through the sales force. This enables us to offer our customers the most efficient and best possible buying experience across all channels. Similarly, we are strongly promoting the use of our digital ordering platform M-Shop as well as the METRO Companion app, which integrates our sales channels. The digital sales share is expected to grow to at least 40% by 2030. In addition, the increasing marketing of digital solutions from DISH for the hospitality industry contributes to this growth. The digital solutions support the shift from a transactional to a service-oriented and partnership-based business customer relationship.

— **Network optimisation:**

The cash-and-carry wholesale is the origin of our business and the root of our success. Wholesale stores continue to be pivotal. Their role is increasingly changing from a pure pick-up store to a multichannel fulfilment centre that ensures the fastest and most efficient fulfilment of needs across multiple channels. To realise our sales ambition in the delivery business, our delivery network integrates both our wholesale stores and pure-play delivery locations.

— **New business models:**

sCore also includes the development and scaling of new business models with the goal of acquiring additional segments as customers within our core customer groups HoReCa and Traders. For example, the focus in the Traders segment is on convenience solutions and the expansion of our franchise models. In the HoReCa segment, the focus is on business models tailored to internationally operating key account hospitality customers.

## Strategy implementation

Our countries play a key role in the successful implementation of our strategy. All countries and delivery specialists have aligned their local strategy with the content and ambition of sCore until 2030. By acquiring GVS Group in Germany, we have further boosted both our portfolio in the delivery business and our access to the system gastronomy.

The successful sCore implementation requires a cultural change, which we are supporting with a transformation programme. As part of the wholesale transformation, we are reorganising the collaboration between the countries and the central functions. By doing so, we realise synergies wherever this is possible from a business and operational point of view.

Responsibility for strategy implementation is locally manifested.

The operationalisation of the strategy is continuously tracked through a key figure system that reflects the strategic value drivers (cf. table 'sCore key figure system').

To achieve our sCore multichannel ambition for the wholesale and delivery business, we have developed a detailed network target vision, which takes account of capacity requirements and productivity targets alongside the local sales ambition. Based on these parameters, we manage investments in wholesale stores, delivery depots and warehouses/transshipment points.

The METRO MARKETS online marketplace is operational in 6 countries. This footprint highlights the strategic importance of METRO MARKETS for the multichannel approach as well as for digitalisation. METRO offers HoReCa customers a comprehensive system consisting of various digital tools with the wide range of DISH solutions.

### SCORE KEY FIGURE SYSTEM

Strategic value driver	Key figure	Ambition 2030
Wholesale value proposition	Strategic customer sales share (%)	> 80%
Wholesale value proposition	Own-brand sales share (%)	> 35%
Wholesale value proposition	Stock availability (%)	> 98%
Multichannel/network optimisation	FSD sales share (%)	> 33%
Multichannel	Digital sales share (%)	40%

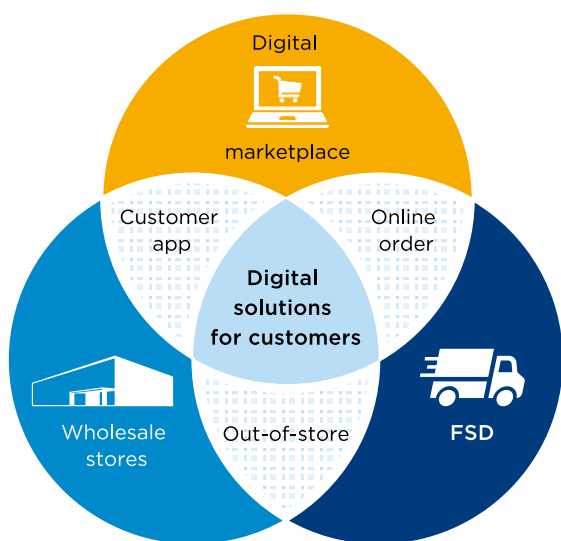
# COMBINED MANAGEMENT REPORT FOR FINANCIAL YEAR 2024/25

**1 PRINCIPLES OF THE GROUP**

**1.1 GROUP BUSINESS MODEL**

METRO is a leading international food wholesaler that does business in more than 30 countries. The group is headed by METRO AG, which acts as the central management holding company. It handles group management tasks and bundles central management and administrative functions for METRO.

The central element of the sCore corporate strategy is the **multichannel approach**, which is reflected in the business model through dovetailing of the **wholesale stores**, whose share of sales account for the majority of the business, with the **delivery business** and **digital solutions**. This business model is consistently aimed at professional customers: HoReCa and Traders are core customer groups of METRO. The assortments comprise food and non-food items.



Under the brands **METRO** and **MAKRO**, the company operates the segments Germany, West, Russia and East. In the area of Food Service Distribution (FSD), METRO maintains a strong presence with its METRO delivery service and the delivery companies (including Aviludo, Caterite, Classic Fine Foods, GVS Group (since May 2025), Johan i Hallen & Bergfalk (JHB), Pro à Pro, Pro a Pro Spain and R Express). Out-of-store delivery (OOS) refers to the existing METRO store network and includes METRO stores that supply from the store as well as wholesale stores that operate their own depot in the store.

The segment **Others** includes in particular the **DISH Digital Solutions**, **METRO MARKETS** and **METRO PROPERTIES** business units. In the digital business sector, METRO MARKETS plays a special role with its B2B online marketplace for professional equipment for HoReCa customers. Through this distribution channel, METRO offers non-food articles from its own product range as well as products from third parties. DISH Digital Solutions pools the group’s digitalisation efforts for customers from the hospitality industry and offers innovative digital solutions under the DISH brand. METRO PROPERTIES develops, operates and markets an international real estate portfolio. This segment also includes companies providing services in logistics, IT and procurement.

**STORE NETWORK BY COUNTRY AND SEGMENT<sup>1</sup>**

as of 30/9/2025

	Store-based business	Food Service Distribution (FSD)	
	Stores	Depots <sup>2</sup>	Delivery companies
<b>Germany</b>	<b>102</b>	<b>10</b>	GVS, R Express <sup>3</sup>
Austria	16	1	R Express
France	99	18	CFF, Pro à Pro
Italy	47	3	
Netherlands	17	1	
Portugal	10	7	Aviludo
Spain	37	6	Pro a Pro Spain
<b>West</b>	<b>226</b>	<b>44</b>	Caterite, JHB <sup>4</sup>
<b>Russia</b>	<b>93</b>	<b>0</b>	
Bulgaria	11	1	
Croatia	10	0	
Czech Republik	13	0	
Hungary	13	0	
Kazakhstan	6	6	
Moldova	3	0	
Pakistan	10	16	
Poland	29	2	
Romania	30	1	
Serbia	9	0	
Slovakia	6	0	
Türkiye	35	1	
Ukraine <sup>5</sup>	26	0	
<b>East</b>	<b>201</b>	<b>48</b>	CFF <sup>6</sup>
<b>Total</b>	<b>622</b>	<b>102</b>	

<sup>1</sup> DISH POS in Belgium is included in the countries' total.<sup>2</sup> The 21 CFF depots (segment East) as well as 2 Caterite and 6 JHB depots (segment West) are included in the total number of depots.<sup>3</sup> Additional R Express location: Switzerland.<sup>4</sup> Locations – Caterite: United Kingdom, JHB: Sweden, Finland.<sup>5</sup> 2 stores in Ukraine (Mariupol and Kharkiv) have been excluded from the consideration of locations, as they are temporarily not operating due to the war.<sup>6</sup> Additional CFF locations: China, Indonesia, Japan, Malaysia, United Arab Emirates, United Kingdom, Vietnam, Singapore, Saudi Arabia.

## 1.2 MANAGEMENT SYSTEM

With the sCore strategy, METRO is aligned towards long-term, profitable growth. Our primary objective here is to increase the company value permanently. In the course of sCore, METRO also introduced specific key figures which are used to continuously measure and review the implementation status of the key strategic elements. At the top of the key figure system are core key figures, which are supplemented or operationalised at subsequent levels with other specific key figures. In addition to the management system, the remuneration system for the Management Board is also intended to support implementation of the business strategy through the value-oriented and long-term management of METRO which takes sustainability aspects into account. Specifically, METRO uses the key figures described in the following for the planning, management and control of our business activities as well as for the majority of Management Board remuneration:

### Financial key performance indicators

In line with the focus on long-term, profitable growth, **total sales growth** and **adjusted EBITDA** are the most important key performance indicators for METRO. They are crucial for internal management and the assessment of our business development and form the core of our guidance. In order to reflect operational performance adequately, **total sales growth** is adjusted for currency effects. In addition, we consider total sales growth as a key figure adjusted for portfolio changes, that is, adjusted for significant acquisitions and/or divestments in the financial year. This perspective adjusted for portfolio changes also basically represents the starting point for the guidance.

With respect to earnings, **adjusted EBITDA**, that is, excluding earnings contributions from real estate transactions and transformation costs (+) or transformation gains (-), reflects the operating efficiency of METRO in a transparent format. Since the reporting period, transformation costs have comprised not only portfolio measures, but also costs incurred in connection with group-wide restructuring initiatives and productivity measures to meet our sCore targets by 2030. The aim of this additional adjustment is to continue presenting METRO's operational performance in a transparent and comparable manner in future. To ensure better comparability, the previous-year figures have been adjusted according to the new definition.

METRO has defined targets and measures to achieve those targets for total sales growth and adjusted EBITDA that are presented in chapter 2 economic report – 2.2 asset, financial and earnings position, and in chapter 3 outlook report.

**Profit or loss for the period** and **earnings per share** are other important key performance indicators, which take account of depreciation, amortisation and impairment losses and the tax and net financial result in addition to the operating result. Thereby, they allow for a holistic assessment of METRO's earnings position from the perspective of the shareholders.

The **strategic customer sales share**, the **FSD sales share**, the **digital sales share** and the **own-brand sales share** are further important sales-related key figures in connection with the implementation of our sCore strategy.

The management of METRO's financial and asset position aims at sustainably assuring liquidity and arranging cost-effective sources for financing requirements.

We regularly analyse the **net working capital** for the purpose of managing the operational business and capital deployment.

Additionally, with regard to the appropriation of funds, we separately consider the **investments** that form the foundation for METRO's future growth and the long-term earnings performance as well as its digitalisation and decarbonisation. Investments are defined as additions to non-current assets (excluding financial instruments and deferred tax assets).

We use the key figures of **net debt** and **free cash flow** to manage liquidity and capital structure. Free cash flow represents the unrestricted funds generated throughout the financial year, which are primarily available for redemption of borrowings, distribution of dividends or for M&A activities.

The return indicator **return on capital employed (RoCE)** is used to assess the profitability of the operational business. It measures the return on capital employed (RoCE = EBIT / average capital employed) in a certain period and enables an assessment of performance by comparing it to the cost of capital before taxes, which is based on capital market models. It is determined annually at the end of the financial year.

## Non-financial key performance indicators

In addition to the financial key figures presented, METRO factors selected non-financial key figures into its management system: **stock availability, net promoter score (NPS)** of strategic customers and sustainability aspects, specifically the **reduction of CO<sub>2</sub> emissions** and the **reduction of food waste**. METRO has defined long-term targets in this regard, which are presented in chapter 5 sustainability report.

**2 ECONOMIC REPORT****2.1 MACROECONOMIC AND SECTOR-SPECIFIC PARAMETERS**

The global economy was shaped by the geopolitical tensions in financial year 2024/25. In addition, the USA's erratic tariff policy caused major uncertainty in global markets. As a result, global economic growth was slightly down on the previous year (cf. table 'Development of **gross domestic product** by METRO region'). The performance of the German economy was slightly positive after the previous year's decline. Similar to many other countries of the region West, economic performance did not have much growth momentum. Overall, the region West recorded real economic growth on a level with the previous year. The countries in the Iberian peninsula again enjoyed comparatively high economic growth. Growth in the region East was higher than in the region West and also outpaced the previous year. However, performance in the region East varied from country to country. The performance of the Russian economy was significantly weaker than in the previous year.

**DEVELOPMENT OF GROSS DOMESTIC PRODUCT BY METRO REGION**

Change in % compared to the previous year

	2023/24 <sup>1</sup>	2024/25 <sup>2</sup>
World	2.9	<b>2.8</b>
Germany	-0.5	<b>0.2</b>
West	1.3	<b>1.2</b>
Russia	4.3	<b>0.9</b>
East	2.8	<b>3.1</b>

Real GDP growth based on USD. The values have been calculated from source data by Oxford Economics on the basis of the financial year. The underlying data was collected as of the closing date on 20 October 2025.

<sup>1</sup> The previous year's figures may slightly deviate from Annual Report 2023/24, since retrospective corrections are being made by the data provider.

<sup>2</sup> Outlook.

**Private consumption** in Germany improved compared to the previous year on the back of somewhat stronger growth momentum. In the region West, private consumption expanded at a similar pace to the previous year. Private consumption growth was fastest in the region East, even though it fell short of the previous-year level. Private consumption in Russia followed a similar trend.

Germany's **inflation** rate was slightly above 2%, as in the previous year. In the countries of the region West, inflation also slowed or remained at least stable. Stable inflation in the Eurozone prompted the European Central Bank to cut interest rates several times, inter alia in order to revive the economy. Further declines in energy prices contributed significantly to the generally stable inflation trend. In the region East and in Russia, inflation was likewise mostly stable. Türkiye and Pakistan recorded significant falls in inflation, although Türkiye's inflation rate continues to be very high.

**Sales in the hospitality industry** delivered a positive nominal performance. In view of the economic conditions, year-on-year growth slowed considerably in most European countries. Nevertheless, in some countries in Eastern Europe, the hospitality industry again saw double-digit nominal growth rates. In the countries of the region West, by contrast, the pace of growth was slower. In Germany, the hospitality industry barely reached the nominal sales level of the previous year. Given the inflation in out-of-home consumption, which was above food inflation for the entire reporting period, Germany's hospitality industry once again failed to produce any growth in real terms.

## 2.2 ASSET, FINANCIAL AND EARNINGS POSITION

### Overall statement by the Management Board of METRO AG on the business development and situation of METRO

The Management Board looks back on another successful financial year within expectations. In a challenging environment, the implementation of the sCore growth strategy continued. The consistent focus on the implementation of the sCore strategy paid off and we made significant progress in the strengthening of delivery, in the online business and in the optimisation of the wholesale approach of our stores.

Financial year 2024/25 was characterised by a challenging environment due to the geopolitical situation. By acquiring GVS Group in Germany, we have further boosted our portfolio in the delivery business.

In financial year 2024/25, sales in local currency increased by 5.9%. Growth was driven by all segments and all sales channels. In the outlook view, sales growth reached the upper half of the outlook range. The sales growth from sCore generally leads to EBITDA growth. Adjusted EBITDA was additionally boosted by initial savings from cost efficiency measures. Offsetting effects in financial year 2024/25 included the continuing transformation requirements in the wholesale business.

## FINANCIAL AND ASSET POSITION

### Financial management

#### Principles and objectives of financial activities

METRO AG centrally performs the management of the group's financing activities. It ensures solvency of the group at all times, reduces financial risks where economically feasible and grants loans to group companies. The objective is to cover the financing requirements of the group companies cost-effectively and in sufficient amounts via the international banking and capital markets as well as utilising internal group cash pool structures. The financial activities are based on a financial budget for the group, which covers all relevant companies. The selection of financial products is generally based on the maturities of the underlying transactions.

- **For more information about the risks stemming from financial instruments and hedging relationships, see the notes to the consolidated financial statements in no. 38 – management of financial risks.**

#### Rating

METRO AG has a long-term company rating of BB+ and a short-term rating of B from Standard & Poor's with a positive outlook. The rating ensures access to the international financial and capital markets, which is particularly utilised within the scope of the Euro Commercial Paper Programme and the bond issuance programme as needed. Frequent dialogue with credit investors and analysts takes place.

#### Financing measures

The company's medium-term and long-term financing needs are covered by a bond issuance programme. On 5 March 2025, a new bond with a nominal volume of €600 million, a term of 5 years and a 4.000% coupon was successfully placed on the capital market. The bond was given a step-up coupon of 125 basis points in case of a rating downgrade to BB+ or lower. On 19 March 2025, a matured bond of €600 million was redeemed. As of 30 September 2025, the utilised bond issuance programme amounted to a total of €1,150 million (30/9/2024: €1,150 million). In addition, a promissory note loan for a total of €300 million was placed on the market on 2 October 2024. The tranches have maturities of between 3 and 5 years and most of them have floating interest rates.

Short-term financing requirements are primarily covered through the Euro Commercial Paper Programme as well as bilateral credit lines. As of 30 September 2025, utilisation of the Commercial Paper Programme was €121 million (30/9/2024: €76 million) and that of the bilateral credit lines €39 million (30/9/2024: €54 million).

As a cash reserve, METRO AG concluded a syndicated credit facility of €1,000 million and additional bilateral credit facilities of €100 million. There was no drawdown during the reporting period.

- **For more information about financing programmes and credit facilities, see the notes to the consolidated financial statements in no. 31 – financial liabilities (excluding liabilities from leases).**

## Investments/divestments

In financial year 2024/25, METRO invested €1,101 million and is thus €-94 million below the previous year's investment volume of €1,196 million.

The decline in the volume of investments is mainly due to lower effects from rent indexations compared to the previous year and a decrease in cash investments in IT and the store network. At segment level, the decline in the segment Germany was mainly attributable to lease extensions for a large number of stores in the previous year, while the segment West recorded an increase in lease extensions in financial year 2024/25. The decline in the segment East was due, among other factors, to the opening of a new depot of Classic Fine Foods in the previous year as well as smaller effects from rent indexations.

GVS Group was acquired in Germany; the previous year had seen the takeover of Fisk Idag, Donier Gastronomie and Caterite in the segment West. The acquisition of GVS Group strengthens METRO's position in the system gastronomy and accelerates growth in the delivery business.

The number of wholesale stores declined by 2 to 622 stores in financial year 2024/25, as 3 wholesale stores were closed in Italy and 1 new wholesale store was opened there.

Proceeds from divestments amount to €147 million and mainly relate to real estate disposals.

- **For more information about divestments, see the cash flow statement in the consolidated financial statements as well as the notes to the consolidated financial statements under no. 36 – notes to the cash flow statement.**

### METRO INVESTMENTS

€ million	2023/24	2024/25	Change	
			absolute	%
Germany	297	<b>186</b>	-110	-37.2
West	349	<b>434</b>	86	24.5
Russia	38	<b>43</b>	5	13.9
East	342	<b>256</b>	-86	-25.1
Others/consolidation	170	<b>181</b>	11	6.5
<b>METRO</b>	<b>1,196</b>	<b>1,101</b>	<b>-94</b>	<b>-7.9</b>

## Liquidity (cash flow statement)

Cash inflow from operating activities amounted to €729 million in financial year 2024/25 (2023/24: cash inflow of €1,079 million). The deterioration is mainly attributable to the net working capital.

Investing activities led to cash outflow of €360 million (2023/24: cash outflow of €221 million). The level of investments was slightly lower than in the previous year. The deterioration in cash flow from investing activities was due in particular to lower cash inflows from disposals of subsidiaries (in the previous year €259 million), which are only partly compensated in the reporting year by higher cash inflows from divestments. The divestments relate mainly to the sale of the Belgian real estate portfolio (€80 million).

Cash flow from financing activities exhibited a cash outflow of €342 million (2023/24: cash outflow of €625 million). This figure includes mainly lease disbursements in an amount of €558 million (2023/24: €573 million).

Net cash inflows from bonds, commercial papers, promissory note loans and other financial liabilities amounted to €331 million (2023/24: €241 million). There were no dividend distributions to METRO shareholders in the reporting period (2023/24: €201 million).

Total cash flows amount to €26 million (2023/24: €233 million).

- **For more information, see the cash flow statement in the consolidated financial statements as well as the notes to the consolidated financial statements under no. 36 – notes to the cash flow statement.**

The **free cash flow** is derived from the cash flow statement according to the following overview.

## FREE CASH FLOW

€ million	2023/24	2024/25
<b>Cash flow from operating activities</b>	<b>1,079</b>	<b>729</b>
Investments without (investments in) monetary assets	-537	-501
Divestments	101	147
Lease payments	-573	-558
Interest paid and received	-48	-55
Other financing activities	-45	-58
<b>Free cash flow</b>	<b>-24</b>	<b>-295</b>

## Capital structure

As of 30 September 2025, the METRO balance sheet reports equity in the amount of €1.5 billion (30/9/2024: €1.7 billion). Equity decreased, mainly because of the loss for the period of €-224 million. The equity ratio stands at 12.6% (30/9/2024: 14.2%).

– **For more information about our equity, see the notes to the consolidated financial statements in no. 26 – equity.**

Net debt developed as follows:

€ million	30/9/2024	30/9/2025
Cash and cash equivalents	794	<b>827</b>
Current financial investments <sup>1</sup>	22	<b>5</b>
Financial liabilities (including liabilities from leases)	4,019	<b>4,467</b>
<b>Net debt</b>	<b>3,203</b>	<b>3,635</b>

<sup>1</sup> Shown in the balance sheet under other financial assets (current).

– **For more information about the maturity, currency and interest rate structure of financial liabilities as well as the credit facilities, see the notes to the consolidated financial statements in no. 31 – financial liabilities (excluding liabilities from leases) as well as no. 36 – notes to the cash flow statement.**

Financial liabilities rose, mainly due to the issuance of a bond and of a promissory note loan and due to lease extensions and indexations. Current financial liabilities decreased because a matured bond was redeemed. Despite higher purchase volumes, trade liabilities were slightly down on the previous-year level because of maturities related to the closing date.

Compared to 30 September 2024, the debt ratio increased from 85.8% by 1.7 percentage points to 87.4%.

€ million	Note no.	30/9/2024	30/9/2025
<b>Non-current liabilities</b>		<b>3,569</b>	<b>4,505</b>
Provisions for post-employment benefits plans and similar obligations	27	405	373
Other provisions	28	142	134
Financial liabilities	29, 31, 41	2,866	3,854
Other financial and other non-financial liabilities	29, 32	71	56
Deferred tax liabilities	20	85	88
<b>Current liabilities</b>		<b>6,498</b>	<b>5,975</b>
Trade liabilities	29, 30	3,813	3,779
Provisions	28	297	317
Financial liabilities	29, 31, 41	1,153	613
Other financial and other non-financial liabilities	29, 32	1,058	1,072
Income tax liabilities		176	194

- For more information about the development of liabilities, see the notes to the consolidated financial statements in the numbers listed in the table. Information about contingent liabilities and other financial liabilities can be found in the notes to the consolidated financial statements in no. 39 – contingent liabilities and no. 40 – other financial commitments.

## Asset position

In financial year 2024/25, METRO's total assets increased by €0.2 billion to €12.0 billion (30/9/2024: €11.7 billion).

Factors contributing to the €0.2 billion rise in property, plant and equipment were primarily investments due to lease extensions and indexations. The decline in investment properties is mainly due to the sale of the Belgian real estate portfolio.

Inventories went up by €0.1 billion, primarily due to the increased business volume.

€ million	Note no.	30/9/2024	30/9/2025
<b>Non-current assets</b>		<b>7,192</b>	<b>7,282</b>
Goodwill	16	721	700
Other intangible assets	16	632	623
Property, plant and equipment	17	5,364	5,569
Investment properties	18	86	34
Financial assets		59	41
Investments accounted for using the equity method		97	87
Other financial and other non-financial assets	19	57	78
Deferred tax assets	20	176	151
<b>Current assets</b>		<b>4,544</b>	<b>4,702</b>
Inventories	21	2,258	2,376
Trade receivables	22	688	731
Financial assets		1	1
Other financial and other non-financial assets	19	721	679
Income tax assets		83	84
Cash and cash equivalents	24	794	827
Assets held for sale	25	0	4

- For more information about the development of non-current and current assets, see the notes to the consolidated financial statements in the numbers listed in the table.

## EARNINGS POSITION

### Overview of group business development

In financial year 2024/25, sales in local currency increased by 5.9% (portfolio-adjusted: +5.8%, excl. GVS Group). Growth was driven by all segments and all sales channels. Sales in local currency in store-based business rose to €23.3 billion (+3.1%), delivery sales to €9.0 billion (+14.1%; portfolio-adjusted: +13.4%) and METRO MARKETS sales to €0.2 billion (+10.7%). Reported sales increased by 4.6% to €32.4 billion, strongly influenced by negative currency effects, especially in Türkiye.

The **adjusted EBITDA**<sup>1</sup> in financial year 2024/25 rose to €1,192 million (2023/24: €1,098 million). The sales growth from sCore led to EBITDA growth. Adjusted EBITDA was additionally boosted by initial savings from cost efficiency measures. Offsetting effects in financial year 2024/25 included the continuing transformation requirements in the wholesale business. Adapted for exchange rates, adjusted EBITDA rose by €112 million compared to the previous year's period (portfolio-adjusted: €+111 million). There were negative currency effects primarily in Türkiye.

Transformation costs of €170 million were incurred in financial year 2024/25 (2023/24: €18 million), mostly in connection with cost efficiency measures.

Earnings contributions from real estate transactions amounted to €108 million (2023/24: €42 million) and were primarily the result of the sale of the real estate portfolio in Belgium in Q2 2024/25. In the previous year, the earnings contributions from real estate transactions had mainly included 2 real estate transactions in Türkiye. The EBITDA reached a total of €1,131 million (2023/24: €1,122 million).

€ million	2023/24	2024/25	Change
Sales	31,029	<b>32,447</b>	4.6%
Adjusted EBITDA <sup>1</sup>	1,098	<b>1,192</b>	8.6%
Transformation costs (+)/transformation gains (-) <sup>1</sup>	18	<b>170</b>	-
Earnings contributions from real estate transactions	42	<b>108</b>	-
EBITDA	1,122	<b>1,131</b>	0.8%

<sup>1</sup> New definition of adjusted EBITDA and transformation costs since 1 October 2024 (see 1.2 Management system) incl. previous-year adjustment.

In financial year 2024/25, METRO made good progress with the implementation of the strategy in the countries. This is also reflected in the **strategic KPIs** that METRO uses to implement the sCore strategy:

Multichannel sales development (€ million)	2023/24	2024/25
Store-based and other business	22,923	<b>23,313</b>
FSD	7,942	<b>8,952</b>
METRO MARKETS sales	165	<b>182</b>

sCore KPIs (%)	2023/24	2024/25
Strategic customer sales share	76	<b>77</b>
Own-brand sales share	24	<b>26</b>
Stock availability	97	<b>97</b>
FSD sales share	26	<b>28</b>
Digital sales share	14	<b>16</b>

## Comparison of outlook with actual business developments

For financial year 2024/25, METRO had forecast sales growth of around 3% to 7% year-on-year (2023/24: 5.9%) and a slight rise in adjusted EBITDA (currency- and portfolio-adjusted). The outlook was based on the assumption of stable exchange rates and no further adjustments to the portfolio. Growth was expected to be driven by all segments and all channels. All strategic KPIs were expected to undergo positive development. According to the outlook at segment level updated in Q3 2024/25, sales growth in the segments Germany and West was expected to be below the outlook range. For the segment Russia, sales growth within the outlook range was expected in view of persistent volatility, while the segments East and Others were anticipated to be above the outlook range. Adjusted EBITDA in the segment Germany was anticipated to be below the previous year's level, driven by increased expenses for the transformation into a pure wholesaler. In view of the continuing prevalence of volatility, adjusted EBITDA in the segment Russia was expected to be on a level with the previous year. In the segment West, slight growth in adjusted EBITDA was anticipated. Moderate growth in adjusted EBITDA was forecast for the segment East. Other assumptions were that adjusted EBITDA in the segment Others would grow, driven by the continuous improvement in the operating result of the digital units METRO MARKETS and DISH as well as the effective cost savings programme in the holding company.

With **total sales** growth of 5.8%, METRO achieved this target in the upper half of the outlook range (3% to 7%, currency- and portfolio-adjusted). In Germany, sales were approximately at the level of the previous year (-0.1%), while the segment West (+4.4%) grew within the outlook range, therefore exceeding expectations slightly. As expected, Russia (+5.8%) was within the outlook range. The segment East (+10.4%) grew above the outlook range, as anticipated. The segment Others (+4.2%) grew within the outlook range. In the outlook view (currency- and portfolio-adjusted), all delivery channels contributed to the growth.

In the outlook view, **adjusted EBITDA** climbed by €111 million in financial year 2024/25, although only a slight rise had been forecast (currency- and portfolio-adjusted).

For sales-related reasons and due to increased expenses for the transformation into a pure wholesaler, the segment Germany's adjusted EBITDA was below the previous-year level (€-33 million compared to the previous year). Adjusted EBITDA in the segment West rose slightly, as expected (€+13 million compared to the previous year). In Russia, adjusted EBITDA was approximately at the previous year's level, as forecast (€-8 million compared to the previous year), while it expanded moderately in the segment East (€+52 million compared to the previous year), as expected. In the segment Others, adjusted EBITDA was up as forecast (€+91 million compared to the previous year); in addition to improved earnings of the digital units METRO MARKETS and DISH as well as the effective cost savings programme in the holding company, this is also attributable to non-recurring factors.

METRO achieved the sales target for financial year 2024/25 and slightly exceeded the EBITDA target.

## Sales and earnings performance of the segments

In **Germany**, sales grew slightly by 1.0% to €5.0 billion in financial year 2024/25, boosted by the acquisition of GVS Group.

In the segment **West**, sales increased by 4.4% in financial year 2024/25. In particular France and Spain as well as the delivery specialists contributed to this rise. Reported sales increased to €13.4 billion.

In **Russia**, sales in local currency increased by 5.8% in financial year 2024/25. Due to positive currency effects, reported sales increased by 6.7% to €2.6 billion.

In the segment **East**, sales in local currency increased significantly by 10.4%. Sales were up in almost all countries, especially in Romania and Ukraine. The largest increase in sales was recorded in Türkiye, which was heavily supported by inflation. Because of negative currency effects, especially in Türkiye, reported sales increased by 6.0% to €11.2 billion.

In the segment **Others**, sales increased by 4.2% to €279 million and include in particular METRO MARKETS sales of €182 million (2023/24: €165 million). The sales of DISH Digital Solutions, which amounted to €54 million (2023/24: €44 million), also made a significant contribution to growth (+>20%).

As of 30 September 2025, the **store network** comprised **622** stores, of which 524 were out-of-store (OOS – includes both stores that supply from the store as well as stores that operate their own depot in the store), and 102 depots.

– **Detailed information on the store network can be found in chapter 1.1 group business model.**

## METRO KEY SALES FIGURES 2024/25

## In year-on-year comparison

	Sales (in € million)		Change in % compared with the previous year's period		
			in group currency (€)	Currency effects in percentage points	in local currency
	2023/24	2024/25			
<b>METRO</b>	<b>31,029</b>	<b>32,447</b>	<b>4.6%</b>	<b>-1.4%</b>	<b>5.9%</b>
of which store-based and other business	22,923	<b>23,313</b>	1.7%	-1.4%	3.1%
of which delivery service	7,942	<b>8,952</b>	12.7%	-1.4%	14.1%
of which METRO MARKETS	165	<b>182</b>	10.7%	0.0%	10.7%
Segments					
Germany	4,933	<b>4,983</b>	1.0%	0.0%	1.0%
West	12,819	<b>13,382</b>	4.4%	0.0%	4.4%
Russia	2,438	<b>2,600</b>	6.7%	0.8%	5.8%
East	10,571	<b>11,202</b>	6.0%	-4.4%	10.4%
Others	268	<b>279</b>	4.2%	0.0%	4.2%

In **Germany**, the adjusted EBITDA in financial year 2024/25 decreased to €79 million (2023/24: €111 million). Ongoing investments in reducing the assortment, price positioning and supply chain improvement continued to have an effect here.

In the segment **West**, the adjusted EBITDA in financial year 2024/25 increased to €638 million (2023/24: €625 million). The increase is particularly attributable to the strong sales development compared to the previous year.

In **Russia**, the adjusted EBITDA in financial year 2024/25 remained approximately at the level of the previous year at €135 million (2023/24: €143 million), primarily due to higher IT expenses.

In the segment **East**, the adjusted EBITDA in financial year 2024/25 increased to €442 million (2023/24: €411 million). The increase is particularly attributable to the strong sales development compared to the previous year.

The adjusted EBITDA in the segment **Others** amounted to €-102 million in financial year 2024/25 (2023/24: €-193 million). In addition to improved earnings of the digital units METRO MARKETS and DISH as well as the effective cost savings programme in the holding company, the year-on-year improvement is also attributable to non-recurring factors. Earnings contributions from real estate transactions amounted to €106 million (2023/24: €39 million) and were primarily the result of the sale of the real estate portfolio in Belgium in Q2 2024/25. In the previous year, 2 real estate transactions in Türkiye had been included. Transformation costs of €61 million (2023/24: transformation costs of €7 million) were incurred, mainly from cost efficiency measures.

€ million	Adjusted EBITDA <sup>1</sup>			Transformation costs (+)/ transformation gains (-) <sup>1</sup>		Earnings contributions (+) from real estate transactions		EBITDA	
	2023/24	2024/25	Change	2023/24	2024/25	2023/24	2024/25	2023/24	2024/25
<b>Total</b>	<b>1,098</b>	<b>1,192</b>	<b>94</b>	<b>18</b>	<b>170</b>	<b>42</b>	<b>108</b>	<b>1,122</b>	<b>1,131</b>
Germany	111	<b>79</b>	-32	0	<b>55</b>	0	<b>0</b>	111	<b>24</b>
West	625	<b>638</b>	13	9	<b>41</b>	1	<b>2</b>	617	<b>599</b>
Russia	143	<b>135</b>	-7	0	<b>0</b>	0	<b>0</b>	143	<b>135</b>
East	411	<b>442</b>	32	2	<b>12</b>	1	<b>0</b>	410	<b>431</b>
Others	-193	<b>-102</b>	91	7	<b>61</b>	39	<b>106</b>	-160	<b>-57</b>
Consolidation	2	<b>-2</b>	-4	0	<b>0</b>	0	<b>0</b>	2	<b>-2</b>

<sup>1</sup> New definition of adjusted EBITDA and transformation costs since 1 October 2024 (see 1.2 Management system) incl. previous-year adjustment.

## Depreciation, financial result and taxes

€ million	Note no.	2023/24	2024/25
<b>EBITDA</b>		<b>1,122</b>	<b>1,131</b>
Depreciation/amortisation/impairment	13	918	947
Reversals of impairment losses		14	13
<b>Earnings before interest and taxes (EBIT)</b>		<b>218</b>	<b>196</b>
Other investment result	7	11	-9
Interest income/expenses (net interest)	8	-168	-211
Other financial result	9	-96	-75
<b>Net financial result</b>		<b>-253</b>	<b>-295</b>
<b>Earnings before taxes (EBT)</b>		<b>-35</b>	<b>-98</b>
Income taxes	11	-90	-126
<b>Profit or loss for the period</b>		<b>-125</b>	<b>-224</b>

### Depreciation/amortisation/impairment

Depreciation and amortisation are up on the previous year, mainly because of rent increases in the leased store portfolio. Impairment losses of €66 million included in depreciation/amortisation/impairment were above the previous-year figure; they relate equally to goodwill and property, plant and equipment. They are offset by reversals of impairment losses in an amount of €13 million.

### Net financial result

The deterioration in the interest result is mainly attributable to increased interest expenses from financing activities. The other financial result is positively impacted by low exchange rate volatility compared to the previous year. The other investment result relates primarily to fair-value measurements. While the net gain on the sale of the remaining interest in WM Holding (HK) had been included in the previous year, there were various effects in the reporting period that resulted in a slightly negative net impact.

### Taxes

The current tax expense of financial year 2024/25 is mainly attributable to the profitable national subsidiaries and to withholding tax on licences. In the previous year, this had been offset by high deferred tax income resulting from a change in local legislation in Türkiye, which now also takes hyperinflationary effects into account.

## Profit or loss for the period and earnings per share

The loss for the period in financial year 2024/25 was €-224 million, €-99 million higher than the loss for the period of the previous year (2023/24: €-125 million).

After deduction of the profit shares attributable to non-controlling interests, the loss for the period attributable to the shareholders of METRO AG is €-218 million (2023/24: loss of €-120 million).

On this basis, METRO achieved earnings per share of €-0.60 in financial year 2024/25 (2023/24: €-0.33).

## 3 OUTLOOK REPORT

METRO's outlook report takes account of relevant facts and events that were known at the time of preparing the consolidated financial statements and may influence future business developments. The outlook report on economic conditions is based on the analysis of primary data for early detection that are based on expert assessments. Major variances from these assumptions may lead to significant changes. As a result, all forecasts are subject to a high degree of uncertainty.

### Macroeconomic parameters

At the beginning of financial year 2025/26, there is no change in the geopolitical tensions facing the **global economy**, although there are signs of easing for a small number of flashpoints. In addition, the unpredictable nature of the USA's trade and tariff policies is a major contributor to uncertainty in the global economy. As a result, all forecasts of how economic conditions will evolve are subject to a very high degree of uncertainty. We expect the global economy to grow slightly more slowly in financial year 2025/26 than in the previous year.

Based on current forecasts, the **German economy** will expand more strongly in financial year 2025/26 than in previous years. Against the backdrop of government investment programmes and fiscal policy, we expect growth of slightly below 1% year-on-year in financial year 2025/26. Due to its heavy dependence on exports, the German economy is highly exposed to US trade policy. For this reason, further punitive tariffs may have a negative impact on economic expansion in Germany.

Many economies of the **regions West and East** are similarly affected by the USA's trade and tariff policies. We therefore expect economic growth to be weaker in both the region West and the region East in financial year 2025/26. In particular for the major economies of the region West, France and Italy, we anticipate only minimal growth. In the region East, performance on a country level will continue to vary. While we expect an economic upturn in Poland, we assume that Türkiye's economy will expand more slowly than in the previous year. Current forecasts for **Russia** predict economic growth at the previous year's level. Possible sanctions on third countries buying Russian oil or gas could have a negative impact on commodity exports and therefore on the growth of the Russian economy.

Current forecasts do not predict higher **inflation** for most countries. Due to continued weak global economic momentum, energy prices are expected to remain on a downward trend. Likewise, we do not expect food price development to drive inflation. If inflation in the Eurozone maintains stability at a low level, it can be assumed that the European Central Bank will cut interest rates further to revive the economy.

The table below shows our GDP outlook by our regions.

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### OUTLOOK DEVELOPMENT OF GROSS DOMESTIC PRODUCT BY REGION<sup>1</sup>

Change in % compared to the previous year

	2025/26	2026/27
World	2.6	2.8
Germany	0.8	2.1
West	0.9	1.3
Russia	0.8	0.5
East	2.5	2.6

Real GDP growth. The values are based on the financial year. Source: own assumptions, based on Oxford Economics, among others.

<sup>1</sup> Outlook as of October 2025.

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## Outlook of METRO

The outlook is based on the assumption of stable exchange rates without further adjustments to the portfolio and before transformation costs. The geopolitical situation is expected to remain unchanged. The expectations for the further macroeconomic development are explained in the chapter on macroeconomic parameters. The relevant opportunities and risks that could influence the outlook are explained in the opportunities and risk report.

### Sales

The Management Board expects total sales growth of 3% to 6% for financial year 2025/26 (currency- and portfolio-adjusted; 2024/25: 6%, absolute sales of €32 billion). Growth will be driven by all segments. The segment Germany is forecast to grow within the guidance range; the segment West is assumed to grow below the guidance range. In view of persistently high volatility, sales in the segment Russia are expected to grow within the guidance range, while growth above the guidance range is likely in the segments East and Others.

### Earnings

Moreover, the Management Board anticipates a rise in adjusted EBITDA by €50 million to €150 million compared to financial year 2024/25 (basis of comparison from 2024/25: €1,192 million). The sales growth from sCore generally leads to EBITDA growth. Savings from cost efficiency measures are also having an effect. A significant increase is expected for the segment Germany, while the segments West and East are likely to expand moderately. In view of persistently high volatility, adjusted EBITDA in the segment Russia is expected to grow at a similar pace to the previous year. In view of non-recurring positive effects in financial year 2024/25, adjusted EBITDA of the segment Others is anticipated to decline moderately.

## 4 OPPORTUNITIES AND RISK REPORT

A prerequisite for the long-term success of our company is to identify opportunities and risks at an early stage and to exploit or manage them.

The Management Board of METRO AG bears overall responsibility for an effective risk management system (RMS) and an effective internal control system (ICS).

The RMS and the ICS of METRO are implemented by the Group Governance department based on the recommendations of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and the requirements of the audit standards 981, 340 and 982 of the Institut der Wirtschaftsprüfer in Deutschland e. V. (IDW, Institute of Public Auditors in Germany). The management systems consist of the elements described in the following:

### Risk management system and internal control system

#### Objectives of the RMS and ICS

The overarching objectives of the RMS and ICS are to protect assets and support sustainable growth for METRO. The RMS supports these objectives through systematic reporting on opportunities and risks. It facilitates informed decisions and creates transparency. The ICS supports the aforementioned objectives by creating reliable operational and financial processes in order to enhance the accuracy, completeness and timeliness of financial reporting in particular and compliance with laws and guidelines.

#### Organisation of the RMS and ICS

Group-wide RMS and ICS tasks and responsibilities are clearly defined and reflect our corporate structure. We combine centralised business management by the management holding company METRO AG with the decentralised responsibility of the local management of METRO national subsidiaries and the service companies that support the operational business. The group's Governance, Risk and Compliance Committee (GRC Committee) coordinates the risk management system, the internal control system, the compliance management system (CMS) as well as Internal Audit. This organisational structure is based on the governance elements identified in § 107 Section 3 of the German Stock Corporation Act (AktG). The GRC Committee is chaired by the Chief Financial Officer of METRO AG and regularly discusses methods and further developments of the aforementioned management systems. The structural and procedural organisation of the RMS and the ICS are clearly defined in the relevant guidelines and implemented throughout the group.

#### Risk management process

We only assume business risks if they are considered to be manageable and if the associated opportunities promise an appropriate increase in our value. We bear and manage the risks associated with the core processes ourselves. These core processes include the development and implementation of business models or the procurement of merchandise and services. Risks associated with supporting processes are mitigated within the group to the extent possible, or transferred to third parties where reasonable. We generally do not assume risks that are related neither to core nor to supporting processes. Risks assessed as probable are included in our corporate planning.

Risks are identified and assessed in the annual risk inventory for METRO AG and its subsidiaries. This is based on a group-wide standardised risk catalogue. In addition, business model-specific risks are supplemented locally.

All risks are classified according to standard criteria using quantitative and qualitative scales. One part of the assessment focuses on the loss potential, which includes negative effects on our business objectives. The key indicator in this regard is EBITDA. The other part of the assessment focuses on the probability of occurrence.

All risks are assessed with their potential impact at the time of the risk analysis and before potential mitigating measures (presentation of gross risks) as well as after deduction of the previously implemented measures (presentation of net risks). The central IT tool myGRC is used to identify and assess risks and to document key response measures. We generally assess risks over a prospective 1-year period; strategic risks cover at least the medium-term planning horizon of 3 years.

After the risks are identified and assessed by the companies, they are allocated by topic to the various functions within METRO and validated by the respective central process owners; if necessary, they are then adjusted and supplemented. Longer-term risks, for example related to climate change or political risks, are also taken into account by the relevant functional experts. These so-called functional risks are aggregated into consolidated risks using a scenario analysis based on statistical simulation techniques. In a further step, statistical simulation techniques are used to determine the risk aggregate on the basis of all the consolidated risks and compare the risk

aggregate with the equity of METRO AG to then derive the risk-bearing capacity. Before the proposal is submitted to the Management Board of METRO AG for authorisation, the consolidated risks as well as the risk aggregate are first validated and approved by the GRC Committee.

Systematically identifying and communicating opportunities is an integral part of METRO's corporate management. For this purpose, we study relevant trends and evaluate market, competition and location analyses. We also analyse the critical success factors of our business models and the relevant cost drivers of our company. The Management Board of METRO AG specifies the derived market and business opportunities as well as efficiency enhancement potential in the context of strategic as well as short-term and medium-term planning. It does so by engaging in a regular dialogue with the management of the group companies and units at the central holding company. The consolidated opportunities and risks are presented jointly to the GRC Committee and the Management Board.

### **Internal control system for financial and operational processes**

METRO's ICS defines group-wide minimum requirements for the design of the internal control system for financial and operational processes for METRO AG and its subsidiaries. Among others, these requirements cover the control design, control execution, the monitoring of the effectiveness of controls and reporting on effectiveness analyses. The METRO control framework, the control design, the control execution and documentation as well as the effectiveness analyses of the subsidiaries are also documented in the central IT tool myGRC.

### **SIGNIFICANT CHARACTERISTICS OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS RELATING TO FINANCIAL REPORTING**

In the following, we describe the significant characteristics of our internal control and risk management systems pursuant to § 289 Section 4 and § 315 Section 4 of the HGB with regard to financial reporting processes. The IFRS accounting guideline, which is applicable throughout the group and regularly updated, ensures uniform accounting procedures for the entire METRO group. The management of each major group company must submit a declaration for each quarterly and annual financial statement that confirms compliance with the guideline.

The separate financial statements of the group entities are primarily prepared using SAP-based accounting systems. Clearly assigned competencies and roles, with the involvement of the Global Solution Centers of METRO, ensure the appropriate functional separation for the recognition of ongoing transactions and the preparation of financial statements. A majority of group companies prepare their separate financial statements on the basis of standardised processes. Management of the respective company bears responsibility for the performance of internal controls in consideration of the minimum requirements that apply throughout the group.

METRO consolidates accounting-related data for the purpose of group reporting via the centralised consolidation system (CCH Tagetik). All consolidated group companies are integrated in this system. These companies use a uniform accounts table in accordance with the applicable group guidelines. Once the data have been transmitted from the separate financial statements to the consolidation system, they are subjected to an automated plausibility review in relation to typical contexts and dependencies. Furthermore, processes and controls are used in the preparation of the consolidated financial statements that ensure the completeness and verify the punctual and correct submission of data. They also avoid undesirable data changes and ensure the error-free execution of consolidation steps. To ensure data security in general, access to the financial reporting systems is regulated, among other things.

Compliance with group guidelines is monitored by Internal Audit using a risk-based approach.

### **Reporting on RMS and ICS**

All insights gained in the context of RMS, ICS and CMS reporting are included in the GRC reporting. It provides an overall view of the opportunity and risk situation of the group and an assessment of the effectiveness of the aforementioned management systems. The GRC report includes:

- the assessment of the management of METRO AG regarding the effectiveness of the management systems,
- the opportunity and risk profile of the group, and
- the recommendations on risk steering measures and the optimisation of the governance approach.

The Management Board regularly informs the Supervisory Board and the Audit Committee about issues relating to opportunities and risks. Twice a year, the Supervisory Board is provided with a written report on the organisation and focus of the RMS and ICS as well as the current opportunity and risk situation.

In the event of sudden, serious risks to the net assets, financial position or earnings position, an ad hoc reporting system is used to ensure that the Management Board of METRO AG receives all necessary information directly and without delay.

**Monitoring and improvement of the RMS and ICS**

The Supervisory Board of METRO AG is responsible for monitoring the governance management systems in accordance with § 107 Section 3 of the German Stock Corporation Act (AktG). GRC reporting in particular enables the Supervisory Board to fulfil its duties.

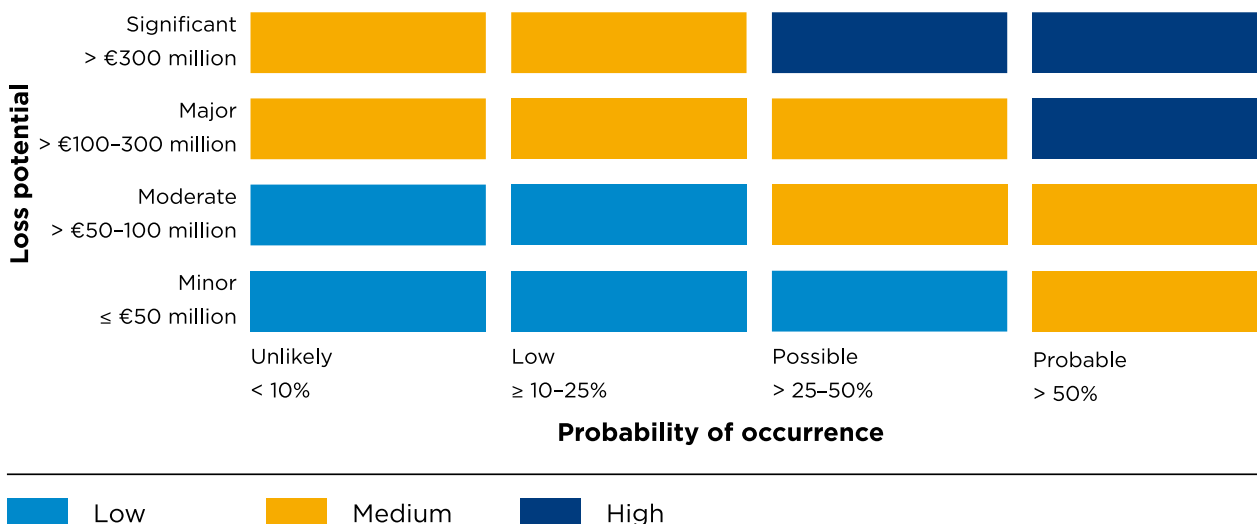
Key elements of the internal RMS and ICS monitoring include effectiveness checks performed by Internal Audit based on risk-oriented annual audit planning as well as self-assessments of the management systems by the Management Board based on GRC reporting.

The Group Governance department has implemented monitoring controls for RMS and ICS, which are performed by Group Governance and documented in the central IT tool myGRC.

**Description of the opportunity and risk situation**

Each consolidated risk analysis is based on a 4x4 matrix with regard to loss potential and probability of occurrence. The following risks are presented after taking risk mitigation measures into account (net consideration). Based on the loss potential and the probability of occurrence, a risk classification (low, medium, high) is derived for each consolidated risk:

**Risk matrix**



The stable portfolio of consolidated risks contains a total of 16 risks for financial year 2024/25. All risks are listed in the following overview:

Subject group	No.	Consolidated risks 2024/25	Loss potential	Probability of occurrence	Risk classification
Environment	#1	Strategic risks	Moderate	Low	Low
	#2	Macroeconomic and political risks	Significant	Possible	High
	#3	Interruption of business activities	Major	Possible	Medium
	#4	Security and safety risks	Minor	Possible	Low
Corporate responsibility	#5	Environmental and social risks	Major	Possible	Medium
Wholesale business	#6	Store operations and FSD risks	Major	Low	Medium
Real estate	#7	Real estate risks	Moderate	Possible	Medium
Suppliers and products	#8	Procurement risks	Moderate	Low	Low
	#9	Quality risks	Minor	Unlikely	Low
Supply chain	#10	Supply chain risks	Minor	Low	Low
Financials	#11	Financial risks	Major	Low	Medium
Transactions	#12	Transaction risks	Minor	Low	Low
Information technology	#13	Data risks	Moderate	Low	Low
Human resources	#14	Human resources risks	Minor	Low	Low
Tax, legal and compliance	#15	Tax risks	Minor	Possible	Low
	#16	Legal and compliance risks	Minor	Possible	Low

The changes in risks compared to Annual Report 2023/24 are presented in the net consideration.

As can be seen in the table, 1 of the 16 consolidated risks as of the reporting date was classified as high, 5 risks as medium and 10 risks as low. In the following, we go into detail about the opportunities and risks. We focus on those risks that are classified as high and medium, as well as on the changes during the reporting period.

**ENVIRONMENT**

**OPPORTUNITIES FROM A GLOBAL AND DIVERSIFIED BUSINESS MODEL**

METRO’s diversified country portfolio, which excludes excessive individual dependencies on specific countries, offers a competitive edge in the current economic situation compared to other, locally or regionally positioned market participants. The global positioning also allows METRO to react flexibly to changes in global supply chains, for example through the use of regional trading offices.

Likewise, the diversified multichannel business model is well positioned in the competitive context to meet the customers’ challenges. The increased cost-consciousness of customers is contrasted by the own-brand and price strategy for the store-based business. For customer groups suffering from resource shortages, the supplier business and the Ready-to-cook own brands are of particular interest.

**STRATEGIC RISKS (#1)**

Strategic risks include risks related to the group’s business model, the planning and implementation of projects, competitiveness and digitalisation. Missing significant trends in new sales formats and channels, as well as in our assortment and own-brand strategy, can represent an additional risk.

**OPPORTUNITIES FROM THE DEVELOPMENT OF BUSINESS AND POLITICAL CONDITIONS**

An improvement in the economic and political environment worldwide or in countries where METRO is present could have a positive impact on sales, costs and earnings. This could be achieved in particular by lowering trade barriers and through greater harmonisation in the European single market. METRO operates in a large number of countries where we could potentially benefit from these developments. Opportunities could also arise from a sustained positive geopolitical and macroeconomic development.

**MACROECONOMIC AND POLITICAL RISKS (#2)**

As a company with global operations, METRO is significantly exposed to the political and economic situations in the countries in which the group operates. Changes in political leadership or economic imbalances can jeopardise

METRO's business. The war in Ukraine continues to affect the safety of employees and customers as well as the integrity of the business and supply chains. METRO's continued presence in Russia entails economic, political and reputational risks. With regard to the business in Russia, risks arise from sanctions, counter-sanctions and government intervention in business operations to the point of potential expropriation as a result of the development of the war. Further business risks arise from more difficult access to international financial institutions as banks cut back their business with Russia.

Through disruptions to supply chains and trade restrictions, shifts in international trade policy as a result of US tariffs and measures against the EU as well as regional geopolitical tensions – for example in the Middle East – may have a negative impact on METRO's operations. In view of the international procurement and the strong presence in EU member states, this could give rise to risks for cost structures, supplier relationships and pricing strategies.

The European Commission is working on further measures to regulate the relationships between retailers and suppliers in the agricultural food chain. Amended directives as well as new transparency and reporting requirements may restrict contract design, price negotiations and payment terms. This may lead to reduced flexibility in operations, increased administrative workload and additional compliance costs.

Moreover, national measures to regulate households, for example through price interventions such as maximum profits or price caps, as well as tax increases may influence market conditions for METRO.

Continuous monitoring of the economic and political developments and a review of our strategic objectives allow us to respond to these challenges in a timely and appropriate fashion.

– **For more information about our assessment of the development of the economic environment, see chapter 3 outlook report.**

#### INTERRUPTION OF BUSINESS ACTIVITIES (#3)

Our business may be affected or interrupted by natural disasters or failure of our IT systems. Potential cyberattacks receive particular attention in this regard. Depending on the severity of the attack, important business processes such as purchasing, sales and communication between different METRO units could be impaired. IT systems for online retailing must be continuously available, as these systems are a prerequisite for unlimited access outside normal store opening times.

As part of a cyber resilience programme, measures to prevent, detect and respond to cyberattacks are being continuously developed or enhanced to reflect the threat situation and integrated into business processes. For all IT security measures, the overriding goal is to ensure operational reliability at all times, or to restore it as quickly as possible.

Professional crisis management, for example by means of business continuity management, allows for a rapid crisis response and thereby ensures the protection of our employees and customers. This includes communication and evacuation plans, training measures and specific instructions. We insure ourselves against the loss of tangible assets and any impending loss of sales or profits resultant from business interruptions wherever it is possible and reasonable.

#### SECURITY AND SAFETY RISKS (#4)

Security risks include criminal activities, terror and unrest, as well as the issue of operational safety or danger to life and limb due to lacking or inadequate safety measures. The impact of the war in Ukraine is discussed under risk #2 'Macroeconomic and political risks'.

### CORPORATE RESPONSIBILITY

#### OPPORTUNITIES FROM SUSTAINABLE BUSINESS PRACTICES

Our society is more exposed than ever to economic, environmental, social and cultural challenges. Similarly, we experience that sustainability is the key to transforming these challenges into opportunities. METRO operates an active sustainability management system in order to enshrine sustainability systematically in its core business. Our focus here lies in reducing CO<sub>2</sub> emissions and food waste, which we are advancing by, among other things, expanding energy-saving infrastructure and logistics, launching a new supplier commitment programme to reduce greenhouse gas emissions in the supply chain and adapting the assortment and packaging. By ensuring environmental and social standards through the use of responsible supply chain management, we strengthen the resilience of our supply chains and, at the same time, promote local structures. Our sustainability efforts are assessed as part of ratings to create transparency for investors and other interested parties.

## ENVIRONMENTAL AND SOCIAL RISKS (#5)

In the context of sustainability management, we attach importance to the application of human-rights- and environment-related due diligence.

Additional legal obligations, such as those relating to deforestation-free supply chains (European Deforestation Regulation) or the German Supply Chain Due Diligence Act (LkSG), create risks from breaches of national and European requirements due to potential non-compliance with environmental and social aspects. In addition to fines and damage to reputation, falling short of environmental and social targets and obligations can also lead to limited access to financing instruments. This also results in potential risks to the stability of our supply chains.

Further risks result from planned EU directives on reducing the ecological footprint, new packaging regulations, potential plastic taxes, extended manufacturer responsibility and new labelling requirements for own brands.

To mitigate these risks, METRO has taken comprehensive measures, such as continuous monitoring and implementation of legislation already enacted.

- **For more information about our social responsibility and environmental protection activities, see chapter 5 sustainability report.**

## WHOLESALE BUSINESS

## OPPORTUNITIES FROM DIGITALISATION AND INNOVATION

METRO is focused on identifying and addressing future challenges of its customers at an early stage in a volatile environment. Innovations and digitalisation are areas with excellent potential for realising increases in value. We are convinced that progressing digitalisation will increasingly shape the future of the retail and wholesale industry as well as business processes. This may give rise to new business models, which in turn may present a variety of opportunities.

As part of our sCore strategy, we have defined a clear digitalisation ambition in the form of a 40% digital sales share. In this context, our focus is on digitalisation initiatives that are geared towards our core customer groups HoReCa and Traders. We partner with the DISH Digital Solutions business unit to provide our customers with digital solutions, such as the DISH (Digital Innovations and Solutions Hospitality) platform. With DISH Digital Solutions, we see significant opportunities to benefit from faster digitalisation in the HoReCa and Traders sectors as well as in other business areas. With our METRO DIGITAL business unit, we continue to digitalise our core business. METRO DIGITAL develops, optimises and supports all digital solutions used by our customers and us, such as our apps METRO Companion or M-Shop. These digital solutions provide opportunities for METRO to set itself apart from the competition.

## OPPORTUNITIES FROM CUSTOMER FOCUS

METRO has a clear focus on wholesale and B2B customers. By measuring customer satisfaction, for example by means of the established Net Promoter Score and the systematic collection and evaluation of customer suggestions, we are able to identify potential areas to improve the shopping experience and delivery as well as general trends. We are continuing to develop our multichannel approach within the framework of our sCore strategy. To this end, we are expanding the delivery business and bolstering our e-commerce activities with the METRO MARKETS online marketplace. Our goal is to be the partner of choice for our customers by offering METRO solutions that cover all aspects of their business. Our various strategic projects aim at further improving our purchasing and sales processes and at creating additional value for our customers. The goal is to ensure the ongoing value of assets, thereby mastering the challenges faced by our business model.

## STORE OPERATIONS AND FSD RISKS (#6)

The markets in which we operate are characterised by rapid changes and fierce competition. Lack of collection, analysis and use of customer data, uncompetitive pricing, missing digitalisation or an insufficient level of service may cause us to fail to meet customer needs and thus jeopardise our growth and profitability targets.

Inadequate market and FSD processes can lead to inefficiencies which have a particularly negative impact on inventory levels, profit margins and customer satisfaction. To counter these risks, we develop country-specific strategy plans derived from the group sCore strategy that are aligned with the respective local circumstances and customer requirements.

We strive to have a holistic partnership with our customers to address the needs of professional customers. This includes the expansion of our delivery business, the continuous transformation of our stores into multichannel fulfilment centres, further development of our franchise concept in selected markets, the METRO MARKETS online marketplace and digitalisation initiatives for our customers on DISH.

## REAL ESTATE

### OPPORTUNITIES FROM INCREASE IN VALUE

We see potential for value increases of our companies in improved facility management for the real estate in our portfolio and possible development projects. In addition, there are opportunities in making selected use of unused land. In several countries, sections of land have already successfully been leased to third-party providers. Opportunities present themselves moreover for installing or leasing out photovoltaic installations on disused land, which brings both environmental and economic benefits.

### REAL ESTATE RISKS (#7)

Delays in repair and maintenance work could lead to legal infringements and real estate impairments as well as reputational damage. We mitigate these risks with strategic and operational real estate management by performing not only value and earnings calculations, but also forward-looking investment planning. We take decisive action to prevent potential accidents and damage to the health of customers, suppliers and employees, thus ensuring a safe and healthy environment. In addition, we conduct risk assessments and specify clear sets of rules and procedures. We support implementation through frequent training, internal controls such as regularly scheduled safety and occupational safety inspections as well as external controls such as stability inspections.

Even though the energy markets have currently stabilised, it cannot be ruled out that energy costs will rise again in the future. Extensive energy efficiency measures were implemented in order to decrease consumption and the associated costs. New photovoltaic installations are being commissioned in addition.

More stringent legislation regarding environmental standards such as the German Buildings Energy Act (GEG) could lead to higher costs in various areas of construction and energy management, for example through the early exchange of cooling systems.

In addition, real estate risks in connection with our Russian national subsidiary are addressed under the general sanctions risks in #2 'Macroeconomic and political risks'.

## SUPPLIERS AND PRODUCTS

### OPPORTUNITIES FROM SUSTAINABLE PROCUREMENT

Alongside quality and safety, the environmental and social sustainability of the products and their production processes are increasingly gaining importance for us and more and more customers. We aim to ensure resource-friendly production as well as socially acceptable working conditions within our procurement channels. METRO pursues a group-wide cross-product purchasing policy that applies to all products and includes additional requirements for critical raw materials to ensure sustainable and responsible supply chain and procurement management.

– **For more information about our social responsibility and environmental protection activities, see chapter 5 sustainability report.**

### OPPORTUNITIES FROM HIGHER OWN-BRAND PENETRATION

Own brands are a central element in METRO's strategy to increase the success of our customers. With our own brands, we can provide high quality at lower prices, thus simultaneously increasing our customers' profitability as well as our own. Potential economic constraints and increased price pressure on our customers, for example as a result of inflation, could increase demand for own brands and thus have a positive effect on METRO's profitability.

### PROCUREMENT RISKS (#8)

Production downtimes, disruptions of the supply chains and international price fluctuations for raw materials and energy prices as a result of geopolitical instability can cause unavailability of goods, interruptions of supply chains and unexpected price fluctuations with a destabilising effect on our business and that of our partners.

In order to mitigate these risks, METRO is launching projects to support the purchasing activities of the national subsidiaries via bundling, thereby strengthening partnerships with suppliers and ensuring the availability of goods and their competitiveness. This is facilitated by the optimisation of our assortment and development of our own brands. By selectively adding further suppliers and strategically spreading our procurement volume, we are reducing our dependence on individual suppliers and increasing our security of supply. Thanks to our global coverage, we are in a position to find suitable alternative supply sources for key products. When we renegotiate expiring contracts, we try to compel suppliers to be sufficiently prepared so that supply continuity can be ensured in the event of force majeure. We pay special attention to all specific price components to prepare for negotiations in an effort to obtain better purchasing prices.

**QUALITY RISKS (#9)**

Quality risks include risks related to the quality of the offered products, transport and storage, if they lead to an impairment of the quality of goods or food safety.

**SUPPLY CHAIN****SUPPLY CHAIN RISKS (#10)**

Risks in the supply chain include aspects such as the reliability of suppliers, inventory management of our goods, the management of logistics and transport service providers, and cost developments in the logistics market.

**FINANCIALS****FINANCIAL RISKS (#11)**

Without timely countermeasures, unexpected external influences on our business activities or other changes in the business environment could potentially result in us missing our target figures. In addition, delayed recognition of such changes could lead to us making wrong business decisions. We mitigate these risks by interlocking strategic planning and the budgeting process closely, carrying out very close monitoring of budget compliance, defining effective internal controls and intensively involving the supervisory bodies.

Furthermore, potential defaults by commercial partners and customers represent a financial risk. In order to minimise the credit risk of receivables from our customers, we decide on the amount of the granted payment terms based on comprehensive internal scoring – and external information, if available.

We reduce the credit risk for external investments with banks by setting limits based on ratings and credit spreads. By continuously monitoring the entire receivables portfolio, we ensure a risk-adequate adjustment of our customers' payment terms and the investment limits with banks at all times.

A potential downgrade of our rating from the current level would lead to higher borrowing costs. As a result of the acquisition of a majority interest by EPGC, METRO became part of the EP Group. This membership mitigates this risk, because METRO is given strategic significance within the EP Group.

Furthermore, METRO is subject to price risks, liquidity risks, credit risks and cash flow risks.

- **For more information about financial risks and their management, please see the notes to the consolidated financial statements in no. 38 – management of financial risks.**

**TRANSACTIONS****OPPORTUNITIES FROM INCREASED EFFICIENCY AND PORTFOLIO SIMPLIFICATION**

Focusing on wholesale offers the opportunity to harness efficiency potential along the value chain and increase our operational performance, which can have a positive impact on future business development. Collaborations (even if they are purely contractual) can help us reduce operational cost or give our customers access to innovative products.

The country portfolio is regularly assessed with regard to the feasibility of a local market leadership and the attractiveness of the respective markets.

**OPPORTUNITIES FROM MARKET CONSOLIDATION AND ACQUISITIONS**

In the future, METRO will continue to focus on investments to strengthen its wholesale business. We want to use this to improve, solidify and expand our position in numerous markets. We expect that the consolidation of the wholesale stores in many of our portfolio countries will continue. For example, METRO strengthened its position in the system gastronomy in fiscal year 2024/25 by acquiring GVS Group. The existing minority interests held by METRO offer the opportunity for additional increases in value if, for example, start-up companies were to develop better than expected.

**TRANSACTION RISKS (#12)**

The transaction risks include all risks arising from the acquisition and disposal of companies (or company shares). These include legal and tax risks as well as guarantees and non-recurring and residual costs. Subsequent liability risks may arise for CECONOMY AG in conjunction with the demerger of the METRO GROUP in 2017.

**INFORMATION TECHNOLOGY****DATA RISKS (#13)**

Data risks include risks related to data protection and data security as well as risks related to the accuracy, completeness and availability of data necessary to ensure successful use of the group's own data. Data theft or manipulation by unauthorised parties as part of cyberattacks can also lead to violations of data protection laws and thus to fines and reputational risks. In addition, risks arise from human misconduct, misused identities as well as

potential weaknesses in internal processes or at external partners, which may lead to data losses, IT disruptions or compliance violations.

The risk in terms of the potential loss has increased from 'minor' ( $\leq$  €50 million) to 'moderate' ( $>$  €50–100 million). The adjustment results from the implementation of various internal initiatives, which have significantly improved the transparency of financial risk exposure and enable potential impacts to be identified and assessed more clearly. At the same time, the probability of occurrence has declined from 'possible' ( $>$  25–50%) to 'low' ( $\geq$  10–25%), since the ongoing implementation of appropriate measures is already having a preventive effect and is sustainably improving risk steering.

## HUMAN RESOURCES

### HUMAN RESOURCES RISKS (#14)

Human resources risks include risks related to the organisational structure of human resources, recruitment and retention of staff, appropriate remuneration, preparation and processing of a legally compliant payroll system and the exit process. Beyond that, risks related to corporate culture are also considered.

## TAX, LEGAL AND COMPLIANCE

### TAX RISKS (#15)

Tax risks can primarily arise in relation to the assessment of financial matters by the tax authorities (including transfer price issues). Additional risks may result from differing interpretations of sales tax (VAT) regulations.

### LEGAL AND COMPLIANCE RISKS (#16)

Legal and compliance risks include risks related to antitrust law, corruption, fraud, money laundering and unfair trade practices, as well as general legal risks. The probability of occurrence has risen from 'low' ( $\geq$ 10–25%) to 'possible' ( $>$ 25–50%) due to increasing regulatory activity.

## Management's overall assessment of the opportunity and risk situation

The Management Board and the Supervisory Board of METRO AG are regularly informed about the company's situation in terms of opportunities and risks. To evaluate the current situation, we do not consider the risks in isolation. Instead, we also analysed the interdependencies according to their impact. Our assessment indicates that the overall risks do not endanger the risk-bearing capacity. For a period of 1 year after the closing date, the identified individual and cumulative risks do not represent any risks that could jeopardise the continued existence of the company. We are confident that METRO's earnings performance offers a solid foundation for the sustainable positive development of our business and the utilisation of numerous opportunities. The Management Board of METRO AG currently does not expect any fundamental change in the opportunities and risk situation.

## 5 SUSTAINABILITY REPORT

### Introduction

This chapter presents the combined group sustainability statement of METRO AG (also referred to below as the sustainability report). The sustainability report was prepared in accordance with §§ 315b and 315c of the German Commercial Code (HGB) for a consolidated non-financial statement and §§ 289b to 289e HGB for a company non-financial statement and Article 8 of EU Taxonomy Regulation (EU) 2020/852.

The sustainability report was prepared in accordance with the European Sustainability Reporting Standards (ESRS) for the first time, which were used as a framework according to § 289d HGB. As all of the matters discussed apply equally to METRO AG and the group, no separate framework pursuant to § 289d HGB was used for the parent company.

METRO AG notes the general uncertainties particularly with regard to matters of interpretation in the initial application of the ESRS and in the use of the ESRS as a framework for non-financial statements.

In this sustainability report 9 data points have not been reported in accordance with the ESRS and have been omitted due to insufficient data quality and/or inaccurate estimation methods. We aim to continuously improve the data quality of the metrics.

Data point omitted	ESRS reference
Materials and products used (including the share of sustainably sourced materials and the share of recycled components)	ESRS E5-4 § 31a-c
Rates of recyclable content in products and their packaging	ESRS E5-4 § 36c
Total amount of waste generated, with a breakdown between waste directed to disposal, waste directed to reuse, and hazardous and non-hazardous waste.	ESRS E5-5 § 37a-d, 39

The sustainability report includes the 5 non-financial matters required by § 315c in conjunction with § 289c HGB. The ESRS topical standards identified as material at METRO can be mapped to the 5 non-financial matters as follows:

Matters pursuant to § 289c Section 2 HGB	Chapter in sustainability report
Environmental matters	Climate change, resource use and circular economy
Employee matters	Own workforce
Social matters	Workers in the value chain
Human rights	Workers in the value chain
Combating corruption and bribery	Business conduct

The sustainability report is largely based on the architecture of ESRS standards. For a better overview, the Disclosure Requirements are referenced next to the corresponding chapter headings.

In accordance with ESRS 1.119, the disclosures on the experience and diversity of the members of the Supervisory Board of METRO AG in ESRS 2 GOV-1 are incorporated by reference to the corporate governance statement of METRO AG.

### General disclosures (ESRS 2)

#### Basis for preparation

##### GENERAL BASIS FOR PREPARATION OF SUSTAINABILITY STATEMENTS (BP-1)

The sustainability report was prepared on a consolidated basis in the same way as the consolidated financial statements. The following disclosures relate to METRO AG and the METRO group (METRO) with its fully consolidated group companies pursuant to §§ 315b and 315c HGB in conjunction with § 289e HGB. A list of consolidated

companies is available in the notes to the consolidated financial statements for financial year 2024/25 (ESRS 1.123). The reporting period covers financial year 2024/25 from 1 October 2024 to 30 September 2025.

The sustainability report is based on the double materiality assessment required under ESRS 1, which identified METRO's material impacts, risks and opportunities (IROs) with respect to environmental, social and governance matters (ESG). METRO's upstream and downstream value chain were also taken into account.

The option to omit information on grounds of confidentiality, impending innovation or matters in the course of negotiation was not used.

#### **DISCLOSURES IN RELATION TO SPECIFIC CIRCUMSTANCES (BP-2)**

For its IRO analysis, METRO uses the time intervals set out in ESRS 1 (section 6.4): short-term ( $\leq 1$  year), medium-term (1–5 years) and long-term ( $> 5$  years).

METRO makes use of the transitional provision stipulated in the ESRS with regard to presenting comparative information and refrains from presenting previous-year figures in the first reporting period.

In general, it should be noted that forward-looking data and information always involve a degree of uncertainty and are inherently limited. Information on quantitative metrics and, if available, monetary amounts, including those related to the upstream or downstream value chain, and information on sources of outcome uncertainty are disclosed along with the corresponding metrics for each topical standard.

For companies whose business activities were assessed as neither emission-intensive nor energy-intensive, greenhouse gas emissions and energy consumption are determined using estimation methods. For Scope 3 greenhouse gas emissions (see chapter E1-6) related to the upstream and downstream value chain, indirect sources were used along with direct sources. The metrics related to food waste include estimated values (see chapter E5-3). In addition, estimation methods and simplifications are used in calculating the rate of reportable work-related accidents (see chapter S1-14) and remuneration metrics (see chapter S1-16). The aforementioned disclosures are therefore subject to a higher degree of measurement uncertainty. Estimation methods and simplifications, including the sources of the information used (such as third-party providers or industry averages), are indicated in the relevant sections of this sustainability report, where applicable.

The whole sustainability report was subject to a limited assurance engagement. Unless otherwise specified, the metrics in the sustainability report were not subject to any other external audit.

### **Governance**

#### **THE ROLE OF THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES (GOV-1)**

METRO AG's management and supervisory bodies are the Management Board and Supervisory Board.

The Management Board manages METRO AG's affairs, determines its strategic focus and associated objectives and is responsible for implementing the corporate strategy. As of 30 September 2025, the Management Board was composed of 4 members including 1 female member. The percentage of female members of the Management Board remained consistent throughout the financial year at 25%.

The Supervisory Board of METRO AG appoints members of the Management Board, advises the Management Board and monitors its management continuously. It is composed of 10 members elected by the Annual General Meeting and 10 members elected by the own workers. Of the 10 own workers' representatives on the Supervisory Board, 7 are own workers of METRO Deutschland GmbH and 3 are trade union representatives. As of 30 September 2025, there were 7 female members of the Supervisory Board; the percentage of female members remained consistent throughout the financial year at 35%.

As of 30 September 2025, the percentage of independent members of the Supervisory Board was 45%. Under the German Corporate Governance Code, members of the Supervisory Board are considered independent if they are independent from the company, its Management Board and any controlling shareholder. Of the shareholders on the Supervisory Board, 60% are independent. The percentage of independent members on the Supervisory Board as a whole is lower, as 7 of the own workers' representatives are employed by a METRO AG subsidiary and therefore classed as dependent.

The table below provides disclosures on the diversity of members of the Management Board as well as their relevant experience with respect to METRO AG's sectors, products and geographic locations, based on a self-assessment. The geographic locations are those used in METRO's segment reporting.

**MANAGEMENT BOARD OF METRO AG – DISCLOSURES ON DIVERSITY AND EXPERIENCE**

		<b>Dr Steffen Greubel</b>	<b>Guillaume Deruyter</b>	<b>Christiane Giesen</b>	<b>Eric Riegger</b>
<b>Appointed on</b>		1/5/2021	1/6/2024	15/9/2022	1/2/2024
<b>Diversity</b>	Gender	M	M	F	M
	Born in	1973	1970	1975	1975
	Nationality	German	French	German	German/ American
<b>Relevant experience, expertise and skills</b>					
<b>Geographical locations</b>	Germany	x	x	x	x
	West	x	x	x	x
	Russia	x	x	x	x
	East	x	x	x	x
<b>Sectors and products</b>	Food-based wholesale	x	x	x	x
	Food Service Distribution	x	x	x	x
	Digital solutions	x	x	x	x
<b>Sustainability</b>	Environmental	x	x	x	x
	Social	x	x	x	x
	Compliance/ Governance	x	x	x	x

The Supervisory Board of METRO AG has adopted a skills profile as part of its own diversity policy; its validity is reviewed annually. The composition of the Supervisory Board and its competences are shown in the table below. In addition to the table, please refer to the corporate governance statement of METRO AG for further information on the Supervisory Board of METRO AG.

**SUPERVISORY BOARD OF METRO AG – DISCLOSURES<sup>1</sup> ON DIVERSITY AND EXPERIENCE**

<b>Diversity</b>	Gender	13 male, 7 female
	Born in	1959–1998
	Nationality	British, German, Italian, Dutch, Swedish, Swiss, Czech
<b>Relevant experience, expertise and skills</b>		
<b>Internationality</b>	International experience, in particular Eastern and Western Europe	XX
	(Food wholesale) trade	XXX
<b>Sector-specific expertise</b>	Mergers and acquisitions (M&A)	XX
	Digitalisation/technology	X
	Supply chain	X
<b>Strategic managerial and financial expertise</b>	Human resources, corporate co-determination	XXX
	Corporate leadership	X
	Accounting, statutory audit, internal control procedures	X
<b>Sustainability</b>	(Environmental and social) sustainability matters that are significant for METRO	X
	Compliance/Governance (corporate governance)	X

<sup>1</sup> xxx = more than 10 members, xx = 6–10 members, x = 1–5 members.

The Management Board of METRO AG is the company's central decision-making body. In this capacity, it manages METRO's affairs, defines the strategy and implements it in coordination with the Supervisory Board. Committed to the interests of the company, the members of the Management Board are responsible for overall management and make decisions on fundamental matters of business policy and corporate strategy. They also determine the company's objectives, corporate planning, group management, group financing and management development. In doing so, the individual members of the Management Board are responsible for the remits assigned to them, while retaining overall responsibility. The Management Board is also responsible for METRO's sustainability performance. Its remit includes adopting the company's reportable material sustainability matters as well as the associated actions and targets for addressing the identified material impacts, opportunities and risks. The Management Board's schedule of responsibilities governs its members' remits. As such, the Chief Executive Officer is the member of the Board responsible for sustainability and particularly for the strategy.

The Labour Director is responsible for employee-related matters. Risk management, which includes sustainability-related opportunities and risks, falls under the remit of the Chief Financial Officer. Departments with the necessary expertise and skills in sustainability and aspects of corporate governance support and inform the members of the Management Board.

The Management Board of METRO AG has established 3 committees that support it by managing and monitoring sustainability-related matters. These are the Commercial Board, the ESG Peer Group and the GRC Committee. More details on the tasks and reporting lines of each committee are provided in section GOV-2.

In its capacity as a supervisory and advisory body, the Supervisory Board monitors decisions on the definition and implementation of the sustainability strategy and targets, and advises the Management Board on sustainability issues. In line with the Supervisory Board's Code of Procedure, its Audit Committee prepares its consultations and resolutions on financial and sustainability reporting. The Audit Committee also deals with matters relating to accounting, risk management and compliance. This includes monitoring the financial reporting process and the effectiveness of internal control, audit and compliance systems including anti-fraud measures. Members of the Supervisory Board are responsible for their own continuous professional development in sustainability-related subjects. Their expertise (see the above table concerning the diversity and experience of the Supervisory Board) also covers areas such as material sustainability-related impacts, risks and opportunities. Where necessary, newly

elected members are brought up to speed with sustainability matters during their onboarding. Several shareholder representatives have sustainability-related experience, for example through their work as ESG committee chairs in other companies.

#### **INFORMATION PROVIDED TO AND SUSTAINABILITY MATTERS ADDRESSED BY THE COMPANY'S ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES (GOV-2)**

As explained in section GOV-1, 3 committees – the Commercial Board, the ESG Peer Group and the GRC Committee – support the Management Board of METRO AG in managing and monitoring sustainability-related matters. At quarterly meetings, the Management Board is informed of any issues arising from the impacts, risks and opportunities discussed in the committees and identified in the double materiality assessment. The implications can then be incorporated into METRO's strategy and its risk management process.

In matters relating to global commercial activities, the Management Board is supported by the Commercial Board, which is also responsible for sustainability reporting and advice. The Commercial Board is composed of all members of the Management Board, the Executive Vice Presidents, and the CEOs of the largest national subsidiaries.

The ESG Peer Group, which meets quarterly as a steering committee for sustainability matters, is involved in developing sustainability-related policies, actions, targets and metrics for material IROs. It is composed of senior representatives from core functions such as purchasing, food service distribution, human resources, legal affairs and supply chain, and defines the strategic sustainability framework and ESG-related targets that apply across the group. The results of the ESG Peer Group's work are usually presented to the Management Board quarterly at the Commercial Board meeting, for information, consultation or decision-making.

The GRC Committee, chaired by the Management Board, meets twice a year to discuss all risks and opportunities identified in the METRO group and to implement the corresponding actions. It also helps the Management Board with due diligence. During the reporting period, all material IROs from the materiality assessment were incorporated into METRO's consolidated risks and opportunities. The half-yearly GRC report informs the Management Board about risks and opportunities. The report is presented to the Audit Committee at its meetings.

Sustainability matters arising from IROs identified as material, such as possible guidelines, actions and targets, are reported to the Supervisory Board twice a year as part of its regular meeting schedule and agenda and incorporated into the sustainability strategy.

The Audit Committee, which also deals with sustainability reporting on an ad hoc basis, receives information on sustainability-related matters every 6 months. In addition, the Supervisory Board and the Audit Committee review the sustainability report annually at their meeting to finalise the consolidated financial statements.

#### **INTEGRATION OF SUSTAINABILITY-RELATED PERFORMANCE IN INCENTIVE SCHEMES (GOV-3)**

To promote the achievement of ESG targets in the strategic action areas of climate and carbon; ethics and trust; and equality, inclusion and well-being, selected sustainability metrics are integrated into the Management Board's long-term variable remuneration (long-term incentive, LTI). The target parameters are set by the Supervisory Board, whose Presidential Committee assists by preparing the relevant resolutions.

The target values for the annually granted LTI tranches are usually set at the end of the financial year preceding the grant date. The performance period for each tranche is 3 years, with a total term of 4 years. Sustainability targets are included in the long-term variable remuneration with a weighting of 20% relative to the target amount.

For the tranche 2024/25 granted in the reporting period, the sustainability targets are based on a 27% reduction in carbon emissions (Scopes 1 and 2 – own business activities) and a 28% reduction in food waste compared with the base year 2021/22. Both targets are weighted at 10% each and contribute to the achievement of the long-term target of METRO AG to be climate-neutral by 2050. Payment vests after the 4-year term of the tranche ends, usually at the start of the following financial year.

In the reporting period, the proportion of granted variable target remuneration contingent on the 2 sustainability targets was 12%. However, as the term of the first LTI tranche to include ESG targets does not end until 30 September 2026, the total remuneration recognised in the current period did not include a proportion linked to sustainability targets.

Members of the Supervisory Board of METRO AG receive no variable remuneration. Their total remuneration is therefore independent of sustainability targets.

#### **STATEMENT ON DUE DILIGENCE (GOV-4)**

The table below shows the core elements of due diligence and indicates where each element is integrated in METRO's sustainability report.

Core elements of due diligence	Paragraphs in the sustainability report
Embedding due diligence in governance, strategy and business model	ESRS 2 GOV-1
	ESRS 2 GOV-2
	ESRS 2 GOV-3
	ESRS 2 SBM-3
Engaging with affected stakeholders in all key steps of the due diligence	ESRS 2 GOV-2
	ESRS 2 SBM-2
	ESRS 2 IRO-1
Identifying and assessing negative impacts on people and the environment	ESRS 2 IRO-1
	ESRS 2 SBM-3
Taking action to address negative impacts on people and the environment	Disclosures on actions in topical standards
Tracking the effectiveness of these efforts and communication	Disclosures on targets in topical standards

**RISK MANAGEMENT AND INTERNAL CONTROLS OVER SUSTAINABILITY REPORTING (GOV-5)**

To assess and manage its own risk exposure, METRO uses a structured risk management system based on generally accepted standards such as COSO ERM, ISO 31000 and German auditing standard IDW AuS 981. Risks are assessed based on their likelihood and potential severity, both gross and net, and assigned to a risk class using the METRO risk matrix. Sustainability risks are integrated into METRO’s company-wide risk management system.

In addition, internal control mechanisms are in place to ensure the quality and integrity of sustainability reporting. Relevant risks in the sustainability reporting process include the inaccuracy of reported information – for example due to incorrect data, estimation uncertainties, delays in data collection or lack of availability – which can result in non-compliance with regulatory requirements and standards.

To mitigate the identified risks, METRO has established standardised processes for compiling and validating the data points obtained from the double materiality assessment (section IRO-1). These processes are still being developed and will be continuously ongoing.

The processes are gradually being integrated into the existing ICS. In the next reporting period, control mechanisms will be gradually transferred to METRO’s ICS and additional controls will be put in place as necessary. METRO’s GRC Committee, Management Board, Supervisory Board and Audit Committee receive half-yearly reports informing them about the results of the risk assessment and the effectiveness of internal controls.

**Strategy**

**STRATEGY, BUSINESS MODEL AND VALUE CHAIN (SBM-1)**

METRO is an international food wholesaler that does business in over 30 countries, mainly in Europe and Asia. See chapter ESRS S1 for the number of own workers in the regions.

METRO pursues a multichannel approach that dovetails store-based wholesale trade, delivery business (Food Service Distribution, FSD) and digital solutions. METRO’s core customer groups are HoReCa and Traders. HoReCa includes, for example, hotels, restaurants, caterers and bars, cafés and canteen operators. Traders include small food retailers and kiosks. METRO helps customers navigate their business challenges more effectively by going beyond the sale of products (food and non-food) to provide services like delivery and digital solutions (for example checkout solutions and reservation systems for the hospitality industry).

The increased focus on wholesale is a key component of the sCore growth strategy. Further information on this can be found in the chapter objectives and strategy of the annual report. METRO’s strategy is geared towards long-term, profitable growth aimed at increasing the company’s value. Key figures were defined to measure strategic progress and evaluate the elements of the strategy. Alongside financial management indicators, METRO factors non-financial performance indicators into its strategic management system. One focus in this respect is sustainability metrics, such as the reduction of carbon emissions and food waste. These indicators are core components of METRO’s sustainability strategy.

METRO’s sustainability strategy covers environmental (E), social (S) and governance (G) matters that both shape the business and may be influenced by its activities. Here is an overview of the content and objectives of the 3 action areas in the ESG strategy:

- **Climate and carbon:** METRO is committed to reducing emissions and waste in its own business operations and helping to decarbonise the value chain and the food sector with targeted action.

- **Ethics and trust:** METRO ensures safe and fair working conditions in its own business operations and promotes supply chains that act ethically and transparently while respecting human rights and environmental compatibility. METRO also strives continuously to improve its corporate governance. The company is to stand out for integrity, transparency and sense of responsibility, and to embed these principles in its business processes and decision-making structures.
- **Equality, inclusion and well-being:** in line with METRO's commitment to diversity, equal opportunities and inclusion, and based on the understanding that the own workforce is pivotal to the company's success, METRO attaches great importance to promoting health and well-being. METRO is also seeking to increase the percentage of women in management positions.

Integrating the sustainability strategy into the sCore growth strategy requires the company to combine responsible use of resources with ambitious growth. As such, improving the aforementioned sustainability metrics is a key challenge. To achieve these goals, actions are taken to improve energy efficiency, reduce food waste, and decarbonise. These actions are outlined in chapters ESRS E1 and ESRS E5. Overall, METRO plans to invest up to €100 million a year in projects to reduce emissions and energy costs. Detailed information on targets and actions related to specific sustainability matters are provided in the chapters on each topic. In the coming reporting period, METRO will enhance its ESG strategy with a focus on material impacts, risks and opportunities, and align its strategic action areas more closely with the results of the double materiality assessment.

#### BUSINESS MODEL AND VALUE CHAIN

METRO's business model (more detailed information can be found in chapter 1 Principles of the group, section 1.1 Group business model) is wholesale via multiple sales channels, in particular bricks-and-mortar wholesale stores and delivery (FSD), coupled with a range of digital solutions tailored to the needs of our professional HoReCa and Trader customers. The core of our business model is the sale of products for professional use. The product portfolio, with a growing share of own brands, focuses on food and is complemented by non-food products. Products and services that are particularly important for the above-mentioned sustainability objectives are food products (ultra-fresh, dairy products), as well as digital services to boost efficiency in hospitality businesses and energy-efficient solutions for hospitality and retail.

As METRO is a wholesaler, the upstream value chain is a key component of this. Accordingly, the most important component of the upstream value chain is the suppliers who manufacture, store and transport our products. They supply us based on the needs of our professional customers,

The products then enter METRO's infrastructure and are offered for sale in stores and depots. So the storage and transport of our goods for sale is also instrumental to the value chain. A network of warehouse sites and a corresponding delivery fleet is available for this purpose.

Once the goods have been transferred to our professional customers, they are passed on to consumers in processed form (mainly by HoReCa customers) or in their original form (mainly by Trader customers). As an international food wholesaler, METRO provides various solutions (for example digital services) to help its professional customers implement their business models.

#### INTERESTS AND VIEWS OF STAKEHOLDERS (SBM-2)

METRO stays in touch with stakeholders to gather their ESG-related views and expectations of the company's business activities in general. Our key stakeholders include customers, own workforce, suppliers and business partners, investors, associations and non-governmental organisations (NGOs) as well as policymakers and public authorities.

This dialogue provides a foundation for mutual understanding and feed into the ongoing development of the company when it comes to sustainability-related topics. Stakeholders are engaged through various forums such as customer and employee surveys, supplier conferences, and committee meetings in professional associations. The departments concerned take relevant findings into account when dealing with specific issues. Engagement with key stakeholders is part of the double materiality assessment and is discussed in section IRO-1.

METRO maintains an ongoing dialogue with its employees and their advocacy groups to gather and take account of their interests, views and rights. In countries with existing works councils, other advocacy groups or trade unions, dialogue between employer and own workers' representatives takes place in various formats.

METRO also fosters dialogue and cooperation with suppliers throughout the value chain to prevent potential negative impacts and promote respect for human rights as well as compliance with environmental and social standards.

The results of the materiality assessment, which incorporates the views and interests of affected stakeholders concerning METRO's sustainability-related impacts, are made available to the relevant management and supervisory bodies. In the reporting period, nothing arose in the stakeholder dialogue that implied a need to adjust the strategy or business model.

**MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL (SBM-3)**

The table in the next section provides an overview of METRO’s material IROs, which are then covered in more detail in the topic-specific chapters.

In the reporting period, neither the identified IROs nor the resulting actions led to a change in the overarching corporate strategy or the existing business model. The company annually reviews potential influencing factors and any actions required.

In the reporting period, there were no events related to material sustainability-related risks and opportunities that led to material financial effects. Similarly, for the next reporting period, nothing points to a risk of significant adjustments to the assets and liabilities reported in the corresponding financial statements as a result of material risks and opportunities related to sustainability.

The resilience of METRO’s strategy and business model in terms of the company’s ability to manage material impacts and risks and capitalise on material opportunities is reviewed annually.

**Disclosures on the materiality assessment process**

**DESCRIPTION OF THE PROCESS TO IDENTIFY AND ASSESS MATERIAL IMPACTS, RISKS AND OPPORTUNITIES (IRO-1)**

The double materiality assessment to identify METRO AG’s material impacts, risks and opportunities (IROs) was carried out in accordance with the requirements of ESRS 1 and using the EFRAG Implementation Guidance of May 2024. This group-level analysis considered all business activities, relationships and sites equally and holistically.

To identify the material topics, both the (inside-out) materiality of METRO’s impact on the environment and society and the (outside-in) materiality of sustainability-related financial risks and opportunities for METRO were assessed. The IROs were likewise assessed at group level. The sustainability matters that were classed as material from one or both perspectives are included in the reporting. Internal controls ensured that the materiality assessment was properly documented and that the process and results were complete.

The table below provides an overview of the IROs that are material to METRO AG and assigns them to the relevant time horizon and the affected area of own activities or of the value chain.

Impacts, risks and opportunities (IROs)	Time horizon			Value chain			Reference
	Short-term	Medium-term	Long-term	Upstream	Own operations	Downstream	
<b>ESRS E1 Impacts related to climate change</b>							
<b>Climate change mitigation</b>							
Emission of greenhouse gases (Actual negative impacts)	■	□	□	■	■	■	ESRS E1
<b>Energy</b>							
Energy consumption (Actual negative impacts)	■	□	□	■	■	■	ESRS E1
Energy mix consisting of fossil fuels (Actual negative impacts)	■	□	□	■	■	■	ESRS E1
<b>ESRS E1 Physical risks related to climate change</b>							
Losses and disruption to operations as a result of extreme weather events (Physical risk)	■	■	■	□	■	□	ESRS E1
<b>ESRS E1 Transition risks and opportunities related to climate change</b>							
Rising costs as a result of tightened regulatory requirements (incl. CO <sub>2</sub> prices, fleet electrification) (Transition risk)	■	■	■	□	■	□	ESRS E1
Delay of climate change mitigation actions due to legacy infrastructure and regulations (Transition risk)	■	□	□	□	■	□	ESRS E1
Cost savings through efficiency gains in energy consumption (Opportunities)	■	□	□	□	■	□	ESRS E1

**ESRS E5 Impacts, risks and opportunities related to resource use and circular economy**

**Resource inflows, including resource use**

Resource consumption (Actual negative impacts)		ESRS E5
Use of non-sustainable packaging materials (Actual negative impacts)		ESRS E5
Resource-efficient supplier selection (Actual positive impacts)		ESRS E5
Rising costs due to tightened regulation on resource use (Risks)		ESRS E5

**Resource outflows related to products and services**

Food waste (Actual negative impacts)		ESRS E5
Waste generation and growth of the company (Actual negative impacts)		ESRS E5

**Waste**

Packaging waste (Actual negative impacts)		ESRS E5
Losses in value as a result of products that can no longer be sold (Risks)		ESRS E5
Falling attractiveness to investors as a result of inadequate sustainability performance (Risks)		ESRS E5
Political reforms of the best-before date as a lever to prevent waste (Opportunities)		ESRS E5

**ESRS S1 Impacts and risks related to own workforce**

**Working conditions**

Working conditions (Actual negative impacts)		ESRS S1
Attractive employer with good contract terms and job security (Actual positive impacts)		ESRS S1
Comprehensive whistle-blower protection (Actual positive impacts)		ESRS S1
Voluntary global framework agreement with trade union federation (UNI Global Union) (Actual positive impacts)		ESRS S1
High employee fluctuation (Risks)		ESRS S1

**Equal treatment and opportunities for all**

Inadequate representation of the own workforce as a result of a lack of diversity in management bodies (Actual negative impacts)		ESRS S1
Inclusive work environment (Actual positive impacts)		ESRS S1

**ESRS S2 Impacts related to workers in the value chain**

**Working conditions**

Adverse working conditions for workers in the value chain due to complexity and lack of transparency (Actual negative impacts)		ESRS S2
Use of seasonal workers (Actual negative impacts)		ESRS S2

**Other work-related rights**

Violation of the human rights of workers in the upstream value chain (e.g. as a result of child labour, forced labour or inadequate wages) (Potential negative impacts)		ESRS S2
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**ESRS G1 Impacts, risks and opportunities related to business conduct**

**Corporate culture**

Inclusive and respectful corporate culture (Actual positive impacts)		ESRS G1
Winning talent on the labour market (Opportunities)		ESRS G1

**Corruption and bribery**

Impacts of unknown corruption and bribery (Potential negative impacts)		ESRS G1
Potential penalty payments and reputational risks if confirmed incidents of corruption or bribery are detected (Risks)		ESRS G1

#### IDENTIFICATION OF IMPACTS, RISKS AND OPPORTUNITIES

METRO used a 3-stage analysis to identify material IROs: (1) creation of an ESG topic list, (2) identification of relevant stakeholders and (3) determination of impacts, risks and opportunities.

##### Stage 1 – creation of an ESG topic list

The double materiality assessment began with an analysis of the business model, value chain and relevant activities in terms of their significance to the sustainability matters listed in ESRS 1 AR 16. Taking internal documents into account, a comprehensive list of ESG topics was compiled. These topics were fleshed out, consolidated and prioritised in a workshop with internal experts to provide an initial basis for stakeholder engagement.

##### Stage 2 – identification of relevant stakeholders

To prepare for stakeholder engagement in determining the IROs, a stakeholder analysis to identify and prioritise relevant stakeholders within relevant stakeholder groups was conducted. The final selection was based on predefined criteria, such as the stakeholders' influence on METRO, frequency of contact with the company, and the nature of the relationship and dependencies. It was also ensured that each of the relevant stakeholder groups was represented in the selection so that internal and external perspectives as well as the view of the value chain were taken into account in determining the IROs. No direct dialogue with affected communities took place during this reporting period.

##### Stage 3 – determination of impacts, risks and opportunities

Next, METRO's actual and potential impacts on people and the environment as well as the actual and potential risks and opportunities for METRO arising from sustainability matters were determined. This was done by conducting interviews with selected stakeholders to identify IROs within METRO's own business activities as well as in the upstream and downstream value chain. These were assigned to the sustainability matters listed in ESRS 1 AR 16 and the time horizons specified in ESRS 1 section 6.4. In addition to the sustainability matters covered in topical ESRSs, the interviews addressed the possibility of entity-specific matters, although ultimately no such IROs were identified. The free-form style of the interviews also enabled us to consider the links between the identified impacts and dependencies and the resulting risks and opportunities.

The identified IROs were collected, divided into potential and actual IROs, and assigned to a time horizon in which the impact, risk or opportunity would occur. They were also categorised according to their relevance to: (1) stages of the value chain, (2) METRO's business segments and (3) regions.

#### ASSESSMENT OF POTENTIAL AND ACTUAL IMPACTS ON PEOPLE AND THE ENVIRONMENT

The identified impacts were assessed in accordance with ESRS requirements using the parameters of severity, that is, the average of scale, scope and irremediable character and likelihood. Likelihood was only included in the assessment of potential impacts. When assessing potential impacts on human rights, severity was prioritised.

To ensure consistent assessment, the factors were assessed using standardised qualitative assessment scales based on those used in risk management. Each of the assessment categories used was rated on a scale of 1 to 4, where 1 is minimum (low) severity and 4 is maximum (material) severity. To establish impact materiality, a threshold just above the mean value of the assessment scale was set. Impacts above the threshold were classified as material for METRO and are addressed in this report. The 20 material impacts identified in the analysis are listed in the table in section SBM-3 and described in detail in the topical chapters.

#### ASSESSMENT OF RISKS AND OPPORTUNITIES

The identified risks and opportunities were assessed using the ESRS-specified parameters: potential magnitude of financial effects and, for potential risks and opportunities only, likelihood of occurrence.

To assess the potential magnitude of financial effects, the scale from METRO's internal risk management system was applied to ensure consistent assessment and so that IROs could be transferred to risk management or to the opportunities report.

To establish the materiality of the risks and opportunities, the threshold method mentioned above was used in the same way as for the impacts. The 11 material risks and opportunities identified in the analysis are listed in the table in section SBM-3 and described in detail in the topical chapters.

#### IDENTIFICATION AND VALIDATION OF MATERIAL MATTERS

The identified material IROs assigned to the ESRS framework as explained above are considered to be the material sustainability matters for METRO AG. There are 12 in total – each falling under the category of environmental, social or governance. They are listed in the table above.

In the double materiality assessment, the IROs related to pollution, water and marine resources, and biodiversity and ecosystems were classed as non-material for METRO AG. The IROs were identified using the process described above, which was based on the overall business model and value chain.

When determining METRO's impact and dependency on biodiversity and ecosystems, the company also analysed its own sites and identified those that are close to biodiversity-sensitive areas. There is nothing to suggest that business activities at METRO sites negatively affect these areas. Due to the nature of METRO's business activities, the risk of future negative impacts can largely be classed as low. In isolated cases a medium risk was identified, for example in relation to greenhouse gas emissions, which can be reduced by taking action. These actions are detailed in chapter ESRS E1. The risks were assessed with the help of Encore, a recognised service provider that systematically evaluates economic activities by ISIC in terms of their impact on biodiversity. The data and methodology are scientifically sound and regularly updated, but not externally audited.

After the assessment, internal experts validated the material IROs and sustainability matters. Finally, the Management Board of METRO AG approved the material sustainability matters. The own workers' representatives on the Supervisory Board of METRO AG were also informed of the results of the materiality assessment. How we are integrating the procedure for identifying, evaluating and monitoring the material IROs into management processes is explained in sections GOV-2 and GOV-5. The results of the double materiality assessment are reviewed annually to establish whether they are still applicable.

### **DISCLOSURE REQUIREMENTS IN ESRS COVERED BY THE COMPANY'S SUSTAINABILITY STATEMENT (IRO-2)**

A list of the Disclosure Requirements complied with in preparing the sustainability statement following the outcome of the materiality assessment and an overview of all the data points that derive from other EU legislation as listed in Appendix B of ESRS 2 are provided in the chapter other disclosures.

## **Environment**

### **Disclosures under the EU Taxonomy Regulation**

Sustainable business is an important element in achieving the climate and energy goals of the European Union (EU). The EU Taxonomy Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088, created a common classification system to identify sustainable economic activities in order for the EU to target investments in companies that operate sustainably. The EU Taxonomy defines which economic activities are considered environmentally sustainable.

The EU Taxonomy includes the following 6 environmental objectives:

- (1) climate change mitigation (CCM),
- (2) climate change adaptation (CCA),
- (3) sustainable use and protection of water and marine resources (WTR),
- (4) transition to a circular economy (CE),
- (5) pollution prevention and control (PPC),
- (6) protection and restoration of biodiversity and ecosystems (BIO).

Companies that are legally required to publish a non-financial statement must report on the extent to which their economic activities are environmentally sustainable. To this end, the share of group turnover, capital expenditure (CapEx) and operating expenditure (OpEx) related to taxonomy-eligible and taxonomy-aligned economic activities must be disclosed. Economic activities that are described in the delegated acts to the EU Taxonomy Regulation are considered taxonomy-eligible. The identified economic activities are considered taxonomy-aligned once they meet the technical screening criteria, that is they contribute substantially to 1 of these environmental objectives and do no significant harm to any of the other 5, and they comply with the minimum safeguards set out in Article 18 of the Taxonomy Regulation. The technical screening criteria for economic activities that potentially make a substantial contribution to climate change mitigation or climate change adaptation are set out in the Climate Delegated Act (Commission Delegated Regulation (EU) 2021/2139). This includes certain economic activities related to nuclear energy and natural gas. The METRO group itself does not carry out any activities in these fields. The technical screening criteria for activities that potentially make a substantial contribution to any of climate objectives (3) to (6) are set out in the Environmental Delegated Act (Commission Delegated Regulation (EU) 2023/2486).

### **METRO TAXONOMY REPORTING**

In general terms, METRO's activities within the sustainability priority climate and carbon contribute to the achievement of the EU climate and energy targets at European as well as global level. METRO's climate protection target addresses the environmental objective of climate change mitigation in particular.

Once again in financial year 2024/25, METRO is reporting based on the requirements of Article 8 (1) and (2) of the EU Taxonomy and Article 10 (1) of Commission Delegated Regulation (EU) 2021/2178 of 6 July 2021 supplementing Regulation (EU) 2020/852 ('Delegated Act to Article 8 on the content and presentation of information

to be disclosed'). Accordingly, METRO as a non-financial entity is required to disclose the share of its group turnover, capital expenditure (CapEx) and operating expenditure (OpEx) related to taxonomy-eligible and taxonomy-aligned economic activities in financial year 2024/25. The values are determined based on the figures reported in the consolidated financial statements, which means that the corresponding accounting and measurement methods are applied here.

## KPI DEFINITIONS AND DETERMINATION

### TOTAL TURNOVER

The shares of taxonomy-eligible and taxonomy-aligned net turnover are determined as follows: net turnover from products or services related to taxonomy-eligible and taxonomy-aligned economic activities divided by total net turnover. Total net turnover for financial year 2024/25 forms the denominator of the turnover KPI and can be found in the consolidated income statement under the sales revenues item. Allocation of the respective turnover to the taxonomy-eligible and taxonomy-aligned economic activities was examined through a detailed analysis of the items included in the turnover. The sums of the identified turnover of the taxonomy-eligible and taxonomy-aligned economic activities for financial year 2024/25 become the numerators for the 2 KPIs. METRO's turnover denominator in financial year 2024/25 is €32,447 million. The economic activities related to METRO's core business do not correspond to the descriptions of taxonomy-eligible activities contained in the Climate Delegated Act (EU) 2021/2139 and the Environmental Delegated Act (EU) 2023/2486. Accordingly, the turnover is neither taxonomy-eligible nor taxonomy-aligned. The numerator is therefore reported as 0.

### CAPEX AND OPEX

The shares of CapEx or OpEx on assets or processes associated with economic activities that are classified as taxonomy-eligible and taxonomy-aligned are determined as follows:

CapEx KPI = share of total capital expenditure that is taxonomy-eligible or taxonomy-aligned divided by total capital expenditure according to the EU Taxonomy Regulation.

OpEx KPI = share of total operating expenditure that is taxonomy-eligible or taxonomy-aligned divided by total operating expenditure according to the EU Taxonomy Regulation.

Capital expenditure is based on the additions to tangible and intangible assets during the relevant financial year before depreciation, amortisation and any remeasurements; this also includes additions resulting from revaluation and impairments for the relevant financial year and excludes fair value changes. The denominator must also include additions to tangible and intangible assets resulting from business combinations (application of IFRS (IAS 16, 38, 40, IFRS 16)). Allocation of capital expenditure to the taxonomy-eligible and taxonomy-aligned economic activities was examined through a detailed analysis of the items included in capital expenditure. The sums of the identified capital expenditure of the taxonomy-eligible and taxonomy-aligned economic activities for financial year 2024/25 become the numerators for the 2 metrics.

The basis for operating expenses includes direct, non-capitalised costs related to research and development, building renovation measures, short-term leasing, maintenance and repair. It also includes any other direct expenses related to the day-to-day servicing of property, plant and equipment assets by the company or by third parties to whom activities that are necessary to ensure those assets continue to function effectively are outsourced. Allocation of the respective operating expenditures to the taxonomy-eligible and taxonomy-aligned economic activities was examined by analysing the items included in the operating expenditures.

The taxonomy distinguishes between 3 different types of taxonomy-aligned capital and operating expenditures (numerator) respectively. The numerator corresponds to the part of the capital expenditures or operating expenditures included in the denominator that

- a) relates to assets or processes associated with taxonomy-aligned economic activities, or
- b) is part of a plan to expand taxonomy-aligned economic activities or enables the transformation of taxonomy-eligible economic activities into taxonomy-aligned economic activities within a predefined period, or
- c) relates to the purchase of output from taxonomy-aligned economic activities or individual measures enabling the target activities to become low carbon or to lead to greenhouse gas reductions provided that these measures are implemented and operational within 18 months.

As explained in relation to turnover, METRO's core business and all related economic activities currently fall outside the scope of the EU Taxonomy. Accordingly, it is not possible to invest in assets or processes to expand taxonomy-aligned economic activities or to enable taxonomy-eligible economic activities within the core business. Therefore, only capital and operating expenditures which relate to the acquisition of products and services from taxonomy-eligible and taxonomy-aligned economic activities or to individual measures that lead to the target activity being carried out in a low-carbon manner or in a manner which reduces greenhouse gas emissions (CapEx C) are considered for taxonomy eligibility or taxonomy alignment.

In financial year 2024/25, total capital expenditure was €1,090 million. Of this, €674 million (62%) was taxonomy-eligible. None of the taxonomy-eligible capital expenditure could be shown to meet all relevant technical screening criteria, so the CapEx numerator for the taxonomy-aligned KPI is reported as 0.

METRO's total operating expenditure for financial year 2024/25 according to the EU Taxonomy definition amounts to €283 million. With respect to METRO's total operating expenditure, only a small share of the expenditure can be attributed to the EU Taxonomy operating expenditure KPI. The main parts of the expenses included in the operating expenditure denominator, such as building maintenance and other maintenance expenses, are not related to METRO's core business activities. Therefore, we do not consider the operating expenses according to EU Taxonomy as material to METRO's business model. Hence, we make use of the exemption clause in Annex I of Commission Delegated Regulation (EU) 2021/2178 of 6 July 2021 supplementing Regulation (EU) 2020/852 by reporting the numerator of the operating expenditure KPI as 0.

#### SUBSTANTIAL CONTRIBUTION

The economic activities must make a substantial contribution to 1 of the 6 environmental objectives to qualify as taxonomy-aligned capital expenditure. To this end, they must fulfil the requirements defined in the technical screening criteria stipulated in the Climate Delegated Act (EU) 2021/2139 for objectives (1) and (2) and the Environmental Delegated Act (EU) 2023/2486 for objectives (3) to (6). The environmental objectives 'climate change mitigation' (1) and 'transition to a circular economy' (4) are relevant for METRO's taxonomy-eligible economic activities.

#### NO SIGNIFICANT HARM TO OTHER ENVIRONMENTAL OBJECTIVES

As part of the alignment analysis, all economic activities which can be proved to make a substantial contribution to climate change mitigation were reviewed to ensure that they do no significant harm ('DNSH') to the achievement of any of the 5 other environmental objectives. The review involves a range of measures and analyses, generally starting with an assessment of relevant locations where the economic activities are performed.

#### MINIMUM SAFEGUARDS CRITERIA

The final step in the fulfilment of the alignment criteria under the EU Taxonomy concerns the observance of minimum safeguards. Minimum safeguards include all procedures which ensure that the economic activities comply with:

- the OECD Guidelines for Multinational Enterprises (OECD MNE Guidelines);
- the UN Guiding Principles on Business and Human Rights (UNGPs), including the principles and rights set out in the 8 fundamental conventions of the Declaration on Fundamental Principles and Rights at Work of the International Labour Organization; and
- the International Bill of Human Rights.

In the absence of further guidelines of the European Commission, we rely on the Final Report on Minimum Safeguards, which was published by the Platform on Sustainable Finance (PSF) in October 2022, for our assessment of minimum safeguards criteria.

The scope of the minimum safeguards covers the following aspects: human rights (including labour and consumer rights), corruption and bribery, taxation, fair competition and science, technology and innovation.

We pursue a 2-dimensional assessment approach to evaluate compliance with the minimum safeguards. The first dimension is the processes that were implemented to prevent negative impacts (process dimension). The second entails monitoring the results to review whether our processes are effective (results dimension).

A further investigation as to compliance with the minimum safeguards must only then be performed if the requirements for taxonomy alignment can already be demonstrated in the review of the technical screening criteria for one of METRO's taxonomy-eligible economic activities.

At METRO, we are aware that the conduct of all employees and other actors along our value chain plays a central role in compliance with the minimum safeguards. As a globally active wholesale company, we take our responsibility seriously. We therefore set great store by ensuring that the principles of ethical conduct are adhered to within our business activities. They are set out in the business principles of the group, the code of conduct for business partners and the internal guidelines on human rights and environmental concerns, as well as, with regard to our tax strategy, publicly available on the METRO website. Among other topics, they cover subjects of the minimum safeguards. The overarching organisational tool for ensuring compliance with statutory obligations regarding the minimum safeguards is the compliance management system (CMS).

#### IDENTIFICATION OF TAXONOMY-ELIGIBLE AND TAXONOMY-ALIGNED ECONOMIC ACTIVITIES

To analyse the taxonomy-eligible economic activities, METRO compared all descriptions of economic activities listed in the Climate and Environmental Delegated Acts with its own business activities. Based on the implementation of EU FAQ C/2025/1373 No. 61 of 5 March 2025, capital expenditures for the purchase of products and equipment relating to installation, maintenance and repair services in sections 7.3 to 7.6 (CCM) were taken into account and assessed

in the financial year under review using the respective criteria for the manufacture of these products and equipment (reported under 3.1, 3.5 and 3.20 CCM). In previous years, these capital expenditures were reported under economic activities 7.3–7.6 (CCM).

Economic activity 3.6 (CCM) includes the purchase of output from taxonomy-eligible economic activities. We thus follow the interpretation that not only the manufacture of other low-carbon technologies can be counted as taxonomy-eligible at this point, but also the acquisition of such low-carbon technologies.

Accordingly, METRO has identified the following taxonomy-eligible economic activities for financial year 2024/25:

### **Manufacturing**

- CCM 3.1 Manufacture of renewable energy technologies
- CCM 3.5 Manufacture of energy efficiency equipment for buildings
- CCM 3.6 Manufacture of other low-carbon technologies
- CCM 3.20 Manufacture, installation and servicing of high-, medium- and low-voltage electrical equipment for electrical transmission and distribution that result in or enable a substantial contribution to climate change mitigation

### **Energy**

- CCM 4.25 Production of heat/cool using waste heat

### **Water supply, sewerage, waste management and remediation**

- CCM 5.5 Collection and transport of non-hazardous waste in source-segregated fractions

### **Transport**

- CCM 6.5 Transport by motorbikes, passenger cars and light commercial vehicles
- CCM 6.6 Freight transport services by road

### **Construction and real estate activities**

- CCM 7.2 Renovation of existing buildings
- CCM 7.7 Acquisition and ownership of buildings

### **Water supply, sewerage, waste management and remediation**

- CE 2.3 Collection and transport of non-hazardous and hazardous waste

### **Information and communication**

- CE 4.1 Provision of IT/OT data-driven solutions

## IDENTIFICATION OF TAXONOMY-ALIGNED ECONOMIC ACTIVITIES

### CCM 3.1, 3.5, 3.6 and 3.20 Manufacturing

These economic activities by METRO primarily comprise the new cooling systems acquired as part of the F-Gas exit programme, refurbishment measures to improve the energy efficiency of equipment, which were implemented in the form of installation, maintenance or repair, chiefly by replacing old light sources with energy-efficient light-emitting diodes (LEDs), and solar installations acquired for some METRO sites.

In addition to making a substantial contribution to the environmental objective 'climate change mitigation', these economic activities must also meet the DNSH criterion for the environmental objective 'pollution prevention and control'. This requires that the activity does not lead to the manufacture, placing on the market or use of substances listed in Annex C of the Climate Delegated Act (EU) 2021/2139.

Verifying taxonomy alignment in accordance with the aforementioned Delegated Act to the EU Taxonomy is proving very time-consuming for the economic activities concerned. The reason for this is the complex requirements of Annex C, particularly with regard to the assessment and documentation of the use of substances of very high concern (SVHC) and the obligation to prove that no suitable alternatives (alternative substances or technologies) are available. Due to the use of undefined legal terms, such as the 'concept of suitable alternatives', and the associated uncertainties in interpreting the application of regulatory requirements, as well as the unclear definitions of the threshold weight of substances, it was difficult to make a reliable assessment during the reporting period. Therefore, an in-depth examination of taxonomy alignment was not carried out in this case.

### CCM 6.5 Transport by motorbikes, passenger cars and light commercial vehicles

The passenger cars leased by METRO partially fulfil the requirements of a substantial contribution to low-emission and emission-free light commercial vehicles. Because METRO interprets activity CCM 6.5 as 'purchase of output', only the manufacturer or the lessor of the vehicles can provide evidence of compliance with the avoidance of significant harm to the other environmental objectives. METRO therefore contacted its primary lessors and asked them to provide a response as well as evidence to fulfil the technical screening criteria.

As the lessors did not provide the necessary information and evidence in full, METRO was unable to draw any reliable conclusions in the reporting period. For this reason, activity CCM 6.5 cannot be classified as taxonomy-aligned.

CCM 7.7 Acquisition and ownership of buildings

Activity CCM 7.7 is relevant to both our stores and other properties such as warehouses and office buildings.

The requirements of the EU Taxonomy in this area are complex, particularly with regard to the necessary energy certificates, some of which are not available, and also with regard to detailed technical specifications.

However, given the complexity of the criteria and the current implementation options, no in-depth examination of taxonomy alignment was carried out in the reporting period.

No more detailed investigation into the remaining taxonomy-eligible economic activities was carried out, as the corresponding capital expenditures are immaterial, both individually and as a whole. This is also underscored by the measures planned by the European Commission to simplify the EU Taxonomy in order to reduce the administrative burden on companies. The introduction of a materiality approach means that economic activities are considered not material if they cumulatively account for < 10% of the KPI denominator concerned (turnover, CapEx, OpEx). These and other changes, which were proposed by the European Commission in the Delegated Act on the simplification of reporting under the EU Taxonomy Regulation on 4 July 2025, will take effect for financial year 2025/26 after a review period by the European Parliament and the Council.

**SHARES OF TAXONOMY-ELIGIBLE AND TAXONOMY-ALIGNED NET TURNOVER<sup>1</sup>**

Financial year 2024/25	Year		Substantial contribution criteria						
	Code(s) (2)	Turn-over (3)	Share of turnover 2024/25 (4)	Climate change mitiga- tion (5)	Climate change adapta- tion (6)	Water (7)	Pollution (8)	Circular eco- nomy (9)	Bio- diversity (10)
Economic activities (1)		€ million	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL
<b>A. TAXONOMY-ELIGIBLE ACTIVITIES</b>									
<b>A.1 Environmentally sustainable activities (taxonomy-aligned)</b>									
Turnover of environmentally sustainable activities (taxonomy-aligned) (A.1)		0	0%	0%	0%	0%	0%	0%	0%
of which enabling activities		0	0%	0%	0%	0%	0%	0%	0%
of which transitional activities		0	0%						
<b>A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)<sup>2</sup></b>									
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL
Turnover of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned) (A.2)		0	0%	0%	0%	0%	0%	0%	0%
<b>A. Turnover of taxonomy-eligible activities (A.1 + A.2)</b>		<b>0</b>	<b>0%</b>	0%	0%	0%	0%	0%	0%
<b>B. TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>									
Turnover of taxonomy-non-eligible activities (B)		32,447	100%						
<b>Total (A + B)</b>		<b>32,447</b>	<b>100%</b>						

<sup>1</sup> All amounts under €0.5 million have been rounded down to 0. Rounding differences may occur.

<sup>2</sup> EL – activity taxonomy-eligible for the relevant objective; N/EL – activity taxonomy-non-eligible for the relevant objective.

**SHARES OF TAXONOMY-ELIGIBLE AND TAXONOMY-ALIGNED NET TURNOVER**

	DNSH criteria (*do no significant harm*)							Share of taxonomy-eligible (A.1) or taxonomy-eligible (A.2) turnover year 2023/24 (18)	Enabling activities category (19)	Transitional activities category (20)
	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Bio-diversity (16)	Minimum safeguards (17)			
Economic activities (1)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
<b>A. TAXONOMY-ELIGIBLE ACTIVITIES</b>										
<b>A.1 Environmentally sustainable activities (taxonomy-aligned)</b>										
Turnover of environmentally sustainable activities (taxonomy-aligned) (A.1)								0%		
of which enabling activities								0%	E	
of which transitional activities								0%		T
<b>A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)</b>										
Turnover of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned) (A.2)								0%		
<b>A. Turnover of taxonomy-eligible activities (A.1 + A.2)</b>								<b>0%</b>		
<b>B. TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>										
Turnover of taxonomy-non-eligible activities (B)										
<b>Total (A + B)</b>										

**SHARES OF TAXONOMY-ELIGIBLE AND TAXONOMY-ALIGNED CAPITAL EXPENDITURE<sup>1, 4</sup>**

Financial year 2024/25	Year			Substantial contribution criteria					
	Code(s) (2) <sup>3</sup>	CapEx (3)	Share of CapEx 2024/25 (4)	Climate change mitiga- tion (5)	Climate change adapta- tion (6)	Water (7)	Pollution (8)	Circular eco- nomy (9)	Bio- diversity (10)
Economic activities (1)		€ million	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL
<b>A. TAXONOMY-ELIGIBLE ACTIVITIES</b>									
<b>A.1 Environmentally sustainable activities (taxonomy-aligned)</b>									
CapEx of environmentally sustainable activities (taxonomy-aligned) (A.1)		0	0%	0%	0%	0%	0%	0%	0%
of which enabling activities		0	0%	0%	0%	0%	0%	0%	0%
of which transitional activities		0	0%						
<b>A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)<sup>2</sup></b>									
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL
Manufacture of renewable energy technologies	CCM 3.1	4	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Manufacture, installation and servicing of high-, medium- and low-voltage electrical equipment for electrical transmission and distribution that result in or enable a substantial contribution to climate change mitigation	CCM 3.20	0	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Manufacture of energy efficiency equipment for buildings	CCM 3.5	21	2%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Manufacture of other low-carbon technologies	CCM 3.6	84	8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Production of heat/cool using waste heat	CCM 4.25	1	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Collection and transport of non-hazardous waste in source-segregated fractions	CCM 5.5	0	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	38	3%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Freight transport services by road	CCM 6.6	67	6%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Renovation of existing buildings	CCM 7.2	4	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	0	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)	CCM 7.4	0	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5	0	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	0	0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL
Acquisition and ownership of buildings	CCM 7.7	448	41%	EL	N/EL	N/EL	N/EL	N/EL	N/EL

Collection and transport of non-hazardous and hazardous waste	CE 2.3	3	0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL
Provision of IT/OT data-driven solutions	CE 4.1	2	0%	N/EL	N/EL	N/EL	N/EL	EL	N/EL
CapEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned) (A.2)		674	62%	61%	0%	0%	0%	1%	0%
<b>A. CapEx of taxonomy-eligible activities (A.1 + A.2)</b>		<b>674</b>	<b>62%</b>	61%	0%	0%	0%	1%	0%
<b>B. TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>									
CapEx of taxonomy-non-eligible activities (B)		416	38%						
<b>Total (A + B)</b>		<b>1,090</b>	<b>100%</b>						

<sup>1</sup> All amounts under €0.5 million have been rounded down to 0. Rounding differences may occur.

<sup>2</sup> EL – activity taxonomy-eligible for the relevant objective. N/EL – activity taxonomy-non-eligible for the relevant objective.

<sup>3</sup> The code signifies the abbreviation of the individual objective to which the economic activity can make a substantial contribution, plus the number of the section pertaining to the activity in the applicable appendix addressing the objective in question, that is

- climate change mitigation: CCM
- climate change adaptation: CCA
- water and marine resources: WTR
- circular economy: CE
- pollution prevention and control: PPC
- biodiversity and ecosystems: BIO.

<sup>4</sup> Based on the implementation of EU FAQ C/2025/1373 No. 61 of 5 March 2025, capital expenditures for the purchase of products and equipment relating to installation, maintenance and repair services in sections 7.3–7.6 (CCM) were taken into account and assessed in the financial year under review using the respective criteria for the manufacture of these products and equipment (reported under 3.1, 3.5 and 3.20 CCM). In previous years, these capital expenditures were reported under economic activities 7.3–7.6 (CCM).

**SHARES OF TAXONOMY-ELIGIBLE AND TAXONOMY-ALIGNED CAPITAL EXPENDITURE**

	DNSH criteria (*do no significant harm*)							Share of taxonomy-aligned (A.1.) or taxonomy-eligible (A.2) CapEx 2023/24 (18)	Enabling activities category (19)	Transitional activities category (20)
	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Bio-diversity (16)	Minimum safeguards (17)			
Economic activities (1)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T

**A. TAXONOMY-ELIGIBLE ACTIVITIES**

**A.1 Environmentally sustainable activities (taxonomy-aligned)**

CapEx of environmentally sustainable activities (taxonomy-aligned) (A.1)								0%		
of which enabling activities								0%	E	
of which transitional activities								0%		T

**A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)**

Manufacture of renewable energy technologies								0%		
Manufacture, installation and servicing of high-, medium- and low-voltage electrical equipment for electrical transmission and distribution that result in or enable a substantial contribution to climate change mitigation								0%		
Manufacture of energy efficiency equipment for buildings								0%		
Manufacture of other low-carbon technologies								8%		
Production of heat/cool using waste heat								0%		
Collection and transport of non-hazardous waste in source-segregated fractions								0%		
Transport by motorbikes, passenger cars and light commercial vehicles								6%		
Freight transport services by road								4%		
Renovation of existing buildings								1%		
Installation, maintenance and repair of energy efficiency equipment								2%		
Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings)								0%		

Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings								0%	
Installation, maintenance and repair of renewable energy technologies								1%	
Acquisition and ownership of buildings								40%	
Collection and transport of non-hazardous and hazardous waste								0%	
Provision of IT/OT data-driven solutions								0%	
CapEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned) (A.2)								63%	
<b>A. CapEx of taxonomy-eligible activities (A.1 + A.2)</b>								<b>63%</b>	
<b>B. TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>									
CapEx of taxonomy-non-eligible activities (B)									
<b>Total (A + B)</b>									

**SHARES OF TAXONOMY-ELIGIBLE AND TAXONOMY-ALIGNED OPERATING EXPENDITURE<sup>1, 2</sup>**

Financial year 2024/25	Year		Substantial contribution criteria						
	Code(s) (2)	OpEx (3)	Share of OpEx 2024/25 (4)	Climate change mitiga- tion (5)	Climate change adapta- tion (6)	Water (7)	Pollution (8)	Circular eco- nomy (9)	Bio- diversity (10)
Economic activities (1)		€ million	%	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL	Y; N; N/EL
<b>A. TAXONOMY-ELIGIBLE ACTIVITIES</b>									
<b>A.1 Environmentally sustainable activities (taxonomy-aligned)</b>									
OpEx of environmentally sustainable activities (taxonomy-aligned) (A.1)		0	0%	0%	0%	0%	0%	0%	0%
of which enabling activities		0	0%	0%	0%	0%	0%	0%	0%
of which transitional activities		0	0%						
<b>A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)<sup>3</sup></b>									
				EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL	EL; N/EL
OpEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned) (A.2)		0	0%	0%	0%	0%	0%	0%	0%
<b>A. OpEx of taxonomy-eligible activities (A.1 + A.2)</b>		<b>0</b>	<b>0%</b>	0%	0%	0%	0%	0%	0%
<b>B. TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>									
OpEx of taxonomy-non-eligible activities (B)		283	100%						
<b>Total (A + B)</b>		<b>283</b>	<b>100%</b>						

<sup>1</sup> With regard to the operating expenditures, METRO makes use of the exemption clause in Annex I of Commission Delegated Regulation (EU) 2021/2178 of 6 July 2021 supplementing Regulation (EU) 2020/852 and does not report a key figure for operating expenses.

<sup>2</sup> All amounts under €0.5 million have been rounded down to 0. Rounding differences may occur.

<sup>3</sup> EL – activity taxonomy-eligible for the relevant objective.

N/EL – activity taxonomy-non-eligible for the relevant objective.

**SHARES OF TAXONOMY-ELIGIBLE AND TAXONOMY-ALIGNED OPERATING EXPENDITURE**

	DNSH criteria ('do no significant harm')							Share of taxonomy-aligned (A.1) or taxonomy-eligible (A.2) OpEx 2023/24 (18)	Enabling activities category (19)	Transitional activities category (20)
	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Bio-diversity (16)	Minimum safeguards (17)			
Economic activities (1)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
<b>A. TAXONOMY-ELIGIBLE ACTIVITIES</b>										
<b>A.1 Environmentally sustainable activities (taxonomy-aligned)</b>										
OpEx of environmentally sustainable activities (taxonomy-aligned) (A.1)								0%		
of which enabling activities								0%	E	
of which transitional activities								0%		T
<b>A.2 Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned)</b>										
OpEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned) (A.2)								0%		
<b>A. OpEx of taxonomy-eligible activities (A.1 + A.2)</b>								<b>0%</b>		
<b>B. TAXONOMY-NON-ELIGIBLE ACTIVITIES</b>										
OpEx of taxonomy-non-eligible activities (B)										
<b>Total (A + B)</b>										

**TEMPLATE: NUCLEAR AND FOSSIL GAS RELATED ACTIVITIES**

Row	Nuclear energy related activities	
1	The company carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
2	The company carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
3	The company carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No
Row	Fossil gas related activities	
4	The company carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
5	The company carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
6	The company carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

**Climate change (ESRS E1)**

**IMPACTS, RISKS AND OPPORTUNITIES (IRO-1, SBM-3)**

In the materiality assessment, material positive and negative impacts, risks and opportunities within own business activities and in the upstream and downstream value chain related to climate change were identified. These are shown in the overview that follows:

Impacts, risks and opportunities (IROs)

**ESRS E1 Impacts related to climate change**

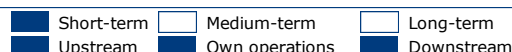
**Climate change mitigation**

Emission of greenhouse gases

(Actual negative impacts)

Time horizon

Stage of the value chain



There are actual negative impacts on the environment, caused by greenhouse gas emissions along the entire value chain. These emissions contribute to climate change and result from different processes, such as production, transportation and product disposal.

Within METRO's own operations, greenhouse gas emissions arise as a result of different activities. They include the infrastructure, such as buildings and logistics systems, the energy-intensive refrigeration of products as well as paper consumption in office buildings. The vehicle fleet of the own workforce and the construction of new buildings also cause greenhouse gas emissions.

METRO's upstream and downstream value chain also contributes to the greenhouse gas emissions. Meat-based products, especially beef, cause high emissions in agriculture and production. The global transportation and sales activities lead to considerable Scope 3 emissions, which negatively influence the climate. Packaging and food waste additionally exacerbate the environmental impact. METRO therefore sees it as its responsibility to take actions to reduce these emissions along the entire value chain.

**Energy**

Energy consumption  
(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

The energy consumption in METRO's operating processes and transportation leads to actual negative impacts on the climate. Over half the company's Scope 1 and Scope 2 CO<sub>2</sub> emissions result from the use of fossil fuels. These emissions contribute directly to global warming and exacerbate climate changes, which are observed worldwide.

Considerable energy consumption arises along METRO's own business and entire value chain, most of which is covered from fossil sources. This comprises both upstream processes, such as production and transportation of goods, and downstream activities, including the use of products. The consumption of fossil fuels leads to the continuous release of greenhouse gases, which impact on the environment and jeopardise the company's sustainability targets.

Energy mix consisting of fossil fuels  
(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

METRO depends heavily on the energy mix of the countries in which the company operates. In many of these countries, such as Germany, electricity is predominantly generated from fossil fuels such as coal, gas and oil. This dependence leads to actual negative impacts on the climate, since the use of fossil fuels causes considerable greenhouse gas emissions. These emissions contribute directly to global warming and exacerbate the climatic challenges facing the world.

High energy consumption arises along METRO's own business and entire value chain, most of which is covered from fossil sources. This comprises both upstream processes, such as production and transportation of goods, and downstream activities, including the use of products. The continuous release of greenhouse gases as a result of this fossil energy mix causes a considerable impact on the environment and underscores the urgency to promote sustainable alternatives.

**ESRS E1 Physical risks related to climate change**

Losses and disruption to operations as a result of extreme weather events  
(Physical risk)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input checked="" type="checkbox"/> Medium-term	<input checked="" type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

METRO is at risk from increasing extreme weather events. The relevant events include in particular storms, floods, heavy precipitation and heat waves, which can have direct impacts on the company's infrastructure, logistics and operating procedures.

Storms and strong precipitation can lead to physical damage to buildings, warehouses and technical equipment. Floods jeopardise in particular sites in flood-prone regions and can lead to longer-term disruptions to operations. Heat waves are a burden on cool chains and lead to higher energy consumption, especially in the summer months. This can not only increase operating costs, but also negatively affect the functioning of critical systems.

METRO recognises the need to strengthen resilience to climate-related risks and implement appropriate safeguards.

**ESRS E1 Transition risks and opportunities related to climate change**

Rising costs as a result of tightened regulatory requirements (incl. CO<sub>2</sub> prices, fleet electrification)  
(Transition risk)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input checked="" type="checkbox"/> Medium-term	<input checked="" type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

METRO is faced with a transition risk as a result of rising costs due to tightened climate-related regulation. This includes in particular CO<sub>2</sub> pricing systems as well as future requirements to electrify the vehicle fleet, but also possible product restrictions. The actions required as a result lead to investment and operating costs that weigh on the business model and can rise further in the coming years. If legal requirements are not met, additional financial risks will arise. METRO therefore sees it as its responsibility to respond to these challenges as a precaution to minimise financial risks and at the same time meet the sustainability targets.

Delay of climate change mitigation actions due to legacy infrastructure and regulations  
(Transition risk)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

METRO is faced with a transition risk as a result of the delay of implementing climate change mitigation actions. The expansion of local electricity generation is made considerably more difficult, e.g. by infrastructure restrictions on legacy buildings and by regulatory requirements. These factors impair the company's ability to promote sustainable energy generation locally and to reduce dependence on external sources of energy.

Cost savings through efficiency gains in energy consumption  
(Opportunities)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

METRO sees a key opportunity for cost savings and improving the environmental footprint in the optimisation of packaging and energy consumption.

The use of modern, sustainable technologies contributes to increasing energy efficiency and reducing fossil heating. On the one hand, sources of light, refrigerants, remediation, the reduction of fossil heat generation and the establishment of cooling zones are central topics. The transition to more efficient, modern and minimalist systems in these areas offers a major opportunity. On the other, targeted local power generation – provided that regulatory and structural requirements are met – can contribute to saving CO<sub>2</sub> emissions.

With its climate targets, METRO underscores its commitment to sustainability and thus actively counteracts climate change. The actions mentioned provide not only environmental benefits, but also economic savings. These steps strengthen the company's competitiveness and promote sustainable development along the entire value chain.

The management of impacts, risks and opportunities arising from METRO's adopted climate policy and the associated actions is discussed in the following sections on policies, actions and targets. The transition risk of delays in climate change mitigation actions due to existing infrastructure and regulations is not currently addressed.

### **CLIMATE SCENARIO ANALYSIS AND RESILIENCE ANALYSIS (IRO-1, SBM-3)**

In a climate risk analysis, METRO identified potential risks arising from climate change. The qualitative scenario analysis considered both an ambitious 1.5°C scenario and a scenario with a temperature increase of 4.3°C. These were analysed for the time horizons up to 2030 (short-term), 2050 (medium-term) and 2100 (long-term).

The scenario analysis focused on METRO's own business operations. The associated resilience analysis examined the resilience of the METRO group's strategy to the identified climate-related risks through potential adaptation measures.

The choice of scenarios ensured that potential risks were comprehensively covered. Nevertheless, the scenarios are based on long-term assumptions about political, technological and climatic developments. This means the resulting (financial) assessments are subject to uncertainty.

In addition to the climate scenario analysis of the company's own business operations, a qualitative assessment of economic activities in METRO's value chain was carried out. This revealed risks related to water scarcity and droughts in particular.

#### **IDENTIFICATION OF PHYSICAL RISKS**

To identify physical risks, scenario SSP5-8.5 from the Intergovernmental Panel on Climate Change (IPCC) was used, which describes a temperature pathway with sharply rising greenhouse gas emissions. The scenario assumes a temperature increase of 4.3°C by 2100 and describes the severe impacts of climate-related hazards that could affect locations, infrastructure and the availability of resources. Rising fossil fuel consumption and economic growth without climate change mitigation actions are the main drivers in this scenario.

As described above, various different time horizons were used in the analysis of physical risks. These reflect the characteristics of climate-related hazards that occur over the medium to long term and are considered in most established scenarios up to 2100.

Physical risks for these periods were analysed at the level of METRO's sites. The geographical coordinates were examined using a tool-based simulation for potential climate-related hazards in the selected 4.3°C scenario and over the time horizons described. These included acute climate-related hazards (for example storm surges, floods, droughts, heat waves, forest fires) and chronic hazards caused by long-term climate change (for example sea level rise, temperature changes). The level of risk for climate-related hazards were determined based on the turnover and assets of the sites, taking into account potential business interruptions and damage to assets. This pinpointed geographical hotspots and ranked the sites according to their risk exposure.

Floods, heavy rainfall, storms, heat waves, forest fires and wildfires were identified as particularly relevant physical risks for METRO.

#### **IDENTIFICATION OF TRANSITION RISKS AND OPPORTUNITIES**

To analyse transition risks, the International Energy Agency's (IEA) Net Zero Emissions by 2050 scenario was used. This describes a successful transition to a climate-neutral economy with the aim of limiting global warming to a maximum of 1.5°C. Relevant drivers here are decarbonisation, technological innovations and policy and regulatory action to reduce emissions. These are particularly relevant for METRO as they can have a direct impact on energy prices, regulatory requirements and consumer behaviour.

The analysis of transition risks and opportunities considered 2 different time horizons: short-term (to 2030) and medium-term (to 2050). These are in line with current regulatory requirements for decarbonisation, which may result in transition risks. Accordingly, they are also taken into account in METRO's strategic planning horizons and capital allocation plans, for example with regard to the decarbonisation targets set (see section E1-4) and associated actions (see section E1-3).

The analysis of METRO's transition risks focused on effects related to greenhouse gas emissions, energy use and prices, and its own vehicle fleet. Using the classification system of the Task Force on Climate-related Financial Disclosures (TCFD), the assumptions of the selected 1.5°C scenario for potential market changes, technological developments and political and legal frameworks relevant to METRO were examined.

The climate risk analysis reveals particular transition risks for METRO related to global decarbonisation efforts, rising carbon pricing and the phasing out of vehicles with combustion engines, which may be associated with rising costs in particular.

#### **RESILIENCE ANALYSIS**

Based on the results of the climate risk analysis and the climate scenarios considered, the resilience of METRO's strategy and business model in the reporting period was quantitatively assessed. In interviews with experts, the identified gross risks were converted to net risks by highlighting adaptation measures.

Actions to mitigate physical risks in own business operations include emergency power generators and structural safeguards for transformer stations to ensure power supply, as well as improving the structural integrity of buildings exposed to extreme weather events.

METRO is addressing transition risks through its goal of climate neutrality by 2050, which is integrated in the Management Board's remuneration (see chapter ESRS 2 GOV-3) and underpinned by specific decarbonisation measures (see section E1-3). In addition to reducing emissions, these measures contribute to METRO's resilience. Examples include steadily replacing the vehicle fleet in preparation for phasing out combustion engines, as far as technological progress and market conditions allow, and optimising delivery routes in order to use the range of electric vehicles as efficiently as possible.

In summary, METRO is aware of the material physical and transition risks that may arise from climate change. Climate-related risks are part of the company-wide risk management system and are systematically incorporated into decision-making and investment processes (see chapter ESRS 2 GOV-5). Consequently, actions are already under way at group level (see section E1-3) and are constantly being refined and improved. As a result, METRO considers itself sufficiently resilient to remain viable and operational even under changed climatic conditions and is in a position to adapt its corporate strategy and business model in the short, medium and long term.

### **TRANSITION PLAN FOR CLIMATE CHANGE MITIGATION (E1-1)**

METRO AG currently has no dedicated transition plan for climate change mitigation. Consequently, METRO AG has no actions in place to mitigate the potential impacts on its own workforce. It is intended to develop and adopt a transition plan in financial year 2025/26. Components such as the climate targets and actions already mentioned in this report will feed into it.

### **POLICIES (E1-2)**

METRO AG has a climate policy in place to address the material impacts, risks and opportunities of their business in relation to climate change. The policy takes account of climate change mitigation, energy efficiency and renewable energy deployment. As such, it also supports climate change adaptation. The policy focuses on reducing greenhouse gas emissions by means of specific targets and actions. To reduce Scope 1 and 2 emissions, METRO is working hard to phase out fluorinated greenhouse gases, promote energy efficiency through energy-saving initiatives and raise awareness of energy use, and to increase renewable energy deployment with the help of photovoltaic initiatives and green electricity. The climate policy is publicly available on the METRO website. To reduce Scope 3 emissions, METRO plans to introduce a supplier engagement programme that will identify GHG reduction potential so as to develop targeted actions.

Compliance with the policy will be reviewed quarterly as part of sustainability controlling, and the results will be reported to the ESG Peer Group. The scope of the policy covers the entire METRO group including all organisational units. It also has an impact on METRO's upstream value chain. METRO's Chief Central Functions Officer, who is also a member of the Commercial Board, is responsible for the policy at executive level, while the ESG Peer Group monitors its operational implementation.

In developing its climate policy, METRO has based its approach on the standards of the Science Based Targets initiative (SBTi) and the associated requirements.

### **ACTIONS (E1-3)**

To address the key impacts, risks and opportunities associated with climate change mitigation and adaptation, and to meet the targets in its climate policy, METRO is pursuing 3 key climate change mitigation actions in its own operations: energy-efficient business, renewable energy deployment and e-mobility. METRO is establishing a supplier engagement programme to gain a better understanding of greenhouse gas emissions in the upstream value chain. The climate change mitigation actions are ongoing and apply throughout the group, covering all METRO countries and companies. All these actions are explained in more detail below.

Overall, decarbonisation levers are expected to reduce GHG emissions by an estimated 9.3 million tonnes by 2030 if climate change mitigation actions are implemented successfully. Of these, 0.2 million tonnes are attributable to Scope 1 emissions, 0.3 million tonnes to Scope 2 and 8.9 million tonnes to Scope 3.

#### **ENERGY-EFFICIENT BUSINESS**

The climate change mitigation action 'energy-efficient business' comprises the Energy Saving Programme and the F-Gas Exit Programme, as well as an initiative to increase awareness of energy use.

Under the Energy Saving Programme, investments are made in energy-efficient building technology to reduce energy use. Specific decarbonisation levers include conversion to LED lighting, installing high-speed doors for cold rooms and using building management systems. There are also investments in optimising existing heating systems (installation of new heating elements in heating systems, boilers and pumps). Changing to sustainable heating solutions by using heat recovery systems and heat pumps is another key decarbonisation lever. During the reporting period, these activities were implemented based on cost-effectiveness and by choosing certain sites according to the

condition of the buildings and what was required. By 2030, the Energy Saving Programme is expected to reduce greenhouse gas emissions from energy use by 30%.

The aim of the F-Gas Exit Programme is to completely eliminate the use of fluorinated gases by 2040. Instead, F-gas-free commercial cooling and air conditioning systems and, where technically feasible, heat pumps will be installed. The key decarbonisation lever here is the switch to cooling systems using natural refrigerants, to reduce the associated greenhouse gas potential, energy requirements and operating costs. METRO anticipates that by 2030, the F-Gas Exit Programme will reduce greenhouse gas emissions from refrigerants by 90%.

Under the programme to increase awareness of energy use, training courses in the METRO countries are held. The programme is ongoing and so helps to reduce energy use through behavioural and process change at no additional cost.

Progress in energy-efficient business during the reporting period is reflected in the implementation of projects at 276 locations. The number refers to projects approved in the reporting period, some of which will be implemented in the coming year.

METRO has invested €11 million in implementing the Energy Saving Programme and €66 million in the F-Gas exit programme. As such, total current CapEx related to energy-efficient business stands at €77 million. Based on current plans, future yearly investment levels are expected to be similar. CapEx for the F-Gas Exit Programme and several other investments within the scope of the EU Taxonomy are reported in full under the economic activity 'manufacture of other low-carbon technologies' (CCM 3.6). Likewise, significant capital spend on the Energy-Saving Programme is reported in the EU Taxonomy template under 'manufacture of energy efficiency equipment for buildings' (CCM 3.5).

It is not possible to clearly map the investment in energy-efficient business to the capital expenditure reported in the consolidated financial statements.

#### RENEWABLE ENERGY DEPLOYMENT

The climate change mitigation action on renewable energy deployment comprises photovoltaic initiatives and green electricity.

Specific decarbonisation levers include the expansion and use of photovoltaic systems at 88 locations. This is supplemented by the procurement of green electricity in Portugal and France, including guarantees of origin (GOs), green electricity contracts with GOs and power purchase agreements (PPAs) with GOs. By implementing these programmes, METRO expects to achieve a 10% reduction in greenhouse gas emissions from energy use by 2030.

One step forward in renewable energy deployment in the reporting period was the installation of 9 new PV systems operated by third parties.

Existing and planned investments in renewable energy deployment cannot be quantified at present, as the necessary internal processes and data structures are still being developed.

#### E-MOBILITY

One of the specific decarbonisation levers for e-mobility at METRO is the electrification of the fleet. Currently, 8.9% of the group-wide company car fleet is electrified. In the delivery business (FSD) there are 2,966 company-owned trucks, of which 1.5% are electrically powered.

With its EV100 initiative, METRO has committed to providing and expanding charging infrastructure at its sites to incentivise the electrification of its company car fleet. Currently, 1,375 charging stations at METRO sites worldwide are operated by an external provider and are available to customers and the company's own workforce.

The extent to which promoting e-mobility can reduce GHG emissions depends on developments in the automotive industry. Consequently, no specific quantitative target value for e-mobility was set. Existing and planned investments in e-mobility cannot be quantified at present, as necessary internal processes and data structures are still being developed.

#### SUPPLIER ENGAGEMENT PROGRAMME IN THE VALUE CHAIN

In addition to climate change mitigation actions in its own operations, METRO plans to reduce greenhouse gas emissions in the supply chain with a supplier engagement programme (supplier engagement strategy).

The main decarbonisation lever is the reduction of GHG emissions in the manufacture of the food and products offered, as they account for the largest share of METRO's Scope 3 emissions. Under the programme, METRO plans to systematically survey suppliers about their climate targets and actions to reduce their greenhouse gas emissions. This will provide us with an understanding of the potential for GHG reduction. Anticipated reductions in GHG emissions through the supplier engagement programme cannot currently be quantified in full, as the survey will not take place until financial year 2025/26. However, it can be assumed that the programme will help reduce METRO's GHG emissions on the part of suppliers, who have already set their own targets.

The programme will be rolled out gradually throughout the organisation. In the initial phase, pilot projects will be implemented in selected countries (to be specified) and for selected product groups. It is also planned to include the first suppliers at this stage; the selection process is ongoing at the time of reporting. In the long term, the supplier engagement programme will be implemented in all countries and companies.

Implementation of the supplier engagement programme is not dependent on the allocation of financial resources. The other actions mentioned above do require the allocation of financial resources.

## TARGETS AND METRICS

### TARGETS (E1-4)

To address the material impacts, risks and opportunities related to climate change mitigation, METRO AG has set itself the long-term target of net zero GHG emissions by 2050 and the medium-term goal of reducing them by 2030. To meet these targets, the decarbonisation levers described in more detail in the previous section were identified. No climate scenarios were taken into account when defining the decarbonisation levers.

The net zero target refers to METRO AG's own business operations and the upstream and downstream value chain.

In the value chain, emission category 3.1 under the Greenhouse Gas (GHG) Protocol (purchased products and services) is divided into FLAG and non-FLAG emissions. All emissions from Forest, Land and Agriculture (FLAG) are counted as FLAG emissions. All other emissions in category 3.1 and all other Scope 3 emissions are counted as non-FLAG emissions.

For the net zero target, the base year for Scope 1 and 2 GHG emissions is 2019/20; for Scope 3 emissions, the base year is 2021/22. METRO considers these base years representative as it experienced no business interruptions in 2019/20 and 2021/22 and was therefore unaffected by external influences. GHG emissions in the base years totalled 32.8 million tonnes of carbon dioxide equivalent (CO<sub>2</sub>e). Of this, 1.1 million tonnes of CO<sub>2</sub>e were attributable to Scope 1 and 2 emissions in base year 2019/20 and 31.7 million tonnes of CO<sub>2</sub>e to Scope 3 emissions in base year 2021/22. The Scope 3 emissions for the base year can be broken down into 20.5 million tonnes of CO<sub>2</sub>e for FLAG emissions and 11.2 million tonnes of CO<sub>2</sub>e for non-FLAG emissions.

In addition to the net-zero target, METRO has also defined medium-term reduction targets for Scope 1 and 2 GHG emissions. For Scope 3, targets have been defined for the non-FLAG and FLAG categories. Scope 1 and 2 GHG emissions are to be reduced by 42% compared with base year 2019/20. This equates to an absolute reduction of 0.5 million tonnes of CO<sub>2</sub>e in Scope 1 and 2 GHG emissions relative to base year 2019/20. In base year 2019/20, Scope 1 GHG amounted to 1.1 million tonnes of CO<sub>2</sub>e. METRO has chosen the market-based approach under the GHG Protocol to determine the reduction in Scope 2 GHG emissions.

A quarterly evaluation of emissions and energy use shows the extent to which emission reductions are in line with the targets. Scope 1 and 2 GHG emissions in the reporting period amounted to 0.8 million tonnes of CO<sub>2</sub>e. This equates to a reduction of 26.2% compared with base year 2019/20.

For Scope 3 GHG emissions, METRO AG has formulated a differentiated target: by 2030, non-FLAG emissions in Scope 3 are to be cut by 25% relative to base year 2021/22. This equates to an absolute reduction of 2.8 million tonnes of CO<sub>2</sub>e compared to the 2021/22 base year. In addition, METRO is aiming for a 30% reduction in Scope 3 FLAG emissions by 2030 relative to base year 2021/22. This equates to an absolute reduction of 6.2 million tonnes of CO<sub>2</sub>e compared to the 2021/22 base year.

The calculations are based on secondary emission factor databases, which are broken down using a life cycle approach. All FLAG emissions relate exclusively to the upstream value chain.

Scope 3 GHG emissions in the reporting period amounted to 32.8 million tonnes of CO<sub>2</sub>e. This equates to an increase of 3.3% compared with base year 2021/22.

In the reporting period, the group-wide climate targets were updated in line with the new standards of the Science Based Targets initiative (SBTi). These targets are to be achieved with the identified decarbonisation levers as described in the section on actions. The targets will be submitted to the SBTi for validation, and METRO expects validation by the SBTi to take place in financial year 2025/26.

The SBTi methodology is subject to some uncertainties with regard to the underlying scientific evidence and forward-looking assumptions on the reduction of greenhouse gas emissions required in order to meet the 1.5-degree target. The SBTi methodology published in 2021 is currently being revised. Newer scientific evidence on the course of climate change could lead to a change in the methodology and the assessment of whether the targets are ambitious enough to limit global warming to 1.5°C.

The targets are directly related to METRO's climate policy, which is presented in section E1-2. They are reflected in the policy and provide the main foundation for METRO's strategic focus on reducing greenhouse gas emissions. The decarbonisation levers that contribute to meeting the targets are described in the climate change mitigation actions in section E1-3.

Internal stakeholders including the Management Board and experts from Controlling, Energy Management, Procurement, senior management and various METRO AG organisational units were involved in setting the targets. External stakeholders and service providers were also involved. The targets have been adopted by the Management Board and endorsed by the Audit Committee.

The basis for the benchmarks is the current corporate structure, as it has not changed significantly compared with the 2019/20 base year for Scope 1, 2 or the 2021/22 base year for Scope 3.

METRO has based its 2030 target on the SBTi guidelines and the expected GHG emission reduction potential of the decarbonisation levers used. METRO has set distinct targets for FLAG and non-FLAG emissions in the value chain. An international supplier analysis and a product-based analysis were used to determine the Scope 3 target.

#### METRICS FOR ENERGY CONSUMPTION AND MIX (E1-5)

The metrics for energy consumption and mix are generally compiled based on primary data, taking account of METRO's own business operations. The metrics were determined centrally by the Sustainability Controlling team. The necessary data was collected on a quarterly basis and documented in a centralised database. Where estimates were necessary, average monthly figures from each business operation were used. Otherwise, the previous year's figures were used.

### ENERGY CONSUMPTION AND MIX

	Unit	2024/25
<b>Total energy consumption</b>	<b>MWh</b>	<b>2,354,892</b>
<b>Total fossil energy consumption</b>	<b>MWh</b>	<b>1,641,591</b>
<b>Share of fossil sources in total energy consumption</b>	<b>%</b>	<b>69.7</b>
Fuel consumption from coal and coal products	MWh	n/a
Fuel consumption from crude oil and petroleum products	MWh	465,600
Fuel consumption from natural gas	MWh	391,319
Fuel consumption from other fossil sources	MWh	n/a
Consumption of purchased or acquired electricity, heat, steam and cooling from fossil sources	MWh	784,673
<b>Energy consumption from nuclear sources</b>	<b>MWh</b>	<b>236,847</b>
<b>Share of consumption from nuclear sources in total energy consumption</b>	<b>%</b>	<b>10.1</b>
<b>Total renewable energy consumption</b>	<b>MWh</b>	<b>476,454</b>
<b>Share of renewable sources in total energy consumption</b>	<b>%</b>	<b>20.2</b>
Fuel consumption for renewable sources, including biomass (also comprising industrial biogas, renewable hydrogen, etc.)	MWh	n/a
Consumption of purchased or acquired electricity, heat, steam and cooling from renewable sources	MWh	416,246
Consumption of self-generated non-fuel renewable energy	MWh	60,208
<b>Energy intensity (total energy consumption per net revenue)</b>	<b>MWh/€million</b>	<b>72.6</b>

Under the NACE codes, METRO operates exclusively in Section G (Wholesale). Energy intensity is therefore calculated based on total energy consumption, as well as total revenue as reported in the income statement for the reporting period.

#### METRICS FOR GREENHOUSE GAS EMISSIONS (E1-6)

METRO's greenhouse gas emissions were calculated in accordance with the Corporate Accounting and Reporting Standards and the Corporate Value Chain Accounting and Reporting Standard of the Greenhouse Gas Protocol (GHG Protocol). The reporting covers all direct greenhouse gas emissions from the company's own emission sources (Scope 1), indirect greenhouse gas emissions (Scope 2) and greenhouse gas emissions from the upstream and downstream value chain (Scope 3).

The greenhouse gases CO<sub>2</sub>, CH<sub>4</sub>, N<sub>2</sub>O, HFCs, PFCs, SF<sub>6</sub> and NF<sub>3</sub> were taken into account in the calculation of GHG emissions. All non-CO<sub>2</sub> gases were converted into CO<sub>2</sub> equivalents (CO<sub>2</sub>e) using the Global Warming Potential (GWP) values published by the Intergovernmental Panel on Climate Change (IPCC).

For the most part, real data was used to calculate greenhouse gas emissions (Scope 1 and 2). In a few cases, due to the lack of digital technology at smaller companies, a centralised estimation method was used. This is based on previous-year figures or representative averages.

8 Scope 3 categories of the GHG Protocol were taken into account for the reporting. These are listed in the table below. The greenhouse gas emissions are calculated based on emission factors from recognised databases that

cover all relevant greenhouse gases. METRO's greenhouse gas emissions are presented in the table below according to the emission sources in Scope 1, Scope 2 and Scope 3.

## GHG EMISSIONS

	Unit	2024/25
<b>Total GHG emissions</b>		
Total GHG emissions (location-based)	t CO <sub>2</sub> e	<b>33,576,821</b>
Total GHG emissions (market-based)	t CO <sub>2</sub> e	<b>33,566,345</b>
<b>Scope 1 GHG emissions</b>		
Gross Scope 1 GHG emissions	t CO <sub>2</sub> e	<b>383,375</b>
Percentage of Scope 1 GHG emissions from regulated emission trading schemes	%	<b>0</b>
<b>Scope 2 GHG emissions</b>		
Gross location-based Scope 2 GHG emissions	t CO <sub>2</sub> e	<b>414,465</b>
Gross market-based Scope 2 GHG emissions	t CO <sub>2</sub> e	<b>403,989</b>
<b>Significant Scope 3 GHG emissions</b>		
Total gross indirect (Scope 3) GHG emissions	t CO <sub>2</sub> e	<b>32,778,981</b>
3.1 Purchased goods and services	t CO <sub>2</sub> e	<b>30,391,083</b>
3.2 Capital goods	t CO <sub>2</sub> e	<b>312,761</b>
3.3 Fuel and energy-related activities (not included in Scope 1 or Scope 2)	t CO <sub>2</sub> e	<b>205,621</b>
3.4 Upstream transportation and distribution	t CO <sub>2</sub> e	<b>904,510</b>
3.5 Waste generated in operations	t CO <sub>2</sub> e	<b>70,639</b>
3.6 Business travel	t CO <sub>2</sub> e	<b>8,193</b>
3.7 Employee commuting	t CO <sub>2</sub> e	<b>88,293</b>
3.11 Use of sold products	t CO <sub>2</sub> e	<b>797,881</b>

Scope 1 greenhouse gas emissions include direct emissions from the combustion of fuels in stationary and mobile processes as well as fugitive emissions. This includes the heating system, but also transport services provided by the company's own logistics function, the company car fleet and the cooling system. The associated consumption is recorded in a centralised system and multiplied by emission factors to calculate Scope 1 greenhouse gas emissions. The emission factors used are sourced from the Department for Environment, Food and Rural Affairs (DEFRA), which the GHG Protocol recommends as a reference. METRO does not generate any process emissions.

Scope 2 greenhouse gas emissions comprise indirect emissions from the use of purchased electricity and thermal energy and were calculated based on the GHG Protocol's Scope 2 Guidance. METRO also uses emission factors from DEFRA and CaDI (Carbon Database Initiative) to calculate location-based greenhouse gas emissions. METRO used various contractual instruments to calculate market-based Scope 2 emissions in the reporting period. These included unbundled guarantees of origin, bundled green electricity tariffs and power purchase agreements (PPAs). A total of 5.8% of the energy purchased or received was covered by contractual instruments. Of this, the proportion covered by unbundled guarantees of origin was 0.04 percentage points, 2.7 percentage points were covered by green electricity tariffs, and power purchase agreements accounted for 3.1 percentage points.

Scope 3 greenhouse gas emissions were calculated based on the GHG Protocol's Scope 3 Guidance for the 8 Scope 3 categories relevant to METRO's business activities. The remaining 7 Scope 3 categories were excluded based on a relevance assessment and the circumstances of METRO's business model. The categories Processing of sold products (3.10), End-of-life treatment of sold products (3.12), Franchises (3.14) and Investments (3.15) were assessed as insignificant for METRO, as emissions in these categories account for an immaterial proportion of the company's total Scope 3 emissions. METRO has no significant emissions from upstream leased assets (3.8) or downstream leased assets (3.13) as defined by the GHG Protocol. The products sold are mainly transported by vehicles owned by METRO, which fall under Scope 1, and by external service providers, which are accounted for under Scope 3.4. The remaining transport activity in the downstream transportation category (3.9) was classified as insignificant. The proportion of Scope 3 emissions calculated based on primary data from suppliers or other partners in METRO's value chain was 0%.

METRO's sales data was used to determine greenhouse gas emissions in the category of purchased goods and services (3.1). The data was categorised by product group and multiplied by the respective sector- and country-specific emission factors from the Agribalyse, Exiobase, Poore & Nemecek and Optimeal databases. The majority (81%) of emissions were calculable in this way. The remaining 19% were determined using estimations, based on product-specific categorisations of comparable units; in all other respects, the calculation method was the same.

When calculating greenhouse gas emissions in the capital goods category (3.2), capital goods were categorised as follows: computer and related services, construction work, electrical machinery and equipment, machinery and equipment, motor vehicles and trailers, real estate services, and rental services for machinery and equipment. The capital spend was then multiplied by the relevant emission factors from the Exiobase database.

Greenhouse gas emissions in the category of fuel- and energy-related activities (3.3) include all greenhouse gas emissions generated during the production and transport of energy and fuels purchased and used by METRO in the reporting period, but not included in Scope 1 or 2. These include fuels such as heating oil, the provision of purchased heat, and the indirect use of electricity, steam, heat and cool. The calculation is done by multiplying the consumption data – including heating oil and purchased heat – by the DEFRA emission factors.

Greenhouse gas emissions in the category of upstream transportation and distribution (3.4) include all transport services contracted and paid for by METRO to and from METRO sites that were not carried out by the company's own vehicles, as well as external logistics service providers contracted by METRO. CO<sub>2</sub> emissions of third-party logistics providers are subject to estimation in both the base year and the reporting period and were calculated using 3 parameters: the number of pallets transported (based on actual figures from a representative METRO company and a correlation analysis of sales development), the average weight per pallet (industry values) and the average transport distance (taking into account the different METRO logistics routes to stores and warehouses). The weight in kilograms per kilometre resulting from these parameters was then used to determine greenhouse gas emissions using DEFRA emission factors.

Greenhouse gas emissions in the category of waste generated in operations (3.5) are determined by multiplying the total waste in kilograms by the respective DEFRA emission factors. The waste that METRO generates falls into various categories. The waste is classified according to 3 waste streams (food waste, logistics waste, residual waste) and the materials in each stream are multiplied by the corresponding DEFRA emission factors.

When calculating greenhouse gas emissions in the business travel category (3.6), a distinction is made between the modes of transport used: aeroplane, train and car. Flight kilometres were determined using data from the travel booking system and credit card statements, while rail kilometres were determined using the travel booking system. For car journeys, fuel receipts were used as the basis for determining fuel consumption. All recorded data was linked to the respective DEFRA emission factors in order to determine greenhouse gas emissions.

When determining greenhouse gas emissions in the employee commuting category (3.7), a distinction is likewise made between the modes of transport used. Using the standard figures for full-time equivalents from the German Federal Statistical Office (Destatis), it was assumed that most employees commute by car, with a further proportion using public transport such as trains or buses, and a small proportion who walk. On this basis, the respective DEFRA emission factors were linked to the data to determine greenhouse gas emissions.

At METRO, the use of sold products category (3.11) mainly concerns fuel sales in certain countries. Greenhouse gas emissions in this category took into account fuel sales in Czech Republic, the Netherlands, Slovakia and Poland, where METRO operates petrol stations. The volume of fuel sold is multiplied by the respective DEFRA emission factors to calculate greenhouse gas emissions.

METRO does not carry out any activities involving the combustion or degradation of biomass, so no biogenic greenhouse gas emissions were generated in the reporting period.

To calculate METRO's greenhouse gas intensity using the location- and market-based methods, Scope 1, 2 and 3 greenhouse gas emissions were added together and divided by METRO's revenue. METRO's greenhouse gas emissions intensity under the location-based calculation method was 1.0 t CO<sub>2</sub>e/€ thousand. Under the market-based calculation method, it was 1.0 t CO<sub>2</sub>e/€ thousand. The revenue used for the calculation is the revenue item in the income statement in the consolidated financial statements.

#### METRICS FOR INTERNAL CARBON PRICING (E1-8)

METRO uses a group-wide internal carbon shadow price of €50 per tonne of CO<sub>2</sub> as a basis for deciding whether to approve energy efficiency projects with low financial savings. This price is based on an internal market analysis that has not been externally validated. At the time of the market analysis, the price in the European Union's Emissions Trading System was around €25 per tonne. Taking country-specific emission factors into account provided a more realistic picture of the actual avoidance cost. The price of €50 per tonne was therefore ambitious but market-based, and has since served as the basis for decisions concerning capital expenditure on carbon reduction. METRO did not apply carbon pricing in the reporting period, as most projects met the financial requirements even without the shadow price, or were based on legislative requirements. Given the recent increase in the carbon price in the European Union's Emissions Trading System, there are plans to adjust the group-internal shadow price in financial year 2025/26.

**Resource use and circular economy (ESRS E5)**

**IMPACTS, RISKS AND OPPORTUNITIES (IRO-1)**

In the materiality assessment, material positive and negative impacts, risks and opportunities within own business activities and in the upstream and downstream value chain related to resource use and circular economy were identified. These are shown in the overview that follows.

Impacts, risks and opportunities (IROs)

**ESRS E5 Impacts, risks and opportunities related to resource use and circular economy**

**Resource inflows, including resource use**

Resource consumption

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

METRO's operations lead to actual negative impacts on the environment, especially as a result of high resource consumption along the entire value chain. Already in upstream production – for example in the manufacture of goods by suppliers – large volumes of natural resources such as water, energy and raw materials are consumed. This impact continues during the storage, transportation and sale of the products, which produce additional emissions and waste. Indirect environmental impacts can also arise in the downstream use by customers, for example through packaging waste or energy consumption during storage at home. The cumulative effect of these processes puts the long-term availability of natural resources at risk and contributes to the environmental impact.

Use of non-sustainable packaging materials

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

The upstream production and distribution of products packaged in packaging from artificial polymers, paper or other non-sustainable raw materials lead to actual negative environmental impacts along the entire value chain. Large volumes of fossil raw materials, water and energy are already consumed in the manufacture of these packaging materials, which contributes to the depletion of natural resources and the emission of greenhouse gases. Additional environmental impacts arise during distribution as a result of transportation and waste disposal. In the downstream phase – for example during use by customers and disposal – packaging may remain in the environment or may not be recycled correctly, which will further impact on the environment and be contrary to the targets of sustainable resource use.

Resource-efficient supplier selection

(Actual positive impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

METRO focuses on driving the efficient use of available resources by selecting new potential own-brand suppliers on the basis of clearly defined sustainability criteria. New suppliers must demonstrate their alignment with METRO's sustainability targets. Their product offerings are assessed not only according to cost, but also according to product-specific sustainability criteria. Supplier information on products and packaging is collected and checked in our tool. This also includes our sustainability requirements, such as acceptable product certificates or countries of origin for ingredients. This approach has actual positive impacts, as it promotes sustainable business practices and supports the efficient use of limited resources.

Rising costs due to tightened regulation on resource use

(Risks)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

The increasing complexity and tightening of regulatory requirements in the different countries in which METRO operates poses a financial risk.

Local regulations – for example on product labelling, packaging, environmental standards or logistics – influence the conditions for procurement, storage and distribution. These differences can lead to higher purchase prices, additional administrative cost and effort or limited goods availability and therefore impair the economic viability of cross-border trading processes. This has impacts on own operations as well as on the upstream value chain and can in individual cases lead to a shift of production processes into other countries to maintain economic efficiency.

**Resource outflows related to products and services**

Food waste

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

Food waste poses a significant challenge with actual negative impacts on the environment and resource use. It arises along the upstream and downstream value chain and is attributable to a large number of factors. The best-before date (BBD), demand that is difficult to predict and non-consumed products are among the factors that play a role in the professional customer environment.

Food waste is generated even within METRO – for example as a result of inaccurate forecasts, unsuitable packaging solutions or necessary product recalls. In addition, not all fresh goods can be sold completely, which can also lead to unavoidable waste. This waste impacts on the environment and is contrary to the targets of sustainable resource use.

Waste generation and growth of the company

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

As the company grows, the requirements for resource-efficient and circular-oriented waste management increase. Rising sales lead to increased use of materials, especially in packaging and in the handling of perishable foods. Along the upstream and downstream value chain – from raw materials extraction through production, storage and distribution down to disposal – this gives rise to considerable environmental impacts.

Packaging waste and food losses present the main negative factors in this context. While packaging often consists of non-circular materials and is recycled only to a limited extent, food losses lead to inefficient use of resources such as water, energy and agricultural land. If these material flows are not returned to the cycle, but disposed of, valuable resources are lost.

Inadequate transition to circular solutions – for example by using recyclable materials, optimising storage and logistics processes or finding a subsequent use for surplus foods – has actual negative impacts on the environment.

**Waste**

Packaging waste

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

The use of non-sustainable packaging materials contributes significantly to waste generation. This waste is produced along the entire value chain – including upstream processes, own operations and downstream activities.

One relevant area is the use of transport packaging in connection with deliveries to customers, which accounts for a significant portion of the total waste volume.

In addition, continuing demand for disposable packaging for takeaway foods leads to increased production and use of these types of materials. This has a direct impact on the volume of waste and has demonstrable environmental impacts.

Losses in value as a result of products that can no longer be sold

(Risks)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

Products that are no longer saleable pose a business and sustainability-related challenge for METRO. Products that can no longer be sold – for reasons such as expired best-before dates, product recalls, inaccurate forecasts, packaging defects or logistical factors – lead to financial losses and can influence the company’s public image, especially with regard to food waste.

Falling attractiveness to investors as a result of inadequate sustainability performance

(Risks)

Time horizon	<input type="checkbox"/> Short-term	<input checked="" type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

Inadequate progress with reducing food waste, packaging materials and plastic can entail financial risks for METRO. Investors increasingly focus on sustainable business models in order to meet their own ESG (Environmental, Social, Governance) goals.

If no progress is made in these areas, this could reduce METRO’s attractiveness as a sustainable investment – with potential impacts on access to capital and the positioning in competition for responsible investors.

Political reforms of the best-before date as a lever to prevent waste

(Opportunities)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

The political debate around the best-before date (BBD) for certain product categories unlocks significant potential for reducing food waste. Through a differentiated review and possible amendment of regulatory requirements, the shelf lives of selected products could be extended – especially where quality and safety are ensured even beyond the original best-before date.

This would contribute to significantly reducing the amount of edible food that is currently disposed of because of an expired best-before date while at the same time using resources more efficiently.

## **POLICIES (E5-1)**

To address both material risks and opportunities and to counteract negative impacts related to food waste and general waste management, METRO has defined various policies that are explained in more detail below. These are the Food Waste Policy and the Own Brand Packaging Policy.

### **FOOD WASTE POLICY**

METRO's Food Waste Policy, which addresses the identified impacts, risks and opportunities related to resource outflows and waste, sets out the company's fundamental principles for preventing and reducing food waste throughout the value chain. Accordingly, the policy covers the business operations of all METRO units worldwide, including the International Trading Offices and all Food Service Distribution (FSD) companies, as well as the entire value chain of own brands, no-name products and supplier brands. The policy was developed in coordination with relevant departments and national subsidiaries. The Chief Central Functions Officer is responsible for its top-down implementation at METRO.

The policy aims to cut the amount of food waste while also reducing costs. As such, it addresses the material negative impacts related to food waste and the associated financial and reputational risks for METRO. To ensure transparency towards relevant stakeholders such as suppliers, customers and NGOs, the policy is publicly available on the METRO website.

The operational targets and actions are monitored based on the internationally recognised Food Loss and Waste Accounting and Reporting Standard (FLW Standard). As part of this, METRO aims to comply with the FLW Protocol and to follow the Food Recovery Hierarchy of the US Environmental Protection Agency (EPA). This hierarchy prioritises actions to prevent and divert food surpluses according to their benefit to the environment, society and the economy. It begins with reduction at source, followed by donation to those in need, use as animal feed, industrial uses and composting. Landfilling or incineration is only considered as a last resort. In line with this prioritisation, METRO focuses its actions on avoiding food waste as much as possible or recycling it usefully.

### **OWN BRAND PACKAGING POLICY**

METRO's Own Brand Packaging Policy provides a company-wide approach to packaging design for own-brand products. The policy addresses impacts related to resource inflows and waste. It aims to improve the customer experience and increase operational efficiency while reducing environmental impact throughout the packaging life cycle. As such, the policy addresses material negative impacts related to packaging waste, and financial risks due to stricter regulations on resource use.

The policy applies to all METRO own-brand products worldwide. The Chief Central Function Officer is responsible for top-down implementation of the policy at METRO. Compliance is ensured through internal technical specifications and by taking into account legal requirements such as EU Directives 94/62/EC and 2008/98/EC. METRO is also committed to complying with national regulations and applying internationally recognised standards such as the Forest Stewardship Council® (FSC®) and the Programme for the Endorsement of Forest Certification (PEFC). To ensure transparency towards potentially affected stakeholders or those required for implementation, such as suppliers and partners in packaging development, the policy is publicly available on the METRO website.

The Own Brand Packaging Policy is based on the waste hierarchy, in particular the 3R principles: reduce, recycle and renew. These principles aim to avoid or minimise packaging waste as much as possible before resorting to treatment. In line with the 'reduce' principle, the aim is to reduce the weight, volume and complexity of packaging and to avoid certain materials such as polyvinyl chloride (PVC) and expanded polystyrene (EPS). 'Recycle' refers to the use of recycled or recyclable materials and the development of packaging that is suitable for re-use or recycling. METRO interprets 'renew' as the use of renewable materials, such as FSC®- or PEFC-certified paper or bio-based plastics.

METRO's policy prioritises avoidance and recycling over disposal by developing packaging that is resource-efficient, reusable or recyclable and using materials whose origin is verified by recognised standards or certifications, for example FSC and PEFC. In line with this, the goals set out in the Own Brand Packaging Policy aim to reduce the use of primary raw materials and promote the use of recycled materials and sustainable procurement through recognised standards.

METRO's policies do not currently incorporate the principles of ecodesign, waste as a resource and consumer waste.

Additional policies concerning other material impacts, risks and opportunities related to resource use and circular economy (see section IRO-1) have not yet been adopted.

## **ACTIONS (E5-2)**

To counteract material negative impacts related to food waste and general waste management, and to minimise risks and leverage opportunities, METRO has defined various actions that are explained in more detail below.

METRO approaches the reduction of food surpluses with a 3-pillar strategy in the value chain from producer to consumer: (1) data optimisation, (2) solutions, (3) commitment and partnerships. The corresponding actions are

coordinated at group level by a cross-functional working group that includes Corporate Responsibility, Supply Chain Management and Global FSD Operations among others. The resulting insights are incorporated into a standardised blueprint for all operating units. The actions support METRO in meeting the targets defined in the Food Waste Policy in section E5-1 and address impacts related to resource outflows and waste.

As regards data optimisation, METRO is continuously working to improve the quality of data on food surpluses and the underlying systems. This includes training courses and individual training for data entry employees

To optimise processes related to the upstream value chain, METRO uses automated, AI-assisted order management systems to generate more accurate forecasts of stock availability and storage times for ultra-fresh produce. Downstream in the value chain, METRO promotes dynamic consumer pricing based on shelf life and demand in order to minimise excess stock. These solutions can reduce food spoilage.

Since August 2023, METRO has been a partner in the Futury innovation and sustainability network, developing new approaches for optimised procurement. METRO also promotes food donation in cooperation with food bank organisations and via food-sharing apps.

The actions to reduce food surpluses apply across the entire group, in all METRO countries and units. The initial focus is on optimising own operational processes, as this is where METRO sees the greatest leverage due to its direct influence. In line with the targets described in section E5-3, for now, the actions are clearly defined up to 2030. They can be continually adapted to respond to new challenges and insights, and will also be enhanced to ensure the ongoing reduction of food waste.

Efforts to reduce food waste are included in the sustainability-related incentive schemes of the Management Board of METRO AG, which are covered in more detail in chapter ESRS 2 GOV-3.

To effectively address material risks and impacts related to resource inflows, outflows and waste, METRO has established a waste management system in its own business operations. This helps to reduce environmental impact and conserve resources. At the same time, METRO expects it to boost supply chain efficiency, reduce disposal costs and maximise the benefits of using its products.

The waste management is based on the waste hierarchy, which comprises 5 stages as an optimum guideline: prevention, reuse, recycling, recovery and disposal. For waste generated in own business operations, this means first and foremost avoiding the creation of waste. METRO therefore offers discounts on products with a short best-before date, to promote sales and reduce food loss. Where this is not possible, the materials are reused, including through regular donations of surplus food that is still edible to food banks and other charitable organisations. The next step is to promote the recycling of food waste, provided that it *can* be recycled – for example by composting, or by industrial processing that turns it into new products. These actions correspond to the 'recycling' stage in the food recovery hierarchy. Food waste that is no longer suitable for recycling is collected separately and processed by specialised waste disposal companies in biogas plants to generate electricity and heat, provided the material is suitable and the treatment is in line with EU directives. In addition, packaging waste is specifically avoided with reusable systems such as those from the International Food Container Organization (IFCO). Finally, non-recyclable waste is disposed of in an eco-friendly way. This specifically includes hazardous waste such as batteries, waste oil and electronics metals, which are classified as such and disposed of properly in accordance with legal requirements.

To ensure that local actions are effective and evaluate progress, all units are reviewed quarterly based on reported data. Differentiated logging of waste streams is a major advance in waste management that now enables targeted analyses and helps to boost efficiency. These actions are ongoing and not tied to any specific completion date.

Actions to reduce food surpluses and manage waste can vary depending on local conditions. In their routine operational activities, the ESG managers in the operating units systematically take measures to promote the circular economy, such as waste avoidance, reuse of materials and resource-efficient processes. These measures are part of the routine business activities and involve no material, separately identifiable CapEx or OpEx. METRO will try to systematically enhance its waste management.

Additional actions concerning other material impacts, risks and opportunities related to resource use and circular economy (see section IRO-1) have not yet been adopted.

### TARGETS (E5-3)

To counteract material negative impacts related to resource outflows and to minimise risks and leverage opportunities related to waste, METRO has committed to a 30% reduction in the amount of food waste in its own operations by 2030 relative to base year 2021/22. Food waste includes both packaged and unpackaged food as well as meat and bones. This target is an absolute, that is, it is independent of company growth or size. The target value is a maximum of 34.8 million kilograms of food waste, compared with a baseline of 49.7 million kilograms in the base year 2021/22. The base year is partly based on actual figures. In the estimate, the figure was calculated based on a correlation between the changing quantity of food waste and the sales floor area for food. The reduction target applies to all countries in which METRO operates and all METRO units.

It is directly related to METRO's Food Waste Policy, which is described in section E5-1, and is integral to its strategic focus on reducing food waste. Accordingly, the target contributes to waste avoidance. It is firmly anchored

in the policy and specifies the overarching policy objective through measurable actions and operational requirements.

The target was developed voluntarily based on internal data analyses and taking into account the recently set EU target of reducing food waste in households and the hospitality industry by 30%. This in turn is based in particular on the results of EU-wide monitoring, which found that around 59 million tonnes of food are wasted annually in the EU.

The Management Board of METRO AG was involved in setting the target and has approved it. A quarterly evaluation of all food surpluses ensures that target achievement is monitored. The key figure used is the absolute value in kilograms. In the reporting period, this is 44.1 million kilograms. This corresponds to a reduction of 11.2% compared to the base year 2021/22. Where estimates were necessary, average monthly figures from each business operation were used. Otherwise, the previous year's figures were used. Progress is in line with the original plans.

To counteract material negative impacts related to waste and resource inflows, METRO has voluntarily set itself various targets for own-brand packaging. They apply through 2030 and are measured against base year 2021/22. All 21 METRO countries and Common Sourcing, including all Trading offices, have committed to the own-brand packaging targets:

METRO plans to save 10,000 tonnes of plastic in own-brand packaging and increase the proportion of recycled plastics to 30%. Polyvinyl chloride (PVC) and expanded polystyrene (EPS) are to be fully replaced with alternatives. In addition, all own-brand packaging is to be recyclable, reusable or compostable at home. For paper, cardboard and wood packaging, the company is aiming for certification by the Forest Stewardship Council® (FSC®) or the Programme for the Endorsement of Forest Certification (PEFC), or a recycled content of at least 70%.

The principles underlying these targets are directly related to METRO's Own Brand Packaging Policy, which is covered in section E5-1.

The above targets are measured against base year 2021/22 and are in line with the European Union's Packaging and Packaging Waste Regulation (PPWR), adopted at the end of 2024. The PPWR aims to consistently reduce packaging waste, promote reusability and recyclability, and generally steer the food industry towards more sustainable packaging. The targets relate to increasing the circular material use rate, minimising primary raw materials and sustainably sourcing and using renewable resources in line with the cascade principle, as well as to other factors connected with resource use.

The Management Board of METRO AG was involved in defining the targets and has approved them. Progress towards achieving them is systematically documented. However, reporting on own-brand packaging is currently on hold as data collection and processing is redesigned as part of a system migration. The data basis for meeting the targets is also subject to this migration and review. Structured reporting is expected to resume in the coming reporting period.

Additional targets concerning other material impacts, risks and opportunities related to resource use and circular economy (see section IRO-1) have not yet been adopted.

## Social

### Own workforce (ESRS S1)

#### IMPACTS, RISKS AND OPPORTUNITIES (SBM-3)

As of 30 September 2025, METRO has 84,041 own workers worldwide.

In the materiality assessment, material positive and negative impacts and risks for METRO's business activities were identified, related to the working conditions of the own workforce and to equal treatment and opportunities for all. The material negative impacts are widespread or systemic in nature. These are shown in the overview. No opportunities were identified.

The own workforce of METRO that may be affected by the material impacts of its activities includes both employees and non-employees.

The narrower definition of 'own workers' refers to anyone in an employment relationship with METRO under national law. This includes temporary and permanent employees working full-time and part-time. It excludes the Management Board of METRO AG, people on parental leave, in military or civilian service, in the retirement phase of phased retirement, and people who are in a training relationship with METRO (for example apprentices). Although certain groups of people do not fall under the narrower definition of own workers above, they are still taken into account in certain policies, procedures and actions described in sections S1-1, S1-2, S1-3, S1-4 and other chapters of this report. In such cases, the term 'employees' is used.

Non-employees include both individuals who work for METRO as self-employed contractors and those who are employed by third-party providers but work under METRO's professional direction (contract workers).

Impacts, risks and opportunities (IROs)

**ESRS S1 Impacts and risks related to own workforce**

**Working conditions**

Working conditions

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

Working models that are physically and mentally demanding, such as shift work or activities requiring high physical strain, have actual negative impacts on the health and well-being of the own workforce. Especially in own operations, these working conditions lead to an increased risk of work-related accidents as well as long-term health impairments. The combination of physical strain and psychological stress can impair the productivity and satisfaction of the own workforce.

Attractive employer with good contract terms and job security

(Actual positive impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

Due to the company's efforts to guarantee good contract terms and high job security and thus create appropriate working conditions for employees, METRO records actual positive impacts on its employees and has established itself as an attractive employer. Depending on the country-specific circumstances, applicable collective bargaining agreements are appropriately taken into account and country-specific benefits are granted in some cases; this contributes to fair wages and therefore an appropriate standard of living for the employees. In addition, through different activities and programmes, METRO invests in the development of talent from within its own ranks, which increases employer attractiveness.

Comprehensive whistle-blower protection

(Actual positive impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

Through clear guidelines and processes, METRO contributes to the protection of whistle-blowers, which entails actual positive impacts. The own workforce has the option to report information anonymously, which creates a safe environment for disclosing misconduct. In addition, METRO deploys human rights ambassadors worldwide, who ensure that violations of human rights and other regulations are dealt with on the basis of clearly defined processes.

Voluntary global framework agreement with trade union federation (UNI Global Union)

(Actual positive impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

METRO takes account of the representation and integration of the interests of employees by works councils, other interest groups or trade unions that exist in countries, depending on country-specific circumstances. Over and above the legal requirements, METRO has also entered into a voluntary global framework agreement with an internationally representative federation of trade unions (UNI Global Union). This employee representation therefore has actual positive impacts on own employees by promoting the co-determination of employees and including their interests in decision-making processes.

High employee fluctuation

(Risks)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

High employee fluctuation, especially in the operating business, poses a risk for company such as METRO. Activities that are perceived as too demanding can lead to employees leaving the company. This impairs not only on the stability of the own workforce, but also increases the cost of recruiting and training new employees.

**Equal treatment and opportunities for all**

Inadequate representation of the own workforce as a result of a lack of diversity in management bodies

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

A lack of gender diversity in the Management Board of METRO AG leads to actual negative impacts as a result of inadequate representation of the own workforce. Without balanced diversity in the management bodies, the interests and perspectives of the own workforce are not sufficiently taken into account. This can negatively impact decision-making and have a negative influence on the corporate culture.

Inclusive work environment

(Actual positive impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

The work environment at METRO is characterised by respectful coexistence, which contributes to the appreciation and involvement of employees. That has actual positive impacts on the own workforce by strengthening the diversity and integration of employees.

The material impacts and risks identified in the materiality assessment with respect to METRO's own workforce are directly related to or stem from METRO's business activities, business model and strategy. Members of the own workforce whose working conditions are physically and mentally stressful, such as shift work or in stores, logistics and maintenance, are more heavily affected. Actual negative impacts on health and well-being were identified in these areas, which may lead to those affected leaving METRO. The resulting risk of higher worker turnover poses a business challenge for METRO.

To identify more heavily affected groups, METRO uses risk assessments, incident reports, safety audits and internal controls designed to reduce workplace hazards. Involving and consulting the affected groups of people also plays a key role, as does feedback from safety committees and employee advocacy groups.

There is no known risk of forced labour for METRO's own workforce, nor of child labour.

During the reporting period, there were no changes to the corporate strategy or business model as a result of the identified impacts and risks. Chapter ESRS 2 SBM-2 explains how the interests, views and rights of the own workforce inform the strategy and business model.

### **POLICIES (S1-1)**

To counteract the material negative impacts and risks related to its own workforce and to promote positive impacts, METRO has defined various principles and policies which are explained in more detail below.

#### THE METRO BUSINESS PRINCIPLES

METRO's Business Principles are the foundation for general compliance standards and aim to create fair working conditions and promote equality and equal opportunities. As such, they help to prevent the identified negative impacts related to working conditions and to promote positive impacts associated with an inclusive working environment, good contract terms and job security. The business principles provide the basis for a legally compliant and responsible corporate culture: METRO is committed to separating personal and professional interests, preventing unfair advantages, treating information as confidential, complying with competition law and treating everyone equally.

METRO's Business Principles are publicly available on the company website and therefore accessible to all relevant advocacy groups, including the entire own workforce.

The Management Board of METRO AG is responsible for top-down implementation of the business principles. By introducing these principles, the Management Board and own workforce are sending a joint signal about the importance of legal and ethical standards within the METRO group. The business principles apply throughout the group and serve as a basis for responsible conduct.

#### POLICY STATEMENT AND CORPORATE GUIDELINE ON HUMAN RIGHTS AND ENVIRONMENTAL CONCERNS IN OWN BUSINESS OPERATIONS

The policy statement on respect for human rights and environmental protection anchors respect for human rights in METRO AG's core values – in line with the United Nations Universal Declaration of Human Rights, the International Bill of Human Rights, the OECD Guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights and the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work. It aims to identify and prevent potential human rights risks and environmental protection risks in own business operations and the supply chain at an early stage. At the same time, it is intended to help prevent, remedy or limit the impacts of existing or imminent violations of human rights or environmental obligations. The policy statement applies to both the own workforce and business partners in the supply chain and is publicly available on the company website. The Senior Vice Presidents of Corporate Communications, Public Policy & Corporate Responsibility as well as People & Culture are responsible for implementing the policy and for compliance with its underlying legal duties of care. Both have a direct or indirect reporting line to the Management Board, which adopted the policy statement. The effectiveness of the associated actions, including the complaints procedure, is reviewed at least once a year or as required.

The values and obligations set out in the policy statement on respect for human rights and environmental protection are put into practice through the guidelines on human rights and environmental concerns in own business operations. It defines binding requirements for protected legal positions in relation to human rights and environmental concerns and is used to implement METRO AG's legal duties of care. The guideline stipulates the prohibition of child labour and consideration of the specific needs of young employees, prohibits any form of forced or compulsory labour and expressly excludes any involvement in or support of human trafficking. It also requires compliance with occupational health and safety and legally regulated working hours and aims to eliminate discrimination in respect of employment and occupation – regardless of national and ethnic origin, social background, health status, disability, sexual orientation, age, gender, political opinion, religion or belief. The guideline therefore addresses the material negative impacts related to working conditions, as well as the material positive impacts related to good contractual conditions and job security, the voluntary global framework agreement with the trade union federation (UNI Global Union) and an inclusive working environment.

The social compliance risk management system explained in the policy statement on respect for human rights and environmental protection aims to prevent, mitigate and combat discrimination as soon as it comes to light. In addition, the guideline aims to ensure freedom of association and the payment of adequate wages.

METRO has established a group-wide risk management system to prevent and minimise risks to protected legal positions. This is used to identify, assess, prevent, stop or reduce potential human rights violations and environmental concerns and defines clear responsibilities. It is explained in more detail in section S1-4.

The guideline is available on both the global and the local Compliance pages of the company's intranet. It is binding for all METRO group companies and their employees.

The Management Board of METRO AG has overall responsibility for implementation, supported by a strategic and operational human rights officer who is responsible for compliance with the guideline and for implementing the associated risk management system. In addition, decentralised human rights ambassadors are active in the group companies.

#### OPERATIONAL SAFETY MANAGEMENT SYSTEM (OSMS) GUIDELINE

METRO has set out its fundamental approach to health and safety matters in an operational safety management system (OSMS) guideline that addresses the material negative impacts related to working conditions in the companies of the METRO group.

The guideline aims to establish a systematic, group-wide safety management system that helps raise awareness among the own workforce and identifies, assesses and effectively minimises risks at an early stage. It therefore plays a part in addressing the identified negative impacts related to physically and mentally stressful working conditions and improving occupational health and safety at METRO.

The guideline is available internally to all employees. The Accountable Executive is responsible for top-down implementation. This role is usually assumed by a member of management or a member of the Management Board. The person in question bears overall responsibility for safety policy, provides the necessary resources and ensures that the guideline is integrated in all business processes. The guideline's effectiveness is monitored and evaluated through internal audits. Its scope extends to all METRO group companies worldwide and their own workforce.

#### WHISTLE-BLOWER PROTECTION GUIDELINE

The whistle-blower protection guideline sets out binding requirements to protect individuals who report risks or actual or suspected misconduct, including in relation to working conditions and equal opportunities for the company's own workforce. It explains the group-wide process for reporting and handling these reports and for communicating with whistle-blowers. The guideline aims to reinforce the Management Board of METRO AG's commitment to protecting whistle-blowers and to encourage all whistle-blowers to report potential misconduct or risks. Further information on the whistle-blower system and the guideline is provided in sections S1-2, S1-3 and chapter ESRS G1. The guideline addresses the positive impact of comprehensive whistle-blower protection.

#### GLOBAL APPROACH TO DIVERSITY, EQUITY & INCLUSION (DE&I)

METRO's Global Approach to Diversity, Equity and Inclusion (DE&I) promotes a working environment shaped by mutual understanding of different lifestyles and experiences. The aim is to create a corporate culture free from discrimination, harassment and prejudice. The guidelines in our approach therefore address the negative impact of insufficient own workforce representation due to a lack of diversity in management bodies and the positive impact of an inclusive working environment.

As an employer, METRO is subject to the legal obligations of Book IX of the German Social Code (SGB IX), in particular the regulations on the participation of severely disabled people (Schwerbehindertenrecht). The guidelines help to meet these requirements. They also enable all METRO companies worldwide to develop local DE&I strategies and to implement them under a defined framework using appropriate measures. This provides an important foundation for implementing the sustainability priorities in METRO's ESG strategy.

The guidelines cover all grounds of discrimination including age, gender, social and ethnic origin, nationality, social status, mental and physical health, religion and belief, sexual orientation and gender identity.

The guidelines are publicly available on the company website and are therefore accessible to all relevant stakeholders. They apply across the board at all METRO group companies.

The Management Board of METRO AG is responsible for top-down implementation. All METRO companies are required to put the guidelines and their specifications into practice. The resulting commitments include analysing the status quo at all stages of the employee lifecycle from recruitment to leaving or retirement, as well as taking concrete actions to promote the goals and values enshrined in the guidelines. The implementation of the guidelines is monitored through annual surveys conducted by the Corporate Responsibility department's expert for diversity, equity and inclusion.

#### MPOWER PERFORMANCE AND TALENT MANAGEMENT PLAYBOOK

METRO's MPower Performance and Talent Management Playbook addresses the risk of high employee turnover by setting out the group-wide processes for talent and performance management as well as succession planning. It aims to ensure that all local management teams and People & Culture managers are familiar with the processes for appraising performance and potential, and implement them in line with the METRO strategy.

Promoting internal talent makes METRO a more attractive employer, creates development opportunities and helps to improve working conditions. The playbook therefore addresses the risk of employee turnover identified in the materiality assessment and actively counteracts it.

The MPower playbook is available internally throughout the group. The Senior Vice President Global Talent & Organisational Development is responsible for top-down implementation. A systematic, recurring process with clear responsibilities by target group is established and automated throughout the METRO group. Its quality and effectiveness is reviewed group-wide at least once a year.

### **PROCESSES FOR ENGAGING WITH OWN WORKFORCE AND EMPLOYEE REPRESENTATIVES ABOUT IMPACTS (S1-2)**

The views of METRO employees are incorporated into decision-making processes and actions aimed at addressing current and potential impacts on the own workforce. This is managed through a variety of communication formats and direct conversation with own workers' representatives and employees.

METRO regularly conducts a company-wide employee survey that involves employees in a structured way. It aims to gain insights into their daily experiences in the working environment, and so identify opportunities for improvement in everyday working life and in the company's success. The Senior Vice President Global Talent & Organisational Development has top-down responsibility for conducting the survey. The survey results are forwarded to the relevant manager or divisional manager and shared with employees. The resulting initiatives are implemented either at departmental or divisional level or locally at company level. Decisions on how to communicate the initiatives are made on a topic-by-topic basis. One example is the 'Cash & Carry Breakfasts' introduced in individual METRO stores, which promote internal dialogue and networking. These take place up to 3 times a year depending on store size. Topics discussed include sales figures, METRO Voice it!, ad hoc matters and quality assurance. Employees on leave of absence may be excluded from the survey.

In addition, a global briefing event is held every quarter, enabling direct dialogue between employees and members of the Management Board. At this event, METRO briefs employees on strategic developments and current global issues affecting the company, and gives them the opportunity to ask the Management Board questions in a subsequent Q&A session. The Management Board is responsible for answering these questions. METRO evaluates the effectiveness of these discussion formats based on specific feedback from the conversations themselves: for example, a Food Saver Day was launched in Germany. Every Friday, employees receive various dishes free of charge in the canteen, prepared using the food stock remaining at the end of the week. This Food Saver Day was advertised on the company's internal intranet, for example. Employees on leave of absence may be excluded from the Q&A session.

In addition, METRO organises subject-specific events that give employees a hands-on opportunity to contribute innovative ideas to the company's future development. The Management Board is responsible for involving employees and ensuring their ideas are incorporated into business decisions and actions. The Board decides which departments or managers will be responsible for following up and implementing the proposals. Further communication is decided on a case-by-case basis. The effectiveness of these formats as a tool for employee participation is measured based on factors such as whether and how the ideas contributed are put into practice. Employees on leave of absence may be excluded from the survey.

Employees and third parties can also use the whistle-blower system to report suspected or actual misconduct and risks in METRO's business operations. When whistle-blowers submit their reports anonymously via the group-wide whistle-blower system, they can also opt to receive feedback on the status of the investigation via a secure anonymous mailbox. Where possible, whistle-blowers receive feedback on the outcome of the investigation. Each METRO company has set up a local internal reporting office whose contact is the local compliance officer. The company-wide Compliance Pulse Check ensures that people are aware of the whistle-blower system and use it proactively. Incoming reports are reviewed in a structured audit process; the results are documented in an audit report. The report findings are used to help enhance internal control mechanisms and continuously improve the way compliance and risk are managed. More information on the whistle-blower system is provided in section S1-3 and chapter ESRS G1.

Furthermore, METRO takes the representation and integration of employees' interests into account through existing works councils, trade unions or other employee-representative bodies (referred to collectively below as 'advocacy groups'), depending on the specific circumstances in each country. METRO also engages in regular dialogue with the members of the European Works Council at METRO Euro Forum meetings, which are held at least once a year (see also section S1-8). In addition, there is a global framework agreement with the international trade union organisation UNI Global Union, which provides for systematic dialogue between employer representatives appointed by METRO and the trade unions. This dialogue makes it possible to gather the views of employees and incorporate them into business decisions. On the employer side, human resources managers, legal departments where applicable, and at group level also the relevant member of the Management Board are responsible for this type of dialogue and negotiations with advocacy groups. Taking Germany as an example, effective cooperation with advocacy groups is reflected in works agreements concluded on matters such as flexible working hours and work-from-home regulations as well as regular (for example weekly) or ad hoc individual discussions with the advocacy groups concerned. Depending on country-specific circumstances (particularly legal requirements), certain employee

groups are mandatorily excluded from the remit of employees' advocacy groups (for example in Germany, senior executives).

In Germany, there are also local representatives for severely disabled employees, who advocate for employees with this status in company-related matters. In addition, a Group Representative Committee for Severely Disabled Employees (KSBV) has been elected to represent the interests of employees with this status in group-wide or cross-company issues, as well as in METRO companies with no locally elected representative body for these individuals. A group inclusion officer appointed by METRO is also available as a contact for both employees and advocacy groups. This officer is specifically responsible for compliance with legal requirements that protect employees with severe disabilities.

### **PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR OWN WORKFORCE TO RAISE CONCERNS (S1-3)**

METRO has structured procedures in place to prevent and remedy any material adverse impacts on its own employees. In addition, employees have access to various channels where they can raise complaints or safety-related concerns.

In the event of confirmed negative impacts on members of the own workforce, METRO ensures that appropriate remedial action is taken. These impacts may include discrimination, harassment, violations of fair working conditions or infringements of data protection and personal rights. A group-wide whistle-blower system for reporting such incidents is available, with the option to do so anonymously. Alternatively, employees can contact local compliance officers. In the event of confirmed violations, appropriate remedial action is initiated based on a structured review of the facts. Feedback from the process is incorporated into the ongoing development of the whistle-blower system and internal control mechanisms. Reported and processed complaints are tracked with the Compliance Handling and Reporting System and monitored by the Compliance Incident Handling Committee (CIHC). The committee also ensures that the communication channel and the actions taken are effective. The whistle-blower system is described in detail in chapter ESRS G1.

METRO's group-wide operational safety management system (OSMS) prevents and minimises work-related risks while also providing a structured framework for employees to express safety-related concerns. Initiatives such as the #BeSafeAtWork programme encourage employees to speak up about unsafe conditions, regardless of whether they are directly affected. This is supplemented by local safety representatives who act as contacts for safety-related concerns. Feedback is incorporated into the ongoing development of actions and is regularly evaluated in audits and surveys on safety awareness. Further information on the OSMS is provided in section S1-4.

To ensure that employees are aware of, trust and proactively use the existing communication channels, they are designed to be easy for everyone to use, with no formalities, and accessible online at all times. Digital reporting channels such as the whistle-blower system are accessible around the clock via the intranet. Managers receive regular training to act as the first point of contact and proactively inform employees about the available channels. In addition, People & Culture managers and compliance officers are available as contacts at local and global level. This range of options means that METRO employees can choose the channel that suits them best. Employees' trust in the existing structures and procedures is also ensured through group-wide communications as well as mandatory e-training on METRO's business principles and its guidelines on human rights and environmental concerns, which are binding for all employees worldwide. In addition, local human rights ambassadors play a key role, as they are responsible for operational implementation and ongoing communication in their business units.

To protect individuals from reprisals, METRO has a whistle-blower protection guideline as mentioned in section S1-1 and described in more detail in chapter ESRS G1. It is communicated throughout the group and also covers own workers' representatives.

### **ACTIONS (S1-4)**

During the reporting period various actions that are classed as ongoing were implemented. These measures are part of the routine business activities and involve no material, separately identifiable CapEx or OpEx. Implementation was done as part of existing processes and will continue in financial year 2025/26. The existing remedial actions are presented as actions to promote occupational health and safety.

#### **ACTIONS TO PROMOTE OCCUPATIONAL HEALTH AND SAFETY**

To address material impacts in occupational health and safety, METRO has introduced a group-wide operational safety management system (OSMS) based on the principles of ISO 45001. It reflects the core elements of the standard, including risk-based thinking, employee participation, management commitment and the Plan-Do-Check-Act (PDCA) cycle. The OSMS is the central framework for dealing with health and safety matters and aims to promote healthy behaviour and prevent and minimise work-related accidents.

Under the OSMS, a variety of preventive and health-positive actions tailored to specific needs and target audiences across the group were implemented, which may vary from country to country. These include preventive

medical check-ups, cooperation with qualified external consultants, and online training courses to reduce workplace stress.

In the event of work-related accidents or long-term health damage, METRO applies a standardised process via the OSMS, starting by reporting the incident and classifying it according to severity. Affected employees receive medical care and rehabilitation and may be assigned adapted tasks to support their return to work. Incidents are investigated to determine its cause(s) and take preventive action for the future. The national subsidiaries report monthly on incidents that have occurred so that trends can be observed and safety practices improved.

As safety requirements vary from region to region, each METRO company develops an annual action plan tailored to the local context. These action plans create a framework for the development and implementation of specific measures to promote health and safety in the workplace. Safety officers and representatives work jointly with employees and their representatives in accordance with national laws and practices. Internal audit teams review the action plans at least once a year.

The global #BeSafeAtWork programme aims to ensure that all employees proactively identify and remedy unsafe conditions, regardless of whether they are directly affected. Behaviour-based operational safety is a key element of this programme that is specifically reinforced by integrating it into onboarding processes and using interactive learning formats, for example safety quizzes and knowledge checks.

The effectiveness of the actions is monitored once a year as part of the OSMS using a structured Plan-Do-Check-Act (PDCA) process. For example, METRO conducts annual evacuation drills to practise safe and efficient evacuation procedures. These drills aim to promote emergency preparedness and correct evacuation behaviour and to verify that safety systems are working properly. Positive developments such as increased reporting of near misses for a number of companies, improved emergency preparedness and the growing reach of the #BeSafeAtWork programme show that the safety culture at METRO is going from strength to strength.

To systematically record and improve this progress, METRO is currently developing a new tool for evaluating safety awareness. It is based on a group-wide survey and collects feedback from employees and managers on the significance of safety at METRO. The findings enable us to identify strengths and potential for improvement in occupational safety.

Internal audits and ICS reviews are also conducted to identify rule violations and structural weaknesses. Resulting actions are prioritised taking into account the severity and frequency of incidents, the recurrence of unsafe behaviour and regulatory urgency. Specific actions are developed based on a root cause analysis of the identified problems. Relevant stakeholders such as safety officers and affected teams are involved in this process. The actions are integrated into the OSMS documentation and monitored in a structured way.

Negative impacts on METRO's employees are identified using a structured procedure. This includes risk assessments for workplaces, analysing incidents including near misses in some companies, and involving employees through safety discussions and committees. To mitigate identified risks, safeguards are defined and communicated regularly, for example by distributing monthly safety brochures. Wherever possible, workplaces are designed to be ergonomic and health-friendly.

#### ACTIONS TO ENSURE APPROPRIATE REMUNERATION AND TALENT DEVELOPMENT

To promote positive impacts on working conditions and equal opportunities and to minimise risks related to its own workforce, METRO takes actions that are aligned with the objectives in the MPower Performance and Talent Management Playbook. These actions address both performance related remuneration systems and comprehensive talent and performance management processes. This positions METRO as an attractive employer and reduces the risk of employee turnover.

The remuneration models are based on the type and scope of the task, the responsibility assumed and individual performance, and are benchmarked against the market. Remuneration is based on objective criteria; gender has no influence. Clear written provisions in employment contracts form the basis for remuneration practices.

As a global company, METRO takes country-specific remuneration regulations into account. These are implemented by the respective national subsidiaries. At the German sites, most employees are covered by collective bargaining agreements that guarantee equal pay and ensure compliance with the statutory minimum wage, especially in the lowest pay groups.

An audit procedure is used to ensure compliance with the statutory minimum wage in the pay groups. When there is a statutory increase in the minimum wage or a new collective agreement, wage and salary levels are reviewed. If individual pay scales are below the applicable minimum wage, remuneration is adjusted accordingly.

In addition, a real wage check is carried out monthly. This verifies whether actual hours worked relative to remuneration paid complies with the statutory minimum wage. If, for example, overtime results in the wage falling below the minimum, employees are compensated with overtime pay. All of this ensures compliance with the statutory minimum wage.

In addition to adequate wages, the targeted promotion of internal talent in particular helps to position METRO as an attractive employer and prevent employee turnover. Employees are continuously developed by means of comprehensive talent and performance management, systematic succession planning and a wide range of training

opportunities. The performance and potential assessment process provides the framework for personal and company-driven development. Managers evaluate the performance and potential of their employees, and liaise with the management team and the People & Culture department to define individual actions in annual development discussions. Employees can bring their own development ambitions to the table as part of this process. The resulting succession planning is both local and cross-border, and encompasses several management levels.

To support development planning, internal training programmes are regularly aligned with the company's strategic objectives. The teams responsible for this design learning portfolios that promote both functional and interdisciplinary skills and prepare employees specifically for future requirements. Within this framework, METRO offers 2 main pathways. The first is focused on function-specific and cross-functional training formats that are aimed in particular at employees in strategically relevant roles. However, all other employees also have the opportunity to take these courses. This pathway promotes professional skills and includes mandatory training on compliance matters. In the other pathway, international talent and leadership development programmes that run over several months and specifically target employees with development potential are offered. Selection is based on established talent management and succession processes. The aim is to systematically prepare these employees for future management roles in the wholesale business and to support long-term succession planning.

The national subsidiaries also develop their own actions within the global framework, such as local talent programmes or targeted learning opportunities based on specific needs.

The effectiveness of the actions to promote and develop own employees is reviewed on an ad hoc basis but at least once a year, at both local and global level. The national subsidiaries analyse their specific situation with respect to talent, including succession benches for key positions and planned development for identified talent. At the global level, the assessment is based on defined indicators. These include the percentage of management positions in the national subsidiaries filled by internal talent, the number of employees with personalised development plans, and the number of promotions among participants in top talent programmes during or after completing the programme. The dialogue between the House of Learning (in-house academy) and its sponsors ensures that the global learning and development portfolio is continuously aligned with the group's strategic objectives. This dialogue takes place regularly but not at set intervals. Training and development are discussed as the need arises, and adjusted accordingly in the event of strategic changes.

Data on employee turnover is also collected and analysed. In exit interviews with departing employees, their reasons for leaving are documented so as to identify possible patterns and develop targeted actions to improve employee retention.

#### ACTIONS RELATED TO WHISTLE-BLOWER PROTECTION

To address material impacts on its employees, METRO has established a whistle-blower system that is directly in line with the whistle-blower protection guideline. By providing and actively promoting secure and confidential reporting channels, the whistle-blower system meets the key requirements of the guideline.

The whistle-blower system includes various reporting channels for internal and external employees. The option of anonymous reporting and strict confidentiality protect whistle-blowers and are intended to shield employees from any disadvantage as a result of using the system. The procedures for handling incoming reports are described in section S1-3 and chapter ESRS G1.

METRO ensures that all employees are informed of the existing reporting options in the whistle-blower system by integrating relevant content in compliance training courses. In addition, the reporting channels are promoted with targeted communications to increase visibility and awareness among employees. Progress in this area is documented by the internal Compliance Pulse Check employee survey. Employees' agreement with the statement 'I know how to report compliance incidents' has remained consistently high over the years at more than 70%. This indicates a solid understanding of the reporting channels.

The actual effectiveness of these actions is systematically reviewed – particularly the extent to which employees are familiar with the whistle-blower system, trust it and actively use it – as part of compliance audits conducted by Group Internal Audit.

METRO expects these actions to increase the use of the whistle-blower system, raise own workforce awareness of non-compliant behaviour and strengthen the overall culture of integrity, enabling risks and misconduct to be identified at an early stage and addressed effectively.

#### ACTIONS RELATED TO EMPLOYEE REPRESENTATION AND ADVOCACY GROUPS

To promote social partnership standards and thus mitigate negative impacts on employees, METRO maintains ongoing cooperation with higher-level advocacy groups such as the METRO Euro Forum, which acts as a European Works Council. METRO AG has concluded an agreement with the METRO Euro Forum, a body that represents the interests of all METRO employees in the European Economic Area. The aim of the agreement is to guarantee and maintain transnational social dialogue between METRO AG and a representative body at European level, so as to underline the high value placed on constructive working relationships at all levels of the company. The forum meets with the relevant employer representatives at least once a year and a forum steering committee meets twice a year.

This committee prepares the annual plenary meeting of the METRO Euro Forum, discusses business developments and addresses relevant matters as they arise.

Obtaining feedback from advocacy groups enables us to identify potential sources of strain at an early stage and jointly develop solutions that prevent or mitigate negative impacts on employees.

#### ACTIONS RELATED TO EQUAL TREATMENT AND OPPORTUNITIES FOR ALL

METRO has introduced global guidelines for diversity, equity and inclusion to address material impacts related to equal treatment and equal opportunities. These guidelines provide the basis for company-wide actions designed to promote balanced representation and improve diversity, including in management bodies.

To implement the guidelines, the Diversity, Equity and Inclusion (DE&I) Community was set up, which is made up of 'DE&I Champs' from the individual METRO units. This community meets at least once per year to share local action plans and review the implementation of the guidelines. In addition, 1-to-1 meetings with the Champs take place twice a year.

As of February 2025, 68% of the actions set out in the guidelines have been implemented in the countries. Progress is systematically recorded and evaluated based on country-specific feedback.

The 'Leadership Catalyst for Women' programme was launched as a concrete action to implement the goals set out in the guidelines. It complements the work of the DE&I Community and specifically addresses the promotion of female managers in all METRO companies. The programme fosters dialogue and networking among participants, raises the profile of women and opens up new career prospects at METRO. Women from all METRO companies are eligible to take part. The programme also aims to go on boosting future gender diversity on the Management Board. The programme runs until the end of September 2029, which is our target date for increasing the representation of women in management positions to 30%. More information on the target is provided in section S1-5.

METRO uses various tools to evaluate the effectiveness of these actions. One is the semi-annual employee survey, which is described in more detail in section S1-2. The survey findings provide an up-to-date picture of the mood among employees and an indication of how effective our actions have been. In addition, the change in the percentage of women in management positions is systematically recorded and analysed via an HR dashboard. The results are presented quarterly in a summary report that the Labour Director forwards to the managers of the organisational units. METRO also documents and analyses incidents of discrimination and harassment as well as the resulting actions taken. This allows us to track progress, for example through a decline in the number of reported cases. To counteract the negative impact of insufficient representation of its own workforce in the company's management bodies, METRO also seeks diversity among the own worker's representatives on the Supervisory Board.

The above-mentioned procedures help us when reviewing and refining the strategic objectives. At the same time, they enable METRO to identify potential risks at an early stage and ensure that internal company practices have no adverse impacts on its employees.

## TARGETS AND METRICS

### TARGETS (S1-5)

Target to increase the representation of women in management positions

To counteract negative impacts related to equal treatment and equal opportunities for all and to create an inclusive and representative working environment, METRO aims to increase the percentage of women in management positions. This target may also indirectly help counteract the risk of employee turnover. It is part of METRO's strategic focus on promoting diversity and is specified in a Management Board resolution.

By September 2029, 30% of people employed at the first and second management levels below the Management Board of METRO AG are to be women. This target is legally binding for METRO AG.

The basis for this is § 76 Section 4 of the German Stock Corporation Act (AktG), which requires the Management Board of METRO AG to set specific targets for female representation at these levels. The target is expressed as a percentage of the total headcount at each level. The first management level below the Management Board comprises Executive Vice Presidents and Senior Vice Presidents. The second management level below the Management Board is composed of Vice Presidents. This target is based on the results of internal evaluations of the current gender distribution and was agreed with the Executive Vice Presidents via the International People & Culture Business Partners, without the direct involvement of the own workforce or own workers' representatives. According to the legal basis, the deadline for achieving the target is a maximum of 5 years. In base year 2022/23, the percentage of women employed at the first and second management levels below the Management Board was 25.8% and 22.4% respectively. In the reporting period, the proportion was 13.3% and 22.0% respectively.

In addition, METRO is voluntarily aiming to increase the percentage of women in management positions in the wholesale business, with a target of 40% at management levels 1 to 3 (including store management) at METRO locations worldwide by the end of financial year 2028/29. Management levels 1 to 3 comprise the Management Board (L1), senior department heads (L2) and department heads (L3). This target value was increased to 40%

after meeting the previous target of 30% during the reporting period; it is based on the results of internal evaluations of the current gender distribution. In the base year 2022/23, the percentage of women in this case was 26.4%. In the reporting period it was 37.7%. The underlying unit is the percentage distribution of women in management positions.

Gender equality, which is put into practice via the target to increase female representation in management positions, is enshrined in the Global Approach to Diversity, Equity and Inclusion (DE&I) described in section S1-1. The member of the Management Board of METRO AG responsible for People & Culture is responsible for top-down implementation.

To ensure the targets are met, a quarterly report is produced tracking the percentage of women in management positions. The report is used to measure the percentage distribution of women. The results are shared with the Management Board of METRO AG and with senior management at the METRO companies.

The target values for the percentage of women in management positions at METRO AG were set based on forward-looking assumptions. The total number of management positions was assumed to decrease slightly during the target period. The targets were defined in such a way that the percentages equate to realistic headcount figures (that is, whole numbers). It was also assumed that turnover and succession/replacement would be in line with the historical average, which meant that a gradual increase in the percentage of women was considered achievable.

The figures set for METRO AG’s legally binding targets are based on these assumptions. For the voluntary group-wide targets, the respective baseline figures for the individual companies were taken into account and used to identify a realistic, aggregated overall target. The assumptions and the underlying methodology are documented.

Target adjustment will be considered if organisational conditions change, for example if management levels are redefined or if the specified period for achieving the targets ends. Both the legally prescribed targets for METRO AG and the voluntary targets for the METRO companies are taken into account. To date, METRO has made no changes to its targets.

To date, no further targets related to impacts, risks and opportunities on our own workforce have been adopted.

METRICS

The following social metrics are collected in a standardised format using METRO’s global system, which provides the relevant data and incorporates the requirements defined under ESRS. If there are any deviations in the definitions or underlying system for individual metrics, these are explained in the relevant section. Unless otherwise stated, there are no known methodological limitations and the metrics have not been validated by any external body responsible for quality assurance.

Metrics for characteristics of the company’s own workers (S1-6)

Characteristics of own workers

The following disclosures on own workers are provided as headcounts. The underlying definition of own workers is provided in section SBM-3. Any deviations from this definition are indicated in the following sections. To collect country-level data, definitions under the national laws of the countries where the people are employed are taken into account. Furthermore, the following disclosures on own workers refers to figures as of 30 September 2025 unless average values are expressly stated.

**NUMBER OF OWN WORKERS BY GENDER**

Own workers headcount	As of 30/9/2025	Average 2024/25
Male	43,526	43,429
Female	40,010	40,517
Non-binary	1	0
Not disclosed	504	923
<b>Total</b>	<b>84,041</b>	<b>84,869</b>

The difference between the headcount on the reporting date and the average headcount is a factor of the reporting period. While the reporting date figure reflects the headcount as of 30 September, the average is based on the headcount on 4 quarterly reporting dates.

The average headcount differs from the number of employees stated in no. 15 – personnel expenses – in the notes to the consolidated financial statements. This is because people who are in a training relationship with METRO are not included in the definition of own workers as described in section SBM-3.

No gender data is currently available for some own workers. These people are therefore provisionally assigned to the 'Not disclosed' category in the system.

**COUNTRIES WITH SIGNIFICANT NUMBERS OF OWN WORKERS<sup>1</sup>**

Own workers headcount	As of 30/9/2025
Germany	<b>15,609</b>
France	<b>10,916</b>
Russia	<b>9,380</b>

<sup>1</sup> Defined under ESRS as countries in which METRO has 50 or more own workers representing at least 10% of its total number of own workers.

**OWN WORKERS BY REGION**

Own workers headcount	As of 30/9/2025
Germany	<b>15,609</b>
Western Europe (excluding Germany)	<b>26,691</b>
Eastern Europe	<b>37,815</b>
Asia	<b>3,926</b>

**INFORMATION ON OWN WORKERS BY CONTRACT TYPE**

Own workers headcount	Female	Male	Other	Not disclosed	Total
Own workers	40,010	43,526	1	504	84,041
Permanent own workers	37,356	39,919	0	504	77,779
Temporary own workers	2,479	3,292	1	0	5,772
Non-guaranteed hours employees	175	315	0	0	490

Disclosures on employee turnover

17,677 employees left METRO during the reporting period. This equates to a turnover rate of 22%.

The turnover rate is the number of leavers over a period of 12 months relative to the total number of employees in each month of the same period.

The employee turnover calculation includes all employees who have left METRO either voluntarily or due to termination, retirement or death. The turnover rate includes both active and inactive employees. An inactive employee is a person whose employment relationship has not been terminated but who is not currently actively working for METRO. Inactive employees include, for example, those on parental leave, on sabbatical or those absent due to long-term illness. Temporary workers are not included.

Metrics for collective bargaining coverage and social dialogue (S1-8)

**COLLECTIVE BARGAINING COVERAGE AND SOCIAL DIALOGUE**

	Collective bargaining coverage	Social dialogue
Coverage rate	Own workers – EEA <sup>1</sup>	Workplace representation (EEA only <sup>1</sup> )
80–100%	Germany France	Germany France

<sup>1</sup> For countries with > 50 own workers representing > 10% of total own workers.

The percentage of all own workers in the European Economic Area who are covered by collective bargaining agreements was 85.3%.

Collective bargaining coverage in financial year 2024/25 was determined by means of a survey based on own workers’ affiliations to sites bound by collective agreements in European Economic Area countries. For companies without available data, the metric was estimated based on the average figure for the reported companies.

METRO has a European Works Council, the METRO Euro Forum, which means that all own workers in Europe are represented by advocacy groups. Section S1-4 explains the aim and role of the Forum and how often it meets. Depending on the specific circumstances in each country, there may be additional advocacy groups. In Germany, for example, there are additional advocacy groups for employees at local, company or group level.

The figures on collective bargaining coverage and social dialogue were collected by the Labour Law & Labour Relations Team, in advance in the relevant countries where necessary.

Diversity metrics (S1-9)

METRO defines top management as the managers who are 1 or 2 management levels below the Management Board of METRO AG. In the national subsidiaries, managers at management level 1 are considered top management.

**GENDER DISTRIBUTION IN TOP MANAGEMENT**

	Headcount	%
Male	204	77
Female	62	23
Non-binary	0	0
Not disclosed	0	0

**OWN WORKER DISTRIBUTION BY AGE GROUP**

	Headcount	%
Under 30 years old	15,313	18
30–50 years old	46,463	55
Over 50 years old	22,265	26

Metrics for adequate wages (S1-10)

METRO defines the applicable and legally stipulated minimum wage in the country concerned as the benchmark for adequate wages. In countries where no statutory minimum wage is currently defined, METRO bases its remuneration on the minimum wages of economically comparable countries. Based on these benchmarks, METRO ensures that all own workers receive adequate wages. The fixed gross basic salary of own workers is used as the basis for this. Although additional benefits such as variable remuneration components and social benefits factor into the actual remuneration, they are not taken into account here.

#### Health and safety metrics (S1-14)

91.4% of METRO's own workforce is covered by the health and safety management system.

In the reporting period, there were no fatalities attributable to work-related injuries and illnesses. This applies to METRO employees, non-employees, and individuals who fall under the definition of workers in the value chain per chapter ESRS S2 and who operate at METRO sites.

Work-related accidents are recorded in the incident report and classified as such. Work-related accidents occur when events or injuries happen during work or in the course of professional activities and result in physical or psychological harm to the worker. These accidents can happen at the workplace or during work-related activities. The number of reportable work-related accidents in the own workforce of METRO in the reporting period was 1,035, which is a rate of 7.24. This is calculated by multiplying the number of work-related accidents resulting in lost working time by 1 million and dividing it by the total number of hours worked. For companies without available data, the metric was estimated based on companies in similar geographic locations.

All data is collected by the country managers and consolidated centrally. The metrics only take account of accidents with lost time; near misses and minor injuries are not included in the calculation, but are systematically recorded for prevention purposes. Differences in national reporting practices may affect data consistency.

#### Remuneration metrics (S1-16)

The basis for calculating the unadjusted gender pay gap and the pay ratio is all own workers in an active employment relationship with METRO as of the reporting date of 30 September. This includes temporary and permanent own workers working full-time and part-time.

Both metrics are calculated using the actual gross annual income of all own workers, which includes both fixed and variable remuneration components as well as special payments and benefits in kind before tax and social security deductions. This excludes company-specific special benefits that are available to all own workers of that company to the same extent and that own workers themselves can choose to use. These include, for example, employee discounts or canteen subsidies, as they carry no risk of discrimination. Amounts in foreign currency for the calculations are converted into euros at the closing date exchange rate.

For members of the Management Board with international secondment contracts, the annual target salary for fixed and variable remuneration components plus any one-off payments was used instead. A detailed determination of actual payments and benefits in kind would involve a disproportionate effort due to the specific nature of the contracts. Tax and social security adjustments as well as expatriation-related benefits in kind are based on global internal guidelines that preclude unequal treatment by gender.

The unadjusted gender pay gap is calculated as the percentage difference between the average gross hourly earnings of male and female own workers relative to the average gross hourly earnings of male own workers. Gross hourly earnings are calculated based on actual gross annual income and contractually agreed annual working hours. Calculating on an hourly basis ensures comparability regardless of the scope of employment or people joining the company during the year.

As of the reporting date, the unadjusted gender pay gap at METRO is 19.87% in favour of male own workers. This figure is influenced by the gender-specific distribution across different job levels and job families, which in turn often correlate with gender-neutral factors such as the complexity of the job, area of responsibility, experience or skills. These factors are not taken into account in the unadjusted calculation.

The ratio between the total annual remuneration of the highest-paid individual and the median total annual remuneration of all own workers excluding the highest-paid individual was 1:46.57 as of the reporting date. The calculation is based on actual gross annual income, similar to the gender pay gap calculation, but without conversion to an hourly basis. Part-time employees, employees on long-term sick leave, employees who joined the company during the year, and own workers with no active employment contract during the year due to sabbaticals, parental leave or unpaid leave, for example, are taken into account with their pro rata remuneration.

#### Metrics for incidents, complaints and severe human rights impacts (S1-17)

During the reporting period, 53 complaints regarding harassment in the workplace, including 17 complaints related to discrimination, were reported via the global whistleblower system (BKMS). Of the complaints received, 52 were submitted by employees via internal METRO channels and 1 by a customer. No complaints were submitted to the OECD national contact points for multinational enterprises.

The total amount of fines, penalties and damages paid in connection with discrimination incidents and complaints during the reporting period was €0.

METRO identified no serious human rights incidents related to its own workforce during the reporting period. As a result, no significant fines, sanctions or damages were incurred in connection with human rights incidents.

## Workers in the value chain (ESRS S2)

### IMPACTS, RISKS AND OPPORTUNITIES (SBM-3)

METRO’s product and supplier portfolio is global and multifaceted. This can give rise to situations that create adverse conditions for workers. In the fruit and vegetable growing sector, for example, seasonal workers may be employed whose working conditions do not meet METRO’s standards, which can lead to critical situations in terms of labour rights. In addition, economic competition creates cost pressure in the value chain, which can also have an impact on the working conditions and rights of workers.

In its double materiality assessment, METRO has identified actual and potential negative impacts in relation to workers in the upstream value chain. These are shown in the overview that follows.

Impacts, risks and opportunities (IROs)

#### ESRS S2 Impacts related to workers in the value chain

##### Working conditions

Adverse working conditions for workers in the value chain due to complexity and lack of transparency

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

There are actual negative impacts on workers in the value chain due to adverse working conditions. They systemically occur with a high degree of reversibility in contexts in which METRO maintains business relationships. Particular contributors to adverse working conditions include the complexity and lack of transparency of the value chain, which, in addition to the cost pressure arising from METRO’s business model, promotes structures that can cause adverse working conditions. This includes serious problems such as child labour, forced labour and inadequate working conditions.

##### Use of seasonal workers

(Actual negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

In METRO’s business relationships that are relevant in this regard, the use of seasonal workers systemically also leads to actual negative impacts on workers in the value chain, which have a high to medium degree of reversibility. These jobs often feature unstable working conditions and poor contract terms, which can have a negative impact on the financial stability and well-being of workers. This includes overtime and excessive workloads, restricted access to social benefits and a lack of training, safety measures and opportunities for advancement.

##### Other work-related rights

Violation of the human rights of workers in the upstream value chain (e.g. as a result of child labour, forced labour or inadequate wages)

(Potential negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

In METRO’s value chain in which it has procurement/business relationships, there is the risk of potential violations of human rights and therefore potential negative impacts on the workers in the value chain. The risk of human rights abuses such as child labour, forced labour or inadequate wages and their negative impacts are regionally widespread, especially in the areas of raw materials extraction and the manufacture of finished goods. These challenges should be viewed in connection with the complexity of supply chains and the politically and economically uncertain environment; they are also attributable to the cost pressure that arises as a result of METRO’s business model.

The following groups may be exposed to greater risk of human rights violations and, in individual cases, experience actual and potential negative impacts:

- Workers in the upstream supply chain who are involved in the production of raw materials, particularly in agricultural production
- Workers in the upstream supply chain who are involved in the further processing of raw materials and the production of finished goods
- Workers in the upstream supply chain from particularly vulnerable groups and rights holders who are structurally disadvantaged due to their social position; this also includes seasonal workers

Workers in METRO’s downstream value chain and non-employees deployed at METRO sites are not affected by the impacts identified in the materiality assessment. Furthermore, no impacts were identified on workers employed in the business operations of a joint venture or special-purpose vehicle in which METRO has a stake.

All workers in METRO’s value chain who may be affected by material impacts originating from METRO are included in the scope of the following disclosures. This applies both to impacts related to METRO’s own activities and value chain and to impacts resulting from METRO’s products, services and business relationships.

As part of its social compliance risk management system (SCRMS), METRO creates transparency around the composition of its own supply chain to ensure that risk assessments are sound. The aim is to identify potential human rights risks, prevent imminent risks and minimise them where possible, and to stop or at least mitigate existing human rights violations. The risk analysis is carried out once a year as well as ad hoc, and is based on the assessment of abstract and, where required, concrete risk factors. These are prioritised in conjunction with METRO’s potential for influence. Depending on the type of contractual partner, risks arising from the human rights situation in the country concerned may be taken into account in addition to industry-specific risks. In addition, internal company

information and relevant reports from the whistle-blower system are included in the analysis. The analysis points to a significant risk of incidents of child labour for workers in METRO's upstream value chain in Bangladesh, Brazil, China, Colombia, India, Indonesia, Malaysia, Pakistan, Paraguay, Russia, Thailand, Türkiye and Vietnam. A significant risk of incidents of forced labour was identified for China, Guatemala, India, Colombia, Pakistan, Russia and Türkiye. To address these risks, valid and good audit results (A, B, C for non-food suppliers; D and, in exceptional cases, E audit results among food and near-food producers) are required for own-brand products. METRO Deutschland's suppliers are also assessed using a risk questionnaire so that the abstract risks can be classified in concrete terms.

The findings on the impact on workers in its own value chain are directly incorporated into METRO's purchasing strategy. The existing product and supplier portfolio is scrutinised to determine whether there are any human rights compliance risks. In cases of increased risk, the extent is examined to which effective and cooperative collaboration with the suppliers concerned is feasible and promising as regards putting in place due diligence measures. For example, considerations such as reducing the number of suppliers or shifting procurement countries can lead to better control of human rights compliance.

## **POLICIES (S2-1)**

### DECLARATION OF VALUES ON HUMAN RIGHTS AND ENVIRONMENTAL CONCERNS

In its Declaration of Values on Human Rights and Environmental Concerns, METRO states that respect for human rights, including labour rights and environmental matters, and compliance with human rights policy standards are among its core values. These apply both to its own business operations and to the value chain. Provisions concerning protected legal positions include the prohibition of child and forced labour including human trafficking, occupational safety, freedom of association, the prohibition of discrimination in employment, adequate wages and the preservation of natural resources.

METRO has firmly rooted the preservation of these values in its corporate structure with various dovetailed policies and associated actions. They aim to identify, assess, reduce and where necessary eliminate METRO's material impacts on working conditions and other work-related rights of workers in the value chain:

- Code of conduct for business partners
- Policy statement on respect for human rights
- Social standards policy
- Corporate guideline on human rights and environmental concerns in own business operations including a manual for action
- Compliance business principles

The aforementioned policies specify the requirements for the actions of METRO and its business partners and are in line with internationally recognised standards, including the International Bill of Human Rights with the relevant rights from the UN civil and social covenants, the core labour standards of the International Labour Organization (ILO), the OECD Guidelines for Multinational Enterprises, and the United Nations Guiding Principles on Business and Human Rights (UNGPs). They cover the protected legal positions addressed in internationally recognised standards and adopt the approach set out in the UNGP 'Protect, Respect and Remedy' Framework. They follow the SCRMS approach by defining responsibilities and processes, establishing risk analysis as a core element, enabling preventive and remedial action, and applying grievance processes.

### CODE OF CONDUCT FOR BUSINESS PARTNERS

METRO's commitment to protecting labour rights and human rights is reflected in its Code of Conduct for business partners. It applies to all business partners across the group and stipulates that they must share METRO's principles and ensure compliance with them through appropriate structures and systems. Since 2023, at METRO Deutschland the Code of Conduct has been required as an integral part of contracts with business partners whose structure poses more than a minimal risk after an initial risk assessment.

### POLICY STATEMENT ON RESPECT FOR HUMAN RIGHTS

METRO's policy statement on respect for human rights specifies its human rights strategy for the operating METRO companies. Supported by partnerships with relevant advocacy groups, such as direct suppliers and social standards providers, METRO is committed to respecting human rights in its own business operations and supply chains. The policy statement focuses on the above-mentioned protected legal positions. Indirect suppliers are taken into account if METRO is informed of possible abuses.

### SOCIAL STANDARDS POLICY

METRO's social standards policy translates our values regarding protected legal positions into binding operational requirements for goods suppliers to our operating companies. Given the large supplier base, direct and indirect

suppliers of own brands are prioritised, followed by direct suppliers of brand products. When developing the social standards policy internal stakeholders are involved by asking them to assess it.

#### CORPORATE GUIDELINE ON HUMAN RIGHTS

The corporate guideline on human rights and environmental concerns in own business operations, including a manual for action, firmly embeds the above-mentioned protected legal positions in METRO's operations. It also establishes appropriate risk management and implements it effectively – including in the value chain. It is explained in more detail in chapter ESRS S1.

#### COMPLIANCE BUSINESS PRINCIPLES

Under the group-wide compliance programme, the compliance business principles explain all the actions taken to ensure compliant behaviour, based on a wide range of legislation and self-imposed standards of conduct, including the human rights requirements in the value chain. The principles are explained in more detail in chapter ESRS G1.

The policies described are implemented and monitored via the SCRMS. This is based on structured risk assessment processes, including computerised analyses, supplier training, standardised questionnaires and the initiation of social audits and certifications. Risk classification takes account of country and industry specifics as well as individual assessments in direct discussion with suppliers. The views of affected workers are taken into account.

A central component of the SCRMS is the complaints procedure, which gives employees and external parties the opportunity to flag up possible human rights violations. Reports are processed via the group-wide Compliance Incident Handling Process (CIHP), enabling an objective and consistent approach. Employees and external stakeholders can use the whistleblower system to report suspected human rights violations anonymously.

In the event of identified human rights or labour law violations, METRO takes remedial action including supplier training, bringing in external expertise, certification requirements, contract suspensions or terminations, and legal action. Actions are selected with due consideration for the principles of appropriateness and effectiveness. In addition, METRO cooperates with industry-wide initiatives such as the amfori Business Social Compliance Initiative (BSCI) to facilitate joint solutions and preventive and remedial action.

Responsibility for implementing human rights due diligence and the associated policies lies at Management Board level with the Chief Central Functions Officer (member of the Commercial Board). At METRO Deutschland, the managing director is responsible for compliance with the Code of Conduct. The operational implementation of human rights due diligence is the responsibility of the human rights officers appointed by the Management Board, the Senior Vice Presidents of Corporate Communications, Public Policy & Responsibility and People & Culture Operations.

All relevant information and policies are transparently and publicly available on the company website.

1 case of violation of the occupational health and safety protected legal position was reported by 1 indirect supplier in the upstream supply chain. The violation was rectified quickly. In addition, appropriate recommendations for action were developed in order to remedy other grievances that do not constitute an actual violation of human rights.

#### PROCESSES FOR ENGAGING WITH WORKERS IN THE VALUE CHAIN ABOUT IMPACTS (S2-2)

To identify and mitigate potential and actual impacts on workers in its own value chain, METRO takes their views into account on an ongoing basis as well as at various points in a recurring cycle of review, assessment and action. The aim is to effectively address human-rights-related risks and to strengthen lasting cooperation with stakeholders.

Suppliers are engaged in this process when they are listed, and continue to be monitored as we work with them – primarily own-brand suppliers that METRO has vetted using social audits. Higher-risk suppliers receive remedial plans with specifications for the adjustments they need to make. Implementation of these action points is verified by METRO itself, but above all on-site by independent inspection bodies, including through interviews with workers. Suppliers are always engaged where audit results and remedial action plans are concerned.

Additional supplier engagement varies by region. Examples include one-off preparatory audits for suppliers who do not yet have a social audit accepted by METRO, and annual workshops for suppliers in active supply relationships, which are based on audit findings. Direct involvement via the above preparatory audits is aimed at new local own-brand suppliers before listing, and existing own-brand suppliers during active supply relationships. Audits are valid for 2 years. During active supply relationships, METRO Deutschland uses questionnaires and, if necessary, e-learning courses on human rights and working conditions at least once a year in its risk analysis for suppliers with increased risk indicators, so as to assess human rights risks and work with suppliers to minimise them. Suppliers in active relationships with METRO's national subsidiaries in Europe and METRO Sourcing International Limited. (MSI), Hong Kong, that fall under the scope of the EU Deforestation Regulation are involved in ad hoc discussions and questionnaires on the regulation, or, as a rule, once a year in preparation for its implementation. METRO also supports projects to promote sustainable agriculture and strengthen local communities in Brazil and Indonesia. Local farmers are directly involved under the leadership of civil society organisations such as the Rainforest Alliance and Conservation International.

The social standards specified in own-brand contracts, framework agreements for METRO brand suppliers, and international standard logistics contracts discussed when orders are placed provide another platform for engaging with supplier perspectives.

METRO also gains insights into workers' perspectives through regular dialogue with UNI Global Union, a global trade union federation with which it has had a joint declaration since 2013. Although this agreement focuses on the employees' viewpoint, the regular interaction between METRO AG and representatives of UNI Global Union provides insights into the views of workers in the value chain, which can then be incorporated into our corporate dialogue.

METRO assesses the effectiveness of its engagement using the IOOI model (input, output, outcome, impact). For example, a remedial action (output) following a finding in the audit report (input) is considered successful if it no longer occurs or only occurs in a mitigated form in the follow-up audit (outcome) and the associated negative impacts on workers have been reduced or eliminated (impact). Engagement gives us a better understanding of the concerns of workers in the value chain and helps to reduce or eliminate negative impacts on them.

The Senior Vice President of Corporate Communications, Public Policy & Responsibility is tasked with including perspectives of workers in the value chain and taking them into account in METRO's decisions and actions. The ESG managers, in their functional capacity as specialists, are responsible for the operational implementation in the national subsidiaries.

### **PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR WORKERS IN THE VALUE CHAIN TO RAISE CONCERNS (S2-3)**

To recognise and handle grievances early, METRO has a reporting system in the SCRMS as well as a defined procedure for implementing and monitoring remedial action. This comes into play when workers in the value chain have been adversely affected by a situation, or when METRO has contributed to the situation. Complaints can be submitted confidentially and anonymously. Incoming reports are reviewed and processed. The aim is to uncover infringements and minimise their impact. The group-wide process ensures a transparent, objective and consistent approach to handling reports and supports the continuous improvement of working conditions in the supply chain. The whistle-blower system is described in detail in chapter ESRS G1.

Remedial action is selected by the department at the central or local METRO group company responsible for the report, with the involvement of internal experts where necessary. The appropriate actions are developed both internally and in cooperation with the suppliers concerned. Remediation usually works in tandem with developing preventive actions to limit the risk of future violations. In cases that are assessed as particularly serious, conflict resolution is moderated in cooperation with external initiatives and stakeholders such as amfori BSCI.

METRO reviews the effectiveness of remedial action through dialogue between the complainants and the relevant departments. The aim is to establish whether the actions taken have actually improved the situation or resolved the grievances. Even in complaint procedures handled by external social standards providers, follow-up involves direct dialogue between the affected parties. As a rule, suppliers opt for additional follow-up audits so that the effectiveness of METRO's actions can be assessed based on the audit report.

METRO provides various channels so that workers in the value chain can express their concerns or needs directly. The METRO AG Human Rights Officer is a central point of contact who can be reached at [metroag.lksg@metro.de](mailto:metroag.lksg@metro.de). This option is publicly available on the METRO AG website. In addition, METRO has an online whistle-blower system provided by a third party. This is a confidential and, if desired, anonymous platform for enquiries and reports. This system is available in the languages of all METRO group companies and is explained in detail on their websites, in the publicly available policy papers described above and in the rules of procedure for handling reports. Additional complaint channels are also available through social standards providers for suppliers, such as the amfori BSCI Speak For Change programme. These are publicised through the providers' public communications.

METRO ensures that workers in direct supplier relationships are aware of and trust the mechanisms provided – in particular the online whistle-blower system and the Human Rights Officer – as they are publicly available and described in the relevant policies. Awareness of and trust in third-party complaint channels, which are particularly relevant for workers in indirect supplier relationships, is facilitated by the relevant social standards providers themselves.

To ensure that these channels are effective, a binding protocol is used with clear specifications on deadlines, responsibilities, confidentiality, accessibility and documentation. By establishing a structured, anonymous dialogue with complainants in order to find mutually acceptable solutions, target users are also involved in assessing effectiveness.

In line with the requirements of the CIHP and the rules of procedure for report handling, the effectiveness of the procedure is ensured. Reports are tracked by the Compliance Incident Handling Committee (CIHC) and monitored by its members – the heads of the departments who are required to handle reports (including the Legal department, Internal Audit and Purchasing) – as well as the member of the Management Board responsible for compliance. The CIHC advises on the nature and scope of investigations into actual or suspected regulatory violations and supports implementation of the resulting actions.

To uncover and effectively address grievances – including those related to workers in the value chain – METRO uses information from internal and external sources. To protect whistle-blowers from possible reprisals, METRO has established a company-wide guideline which is explained in more detail in chapter ESRS G1, as well as supplementary rules of procedure.

#### **ACTIONS (S2-4)**

METRO is taking various ongoing actions to counteract its material impacts related to workers in the value chain. They are explained in more detail below. These actions are an integral part of routine business activities and do not require significant operating or capital expenditure. They are designed to ensure respect for human rights and environmental standards and to prevent violations of the protected legal positions defined in the policies. As such, the actions contribute directly to the policies mentioned in section S2-1 and the target mentioned in section S2-5.

The main tools include annual supplier questionnaires at METRO Deutschland GmbH and the requirement for social standard audits by third parties at all METRO Cash & Carry national subsidiaries. The audits concern METRO's own-brand suppliers and their producers in cases where risk assessments classify them as being at risk of potential human rights abuses, for example based on the production location.

The supplier questionnaires are designed to provide both a general assessment and a targeted inquiry into specific aspects of human rights due diligence. They help to identify and minimise potential risks. The third annual risk assessment saw a decline in the number of suppliers or producers classified as posing a risk. As a result, fewer questionnaires were required.

From the 2026 calendar year onwards, it is planned to use supplier questionnaires in other METRO national subsidiaries as well. Certification initiatives such as amfori BSCI or Sedex SMETA provide a framework for developing and implementing company-specific due diligence policies. This in turn provides a basis for remedial actions that help suppliers identify and manage risks and implement due diligence in their companies.

To reinforce human and labour rights in the upstream value chain, MSI runs annual workshops for suppliers of own-brand non-food and near-food products. The workshops are aimed at both existing and new suppliers and focus on China, Indonesia, Malaysia, Türkiye and Vietnam. They cover the basics of human rights risks, specific risk categories under METRO requirements, relevant legal frameworks, and preventive and remedial action. Case studies and practical recommendations for action help suppliers to implement an internal risk management system for human rights and environmental matters.

The training that has been conducted is a mitigating action aimed at reducing human rights and environmental risks in the supply chain. It helps suppliers meet the requirements that METRO has defined by enabling them to identify and assess potential risks within their own business activities at an early stage and to effectively prevent the negative impacts of those risks. The findings of the social standard audits for suppliers of own-brand products demonstrate the effectiveness of these preventive actions.

METRO Türkiye conducts preparatory audits for local active and new own-brand suppliers of non-food, food and near-food products in the upstream value chain who do not yet have a third-party social audit accepted by METRO. For training purposes, METRO Türkiye recommends that these suppliers first take courses offered by external social standards providers. The audits are conducted by accredited external service providers and include an on-site inspection, an audit result and a recommended remedial action plan. The aim is to familiarise suppliers with the audit criteria and procedures so that potential weaknesses can be identified and remedied at an early stage. Progress is reflected in audit results that are acceptable to METRO. Preparatory audits and subsequent third-party social audits help with implementing the requirements and goals. This verifies that METRO's internal SCRMS is fit for purpose and prevents negative impacts.

The actions described above also provide us with a procedure for identifying appropriate new actions and remedies in response to specific actual or potential negative impacts on workers in the value chain. The SCRMS can be used to systematically analyse abstract and concrete risks posed by suppliers, consult audit results as well as findings from the complaints mechanism, and develop the necessary and appropriate actions. This approach is centrally coordinated by the Corporate Responsibility – Social Affairs department at METRO AG, which in turn works cross-functionally with local ESG managers and the relevant purchasing and compliance managers at METRO companies.

To develop remedial action for those affected by material impacts, METRO uses the action plans from social audit findings as well as insights from its own complaints mechanism and in cooperation with third parties. For example, under the amfori Speak for Change programme, the facts are clarified and solutions sought in collaboration with suppliers and, if necessary, independent experts on-site.

METRO works on 2 levels to track and evaluate the effectiveness of its actions, including remedies for the people affected. The first involves cooperating with third parties that have well-established processes for addressing and remedying human rights abuses. The second entails evaluating internal tools such as risk analyses, supplier questionnaires, corrective action plans and audit results over various periods of time. This is supplemented with direct dialogue with stakeholders – and local experts where necessary – and by analysing the number of audits passed. This combined approach allows to draw reliable conclusions as to how effective our actions are.

In situations where other business pressures require us to make trade-offs in preventing or mitigating material negative impacts, and when deciding whether to pause or terminate business relationships, METRO considers the actual and potential impacts on workers in the value chain. To this end, the findings of third-party social standard audits and follow-up audits are assessed and evaluated based on the severity of the identified impacts. It is also evaluated how successfully the suppliers implement their corrective actions and how well they cooperate. Terminating a business relationship is always a last resort for METRO. Before doing so, a collaborative approach is taken with the supplier to implement actions that prevent or mitigate negative impacts. The aim is to maintain influence over ensuring compliance with company policies and their objectives and procedures.

During the reporting period, no serious incidents relating to human rights issues and incidents in METRO's upstream or downstream value chain were reported.

## TARGETS AND METRICS

### TARGETS (S2-5)

METRO has set a relative target to address material negative impacts on workers in the value chain. By the end of 2030, the aim is for 100% of reported indirect own-brand suppliers in active supply relationships for merchandise at all METRO companies worldwide to demonstrate low risk status with respect to human and labour rights standards.

The risk status of the suppliers concerned is assessed under a structured risk management process, in particular by evaluating supplier questionnaires and conducting and analysing social standard audits.

This target is directly related to METRO's overarching policies on respect for human rights and promoting fair working conditions. Low risk status will therefore help to improve working conditions and human rights for workers in global supply chains.

Specific performance metrics are used to measure progress against this target. First, the number of active, indirect own-brand suppliers reported by direct own-brand suppliers, broken down by non-food, food and near-food products is recorded. Within this group, the number of suppliers with low risk status for compliance with social standards is determined. The corresponding percentage of these suppliers with low risk status is also calculated.

The target value was set as of 1 September 2025, and the first-time reporting on the metric at the end of financial year 2024/25 serves as the reference value. In the non-food product category, 644 active, indirect own-brand suppliers were reported. Of these, 598 are suppliers with a low risk status for compliance with social standards, which equates to 93%. In the food and near-food product category, 332 active, indirect own-brand suppliers were reported. Of these, 290 are suppliers with a low risk status for compliance with social standards, which equates to 87%.

The sustainability managers in the business units monitor and review target achievement by means of ongoing, computer-assisted risk management. In addition, the ESG Peer Group receives a quarterly progress report, and the target achievement status will be published once a year on the METRO AG website and in this report.

METRO set the target based on experience in managing human and labour rights risks among its own-brand suppliers. Significant assumptions in setting the target included empirical figures on the positive influence of social standard audits on lowering supplier risk status. In addition, the alignment with national, European and international policy objectives and legislation was taken into account and the target was embedded in the broader context of a more sustainable procurement policy and the situation at the place of impact.

Sustainability managers from various METRO national subsidiaries and employees from central purchasing functions were involved in defining the target. They were consulted as part of discussions with the central Corporate Responsibility function at METRO AG on developing the social standards policy as the conceptual basis for the target.

METRO used the overarching objectives of the policies described above as a framework for defining the target and worked with in-house human rights experts to develop it. Internal user experience from previous and comparable targets in other areas was factored in, as were external market developments, including in relation to helpful IT tools and legal requirements. The Commercial Board of METRO AG approved the target as part of the social standards policy described in section S2-1 and communicated it to relevant METRO employees for information and implementation. Workers in the value chain or their legitimate representatives were not involved in defining or evaluating the target.

## Business conduct

### Business conduct (ESRS G1)

#### IMPACTS, RISKS AND OPPORTUNITIES (IRO-1)

In the materiality assessment, material positive impacts and opportunities for own business activities in connection with corporate culture were identified. Material negative impacts and risks in the value chain related to corruption and bribery were also identified. These are shown in the overview that follows.

Impacts, risks and opportunities (IROs)

**ESRS G1 Impacts, risks and opportunities related to business conduct**

**Corporate culture**

Inclusive and respectful corporate culture  
(Actual positive impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

The compliance culture at METRO provides a central foundation for responsible corporate governance, based on integrity and mutual respect. Our lived corporate culture is reflected in our Business Principles as well as the METRO Fundamentals and is firmly embedded in our daily actions. Through regular training and targeted communication, we ensure that these values are established as a normal part of professional conduct of employees and shape our corporate identity. This value-oriented culture, including an equitable work environment, has proved to be an opportunity for METRO to increase attractiveness for diverse talent and make a significant contribution to the company's sustainable development.

Winning talent on the labour market  
(Opportunities)

Time horizon	<input type="checkbox"/> Short-term	<input checked="" type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

An attractive corporate culture provides METRO with significant potential opportunities to win talent on the labour market. By promoting a positive and integrative work environment, the company can win skilled workers and at the same time mitigate skills shortages. Such a corporate culture contributes to strengthening the loyalty and commitment of the own workforce as a long-term basis for the company's success.

**Corruption and bribery**

Impacts of unknown corruption and bribery  
(Potential negative impacts)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input checked="" type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input checked="" type="checkbox"/> Downstream

Corrupt activities and corruptive practices can undermine the trust of market participants in companies, market mechanisms and business integrity and endanger fundamental societal values such as the rule of law and fair competitive conditions, especially if they occur undetected in complex structures along the supply chain. An effective CMS ensures that even corruption risks that are hard to detect are systematically identified and addressed and potential misconduct is reported through clearly defined reporting channels and dealt with through systematic investigation processes.

Potential penalty payments and reputational risks if confirmed incidents of corruption or bribery are detected  
(Risks)

Time horizon	<input checked="" type="checkbox"/> Short-term	<input type="checkbox"/> Medium-term	<input type="checkbox"/> Long-term
Stage of the value chain	<input type="checkbox"/> Upstream	<input checked="" type="checkbox"/> Own operations	<input type="checkbox"/> Downstream

Corruption represents a clear violation of national and international law. METRO's clear positioning against any form of corruption is a central component of our value-based corporate governance, with the CMS being specifically trained on preventing corruption risks. Potential violations of rules can entail not only high administrative fines and legal consequences, but also cause reputational losses and long-term economic losses. Against this backdrop, corruption is deemed a material risk for METRO as part of its corporate due diligence. Through prevention, clear guidelines and regular training, METRO creates the basis for actively managing this risk and laying a foundation for sustainable success in a trust-based market environment.

**CORPORATE CULTURE AND BUSINESS CONDUCT POLICIES (G1-1)**

The Management Board of METRO AG sets high standards of integrity and ethical conduct for itself and its own workforce, to ensure trusting relationships with customers and suppliers, shareholders, business partners and the public through responsible corporate conduct.

METRO has therefore established a series of policies and guidelines that govern business conduct across the group and address related impacts, risks and opportunities. The policies related to corporate culture and our own workforce were already outlined in chapter ESRS S1. The compliance management system and the guidelines described in the following chapters deal with matters such as corruption and bribery and promote an environment of integrity, respect and equal opportunities, providing the basis for responsible behaviour on the part of all employees.

**COMPLIANCE MANAGEMENT SYSTEM**

METRO's group-wide compliance management system (CMS), which is in place in all operating companies and falls under the remit of the Management Board, is an indispensable element of good corporate governance in addressing material impacts, risks and opportunities.

It provides a structure for systematically preventing, or detecting and sanctioning, violations in key risk areas (corruption and bribery, antitrust law, money laundering, conflicts of interest, fraud and embezzlement) and for developing actions to achieve future compliance (see section G1-3). Alongside the risk management and internal control systems and the internal audit function, the CMS is part of METRO's governance, risk and compliance (GRC) system, which also monitors it. The group's Governance, Risk and Compliance Committee (GRCC) is chaired by METRO AG's Chief Financial Officer and regularly (at least once every 6 months) discusses the methods and ongoing development of the GRC subsystems. The GRC Committee also reports to the Management Board and Supervisory Board of METRO AG at least every 6 months and involves them in strategic decisions. The CMS is subject to 6-

monthly monitoring and improvement at METRO AG level using the GRC process. Outcomes are validated by the GRC Committee, included in the GRC report and submitted to the Management Board of METRO AG. The GRC report forms the basis for the Management Board's report to the Supervisory Board and Audit Committee of METRO AG. The Chief Compliance Officer, the Vice President (VP) Competition & Compliance and the Risk Management, Internal Control System and Group Internal Audit departments are involved in the reporting process.

When setting up the CMS, METRO based its approach on the basic components of these systems as described in the IDW AuS 980 auditing standard. METRO's CMS, which has been implemented across all operating group companies, brings together measures for compliance with legal regulations and self-imposed standards of conduct, in particular the METRO Business Principles and the guidelines described in section G1-1. It is based on the 7 CMS components (compliance culture, objectives, risks, programme, organisation, communication, and monitoring and improvement) and, in addition to guidelines, training and risk analyses, also includes communication, organisational and audit-related components. Actions to prevent and combat corruption and bribery are also an essential part of the CMS.

The METRO Business Principles are at the heart of our compliance initiatives and are firmly anchored throughout the group, particularly by ongoing training measures. The CMS is based on the METRO Business Principles. The efficacy of our CMS implementation is regularly assessed in the group companies by the Internal Audit unit, which reviews local implementation in each company, identifies any improvements required, agrees on them with the company and tracks them. Potential improvements identified by employees can be communicated to the METRO AG Compliance department at any time, either directly or as part of a compliance-related employee survey (Compliance Pulse Check; every 2 years). Newly acquired companies will be added to this process gradually. Based on the results of the survey, action points are developed for each operating group company. Implementing these (especially any communication and training measures) is included in the key indicators that the companies must meet. When implementing the CMS, METRO took into account the interests of the company, its executive bodies and own workforce, as well as external third parties such as customers and suppliers, by clearly wording and communicating material risks along with mitigating actions, contact persons, and regulations to follow.

The Management Board of METRO AG and the management of the METRO group companies also exemplify proper conduct in accordance with the company's guidelines (see section G1-1) and the METRO Business Principles. In addition to these managers' informal capacity as role models, frequent 'tone from the top' messages are standard practice in the organisations. New members of management committees and other executives undergo compliance onboarding at the beginning of their job. Indications of compliance incidents are investigated in a clearly defined and objective process (see section G1-3).

Compliance topics and measures are systematically communicated to employees through a variety of company channels in a targeted manner. A core tool is compulsory compliance training, which is either carried out in person or through e-training. In financial year 2024/25, compliance training was executed in all group companies. Practical content is taught in the training courses. A variety of other communication formats is used, such as compliance talks, posters, flyers, intranet, department visits as well as function and leadership conferences.

#### GUIDELINES

Material risks concerning anti-corruption and anti-bribery (particularly those related to dealings with business partners, public officials and gifts) are covered by the following guidelines:

- Anti-corruption guideline: METRO's Anti-corruption guideline reflects the provisions of the United Nations Convention against Corruption and underlines the company's unequivocal commitment to a zero-tolerance policy towards corruption and bribery. In addition to clear specifications and processes for dealing with gifts and invitations, the guideline addresses matters subject to approval, handling conflicts of interest and systematic due diligence on business partners using a computerised tool (CDDS).
- External advisor guideline: the requirements of the Anti-corruption guideline are supplemented by the requirements and processes codified in the External advisor guideline, which cover the contracting of external consultants (including thresholds with progressively increasing approval requirements, tendering requirements and comprehensive documentation obligations).
- Donation and sponsoring guideline: the METRO donations and sponsoring guideline includes specific processes and requirements for planning, implementing and documenting all donations and support to external organisations.

- Whistle-blower protection guideline: the METRO whistle-blower protection guideline, which complies with the requirements of the European Whistle-blower Directive and the German Whistle-blower Protection Act, emphasises the central importance of integrity and of promoting an open and transparent corporate culture in the company and throughout the value chain. It governs the process for reporting and dealing with potential misconduct or risks. The guideline applies both to reports made by the own workforce of METRO and – with regard to its passive protection guarantees – to reports made by third parties. It contains information on the reporting channels within the company, including the online whistle-blower system and the separate reporting offices in each operating group company. The guideline is supplemented by rules of procedure for report handling and a description of the Compliance Incident Handling Committee (CIHC), which set out standardised processes, responsibilities and deadlines for the internal handling of reports.

The scope of the guidelines covers all employees at METRO group companies and, with regard to the passive guarantees of the whistle-blower protection guideline, also third parties. If local legislation at a METRO group company site stipulates stricter requirements, amendments in line with local law may be necessary and translation into the local language is always required. All METRO group guidelines are implemented by resolutions adopted by the Management Board, or at group company level, by the managing directors.

Compliance with the requirements codified in the guidelines is ensured and monitored based on a division of responsibilities between METRO AG's compliance organisation, which acts mainly in a preventive capacity, and by the internal control system and Internal Audit, which are part of the GRC system.

A risk-based approach was used to determine the relevant target group, and the guidelines are documented and sent to this group. In addition, all guidelines are available to all employees on the intranet. The METRO Business Principles, the Anti-corruption Guideline and the rules of procedure for handling (whistle-blower) reports are also available externally on the METRO AG website.

METRO AG is an active member of the Alliance for Integrity, a global multi-stakeholder initiative that aims to strengthen transparency and integrity in the economic system.

## **PREVENTION AND DETECTION OF CORRUPTION AND BRIBERY (G1-3)**

### TRAINING

METRO AG's compliance training courses are based on the relevant guidelines and consist of 2 complementary formats (face-to-face training and IT-supported e-training via the group-wide learning platform MPower). Distinct courses for new and existing employees are provided.

Training on the METRO Business Principles is the main basis when onboarding new employees. All new METRO employees, regardless of their location or position, receive training on the business principles. The e-training includes information on each METRO Business Principle, examples of everyday work in which these principles are relevant and a quiz to test employees' understanding and application of the METRO Business Principles in company-specific situations.

Depending on the risk profile of their job, new employees may be assigned additional in-depth training, including on anti-corruption. This training first provides a basic understanding of the topics of corruption, corruption prevention and the possible consequences of corrupt practices, and makes it clear that METRO has a zero-tolerance policy towards corruption and bribery. Furthermore, the content of the Anti-corruption Guideline is conveyed using practical examples. Other sections highlight both the necessity and the processes for vetting business partners before entering into a business relationship, as well as how to deal with any conflicts of interest. The training also includes specific information on the METRO whistle-blower system.

In addition, mandatory classroom training courses on all risk areas, including anti-corruption, are held every 2 years in all group companies for certain existing employees, based on their role. Depending on the risk profile of the company, these are supplemented by e-training courses in years without classroom training. The target group for these courses is determined using a risk-based approach, depending on the role/position of the employee concerned. All employees who liaise with public officials and/or business partners are considered at risk, as are their team leaders and department heads. All at-risk functions are covered by training programmes.

All new members of the Management Board of METRO AG and the management teams of METRO group companies, as well as their direct reports, are required to undergo individual compliance management onboarding training after joining METRO, covering all compliance risk areas including corruption prevention. In addition, corruption-related topics are covered in regular reports to the Management Board and Supervisory Board and, if necessary, supplemented by focused activities and training elements. The members of the Management Board of METRO AG completed mandatory compliance training during the reporting period; the members of the Supervisory Board did not.

#### WHISTLE-BLOWER SYSTEM

The own workforce and external third parties can report suspected or actual misconduct and risks in the business activities of METRO and its direct and indirect suppliers (anonymously if necessary) via separate reporting offices in each operating group company and via an online whistle-blower system. Reports can be submitted on all topics, in particular on compliance risk areas (including bribery and corruption), human rights, violations of fair working conditions, harassment and violations of legal regulations and internal guidelines. Whistle-blowers can report incidents in any language of the METRO group companies. The whistle-blower system is certified in accordance with European data protection law and ISO/IEC 27001 and includes multi-level access management.

METRO has a procedure in place that, in addition to processing reports from whistle-blowers in accordance with the applicable legal provisions implementing Directive (EU) 2019/1937, also includes the immediate, independent and objective investigation of reports (including those relating to corruption and bribery).

All reports received via the whistle-blower system are received, checked for plausibility and initially assessed by employees in the Corporate Compliance department. Depending on the subject matter of the report, the system assigns it either to the VP Competition & Compliance for handling at METRO AG level or to the local compliance function (local compliance officer) of the METRO group company affected by the report.

Investigators are independent of their usual management hierarchy when receiving, handling and investigating reports (including those containing allegations of corruption or bribery). For example, there is a solid-line agreement with all METRO group companies regarding the local compliance officers. Under this agreement, they report directly to Corporate Compliance and handle incoming reports independently and confidentially.

After initial assessment by Corporate Compliance and assignment of the report, all reported violations of rules – regardless of whether the measures to comply with these rules fall within the remit of the compliance organisation – are systematically managed in the CMS using the well-established Compliance Incident Handling Committee (CIHC), which is run by the compliance organisation. The CIHC includes the heads of the departments required to deal with reports (including the Legal department/Compliance Officer, Internal Audit and Human Resources) and the member of the Management Board responsible for compliance. Once the report has been assigned, the compliance function responsible for managing it informs the CIHC members about the receipt and content of the report. The CIHC discusses the nature and scope of the investigation and any ad hoc measures that may be necessary. The department responsible based on the content of the report is then responsible for clarifying the facts. Once the facts have been clarified, the members of the CIHC are informed of the investigation outcome. Depending on the outcome, the CIHC recommends possible disciplinary or procedural action to the management of the company concerned and supports its implementation. Whistle-blowers who submit reports in good faith are comprehensively protected by the METRO whistle-blower protection guideline.

In addition to the whistle-blower system described above, employees are encouraged to contact their line manager or compliance officer. As part of the Compliance Pulse Check survey, employees are asked whether they are aware of the reporting channels within the company. Depending on the results of this employee survey, actions to (further) increase the visibility of the channels are defined and implemented.

The Management Board receives the final investigation report after the internal investigations are complete. Information on incoming reports and ongoing or completed investigations is presented to the Management Board in ad hoc reporting by the Chief Compliance Officer as required. Information that suggests a need to optimise the CMS or other internal regulations is used for that purpose.

#### RISK ANALYSIS

Generally, the CMS compliance risks control is risk-based. As part of annual risk audits in the respective units based on a standardised audit process, the compliance risks are checked for completeness and relevance. Compliance risk analysis is an integral part of the METRO risk management process and is carried out annually with the support of a dedicated IT tool. The analysis covers all compliance risk areas using integrated questionnaires. The answers are used to objectively determine the likelihood and severity impact for each risk area based on a scoring logic. Based on the results of this risk analysis, individual measures are developed for each unit to mitigate existing risks. The compliance officers of the group companies are responsible for implementing them. The results of the risk analysis and the implementation of the individual compliance measures are part of the reporting for defined key indicators under the compliance reporting framework described above. In addition, each operating group unit is classified into 1 of 3 different risk classes in each financial year, each of which corresponds to a compliance programme of varying intensity. External and internal indicators such as Transparency International indices, headcount and compliance maturity in previous periods are used to determine the risk classes. The latter is defined for each METRO group company based on key compliance indicators. These include granular specifications for all components of the CMS (compliance culture, objectives, risks, programme, organisation, communication and monitoring/improvement) and are tracked and documented in a tool. Both the general compliance maturity level and the extent to which individual measures are met are compared with the corresponding previous-year values and with the values of other METRO group companies and are part of the compliance reporting described above.

The CMS is implemented by the compliance organisation. From both a functional and line management perspective, compliance officers oversee the CMS implementation on the basis of institutionalised reporting dates and target agreements. The compliance officers report directly to the management in their units. Moreover, identified key compliance risks are addressed in the other GRC subsystems and tracked in the systems there.

The key indicators to be provided by each company include the implementation of the CMS components described above with regard to corruption and bribery risks.

## METRICS

### INCIDENTS OF CORRUPTION OR BRIBERY (G1-4)

During the reporting period, METRO AG was not subject to any penalties or fines for violations of anti-corruption or bribery laws, nor were there any pending investigations in this context.

## Other disclosures

The table below shows the Disclosure Requirements that METRO has fulfilled in accordance with the results of the double materiality assessment. It also shows where these are located in the sustainability report. The data points to be reported and the associated material sustainability matters were determined based on the criteria defined in ESRS 1 (see chapter ESRS 2 IRO-1).

Standards ESRS E2, ESRS E3, ESRS E4, ESRS S3 and ESRS S4 were classified as non-material for METRO in the materiality assessment and are therefore not included in the ESRS index.

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**LIST OF DISCLOSURE REQUIREMENTS COMPLIED WITH**

<b>ESRS reference and Disclosure Requirement</b>		<b>Section/chapter</b>
<b>ESRS 2 General disclosures</b>		
ESRS 2 BP-1	General basis for preparation of sustainability statements	ESRS 2
ESRS 2 BP-2	Disclosures in relation to specific circumstances	ESRS 2
ESRS 2 GOV-1	The role of the administrative, management and supervisory bodies	ESRS 2
ESRS 2 GOV-2	Information provided to and sustainability matters addressed by the company's administrative, management and supervisory bodies	ESRS 2
ESRS 2 GOV-3	Integration of sustainability-related performance in incentive schemes	ESRS 2
ESRS 2 GOV-4	Statement on due diligence	ESRS 2
ESRS 2 GOV-5	Risk management and internal controls over sustainability reporting	ESRS 2
ESRS 2 SBM-1	Strategy, business model and value chain	ESRS 2
ESRS 2 SBM-2	Interests and views of stakeholders	ESRS 2
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	ESRS 2
ESRS 2 IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	ESRS 2
ESRS 2 IRO-2	Disclosure Requirements in ESRS covered by the company's sustainability statement	ESRS 2
<b>ESRS E1 Climate change</b>		
ESRS 2 GOV-3	Integration of sustainability-related performance in incentive schemes	ESRS 2
ESRS E1-1	Transition plan for climate change mitigation	ESRS E1
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	ESRS E1
ESRS 2 IRO-1	Description of the processes to identify and assess material climate-related impacts, risks and opportunities	ESRS E1
ESRS E1-2	Policies related to climate change mitigation and adaptation	ESRS E1
ESRS E1-3	Actions and resources in relation to climate change policies	ESRS E1
ESRS E1-4	Targets related to climate change mitigation and adaptation	ESRS E1
ESRS E1-5	Energy consumption and mix	ESRS E1
ESRS E1-6	Gross Scopes 1, 2, 3 and Total GHG emissions	ESRS E1
ESRS E1-8	Internal carbon pricing	ESRS E1

**ESRS E5 Resource use and circular economy**

ESRS 2 IRO-1	Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities	ESRS 2
ESRS E5-1	Policies related to resource use and circular economy	ESRS E5
ESRS E5-2	Actions and resources related to resource use and circular economy	ESRS E5
ESRS E5-3	Targets related to resource use and circular economy	ESRS E5

**ESRS S1 Own workforce**

ESRS 2 SBM-2	Interests and views of stakeholders	ESRS 2
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	ESRS 2/ESRS S1
ESRS S1-1	Policies related to own workforce	ESRS S1
ESRS S1-2	Processes for engaging with own workforce and workers’ representatives about impacts	ESRS S1
ESRS S1-3	Processes to remediate negative impacts and channels for own workforce to raise concerns	ESRS S1
ESRS S1-4	Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions	ESRS S1
ESRS S1-5	Targets related to managing material impacts, advancing positive impacts, and managing material risks and opportunities	ESRS S1
ESRS S1-6	Characteristics of the company’s own workers	ESRS S1
ESRS S1-8	Collective bargaining coverage and social dialogue	ESRS S1
ESRS S1-9	Diversity metrics	ESRS S1
ESRS S1-10	Adequate wages	ESRS S1
ESRS S1-14	Health and safety metrics	ESRS S1
ESRS S1-16	Remuneration metrics (pay gap and total remuneration)	ESRS S1
ESRS S1-17	Incidents, complaints and severe human rights impacts	ESRS S1

**ESRS S2 Workers in the value chain**

ESRS 2 SBM-2	Interests and views of stakeholders	ESRS 2
ESRS 2 SBM-3	Material impacts, risks and opportunities and their interaction with strategy and business model	ESRS 2/ESRS S2
ESRS S2-1	Policies related to workers in the value chain	ESRS S2
ESRS S2-2	Processes for engaging with workers in the value chain about impacts	ESRS S2
ESRS S2-3	Processes to remediate negative impacts and channels for workers in the value chain to raise concerns	ESRS S2
ESRS S2-4	Taking Action on material impacts on workers in the value chain, and approaches to managing material risks and pursuing material opportunities related to workers in the value chain, and effectiveness of those actions	ESRS S2
ESRS S2-5	Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	ESRS S2

**ESRS G1 Business conduct**

ESRS 2 GOV-1	The role of the administrative, management and supervisory bodies	ESRS 2
ESRS 2 IRO-1	Description of the process to identify and assess material impacts, risks and opportunities	ESRS 2
ESRS G1-1	Corporate culture and business conduct policies	ESRS G1
ESRS G1-3	Prevention and detection of corruption and bribery	ESRS G1
ESRS G1-4	Incidents of corruption or bribery	ESRS G1

The table below shows data points derived from other EU legislation, as listed in ESRS 2 Appendix B.

**DATA POINTS FROM EU LEGISLATION**

ESRS reference	Data point	Disclosure requirement	SFDR reference	Pillar 3 reference	Benchmark regulation reference	EU climate law reference	Materiality	Chapter
ESRS 2 GOV-1	21d	Board's gender diversity	x		x			ESRS 2 GOV-1
ESRS 2 GOV-1	21e	Percentage of board members who are independent			x			ESRS 2 GOV-1
ESRS 2 GOV-4	30	Statement on due diligence	x					ESRS 2 GOV-4
ESRS 2 SBM-1	40d i	Involvement in activities related to fossil fuel activities	x	x	x		n/a	
ESRS 2 SBM-1	40d ii	Involvement in activities related to chemical production	x		x		n/a	
ESRS 2 SBM-1	40d iii	Involvement in activities related to controversial weapons	x		x		n/a	
ESRS 2 SBM-1	40d iv	Involvement in activities related to cultivation and production of tobacco			x		n/a	
ESRS E1-1	14	Transition plan to reach climate neutrality by 2050				x		ESRS E1-1
ESRS E1-1	16g	Companies excluded from Paris-aligned Benchmarks		x	x		n/a	
ESRS E1-4	34	GHG emission reduction targets	x	x	x			ESRS E1-4
ESRS E1-5	38	Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors)	x					ESRS E1-5
ESRS E1-5	37	Energy consumption and mix	x					ESRS E1-5
ESRS E1-5	40–43	Energy intensity associated with activities in high climate impact sectors	x					ESRS E1-5
ESRS E1-6	44	Gross Scope 1, 2, 3 and Total GHG emissions	x	x	x			ESRS E1-6
ESRS E1-6	53–55	Gross GHG emissions intensity	x	x	x			ESRS E1-6
ESRS E1-7	56	GHG removals and carbon credits				x	Not material	
ESRS E1-9	66	Exposure of the benchmark portfolio to climate-related physical risks			x		n/a	
ESRS E1-9	66a, 66c	Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66 (a) ESRS E1-9 Location of significant assets at material physical risk		x			n/a	

ESRS E1-9	67c	Breakdown of the carrying value of its real estate assets by energy-efficiency classes		x			n/a
ESRS E1-9	69	Degree of exposure of the portfolio to climate-related opportunities			x		n/a
ESRS E2-4	28	Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil	x				Not material
ESRS E3-1	9	Water and marine resources	x				Not material
ESRS E3-1	13	Dedicated policy	x				Not material
ESRS E3-1	14	Sustainable oceans and seas	x				Not material
ESRS E3-4	28c	Total water recycled and reused	x				Not material
ESRS E3-4	29	Total water consumption in m3 per net revenue on own operations	x				Not material
ESRS E4 SBM-3	16a i		x				Not material
ESRS E4 SBM-3	16b		x				Not material
ESRS E4 SBM-3	16c		x				Not material
ESRS E4-2	24b	Sustainable land / agriculture practices or policies	x				Not material
ESRS E4-2	24c	Sustainable oceans / seas practices or policies	x				Not material
ESRS E4-2	24d	Policies to address deforestation	x				Not material
ESRS E5-5	37d	Non-recycled waste	x				n/a
ESRS E5-5	39	Hazardous waste and radioactive waste	x				n/a
ESRS S1 SBM-3	14f	Risk of incidents of forced labour	x				ESRS S1 SBM-3
ESRS S1 SBM-3	14g	Risk of incidents of child labour	x				ESRS S1 SBM-3
ESRS S1-1	20	Human rights policy commitments	x				ESRS S1-1
ESRS S1-1	21	Due diligence policies on issues addressed by the fundamental International Labour Organization Conventions 1 to 8			x		ESRS S1-1
ESRS S1-1	22	Processes and measures for preventing trafficking in human beings	x				ESRS S1-1
ESRS S1-1	23	Workplace accident prevention policy or management system	x				ESRS S1-1
ESRS S1-3	32c	Grievance/complaints handling mechanisms	x				ESRS S1-3
ESRS S1-14	88b, 88c	Number of fatalities and number and rate of work-related accidents	x	x			ESRS S1-14
ESRS S1-14	88e	Number of days lost to injuries, accidents, fatalities or illness	x				ESRS S1-14
ESRS S1-16	97a	Unadjusted gender pay gap	x	x			ESRS S1-16
ESRS S1-16	97b	Excessive CEO pay ratio	x				ESRS S1-16

ESRS S1-17	103a	Incidents of discrimination	x				ESRS S1-17
ESRS S1-17	104a	Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines	x	x			ESRS S1-17
ESRS S2 SBM-3	11b	Significant risk of child labour or forced labour in the value chain	x				ESRS S2 SBM-3
ESRS S2-1	17	Human rights policy commitments	x				ESRS S2-1
ESRS S2-1	18	Policies related to workers in the value chain	x				ESRS S2-1
ESRS S2-1	19	Non-respect of UNGPs on Business and Human Rights and OECD guidelines	x	x			ESRS S2-1
ESRS S2-1	19	Due diligence policies on issues addressed by the fundamental International Labour Organization Conventions 1 to 8			x		ESRS S2-1
ESRS S2-4	36	Human rights issues and incidents connected to its upstream and downstream value chain	x				ESRS S2-4
ESRS S3-1	16	Human rights policy commitments	x			Not material	
ESRS S3-1	17	Non-respect of UNGPs on Business and Human Rights, ILO principles or OECD guidelines	x	x		Not material	
ESRS S3-4	36	Human rights issues and incidents	x			Not material	
ESRS S4-1	16	Policies related to consumers and end-users	x			Not material	
ESRS S4-1	17	Non-respect of UNGPs on Business and Human Rights and OECD guidelines	x	x		Not material	
ESRS S4-4	35	Human rights issues and incidents	x			Not material	
ESRS G1-1	10b	United Nations Convention against Corruption	x				ESRS G1-1
ESRS G1-1	10d	Protection of whistle-blowers	x				ESRS G1-1
ESRS G1-4	24a	Fines for violation of anti-corruption and anti-bribery laws	x		x		ESRS G1-4
ESRS G1-4	24b	Standards of anti-corruption and anti-bribery	x				ESRS G1-4

## 6 SUPPLEMENTARY NOTES FOR METRO AG

### Overview of financial year 2024/25 and outlook of METRO AG

METRO AG, in its function as the management holding company of the METRO group, is highly dependent on the development of the METRO group in terms of its own business development, position and potential development with its key opportunities and risks.

On account of the holding structure, in deviation from the group-wide view, the net profit or loss under commercial law is the most important key performance indicator of METRO AG as outlined in German Accounting Standard No. 20 (GAS 20).

### Business development of METRO AG

The business development of METRO AG is significantly characterised by the development of its subsidiaries, the associated licensing fees and the intra-group dividend distribution policy.

The systematic implementation of the sCore strategy generally led to increases in sales in the group companies, which are mostly reflected in a rise in ongoing licensing fees for all countries. As in the previous year, the management holding company recorded a largely balanced result (before investment and net financial result). The company opted not to take any significant distributions from abroad in favour of strengthening the equity position of the subsidiaries; as a result the investment result is negative again. In view of lower interest rates, interest expenses were reduced, especially in the affiliated group, while external financing led to higher expenses. Overall, therefore, the originally forecast break-even result for the financial year did not materialise.

While a potential dividend proposal is generally based on the earnings per share reported in the consolidated financial statements in accordance with IFRS, the income statement and balance sheet from the Annual Financial Statements of METRO AG are presented below in accordance with the provisions of the German Commercial Code (HGB).

### Earnings position of METRO AG and profit appropriation

#### INCOME STATEMENT FOR THE FINANCIAL YEAR FROM 1 OCTOBER 2024 TO 30 SEPTEMBER 2025 ACCORDING TO THE GERMAN COMMERCIAL CODE (HGB)

€ million	2023/24	2024/25
Sales revenues	316	315
Other operating income	486	469
Cost of services purchased	-42	-45
Personnel expenses	-135	-140
Depreciation/amortisation/impairment losses on intangible and tangible assets	-42	-42
Other operating expenses	-617	-575
Investment result	-145	-186
Net financial result	-135	-116
Income taxes	-10	-13
<b>Earnings after taxes</b>	<b>-324</b>	<b>-333</b>
Other taxes	-3	-1
<b>Net profit (+)/net loss for the year (-)</b>	<b>-327</b>	<b>-334</b>
Retained earnings from the previous year	4	0
Withdrawal from the capital reserve	323	334
<b>Net retained profits</b>	<b>0</b>	<b>0</b>

METRO AG essentially acts as a licensor and as a service provider for the operating METRO national subsidiaries and invoices them within the framework of the transfer pricing system. Services include operational services (consulting services), holding company services as well as services related to the development and operation of various in-house IT solutions. These services are also provided to former subsidiaries on a temporary basis.

In the reporting period, METRO AG settlement amounts of €315 million are reported as sales revenues. They are broken down into €237 million for settlement amounts received in the form of licensing fees for the METRO and MAKRO brands as well as €78 million relating to IT and business services.

The item other operating income consists mainly of settlement amounts for services sold to current and temporarily also former subsidiaries that are not classified as sales revenues.

In its function as the central management holding company, METRO AG has commissioned services from group companies as well as third-party companies, primarily for IT services. To the extent such expenses are related to sales revenues, they are recognised as cost of services purchased; otherwise, they are recognised as other operating expenses.

On average, METRO AG employed 718 people in the 4 quarters of financial year 2024/25 (full-time equivalents; 2023/24: 707). Personnel expenses are €5 million above the previous year's level.

Depreciation, amortisation and impairment in the amount of €40 million are mainly attributable to scheduled amortisation of the rights to use the METRO and MAKRO brands. Otherwise they relate to scheduled depreciation and amortisation of other non-current assets.

The investment result includes income from profit and loss transfer agreements in the amount of €97 million (2023/24: €94 million), which primarily relates to real estate companies and 1 cross-section entity. Losses in the amount of €225 million (2023/24: €173 million) were assumed, primarily from METRO Cash & Carry International and DISH Digital Solutions. Impairments of €-80 million and reversals of impairments of €14 million on investments related to international cash-and-carry companies including related risk provisioning.

The financial result amounted to €-116 million due to lower interest expenses.

The net loss for the year is €-334 million.

## Financial position of METRO AG

### Capital structure

#### EQUITY AND LIABILITIES

€ million	30/9/2024	30/9/2025
<b>Equity</b>		
Share capital	363	<b>363</b>
Capital reserve	4,431	<b>4,097</b>
Reserves retained from earnings	78	<b>78</b>
Net retained profits	0	<b>0</b>
	<b>4,872</b>	<b>4,538</b>
<b>Provisions</b>	<b>586</b>	<b>640</b>
<b>Liabilities</b>		
Bonds	1,225	<b>1,270</b>
Liabilities to banks	24	<b>312</b>
Liabilities to affiliated companies	2,555	<b>1,923</b>
Miscellaneous liabilities	34	<b>46</b>
	<b>3,838</b>	<b>3,551</b>
<b>Accrued income and expenses</b>	<b>17</b>	<b>14</b>
	<b>9,313</b>	<b>8,743</b>

The equity ratio remains unchanged from the previous year's level of 52%. In the area of borrowings, the maturities of bonds were extended as part of a new issue and external debt was increased through promissory note loans, while intra-group debt was reduced.

## Asset position of METRO AG

### ASSETS

€ million	30/9/2024	30/9/2025
<b>Non-current assets</b>		
Intangible assets	684	<b>646</b>
Property, plant and equipment	1	<b>2</b>
Financial assets	8,145	<b>7,675</b>
	<b>8,830</b>	<b>8,323</b>
<b>Current assets</b>		
Receivables and other assets	309	<b>274</b>
Cash on hand, bank deposits and cheques	162	<b>132</b>
	<b>471</b>	<b>406</b>
<b>Prepaid expenses and deferred income</b>	<b>12</b>	<b>14</b>
	<b>9,313</b>	<b>8,743</b>

The right to use the METRO and MAKRO brands, which is recognised under intangible assets, is subject to scheduled amortisation and amounts to €640 million. Financial assets consist mainly of shares in affiliated companies and essentially include the shares in the holding company for wholesale companies (€6,837 million), in real estate companies (€827 million) and in service providers (€10 million). The reduction in financial assets primarily relates to the repayment of a free capital reserve of a subsidiary in an amount of €460 million.

## Risk situation of METRO AG

Since METRO AG is largely linked to the companies of the METRO group, among other things through financing and guarantee commitments as well as through direct and indirect investments in the investee, the risk situation of METRO AG significantly corresponds to the risk situation of the METRO group. The statements regarding the overall assessment of the risk situation by management also apply as a summary of the risk situation of METRO AG. All risks of the group companies that affect their long-term earnings situation have an indirect impact on the valuation of the shares in affiliated companies for METRO AG, in each case with additional consideration of currency exchange rates for companies located outside the Eurozone.

## Outlook of METRO AG

In its function as the management holding company, METRO AG is highly dependent on the development and dividend distribution policies of its shareholdings. Assuming stable exchange rates, we anticipate that the development of income from licensing and services in conjunction with continued strict cost management as well as an improved investment result will lead to a largely break-even result in financial year 2025/26.

## Planned investments of METRO AG

Within the setting of the implementation of investments by the METRO group, METRO AG will support the group companies through increases in shareholdings or loans, if necessary. In addition, investments in shareholdings in affiliated companies may result from intra-group share transfers.

## **Declaration pursuant to § 312 of the German Stock Corporation Act (AktG)**

The Management Board of METRO AG has prepared a report on relationships with affiliated companies for financial year 2024/25 pursuant to § 312 of the German Stock Corporation Act (AktG) and has issued the following statement at the end of the report:

'The Management Board of METRO AG declares that in the reporting period, the company and the companies controlled by it – according to the circumstances known to the Management Board at the time the legal transactions were carried out or the measures were taken or omitted – received appropriate consideration for each of the reported legal transactions. There were no other reportable legal transactions in the reporting period. Measures were neither taken nor omitted in the reporting period.'

## Corporate Governance Statement

The contents of the Corporate Governance Statement of METRO AG pursuant to § 289f Section 4 of the German Commercial Code (HGB) are not subject to the statutory audit of the annual and consolidated financial statements by the auditor.

### **Determinations pursuant to § 76 Section 4 of the German Stock Corporation Act (AktG)**

METRO is working to increase the share of women in management positions further. Pursuant to § 76 Section 4 of the German Stock Corporation Act (AktG), METRO AG has therefore set a target for the share of women on the first and second management levels below the Management Board of at least 30% each, to be met by 30 September 2029. As of 30 September 2025, the share of women was 13% on the first management level and 22% on the second management level below the Management Board. Furthermore, METRO again voluntarily set a target for the share of women in executive positions in its wholesale business. This calls for a 40% share of women in management positions on levels 1 to 3 worldwide by 30 September 2029. The share of women here was 38% as of 30 September 2025.

### **Disclosures concerning the minimum proportion of female and male members on the Supervisory Board and on the Management Board and determinations pursuant to § 111 Section 5 of the German Stock Corporation Act (AktG)**

Until the delisting from the stock exchange on 16 April 2025, § 96 Section 2 of the German Stock Corporation Act (AktG) had required the Supervisory Board of METRO AG to have a share of women of at least 30% and of men of at least 30%. Due to the size of its Management Board, METRO AG was also covered by the scope of the requirement for the Management Board to consist of women and men pursuant to § 76 Section 3a of the German Stock Corporation Act (AktG). METRO AG complied with the minimum requirements for the Supervisory Board and the participation requirement for the Management Board in financial year 2024/25 until the delisting.

Following the delisting, the Supervisory Board of METRO AG therefore set a target of at least 25% each for the share of women in both the Supervisory Board and the Management Board pursuant to § 111 Section 5 of the German Stock Corporation Act (AktG), to be met by 30 September 2029. The Supervisory Board of METRO AG currently consists of 7 women (35%) and 13 men (65%) in total. When broken down, the Supervisory Board has 4 women (40%) and 6 men (60%) as employee representatives and 3 women (30%) and 7 men (70%) as shareholder representatives. The Management Board of METRO AG currently consists of 1 woman (25%) and 3 men (75%).

- **More information about the members of the Management Board and the members of the Supervisory Board can be found on the website [www.metroag.de/en](http://www.metroag.de/en) in the section About us. The information contained therein regarding the experience and diversity of the members of the Supervisory Board of METRO AG in accordance with ESRS 2 GOV-1 is incorporated by reference into the METRO AG Sustainability Report for the financial year 2024/25 and is subject to a separate audit of this Sustainability Report.**

# CONSOLIDATED FINANCIAL STATEMENTS AND NOTES

# CONSOLIDATED FINANCIAL STATEMENTS

## INCOME STATEMENT

FOR THE FINANCIAL YEAR FROM 1 OCTOBER 2024 TO 30 SEPTEMBER 2025

€ million	Note no.	2023/24	2024/25
<b>Sales revenues</b>	<b>1</b>	<b>31,029</b>	<b>32,447</b>
Cost of sales	14	-25,977	-27,250
<b>Gross profit on sales</b>		<b>5,052</b>	<b>5,197</b>
Other operating income	2	647	644
Selling expenses and general administrative expenses	3	-5,347	-5,528
Other operating expenses	4	-143	-118
Impairment of financial assets	5	-16	-19
Income from companies accounted for using the equity method	6	24	19
<b>Earnings before interest and taxes (EBIT)</b>		<b>218</b>	<b>196</b>
Other investment result	7	11	-9
Interest income	8	37	42
Interest expense	8	-205	-253
Other financial result	9	-96	-75
<b>Net financial result</b>		<b>-253</b>	<b>-295</b>
<b>Earnings before taxes (EBT)</b>		<b>-35</b>	<b>-98</b>
Income taxes	11	-90	-126
<b>Profit or loss for the period</b>		<b>-125</b>	<b>-224</b>
Profit or loss for the period attributable to non-controlling interests		-6	-6
Profit or loss for the period attributable to the shareholders of METRO AG		-120	-218
<b>Earnings per share in € (basic = diluted)</b>	<b>12</b>	<b>(-0.33)</b>	<b>(-0.60)</b>

## RECONCILIATION FROM PROFIT OR LOSS FOR THE PERIOD TO TOTAL COMPREHENSIVE INCOME

### FOR THE FINANCIAL YEAR FROM 1 OCTOBER 2024 TO 30 SEPTEMBER 2025

€ million	Note no.	2023/24	2024/25
<b>Profit or loss for the period</b>		<b>-125</b>	<b>-224</b>
<b>Other comprehensive income</b>			
<b>Items of other comprehensive income that will not be reclassified subsequently to profit or loss</b>	<b>26</b>	<b>-42</b>	<b>13</b>
Remeasurement of defined benefit pension plans		-59	<b>28</b>
Effects from the fair value measurements of equity instruments		0	<b>-2</b>
Income tax attributable to items of other comprehensive income that will not be reclassified subsequently to profit or loss		17	<b>-13</b>
<b>Items of other comprehensive income that may be reclassified subsequently to profit or loss</b>	<b>26</b>	<b>19</b>	<b>45</b>
Currency translation differences from translating the financial statements of foreign operations and hyperinflation		14	<b>45</b>
Effective portion of gains/losses from cash flow hedges		-4	<b>0</b>
Share of other comprehensive income of associates/joint ventures accounted for using the equity method		9	<b>0</b>
Income tax attributable to items of other comprehensive income that may be reclassified subsequently to profit or loss		1	<b>0</b>
<b>Other comprehensive income</b>	<b>26</b>	<b>-22</b>	<b>59</b>
<b>Total comprehensive income</b>	<b>26</b>	<b>-148</b>	<b>-166</b>
Total comprehensive income attributable to non-controlling interests	26	-6	<b>-6</b>
Total comprehensive income attributable to the shareholders of METRO AG	26	-142	<b>-160</b>

**BALANCE SHEET****AS OF 30 SEPTEMBER 2025****Assets**

€ million	Note no.	30/9/2024	30/9/2025
<b>Non-current assets</b>		<b>7,192</b>	<b>7,282</b>
Goodwill	16	721	700
Other intangible assets	16	632	623
Property, plant and equipment	17	5,364	5,569
Investment properties	18	86	34
Financial assets		59	41
Investments accounted for using the equity method		97	87
Other financial assets	19	42	67
Other non-financial assets	19	15	11
Deferred tax assets	20	176	151
<b>Current assets</b>		<b>4,544</b>	<b>4,702</b>
Inventories	21	2,258	2,376
Trade receivables	22	688	731
Financial assets		1	1
Other financial assets	19	404	398
Other non-financial assets	19	317	280
Income tax assets		83	84
Cash and cash equivalents	24	794	827
Assets held for sale	25	0	4
		<b>11,736</b>	<b>11,984</b>

**Equity and liabilities**

€ million	Note no.	30/9/2024	30/9/2025
<b>Equity</b>	<b>26</b>	<b>1,669</b>	<b>1,504</b>
Share capital		363	363
Capital reserve		4,431	4,097
Reserves retained from earnings		-3,125	-2,951
Equity before non-controlling interests		1,668	1,509
Non-controlling interests		1	-5
<b>Non-current liabilities</b>		<b>3,569</b>	<b>4,505</b>
Provisions for post-employment benefits plans and similar obligations	27	405	373
Other provisions	28	142	134
Financial liabilities	29, 31, 41	2,866	3,854
Other financial liabilities	29, 32	34	15
Other non-financial liabilities	29, 32	37	42
Deferred tax liabilities	20	85	88
<b>Current liabilities</b>		<b>6,498</b>	<b>5,975</b>
Trade liabilities	29, 30	3,813	3,779
Provisions	28	297	317
Financial liabilities	29, 31, 41	1,153	613
Other financial liabilities	29, 32	823	842
Other non-financial liabilities	29, 32	235	230
Income tax liabilities		176	194
		<b>11,736</b>	<b>11,984</b>

## STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR FROM 1 OCTOBER 2024 TO 30 SEPTEMBER 2025

€ million	Note no.	Share capital	Capital reserve	Effective portion of gains/losses from cash flow hedges	Fair value measurement of equity and debt instruments	Currency differences from translating the financial statements of foreign operations and hyperinflation	Remeasurement of defined benefit pension plans
<b>1/10/2023</b>		<b>363</b>	<b>4,754</b>	<b>3</b>	<b>1</b>	<b>-989</b>	<b>-211</b>
Earnings after taxes		0	0	0	0	0	0
Other comprehensive income		0	0	-4	0	14	-59
<b>Total comprehensive income</b>		<b>0</b>	<b>0</b>	<b>-4</b>	<b>0</b>	<b>14</b>	<b>-59</b>
Capital increases		0	0	0	0	0	0
Dividends		0	0	0	0	0	0
Capital transactions with a change in the participation rate		0	0	0	0	0	0
Other changes		0	-323	0	0	0	0
<b>30/9/2023 / 1/10/2024</b>	<b>26</b>	<b>363</b>	<b>4,431</b>	<b>-1</b>	<b>1</b>	<b>-975</b>	<b>-270</b>
Earnings after taxes		0	0	0	0	0	0
Other comprehensive income		0	0	0	-2	45	27
<b>Total comprehensive income</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>-2</b>	<b>45</b>	<b>27</b>
Capital increases		0	0	0	0	0	0
Dividends		0	0	0	0	0	0
Capital transactions with a change in the participation rate		0	0	0	0	0	0
Other changes		0	-334	0	0	0	0
<b>30/9/2025</b>	<b>26</b>	<b>363</b>	<b>4,097</b>	<b>-1</b>	<b>0</b>	<b>-929</b>	<b>-243</b>

€ million	Share of other comprehensive income of associates/ joint ventures accounted for using the equity method	Income tax on components of other comprehensive income	Other reserves retained from earnings	Total reserves from earnings	Total equity before non-controlling interests	Non-controlling interests	Total equity
<b>1/10/2023</b>	<b>-9</b>	<b>64</b>	<b>-1,965</b>	<b>-3,106</b>	<b>2,011</b>	<b>11</b>	<b>2,022</b>
Earnings after taxes	0	0	-120	-120	-120	-6	<b>-125</b>
Other comprehensive income	9	18	0	-22	-22	0	<b>-22</b>
<b>Total comprehensive income</b>	<b>9</b>	<b>18</b>	<b>-120</b>	<b>-142</b>	<b>-142</b>	<b>-6</b>	<b>-148</b>
Capital increases	0	0	0	0	0	0	<b>0</b>
Dividends	0	0	-201	-201	-201	-4	<b>-205</b>
Capital transactions with a change in the participation rate	0	0	0	0	0	0	<b>0</b>
Other changes	0	0	323	323	0	0	<b>0</b>
<b>30/9/2023 / 1/10/2024</b>	<b>0</b>	<b>82</b>	<b>-1,962</b>	<b>-3,125</b>	<b>1,668</b>	<b>1</b>	<b>1,669</b>
Earnings after taxes	0	0	-218	-218	-218	-6	<b>-224</b>
Other comprehensive income	0	-13	0	58	58	0	<b>59</b>
<b>Total comprehensive income</b>	<b>0</b>	<b>-13</b>	<b>-218</b>	<b>-160</b>	<b>-160</b>	<b>-6</b>	<b>-166</b>
Capital increases	0	0	0	0	0	0	<b>0</b>
Dividends	0	0	0	0	0	0	<b>0</b>
Capital transactions with a change in the participation rate	0	0	0	0	0	0	<b>0</b>
Other changes	0	0	334	334	0	0	<b>0</b>
<b>30/9/2025</b>	<b>0</b>	<b>69</b>	<b>-1,846</b>	<b>-2,951</b>	<b>1,509</b>	<b>-5</b>	<b>1,504</b>

## CASH FLOW STATEMENT

### FOR THE FINANCIAL YEAR FROM 1 OCTOBER 2024 TO 30 SEPTEMBER 2025

€ million	2023/24	2024/25
EBIT	218	<b>196</b>
Depreciation/amortisation/impairment losses/reversal of impairment losses of fixed assets excl. financial investments	904	<b>934</b>
Change in provision for pensions and other provisions	-23	<b>-17</b>
Change in net working capital	159	<b>-163</b>
Income taxes paid (-)/received	-135	<b>-115</b>
Reclassification of gains (-)/losses (+) from the disposal of fixed assets	-41	<b>-108</b>
Lease payments received	36	<b>11</b>
Other	-38	<b>-10</b>
<b>Cash flow from operating activities</b>	<b>1,079</b>	<b>729</b>
Acquisition of subsidiaries	-41	<b>-33</b>
Investments in property, plant and equipment and in investment property (excl. right-of-use assets)	-378	<b>-368</b>
Other investments	-159	<b>-132</b>
Investments in monetary assets	-4	<b>-3</b>
Disposals of subsidiaries	259	<b>0</b>
Divestments	101	<b>147</b>
Dividends received	0	<b>8</b>
Disposal of financial investments	2	<b>20</b>
<b>Cash flow from investing activities</b>	<b>-221</b>	<b>-360</b>
Dividends paid		
to METRO AG shareholders	-201	<b>0</b>
to other shareholders	0	<b>-4</b>
Proceeds from borrowings	3,068	<b>2,068</b>
Redemption of borrowings	-2,825	<b>-1,736</b>
Lease payments	-573	<b>-558</b>
Interest paid	-80	<b>-94</b>
Interest received	32	<b>39</b>
Other financing activities	-45	<b>-58</b>
<b>Cash flow from financing activities</b>	<b>-625</b>	<b>-342</b>
<b>Total cash flows</b>	<b>233</b>	<b>26</b>
Currency effects on cash and cash equivalents	-31	<b>8</b>
<b>Total change in cash and cash equivalents</b>	<b>202</b>	<b>33</b>
<b>Cash and cash equivalents as of 1 October</b>	<b>591</b>	<b>794</b>
<b>Cash and cash equivalents as of 30 September</b>	<b>794</b>	<b>827</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR FINANCIAL YEAR 2024/25

## SEGMENT REPORTING<sup>1</sup>

€ million	Germany		West		Russia		East	
	2023/24	2024/25	2023/24	2024/25	2023/24	2024/25	2023/24	2024/25
External sales (net)	4,933	<b>4,983</b>	12,819	<b>13,382</b>	2,438	<b>2,600</b>	10,571	<b>11,202</b>
Internal sales (net)	39	<b>16</b>	12	<b>8</b>	27	<b>34</b>	0	<b>1</b>
Sales (net)	4,972	<b>4,999</b>	12,831	<b>13,390</b>	2,465	<b>2,634</b>	10,571	<b>11,204</b>
Adjusted EBITDA <sup>2</sup>	111	<b>79</b>	625	<b>638</b>	143	<b>135</b>	411	<b>442</b>
Transformation costs (+)/transformation gains (-) <sup>2</sup>	0	<b>55</b>	9	<b>41</b>	0	<b>0</b>	2	<b>12</b>
Earnings contributions from real estate transactions	0	<b>0</b>	1	<b>2</b>	0	<b>0</b>	1	<b>0</b>
EBITDA	111	<b>24</b>	617	<b>599</b>	143	<b>135</b>	410	<b>431</b>
Depreciation/amortisation/impairment	128	<b>125</b>	336	<b>374</b>	55	<b>54</b>	193	<b>199</b>
Reversals of impairment losses	0	<b>0</b>	0	<b>4</b>	11	<b>8</b>	3	<b>0</b>
EBIT	-18	<b>-101</b>	281	<b>229</b>	99	<b>89</b>	220	<b>232</b>
Investments	297	<b>186</b>	349	<b>434</b>	38	<b>43</b>	342	<b>256</b>
Non-current segment assets	981	<b>1,042</b>	2,749	<b>2,797</b>	520	<b>548</b>	1,708	<b>1,764</b>
Selling space (1,000 m <sup>2</sup> )	801	<b>801</b>	1,306	<b>1,297</b>	659	<b>659</b>	1,369	<b>1,366</b>
Locations (number)	102	<b>102</b>	228	<b>226</b>	93	<b>93</b>	201	<b>201</b>

<sup>1</sup> Segment reporting is explained in no. 37 – segment reporting.

<sup>2</sup> New definition of adjusted EBITDA and transformation costs since 1 October 2024 incl. previous-year adjustment.

€ million	Others		Consolidation		METRO total	
	2023/24	2024/25	2023/24	2024/25	2023/24	2024/25
External sales (net)	268	<b>279</b>	0	<b>0</b>	31,029	<b>32,447</b>
Internal sales (net)	1,389	<b>1,590</b>	-1,467	<b>-1,649</b>	0	<b>0</b>
Sales (net)	1,657	<b>1,869</b>	-1,467	<b>-1,649</b>	31,029	<b>32,447</b>
Adjusted EBITDA <sup>2</sup>	-193	<b>-102</b>	2	<b>-2</b>	1,098	<b>1,192</b>
Transformation costs (+)/transformation gains (-) <sup>2</sup>	7	<b>61</b>	0	<b>0</b>	18	<b>170</b>
Earnings contributions from real estate transactions	39	<b>106</b>	0	<b>0</b>	42	<b>108</b>
EBITDA	-160	<b>-57</b>	2	<b>-2</b>	1,122	<b>1,131</b>
Depreciation/amortisation/impairment	205	<b>196</b>	0	<b>0</b>	918	<b>947</b>
Reversals of impairment losses	0	<b>1</b>	0	<b>0</b>	14	<b>13</b>
EBIT	-365	<b>-251</b>	2	<b>-1</b>	218	<b>196</b>
Investments	172	<b>181</b>	-1	<b>0</b>	1,196	<b>1,101</b>
Non-current segment assets	904	<b>859</b>	-3	<b>-6</b>	6,859	<b>7,004</b>
Selling space (1,000 m <sup>2</sup> )	0	<b>0</b>	0	<b>0</b>	4,134	<b>4,122</b>
Locations (number)	0	<b>0</b>	0	<b>0</b>	624	<b>622</b>

<sup>1</sup> Segment reporting is explained in no. 37 – segment reporting.

<sup>2</sup> New definition of adjusted EBITDA and transformation costs since 1 October 2024 incl. previous-year adjustment.

## NOTES TO THE GROUP ACCOUNTING PRINCIPLES AND METHODS

### Accounting principles

METRO AG, the parent company of the METRO group (hereinafter referred to as METRO), is a German corporation with registered office at Metro-Straße 1 in 40235 Düsseldorf, Germany. The company is registered in the commercial register at the District Court in Düsseldorf under HRB 79055.

These consolidated financial statements of METRO AG as of 30 September 2025 were prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the EU.

The consolidated financial statements in their present form comply with the stipulations of § 315e of the German Commercial Code (HGB). Together with Regulation (EU) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002 on the application of international accounting standards, they form the legal basis for group accounting according to international standards in Germany.

The date at which the Management Board of METRO AG signed the financial statement (28 November 2025) also represents the date at which the Management Board released the consolidated financial statements for publication and submitted them to the Supervisory Board.

The income statement has been prepared using the cost of sales method.

Assets and liabilities are recognised as current if the respective asset is expected to be realised or the liability settled within 12 months after the closing date.

Individual items in the income statement and the balance sheet have been combined to increase transparency and informative value. Business transactions are offset in the income statement when this presentation reflects the substance of the transaction. These items and transactions are explained separately in the notes.

The consolidated financial statements are presented in euros. All amounts are stated in million euros (€ million) unless otherwise indicated. Amounts below €0.5 million are rounded and reported as €0 million. Individual figures may not add up to the stated sum precisely due to rounding.

The following chapters of these notes to the consolidated financial statements show the accounting and measurement methods that were used in the preparation of the consolidated financial statements.

### Application of new accounting methods and first-time adoption of accounting standards

#### IFRS applied for the first time in financial year 2024/25

The following amendments to IFRS adopted by the International Accounting Standards Board (IASB) were applied for the first time in these consolidated financial statements, as they were binding for METRO AG in financial year 2024/25. The initial application of these amendments has no material impact on the consolidated financial statements:

- Amendments to IAS 1 – Presentation of Financial Statements (classification of liabilities as current or non-current)
- Amendments to IAS 1 – Classification of Non-Current Liabilities with Covenants
- Amendments to IFRS 16 – Leases (accounting of leasing liabilities in sale-and-leaseback transactions)
- Amendments to IAS 7 – Statement of Cash Flows (new disclosure requirements for reverse-factoring arrangements)
- Amendments to IFRS 7 – Financial Instruments: Disclosures (new disclosure requirements for reverse-factoring arrangements)

#### Accounting standards that were published but are not yet applied in financial year 2024/25

A number of other standards and interpretations amended or newly issued by the IASB were not yet applied by METRO in financial year 2024/25 because they were either not yet mandatory or have not yet been endorsed by the European Commission.

Standard/ Interpretation	Title	Effective date according to IFRS <sup>1</sup>	Application at METRO AG from <sup>2</sup>	Endorsed by EU <sup>3</sup>
Amendments to IAS 21	Currency Translation: Lack of Exchangeability	1/1/2025	1/10/2025	Yes
Amendments to IFRS 9 and IFRS 7	Classification and Measurement of Financial Instruments	1/1/2026	1/10/2026	Yes
Amendments to IFRS 9 and IFRS 7	Contracts Referencing Nature-dependent Electricity	1/1/2026	1/10/2026	Yes
Annual Improvements to IFRS Accounting Standards -Volume 11	IFRS 1 First-time Adoption of International Financial Reporting Standards – hedge accounting by a first- time adopter IFRS 7 Financial Instruments: Disclosures: - Gain or loss on derecognition - Disclosure of deferred differences between fair value and transaction price - Introduction and credit risk disclosure IFRS 9 Financial Instruments: - Lessee derecognition- Transaction price IFRS 10 Consolidated Financial Statements – determination of a 'de facto agent' IAS 7 Statement of Cash Flows – cost method.	1/1/2026	1/10/2026	Yes
IFRS 18	Presentation and Disclosure in Financial Statements	1/1/2027	1/10/2027	No
IFRS 19	Subsidiaries without Public Accountability: Disclosures and Amendments	1/1/2027	1/10/2027	No
Amendments to IFRS 10/IAS 28	Consolidated Financial Statements/Investments in Associates and Joint Ventures (amendment: sale or contribution of assets between an investor and its associate or joint venture)	Unknown	Unknown	No

<sup>1</sup> Without earlier application.

<sup>2</sup> Application as of 1 October due to deviation of financial year from calendar year, if the approval for use (endorsement) has been granted by the EU.

<sup>3</sup> As of 13 November 2025

## EFFECT OF THE ADDITIONAL IFRS AMENDMENTS

The first-time application of the standards listed in the table above as well as amendments to IFRS is not expected to have a material impact on the group's asset, financial and earnings position, with the exception of the first-time application of IFRS 18 (Presentation and Disclosure in Financial Statements). Based on the initial analysis that has been undertaken, we primarily expect shifts in presentation when IFRS 18 is applied for the first time.

## Consolidation principles

The financial statements of German and foreign subsidiaries included in the consolidated accounts are prepared using consistent accounting and valuation principles as required by IFRS 10 (Consolidated Financial Statements).

Subsidiaries that, unlike METRO AG, do not close their financial year on 30 September prepared interim financial statements for consolidation purposes.

In accordance with IFRS 3 (Business Combinations), capital consolidation is effected using the purchase method.

Non-controlling interests are initially measured at their proportional share in the identifiable net assets of the acquired company as of the date of acquisition.

Investments in associates and joint ventures are accounted for using the equity method and treated in accordance with the principles applying to full consolidation, with existing goodwill being included in the amount capitalised for such investments. Income from investments in associates, joint ventures and joint operations in the income statement is recognised in earnings before interest and taxes (EBIT).

Any deviating accounting and measurement methods used in the financial statements of entities accounted for by applying the equity method are retained as long as they do not substantially contradict METRO's uniform accounting and measurement methods.

## Currency translation

### Foreign currency transactions

In principle, gains and losses incurred by exchange rate fluctuations until the closing date are recognised in profit or loss. However, the currency translation differences resulting from the subsequent measurement of the following assets and liabilities are reported under reserves retained from earnings outside of profit or loss:

- Receivables and liabilities in foreign currency, which must be regarded as (part of) a net investment in a foreign operation
- Equity instruments measured at fair value through other comprehensive income
- Hedging instruments qualifying for cash flow hedges

### Hyperinflation

As of June 2022, Türkiye is classified as a hyperinflationary economy in accordance with IAS 29 (Financial Reporting in Hyperinflationary Economies) due to its high rates of inflation.

METRO has reassessed the quantitative and qualitative criteria of IAS 29 in financial year 2024/25. The cumulative inflation of the last 3 years as a quantitative criterion still exceeds the value of 100%.

IAS 29 requires the financial statements of a company whose functional currency is the currency of a hyperinflationary economy to be converted into the currently applicable purchasing power unit at the end of the reporting period. METRO has subsidiaries in Türkiye whose functional currency is the Turkish lira. For these subsidiaries with the functional currency of a hyperinflationary economy, IAS 21.43 requires that the financial statements be restated in accordance with IAS 29 as of 30 September 2025 before being included in the consolidated financial statements. The adjustments were made for the full reporting period as follows:

- Increase in the carrying amounts of non-monetary assets and liabilities as well as equity based on the development of the general price index.
- The effects from the indexation of the current year were recognised in the other financial result. The adjustment in the area of non-monetary assets at METRO mainly affects property, plant and equipment and, to a lesser extent, inventories.
- As a result of the increases in the carrying amounts of property, plant and equipment (including right-of-use assets) and inventories, there are also indirect increases in scheduled depreciation and costs of sales.
- Indexation of all items in the statement of comprehensive income for financial year 2024/25 from the date at which the respective expense and income items were first recognised until the closing date, to reflect a price index that is current at the closing date.

The carrying amounts of the non-monetary assets and liabilities as well as the statement of comprehensive income are converted into the purchasing power valid at the closing date using the cumulative consumer goods price index of the Turkish Statistical Institute.

The index value applied at the closing date was 3,367.22 (30/9/2024: 2,526.16). The index change on an annual basis was 33.29%.

The exchange rate at the closing date as of 30 September 2025 was used to convert the financial statements of the Turkish companies into the reporting currency euro for all items.

### Foreign operations

The annual financial statements of foreign subsidiaries are prepared according to the functional currency concept of IAS 21 (The Effects of Changes in Foreign Exchange Rates) and translated into euros for consolidation purposes in case their functional currency is a currency other than the euro. Since all companies included in the consolidated financial statements operate as financially, economically and organisationally autonomous entities, their respective local currency is the functional currency.

The following exchange rates being of major significance for METRO were applied in the translation of key currencies outside the European Monetary Union and of other currencies relevant to METRO. The rates are generally based on ECB information. In the absence of a rate provided by the ECB, the quotation of the Russian Central Bank was used for conversion of the Russian rouble.

		Average exchange rate per €		Closing date exchange rate per €	
		2023/24	2024/25	30/9/2024	30/9/2025
Bulgarian lev	BGN	1.95583	<b>1.95583</b>	1.95583	<b>1.95583</b>
Czech koruna	CZK	24.93736	<b>24.93481</b>	25.18400	<b>24.33500</b>
Hungarian forint	HUF	388.93650	<b>403.20622</b>	396.88000	<b>390.26000</b>
Pakistani rupee	PKR	303.32881	<b>310.39369</b>	311.05260	<b>331.74370</b>
Polish zloty	PLN	4.33351	<b>4.25772</b>	4.27880	<b>4.26980</b>
Romanian leu	RON	4.97329	<b>5.01328</b>	4.97530	<b>5.08060</b>
Russian rouble	RUB	98.50180	<b>97.72034</b>	103.46940	<b>97.14100</b>
Serbian dinar	RSD	117.13263	<b>117.13132</b>	117.08400	<b>117.20040</b>
Turkish lira	TRY	38.26930	<b>48.82270</b>	38.26930	<b>48.82270</b>
Ukrainian hryvna	UAH	42.24582	<b>45.93744</b>	46.15390	<b>48.30280</b>
US dollar	USD	1.08434	<b>1.10568</b>	1.11960	<b>1.17410</b>

## Income statement

As part of the roll-out of the group-wide ERP system SAP S/4HANA, a small number of cost allocations to the functional areas of cost of sales, selling expenses and administrative expenses will be modified and adapted to the future group-wide standard. In this context, METRO has decided to report selling expenses and general administrative expenses on a combined basis from the reporting year onwards. This will not have any impact on the key performance indicators of sales, EBITDA, EBIT and the annual result. There was, moreover, no impact on amounts recognised in the balance sheet or on other comprehensive income.

### Recognition of income and expenses

Net sales are recognised in accordance with IFRS 15 (Revenue from Contracts with Customers) when the respective performance obligations have been satisfied by transferring goods to wholesale customers or providing services. Where services relate to ancillary services, they are reported in other operating income. The goods are deemed to have been transferred at the time at which the customer gains control over them. This applies to store-based retail and the delivery business (Food Service Distribution, FSD) as well as to the online business (METRO MARKETS and DISH). In these cases, cash payment or payment within a short time after delivery of the product (credit purchase) is usually agreed with the customer. Significant financing components are usually not included in the contracts with customers. For services, control over the services is transferred over time, thus satisfying the performance obligation. Revenue is recognised in the amount of the consideration received or expected to be received in exchange for the goods or services.

Under certain wholesale business models, METRO customers are granted the right to exchange or return goods under certain conditions or in accordance with contractual agreements or on a legal basis. Refund liabilities that are based on empirical data regarding return quotas and periods are recorded for expected returns in this context. Assets for the right to recover products from a customer upon settling these refund liabilities are measured at the initial carrying amount of the respective inventories (less settlement costs and any indicated impairment) and reported under other non-financial assets.

METRO grants various types of standardised, performance-based rebates if certain predefined conditions are met. Examples include rebates for achieving certain sales volumes with a customer and for customer loyalty. As soon as it can be assumed that a customer fulfils the conditions for granting the rebate, a portion of the revenue is deferred and presented as a contract liability. Such contract liabilities are derecognised when the rebate is redeemed by the customer or when the probability that the customer will enforce its rights is remote. The rebates are regularly redeemed by customers within one year of the respective recognition of a contract liability.

Some of the franchise models offered by METRO include multi-component contracts with customers being offered a bundle of different franchise products and services. Individual contractual components are made available to customers in a subsidised form, so that the entire agreed consideration is allocated to the individual performance obligations in accordance with the observable stand-alone selling prices.

In some cases, METRO acts as an agent for the delivery of goods or the provision of services. In these cases, METRO recognises the expected fee or commission as revenue.

Operating expenses are recognised as expenses upon utilisation of the service or on the date of their causation.

Interest expense on borrowings that is directly attributable to the acquisition or production of a so-called qualified asset represents an exception to the recognition of interest through profit or loss, as it is included in the acquisition or production costs of the asset capitalised pursuant to IAS 23 (Borrowing Costs). Dividends paid by companies in which METRO holds an interest and which are not accounted for using the equity method are generally recognised as income when the legal claim to payment arises.

## Balance sheet

### Goodwill

Goodwill is regularly tested for impairment once a year on 30 June – or more frequently if there are indications for a possible impairment. If an impairment occurred, an impairment loss is recognised through profit or loss. To determine a possible impairment, the recoverable amount of a cash-generating unit – specifically, this is generally the organisational unit per country – is compared to the corresponding carrying amount of the cash-generating unit. The recoverable amount is the higher of its value in use and its fair value less costs of disposal. It is calculated from discounted future cash flows and the level 3 input parameters of the fair value hierarchy. An impairment of the goodwill allocated to a cash-generating unit occurs only if the recoverable amount is lower than the total amount of the unit's relevant carrying amount. No reversal of an impairment loss is recognised if the reasons for the impairment in previous years have ceased to exist.

### Other intangible assets

Purchased other intangible assets are recognised at cost of purchase. In accordance with IAS 38 (Intangible Assets), internally generated intangible assets are recognised at their production cost. The production costs include all expenditures directly attributable to the development process, unless they are explicitly excluded from being a component of the cost of an internally generated intangible asset.

Borrowing costs within the meaning of IAS 23 are generally not factored into the determination of production costs because the relevant criteria for a so-called qualified asset are not met.

All other intangible assets with a finite useful life are subject to straight-line amortisation. Capitalised internally created and purchased software as well as similar intangible assets are amortised over a period of up to 10 years, while licences are amortised over their useful lives.

Intangible assets with an indeterminable expected useful life and intangible assets under development are not subject to systematic amortisation, but are subject to impairment testing at least once a year. Impairment losses and reversal of impairment losses are recognised through profit or loss in consideration of the historical cost principle.

### Property, plant and equipment

Property, plant and equipment are recognised at acquisition or production costs according to IAS 16 (Property, Plant and Equipment). The production costs of internally generated assets include both direct costs and directly attributable overhead costs. Borrowing costs are only capitalised in relation to so-called qualified assets as a component of acquisition or production costs. In line with IAS 20 (Accounting for Government Grants and Disclosure of Government Assistance), investment grants received are offset against the acquisition or production costs of the corresponding asset. Dismantling and removing obligations are included in the acquisition or production costs at the discounted settlement amount. Subsequent acquisition or production costs of property, plant and equipment are only capitalised if they result in a higher future economic benefit of the tangible asset.

Property, plant and equipment are solely depreciated on a straight-line basis. Throughout the group, depreciation is based on the following expected useful lives:

Buildings	10 to 33 years
Leasehold improvements	8 to 15 years, or shorter lease term
Business and office equipment	3 to 13 years
Machinery	3 to 8 years

In a few justified exceptional cases, the expected useful life of buildings is 40 years.

Capitalised costs of dismantling and removing are depreciated over the expected useful life of the asset.

According to IAS 36 (Impairment of Assets), an impairment test will be carried out if there are any indications of impairment of property, plant and equipment or of a cash-generating unit (CGU). Impairment losses are recognised if the recoverable amount is less than its carrying amount. If the reasons for the impairment have ceased to exist, impairment losses are reversed up to the amount of amortised acquisition or production costs had no impairment loss been recognised in previous periods.

### Investment properties

Analogous to property, plant and equipment, investment properties are recognised at acquisition or production costs less depreciation and, if required, impairment losses (cost model). Owned investment properties are depreciated using the straight-line method, considering an expected useful life of 15 to 33 years. Investment properties where rights of use are involved are depreciated on a straight-line basis over a useful life of 5 to 15 years. In addition, the fair value of these real estates is determined based on accepted valuation methods, taking into account project development opportunities. The fair values are disclosed in the notes.

### Financial assets and impairment of financial assets

Unless associates or joint ventures as defined by IAS 28 (Investments in Associates and Joint Ventures) are involved, to which the equity method is applied, financial assets are accounted for in accordance with IFRS 9 (Financial Instruments).

Financial assets are recognised in the consolidated balance sheet when METRO becomes a contractual party to a financial instrument. Recognition is effected at the trade date. Financial assets are derecognised if the contractual rights to payments from the financial assets no longer exist or the financial assets with all material risks and rewards are transferred to another party and METRO cannot control the financial assets after the transfer. When the uncollectability of receivables is finally determined, they are derecognised.

Financial assets are measured at fair value upon initial recognition. In doing so, the transaction costs directly attributable to the acquisition must be taken into account, unless the financial instruments are subsequently measured at fair value through profit or loss.

METRO does not make use of the option to measure financial assets at fair value through profit or loss upon initial recognition (fair value option).

With regard to the financial assets recognised at amortised cost (AC), impairments are recognised as expected losses, regardless of the existence of actual default events. All reasonable and reliable information is considered for determination of the impairment rates, including forward-looking information, which is taken into account by including a projected index based on macroeconomic developments. It is based on our own historical data on amounts in default and past due. To link historical and current economic circumstances, a factor based on specific growth rates per region is used as a forward-looking factor. However, if there is objective evidence that contractually agreed cash flows of a financial asset are likely to partially or completely default, they are recognised as individually impaired. If these indications cease to exist, impairment losses are reversed up to the amount of the carrying amount that would have resulted if no default event had occurred. METRO determines the expected losses on trade receivables using the so-called simplified approach by using a provision matrix structured according to various (past-due) maturities. Expected losses for other financial assets are determined in accordance with the so-called general approach. Impairment losses are generally recognised in separate accounts.

Changes in the fair value of financial assets measured at fair value through other comprehensive income (FVOCI) are recognised in other comprehensive income and reclassified to the income statement when the assets are sold. Impairment losses on financial assets in the FVOCI category are determined in the same way as impairment losses on financial assets in the AC category and recognised in profit or loss.

In accordance with the provisions of IFRS 9, own equity instruments are either measured at fair value through profit or loss (FVPL) or at fair value through other comprehensive income without reclassification (FVOCI<sub>NR</sub>).

As part of cash flow hedging, which continues to be accounted for in accordance with IAS 39, METRO hedges the exposure to variability in future cash flows. For this purpose, future transactions and related hedging instruments are designated as hedging relationships for accounting purposes. The effective portion of changes in the fair value of the hedging instrument that regularly meets the definition criteria of a derivative is initially recognised in other comprehensive income or directly in equity, taking deferred taxes into account. The ineffective portion is recognised directly in profit or loss. For future transactions that result in the recognition of a non-financial asset or a non-financial liability, the cumulative changes in the fair value of the hedging instrument are removed from other comprehensive income and included in the initial cost of the other carrying amount of the asset or liability. In case the hedging transaction relates to financial assets, financial liabilities or future transactions, the changes in fair value of the hedging instrument are transferred from other comprehensive income to profit or loss in the reporting period in which the hedged item is recognised in the income statement. The term of the hedging instrument is aligned to coincide with the occurrence of the future transaction.

**Other financial and other non-financial assets**

Other financial assets include receivables due from suppliers in particular. Receivables due from suppliers comprise both invoiced receivables and deferred income for subsequent supplier compensation (for example bonuses, advertising subsidies) and creditors with debit balances.

Assets reported under other financial assets are generally recognised at cost of purchase less directly attributable transaction costs and measured at amortised cost. Impairment losses are determined for the reporting period in accordance with the general approach.

Other financial assets also include derivative financial instruments that are measured at fair value through profit or loss.

Deferred income presented pertains to transitory items.

**Deferred tax assets and deferred tax liabilities**

Deferred tax assets and deferred tax liabilities are determined using the asset-liability method.

Deferred tax assets are recognised only to the extent that it is probable that sufficient taxable profit will be available in the future to allow the corresponding benefit of that deferred tax asset to be realised.

Deferred tax assets and deferred tax liabilities are netted if these income tax assets and liabilities concern the same tax authority and refer to the same tax subject or a group of different tax subjects that are jointly assessed for income tax purposes. Deferred tax assets are remeasured at the end of each reporting period and adjusted if necessary.

Deferred taxes are determined on the basis of the tax rates expected in each country upon realisation. In principle, these are based on enacted laws or legislation that has been passed at the time of the closing date.

The assessment of deferred taxes reflects the tax consequence arising from METRO's expectations as of the closing date with regard to the manner in which the carrying amounts of the assets will be realised or the liabilities will be settled.

**Inventories**

In accordance with IAS 2 (Inventories), merchandise held as inventories is recognised at cost of purchase. The cost of purchase is determined either on the basis of a separate measurement of additions or by means of moving averages. Considerations from suppliers to be classified as a reduction in the cost of purchase are deducted when the costs of acquisition are determined.

Merchandise is measured as of the closing date at the lower of cost or net realisable value. Merchandise is written down on a case-by-case basis if the net realisable value declines below the carrying amount of the inventories. Such net realisable value corresponds to the anticipated estimated selling price less the attributable costs necessary to make the sale.

When the reasons for a write-down of the merchandise have ceased to exist, the previously recognised impairment loss is reversed.

**Trade receivables**

Trade receivables are recognised at amortised cost. For the reporting period, expected impairments determined on the basis of a provision matrix are taken into account. If there are further doubts about their recoverability, the trade receivables are recognised at the lower present value of the estimated future cash flows.

**Income tax assets and liabilities**

The income tax assets and liabilities presented relate to domestic and foreign income taxes for the reporting period as well as prior periods. They are determined in compliance with the tax laws of the respective country.

Income tax liabilities are calculated in accordance with IAS 12 and IFRIC 23. Recognition and measurement requires estimates and assumptions to be made, for example whether an estimate is made separately or together with other uncertainties, whether a probable or expected value for the uncertainty is used, and whether changes have occurred compared to the previous period. The detection risk is irrelevant for the accounting treatment of uncertain balance sheet items. Accounting is based on the assumption that the tax authorities will investigate the matter in question and that they have all relevant information at their disposal.

The group companies are subject to income taxes in various countries worldwide. In assessing the worldwide income tax assets and liabilities, the interpretation of tax regulations in particular may be subject to uncertainty. It cannot be ruled out that the respective tax authorities may have different views on the correct interpretation of tax regulations. Changes in assumptions about the correct interpretation of tax standards, for example due to changes in case law, are reflected in the accounting treatment of uncertain income tax assets and liabilities in the relevant financial year.

### Cash and cash equivalents

Cash and cash equivalents comprise cheques, cash on hand, bank deposits and other short-term liquid financial assets, such as accessible deposits on lawyer trust accounts or cash in transit, with an original term of up to 3 months. They are mostly measured at amortised cost, which normally equals their nominal value.

### Non-current assets held for sale, liabilities related to assets held for sale and discontinued operations

In accordance with IFRS 5 (Non-current Assets Held for Sale and Discontinued Operations), an asset is classified as a non-current asset held for sale if the respective carrying amount will be recovered principally through a sale transaction rather than through continuing use. Analogously, liabilities related to assets held for sale are presented separately in the balance sheet. A sale must be feasible in practice and be planned for execution within the subsequent 12 months.

### Employee benefits

Employee benefits include:

- Short-term employee benefits
- Post-employment benefits
- Obligations similar to pensions
- Termination benefits
- Share-based payments
- Other long-term employee benefits

Short-term employee benefits include, for example, wages and salaries, social security contributions, paid annual leave and paid sick leave and are recognised as liabilities at the amount (to be) disbursed as soon as the associated job performance has been rendered.

Post-employment benefits are provided in the context of defined benefit or defined contribution plans. In the case of defined contribution plans, the obligation to make periodic contributions to an external pension provider is recognised as expenses for post-employment benefits at the same time as the beneficiaries provide their service. Missed payments or prepayments to the external pension provider are accrued or deferred as liabilities or receivables. Liabilities with a term of over 12 months are discounted.

The actuarial measurement of pension provisions for post-employment benefits plans as part of a defined benefit plan is effected in accordance with the projected unit credit method as stipulated by IAS 19 (Employee Benefits) on the basis of actuarial reports. Based on biometric data, this method takes into account known pensions and pension entitlements at the closing date as well as expected increases in future wages and pensions. Where the employee benefit obligations determined or the fair value of the plan assets increase or decrease between the beginning and end of a financial year as a result of experience adjustments (for example a changed fluctuation rate) or changes in underlying actuarial assumptions, this will result in actuarial gains and losses. These are recognised in other comprehensive income outside of profit or loss. Effects of plan changes and curtailments are recognised fully under service costs through profit or loss. The interest element of the addition to the provision is presented as interest expenses as part of the financial result. Insofar as plan assets exist, the amount of the pension obligation is generally the result of the difference between the present value of defined benefit obligations and the fair value of the plan assets.

Provisions for obligations similar to pensions (such as anniversary allowances and death benefits) are based on the present value of future payment obligations to the employee or his or her surviving dependants less any associated assets measured at fair value. The amount of provisions is determined on the basis of actuarial reports in line with IAS 19. Actuarial gains and losses are recognised in the period in which they are incurred.

Termination benefits comprise severance payments to employees. They are recognised as liabilities through profit or loss when contractual or factual payment obligations towards the employee are to be made in relation to the termination of the employment relationship. Such an obligation exists when a formal plan for the early termination of the employment relationship is available to which the company is bound. Benefits with terms of more than 12 months after the reporting period are recognised at their present value.

The share bonuses granted under the share-based remuneration system in previous years are classified as cash-settled share-based payments in accordance with IFRS 2 (Share-based Payment). For these share-based payments, provisions are set up on a pro rata basis, measured at the fair value of the obligations entered into. The recognition of the provision follows a prorated approach over the underlying vesting period and is recognised in profit or loss as personnel expenses. The fair value is remeasured at each closing date during the vesting period based on an option pricing model. Provisions are adjusted accordingly through profit or loss.

The other long-term employee benefits include the future benefits earned by employees in exchange for work performed in the current and previous periods (such as long-term profit sharing). These benefits are recognised at their present value.

**(Other) provisions**

Long-term provisions with a term of more than 1 year are discounted to the closing date using an interest rate for matching maturities reflecting current market expectations regarding interest rate effects. Provisions with a term of less than 1 year are discounted accordingly, if the interest rate effect is material. Claims for recourse are not netted with provisions, but recognised separately as an asset if their realisation is considered virtually certain.

Provisions for restructurings are recognised if a constructive obligation for restructuring has been formalised by means of adopting a detailed restructuring plan and its communication to those employees affected as of the closing date.

Recognition of warranty provisions that do not fall into the scope of IFRS 15 (Revenue from Contracts with Customers) is based on past warranty claims and the sales of the current financial year.

**(Other) financial liabilities**

In accordance with IFRS 9, financial liabilities are assigned to one of the following categories, if the respective requirements are met:

- At fair value through profit or loss
- Other financial liabilities

The initial recognition of financial liabilities and the subsequent measurement of financial liabilities at fair value through profit or loss are conducted in analogy to the corresponding guidance as it is applied to financial assets.

All other financial liabilities are presented as such. They are measured at their amortised cost using the effective interest method.

The fair value option according to IFRS 9 is not applied to financial liabilities at METRO.

The fair values provided for the financial liabilities in the notes have been determined on the basis of the interest rates prevailing at the closing date for the remaining terms and redemption structures.

A financial liability is derecognised only when it has expired or when the contractual obligations have been discharged or cancelled or have expired.

**Trade liabilities**

Trade liabilities are recognised at amortised cost.

**Leases**

Under IFRS 16, a contract is a lease or includes a lease when it conveys the right to use an identified asset for a specified period in exchange for a consideration.

**EXERCISING OF OPTIONS**

Various options are available to lessees. METRO did not make use of the option of creating a portfolio of leases with the same or similar characteristics for accounting and measurement purposes. However, METRO exercises the option to not apply the right-of-use approach to leases for which the underlying asset is of low value (mainly business and office equipment) or to short-term leases (maximum term of 12 months). Rental expenses for these assets are therefore recognised directly in the income statement.

The option to separate lease and non-lease components (services) is not exercised and the non-lease components are included in the right-of-use assets to be recognised.

Furthermore, the option to capitalise leased intangible assets was not exercised. These assets still fall within the scope of IAS 38.

**METRO AS LESSEE**

The company recognises an asset with a right of use and a lease liability at the inception of the lease. The right of use is initially measured at cost, which is the initial amount of the lease liability, adjusted for any lease payments made on or before the commencement date, plus any initially incurred direct costs, less any incentives received. The right of use is subsequently amortised on a straight-line basis over the shorter lease term or the useful life of the underlying asset. The lease liability is initially measured at the present value of the lease payments, which are discounted at the interest rate inherent in the lease agreement; if this interest rate cannot be readily determined, they are discounted at the incremental borrowing rate that the company would have to pay for borrowing funds to acquire an asset of similar value in a similar economic environment. To determine the incremental borrowing rate, METRO uses country- and currency-specific reference interest rates based on risk-free rates with matching maturities, plus the credit risk premium. This is determined for each country on a quarterly basis and is broken down by maturity.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured if the future lease payments change as a result of a change in the index or interest rate, if the company's estimate of the amount expected to be payable under a residual value guarantee changes, or if the company changes its assessment

of whether it will exercise a purchase, renewal or termination option. Extension and termination options are included in a significant number of leases in all asset classes of METRO. Extension options (or termination options) are included in the term of the lease if their exercise (or non-exercise in the case of termination options) is sufficiently certain. In determining the lease term, management takes into account all facts and circumstances that create an economic incentive to exercise a renewal option or not to exercise a termination option. Examples of facts and circumstances include the terms of the lease for the optional periods compared to market conditions, significant improvements to the leases, costs associated with terminating the lease contract and the significance of the underlying asset to METRO's operations. The measurement is reviewed if a significant event or significant change in circumstances occurs that affects this measurement.

Rights of use are recognised in the balance sheet under property, plant and equipment. Rights of use that meet the definition of investment property are included under investment properties and are recognised separately in the financial statements. Lease liabilities are included in financial liabilities.

In the cash flow statement, the company has classified the redemption of lease payments and the interest portion within financing activities. Lease payments are divided into a redemption and an interest portion and are included in the cash flow statement in the line lease payments. Lease payments for short-term leases, lease payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability are classified as cash flows from operating activities.

#### **METRO AS LESSOR**

If the company is the lessor in a sublease, it determines at the inception of the lease whether each lease is a finance lease or an operating lease. To classify each lease, the company makes an overall assessment of whether the lease generally transfers all the risks and benefits associated with ownership of the underlying asset. If this is the case, the lease is a finance lease; otherwise, it is an operating lease. As part of this assessment, the company considers certain indicators, for example whether the lease covers most of the lease term of the main lease of the asset.

If the lease is a finance lease, the corresponding interest income from leases is recognised in cash flow from operating activities.

If the company is an intermediate lessor, it accounts for its interest in the main lease agreement and the sublease agreement separately. If a main lease is a short-term lease to which the company applies the exception described above, the company classifies the sublease as an operating lease. The company recognises lease payments it receives under operating leases as rental income.

## **Other**

#### **Accounting for derivative financial instruments and hedge accounting**

Derivative financial instruments are exclusively utilised to reduce risks. They are used in accordance with the respective group guideline.

All derivative financial instruments that are not designated as part of a hedge accounting relationship are measured at fair value in accordance with IFRS 9 and presented under other financial assets or other financial liabilities.

Derivative financial instruments are measured on the basis of interbank terms and conditions, including the credit margin or stock exchange prices applicable to METRO where appropriate – in this respect, the average rate at the closing date is used. Where no stock exchange prices can be used, the fair value is determined by means of accepted financial models.

In case of effective hedge accounting transactions in accordance with IAS 39, the effective portion of the change in the derivative used as hedging instrument is recognised in other comprehensive income as part of the cash flow hedges. A transfer to the income statement is – in general – only processed when the underlying transaction is realised. The ineffective portion of the change in the value of the hedging instrument is immediately reported in profit or loss.

#### **Considerations from suppliers**

Depending on the underlying circumstances, considerations from suppliers are recognised as a reduction in the cost of purchase, a reimbursement of own costs or a payment for services rendered to suppliers. Considerations from suppliers are deferred at the closing date insofar as they have been contractually agreed and their collection is likely to be realised. For supplier remunerations of METRO's costs linked to calendar year targets, the considerations from suppliers included in the financial statement are based on appropriate extrapolations.

## Estimates and assumptions, management judgement

### Estimates and assumptions

The preparation of these consolidated financial statements was based on estimates and assumptions, taking into account the current business environment, in particular the continuing war in Ukraine, which affected the disclosure and amount of assets and liabilities, income and expenses and contingent liabilities. Estimates and underlying assumptions with major effects were particularly made in connection with the war in Ukraine with respect to the following situations:

- Impairment testing of assets with and without a definite useful life, including goodwill, brand rights with indefinite useful lives, and customer bases, if necessary including a sensitivity analysis.
- Recoverability of receivables – in particular trade receivables and receivables due from suppliers.
- Measurement of inventories, particularly with regard to write-downs to lower net realisable values.

For METRO Russia and METRO Ukraine, goodwill was already fully impaired as of 31 March 2022.

Additionally, impairment losses had been recognised in previous years and adjusted in the current year on tangible assets in stores in Ukraine that are geographically close to the crisis areas and whose sales and earnings expectations collapsed significantly at the outbreak of the war. They currently amount to between 30% and 100% of the remaining carrying amounts. Stores in Russia had been likewise analysed and impaired as needed on the basis of current earnings expectations and real estate valuations in previous years. On balance, adjustments for these effects had no measurable impact in the current financial year. After impairment, the carrying amount corresponds to the recoverable amount.

The valuation of inventories and receivables considered risk provisions that were in line with the current business environment.

In addition to the issues resulting from the war in Ukraine, valuation adjustments may especially arise for the following items within the next financial year:

- Assets with and without a definite useful life, including goodwill, brand rights with indeterminable useful lives, and customer bases. Meanwhile, short-term declines in earnings have no impact on the existing carrying amounts of goodwill (no. 16 – goodwill and other intangible assets and no. 17 – property, plant and equipment).
- For the measurement of receivables, increased specific bad debt allowances were recognised in view of the current business situation in the HoReCa sector. Furthermore, the future element was reflected in a risk-adequate amount as part of the general risk provisioning in accordance with IFRS 9 (no. 23 – impairments of financial assets). For the risk assessment, the current political and economic conditions are continuously monitored.
- Pension provisions (no. 27 – provisions for post-employment benefits plans and similar obligations)

### Management judgement

Information on the key judgemental decisions that materially affected the amounts reported in these consolidated financial statements relates to the following circumstances or note disclosures:

- Determination of lease terms, taking into account relevant facts and circumstances relating to economic incentives affecting the likelihood of tenants exercising renewal options or not exercising termination options, as well as determination of the incremental borrowing rate (no. 41 – leases)

## CAPITAL MANAGEMENT

The aim of the capital management strategy of METRO is to secure the company's business operations to continue, to increase the value of the company and to create solid capital resources to finance future growth.

### Equity, liabilities and net debt in the consolidated financial statements

€ million	30/9/2024	30/9/2025
<b>Equity before non-controlling interests</b>	<b>1,668</b>	<b>1,509</b>
<b>Liabilities</b>	<b>10,067</b>	<b>10,480</b>
<b>Net debt</b>	<b>3,203</b>	<b>3,635</b>
Financial liabilities	4,019	<b>4,467</b>
thereof liabilities from leases	(2,725)	<b>(2,830)</b>
Cash and cash equivalents	794	<b>827</b>
Current financial investments <sup>1</sup>	22	<b>5</b>

<sup>1</sup> Shown in the balance sheet under other financial assets (current).

The cash of the Russian group companies amounts to €214 million (30/9/2024: €184 million). In addition, €84 million (30/9/2024: €82 million) of the liabilities from leases is attributable to the Russian national subsidiaries.

### Local capital requirements

The capital management strategy of METRO consistently aims to ensure that the group companies' capital resources meet the local requirements. During financial year 2024/25, all external capital requirements were met. This includes, for example, adherence to a defined level of indebtedness and a fixed equity ratio.

## CONSOLIDATION GROUP AND INVESTMENTS

Besides METRO AG, all companies indirectly or directly controlled by METRO AG within the meaning of IFRS 10 are included in the consolidated financial statements if these companies individually or as a group are not immaterial to the consolidated financial statements.

Including METRO AG, 101 German (30/9/2024: 97) and 151 international (30/9/2024: 165) companies are included in the consolidated financial statements.

The consolidation group changed as follows in financial year 2024/25:

As of 1/10/2024	262
Changes in financial year 2024/25	
Companies merged with or added to other consolidated subsidiaries	-10
Disposal of shares	-1
Liquidations	-6
Newly founded companies	0
Acquisitions	7
<b>As of 30/9/2025</b>	<b>252</b>

Disclosures on shareholdings of METRO AG and the METRO group, which are a part of these financial statements, are made in an appendix to the notes. This is included in the accounting documents submitted to the Company Register and can also be found at [www.metroag.de/shareholdings](http://www.metroag.de/shareholdings).

Pursuant to § 264 Section 3 or § 264b of the German Commercial Code (HGB), some consolidated subsidiaries are exempt from the obligation to comply with the supplementary accounting, auditing and/or disclosure requirements which apply to corporations and certain partnerships. These are marked accordingly in the appendix to the notes with the disclosures on shareholdings of METRO AG and the group.

### Notes to the business combinations

#### GVS Group

Under the purchase contract dated 22 May 2025, METRO acquired 100% of the shares in the following companies as of 30 June 2025:

- GVS Group GmbH (formerly: Huster Consult GmbH), Nuremberg
- GVS Lebensmittelhandel Verwaltungs GmbH, Nuremberg
- GVS Lebensmittelhandel GmbH & Co Handelsgesellschaft KG, Nuremberg
- romac Logistik und Service GmbH, Nuremberg
- GVS Süd GmbH & Co. KG, Nuremberg
- GVS Nord GmbH & Co. KG, Hamm
- GVS Logistik GmbH & Co. KG, Nuremberg

The preliminary purchase price, which was exclusively settled in cash, was in the mid double-digit million-euro range.

GVS Group (GVS) is a German food service company focusing on deliveries to customers in the system gastronomy. The acquisition will strengthen METRO's access to the system gastronomy in order to further boost growth in the delivery business. In addition, GVS will benefit from METRO's existing logistics infrastructure to further accelerate its expansion in Germany and other European countries.

The fair values of the acquired assets and liabilities were comprised as follows as of the acquisition date:

**ACQUIRED ASSETS AND LIABILITIES**

€ million	30/6/2025
<b>Assets</b>	<b>97</b>
Other intangible assets	25
Property, plant and equipment	21
Deferred tax assets	4
Inventories	18
Trade receivables	7
Other financial assets (current)	1
Other non-financial assets (current)	19
Cash and cash equivalents	1
<b>Liabilities</b>	<b>75</b>
Borrowings (non-current)	15
Deferred tax liabilities	11
Trade liabilities	22
Other provisions	2
Borrowings (current)	3
Other financial liabilities (current)	1
Other non-financial liabilities (current)	19
Income tax liabilities	2

GVS is part of the segment Germany.

The fair values for the acquired customer relationships were measured using the residual value method, with the deduction of such cash flows that are associated with supporting assets. The gross amount of trade receivables is €7 million, of which €0 million was assessed as probably uncollectible at the time of the acquisition. Costs of €1 million were incurred in connection with the transaction and are included in selling and administrative expenses. The acquisition of GVS resulted in goodwill of €12 million, which is mainly attributable to the future earnings potential as well as the expected synergy effects. The recognised goodwill is deductible for tax purposes.

Since its initial consolidation GVS has contributed €53 million to METRO's sales and €-1 million to profit or loss for the period. Assuming that the acquisition had taken place on 1 October 2024, GVS would have contributed €196 million to METRO's group sales and achieved a break-even result for the period.

**Overview of the major fully consolidated group companies**

Based on the amount of external group sales revenues, the following subsidiaries in particular are considered material. Furthermore, additional companies have strategic importance (for example METRO Markets GmbH, DISH Digital Solutions GmbH) or provide significant intra-group services (for example METRO Sourcing International Limited, METRO PROPERTIES GmbH & Co. KG, METRO Digital GmbH).

Name	Registered office	Group shares in % 30/9/2024 and 30/9/2025	Sales in € million 2024/25
METRO FRANCE S.A.S.	Nanterre, France	100.00	5,231
METRO Deutschland GmbH	Düsseldorf, Germany	100.00	4,594
METRO Cash & Carry OOO	Moscow, Russia	100.00	2,600
METRO CASH & CARRY ROMANIA SRL	Bucharest, Romania	100.00	2,274
METRO Italia S.p.A.	San Donato Milanese, Italy	100.00	2,093
MAKRO DISTRIBUCION MAYORISTA, S.A.U.	Madrid, Spain	100.00	1,871
Metro Grosmarket Bakirköy Alisveris Hizmetleri Ticaret Ltd. Sirketi	Istanbul, Türkiye	100.00	1,632
Makro Cash and Carry Polska S.A.	Warsaw, Poland	100.00	1,487
MAKRO Cash & Carry CR s.r.o.	Prague, Czech Republic	100.00	1,462

## Overview of subsidiaries with significant non-controlling interests

The following table shows the financial information of METRO Cash & Carry Österreich GmbH, headquartered in Vösendorf, Austria, with a participation rate of non-controlling shareholders of 27%.

€ million	Non- controlling interests	Allocated dividend <sup>1</sup>	Non-current assets	Current assets	Non-current liabilities	Current liabilities	Sales	Profit shares <sup>1</sup>
30/9/2024	1	4	235	103	95	208	874	-6
<b>30/9/2025</b>	<b>-5</b>	<b>0</b>	<b>225</b>	<b>114</b>	<b>87</b>	<b>239</b>	<b>878</b>	<b>-6</b>

<sup>1</sup> Attributable to non-controlling interests.

## Investments accounted for using the equity method

10 associates (30/9/2024: 11) and 7 joint ventures (30/9/2024: 8) are accounted for in the consolidated financial statements using the equity method.

Apart from Habib METRO Pakistan (Pvt.) Limited (closing date 30 June) and Košík Holding a.s. (closing date 31 March), all companies have 31 December as the closing date. The companies are included in the consolidated financial statements of METRO AG with their latest available (interim) financial statements.

Disclosures on the major investments accounted for using the equity method can be found in the following table.

€ million	Habib METRO Pakistan (Pvt.) Limited		OPCI FRENCH WHOLESALE STORES – FWS	
	2023/24	2024/25	2023/24	2024/25
<b>Notes to the income statement</b>				
Sales revenues	9	11	20	21
Tax profit for the period from continuing operations	7	6	11	13
Other comprehensive income	-	-	-	-
Total comprehensive income	7	6	11	13
Dividend payments to the group	4	2	4	4
<b>Notes to the balance sheet</b>				
Non-current assets	18	17	249	250
Current assets	22	23	4	4
Non-current liabilities	4	4	94	94
Current liabilities	3	5	0	0
Net assets	33	31	158	160
<b>Amount of the share (in %)</b>	<b>40</b>	<b>40</b>	<b>25</b>	<b>25</b>
Share of the group in the net assets	13	12	40	40
Adjustment of asset values	4	3	0	0
<b>Carrying amount of the share in the group</b>	<b>17</b>	<b>16</b>	<b>39</b>	<b>40</b>

The carrying amount of shares in equity-accounted companies that are individually immaterial was €31 million (30/9/2024: €41 million); their share of profit from continuing operations and total comprehensive income amounts to €5 million (30/9/2024: €10 million).

METRO's representation on the supervisory board of OPCI FRENCH WHOLESALE PROPERTIES – FWP means that significant influence is maintained and equity accounting is appropriate, although the investment only amounts to 5%.

The investments accounted for using the equity method within the group are mainly associates and rental companies. The main purpose of the rental companies is to acquire, lease out and manage assets. The assets of these real estate companies are mainly leased by METRO companies.

## NOTES TO THE INCOME STATEMENT

### 1. Sales revenues

Sales to customers are allocated to the following categories:

€ million	2023/24				2024/25			
	Store-based and other business	Delivery business	METRO MARKETS sales	Total sales	Store-based and other business	Delivery business	METRO MARKETS sales	Total sales
<b>METRO total</b>	<b>22,923</b>	<b>7,942</b>	<b>165</b>	<b>31,029</b>	<b>23,313</b>	<b>8,952</b>	<b>182</b>	<b>32,447</b>
Germany	4,007	926	–	4,933	<b>3,896</b>	<b>1,087</b>	–	<b>4,983</b>
West	9,091	3,728	–	12,819	<b>9,227</b>	<b>4,155</b>	–	<b>13,382</b>
Russia	1,868	570	–	2,438	<b>1,915</b>	<b>685</b>	–	<b>2,600</b>
East	7,868	2,704	–	10,571	<b>8,178</b>	<b>3,025</b>	–	<b>11,202</b>
Others	89	15	165	268	<b>97</b>	<b>0</b>	<b>182</b>	<b>279</b>

### 2. Other operating income

€ million	2023/24	2024/25
Services rendered to suppliers	127	<b>138</b>
Gains from the disposal of fixed assets and gains from the reversal of impairment losses	74	<b>128</b>
Other services	104	<b>110</b>
Rents incl. reimbursements of incidental rental costs	120	<b>74</b>
Income from logistics services	86	<b>57</b>
Miscellaneous	136	<b>138</b>
	<b>647</b>	<b>644</b>

Gains on the disposal of non-current assets and on the reversal of impairment losses relate primarily to the sale of real estate in the amount of €110 million (2023/24: €38 million).

Income from logistics services is offset by expenses from logistics services, which are reported under other operating expenses.

Other operating income includes income from the use of the METRO brand, cost allocations and a great number of different individual items.

### 3. Selling expenses and general administrative expenses

Selling expenses and general administrative expenses include personnel expenses in the amount of €2,928 million (2023/24: 2,747 million) as well as cost of material in the amount of €2,600 million (2023/24: 2,599 million).

Pay rate increases out of collective bargaining agreements and expenses for restructuring measures contributed to the rise in personnel expenses.

### 4. Other operating expenses

Other operating expenses primarily include expenses from logistics services in the amount of €71 million (2023/24: €106 million). The expenses are offset by income from logistics services, which are reported under other operating income. In addition, impairment losses of €35 million (2023/24: €20 million) were recognised on goodwill and losses from the disposal of non-current assets of €6 million (2023/24: €13 million) were incurred.

## 5. Impairment of financial assets

The result from impairment of financial assets includes impairment losses on operational receivables from contracts with customers in the amount of €12 million (2023/24: €14 million). This includes expenses from additions to impairment losses, income from the reversal of impairment losses, and income from the receipt of cash and cash equivalents for financial assets that have already been derecognised.

## 6. Income from companies accounted for using the equity method

Of the income from companies accounted for using the equity method, €13 million (2023/24: €12 million) is attributable to the segment West, €7 million (2023/24: €12 million) to the segment Others and €0 million (2023/24: €0 million) to the segment East.

## 7. Other investment result

The other investment result includes the impact of the fair value measurement of investments in the amount of €-9 million (2023/24: €-14 million). Dividends from investments amounted to €0 million (2023/24: €1 million).

## 8. Net interest income/interest expenses

The interest result primarily includes interest from leases. Interest from financial instruments of the measurement categories according to IFRS 9 is included in interest income in the amount of €38 million (2023/24: €30 million) and in interest expenses in the amount of €88 million (2023/24: €64 million). Interest income and interest expenses from financial instruments are assigned to the measurement categories according to IFRS 9 on the basis of the underlying transactions.

The interest expenses (of the measurement categories in accordance with IFRS 9) included here relate in particular to interest expenses for issued bonds (including the Euro Commercial Paper Programme) of €52 million (2023/24: €37 million), for liabilities to banks of €19 million (2023/24: €21 million) and for liabilities from promissory note loans of €13 million (2023/24: €0 million).

## 9. Other financial result

The other financial income and expenses from financial instruments are assigned to measurement categories according to IFRS 9 on the basis of the underlying transactions. Besides income and expenses from the measurement of financial instruments (except derivatives in hedging relationships), this also includes the measurement of foreign currency positions.

€ million	2023/24	2024/25
Other financial income	456	<b>383</b>
thereof currency effects	(118)	<b>(119)</b>
thereof hedging transactions	(9)	<b>(12)</b>
Other financial expenses	-551	<b>-458</b>
thereof currency effects	(-160)	<b>(-120)</b>
thereof hedging transactions	(-10)	<b>(-27)</b>
<b>Other financial result</b>	<b>-96</b>	<b>-75</b>
thereof from financial instruments of the measurement categories according to IFRS 9	(-44)	<b>(-5)</b>
thereof impairment losses on receivables from finance leases	(-1)	<b>(0)</b>
thereof cash flow hedges:		
ineffectiveness	(-1)	<b>(-2)</b>

The total comprehensive income from currency effects and measurement results from hedging transactions and hedging relationships totalled €-15 million (2023/24: €-43 million).

The effect from the application of financial reporting in hyperinflationary economies had a negative impact on the other financial result; income of €237 million (2023/24: €298 million) was offset by expenses of €264 million (2023/24: €320 million).

### 10. Net results by measurement category

The key effects of income from financial instruments are as follows:

2023/24								
€ million	Investments	Interest	Fair value measurements	Currency translations	Disposals	Impairments	Other	Net result
Financial assets measured at amortised cost, incl. cash and cash equivalents	0	30	0	-33	0	-21	1	-23
Financial assets at fair value through profit or loss	12	0	1	0	0	0	0	12
Equity instruments measured outside of profit or loss	0	0	0	0	0	0	0	0
Financial liabilities measured at amortised cost	0	-64	-3	-4	8	0	-4	-67
	<b>12</b>	<b>-34</b>	<b>-3</b>	<b>-37</b>	<b>8</b>	<b>-21</b>	<b>-4</b>	<b>-78</b>

2024/25								
€ million	Investments	Interest	Fair value measurements	Currency translations	Disposals	Impairments	Other	Net result
Financial assets measured at amortised cost, incl. cash and cash equivalents	0	38	0	-2	0	-18	0	17
Financial assets at fair value through profit or loss	-9	0	-13	0	0	0	0	-22
Equity instruments measured outside of profit or loss	0	0	0	0	0	0	0	0
Financial liabilities measured at amortised cost	0	-88	11	4	9	0	-5	-69
	<b>-9</b>	<b>-50</b>	<b>-2</b>	<b>2</b>	<b>9</b>	<b>-18</b>	<b>-5</b>	<b>-74</b>

The income and expenses from financial instruments are assigned to measurement categories according to IFRS 9 on the basis of the underlying transactions.

Investment income and income effects from the disposal of investments are included in the other investment result. The income and expenses from interest are part of the interest result.

Income effects from the disposal of other financial liabilities are included in earnings before interest and taxes (EBIT). Also the expenses from impairment losses on financial assets are included in the item result from impairment of financial assets.

### 11. Income taxes

Income taxes include the taxes on income paid or owed in the individual countries as well as deferred taxes.

€ million	2023/24	2024/25
Deferred tax expense/income (+/-)	-26	<b>-6</b>
thereof from temporary differences	(-42)	<b>(1)</b>
thereof from loss and interest carry-forwards	(16)	<b>(-7)</b>

€ million	2023/24	2024/25
Actual taxes	116	132
thereof Germany	(12)	(17)
thereof international	(104)	(115)
thereof tax expenses/income of current period	(114)	(125)
thereof tax expenses/income of previous periods	(2)	(7)
Deferred taxes	-26	-6
thereof Germany	(18)	(-11)
thereof international	(-44)	(5)
	<b>90</b>	<b>126</b>

The income tax rate of the German companies of METRO consists of a corporate income tax of 15.00% plus a 5.50% solidarity surcharge on corporate income tax as well as the trade tax of 14.70% given an average assessment rate of 420.00%. All in all, this results in an aggregate tax rate of 30.53%. The tax rates are unchanged from the previous year. The income tax rates applied to foreign companies are based on the respective laws and regulations of the individual countries and vary within a range of 9.00% (2023/24: 9.00%) and 30.71% (2023/24: 30.71%).

In July 2025, Germany's second legislative chamber, the Bundesrat, approved the act for the gradual reduction in the corporate income tax rate from currently 15% to 10% by 2032. The resulting effects were appropriately taken into account in the measurement of deferred tax assets and liabilities. Due to the mostly long-term structure of the temporary differences, the application of the tax rates applicable in future did not result in any material overall changes in the deferred tax positions.

The previous year's tax expense included a deferred tax expense from an impairment loss recognised on a deferred tax asset in the amount of €22 million.

Applying the German group tax rate to the reported pre-tax result would result in an income tax expense of €-30 million (2023/24: €-11 million). The deviation of €156 million (2023/24: €101 million) from the reported tax expense of €126 million (2023/24: €90 million) can be reconciled as follows:

€ million	2023/24	2024/25
<b>Earnings before taxes</b>	<b>-35</b>	<b>-98</b>
Expected income tax expenses (30.53%)	-11	-30
Effects of differing national tax rates	-24	-27
Tax expenses and income relating to other periods	2	7
Non-deductible business expenses for tax purposes	39	38
Effects of deferred taxes	90	124
Additions and reductions for local taxes	18	20
Tax-free income	-25	-5
Other deviations	0	-1
<b>Income tax expense according to the income statement</b>	<b>90</b>	<b>126</b>
<b>Group tax rate</b>	<b>-257.8%</b>	<b>-128.1%</b>

The item effects of differing national tax rates includes deferred tax income of €5 million (2023/24: deferred tax expense of €6 million) from tax rate changes.

METRO AG meets the requirements for the application of international minimum tax rules under the OECD Pillar 2 approach and is therefore subject to the corresponding legal requirements. In the reporting year, the relevant provisions were reviewed in detail, applying the safe harbour rules. This analysis did not reveal any significant tax burdens. METRO applies the exemption provision of IAS 12, under which no disclosure of deferred taxes is required in connection with the minimum tax.

## 12. Earnings per share

After taking account of the profit or loss for the period attributable to the preference shareholders amounting to € -1.3 million (30/9/2024: € -0.5 million), earnings per share are calculated by dividing the share of the profit or loss

for the period of € -217 million attributable to the ordinary shareholders of METRO AG (30/9/2024: € -119 million) by the weighted number of ordinary shares on issue. The weighted number of ordinary shares of 360,121,736 remains unchanged from the previous year. There was no dilution in the reporting period or the year before from so-called potential shares.

### 13. Depreciation/amortisation/impairment losses on non-current assets

Impairment losses, which relate equally to goodwill and property, plant and equipment, are attributable to the segment West in an amount of €39 million, to the segment Others in an amount of €12 million, to the segment Russia in an amount of €8 million, to the segment East in an amount of €5 million and to the segment Germany in an amount of €3 million. They are offset by reversals of impairment losses in an amount of €13 million.

€ million	2023/24	2024/25
Amortisation of intangible assets, depreciation of property, plant and equipment and investment properties	865	<b>881</b>
Impairment losses on intangible assets, property, plant and equipment and investment properties	53	<b>66</b>
thereof cost of sales	(1)	<b>(1)</b>
thereof selling expenses and general administrative expenses	(32)	<b>(30)</b>
thereof other operating expenses	(20)	<b>(35)</b>
Impairment losses on non-current financial investments	0	<b>0</b>
	<b>918</b>	<b>947</b>

### 14. Cost of materials

The cost of sales includes cost for raw materials, supplies and goods purchased in the amount of €26,282 million (2023/24: €25,118 million) as well as cost of services purchased in the amount of €37 million (2023/24: €26 million).

### 15. Personnel expenses

Personnel expenses can be broken down as follows:

€ million	2023/24	2024/25
Wages and salaries	2,530	<b>2,683</b>
Social security expenses, expenses for post-employment benefits and related employee benefits	634	<b>684</b>
thereof for post-employment benefits	(37)	<b>(39)</b>
	<b>3,163</b>	<b>3,367</b>

Wages and salaries include expenses relating to restructuring measures and severance payments of €150 million (2023/24: €60 million).

The average number of people employed by the group during the year was as follows:

	2023/24	2024/25
Blue collar/white collar	85,963	<b>84,869</b>
thereof employed abroad	(69,359)	<b>(69,128)</b>
Apprentices/trainees	1,847	<b>1,871</b>
thereof employed abroad	(1,094)	<b>(1,133)</b>
	<b>87,810</b>	<b>86,740</b>

This includes an absolute number of 11,087 (2023/24: 11,737) part-time employees.

## NOTES TO THE BALANCE SHEET

### 16. Goodwill and other intangible assets

At the closing date, the breakdown of major items of **goodwill** among the cash-generating units was as shown below:

	30/9/2024		30/9/2025		
	Segment	€ million	WACC		
			€ million	%	
METRO France	West	293	6.5	<b>293</b>	<b>6.8</b>
Johan i Hallen & Bergfalk (JHB)	West	76	6.9	<b>78</b>	<b>6.8</b>
Others (each below 10% of the total carrying amount)		352	5.9–9.7	<b>329</b>	<b>6.0–9.6</b>
		<b>721</b>		<b>700</b>	

The acquisition of GVS Group resulted in goodwill of €12 million in financial year 2024/25.

The expected future cash flows on which the impairment test is based are derived from a qualified planning process, which takes intra-group experience as well as macroeconomic data collected by third-party sources into account. The detailed planning period generally spans 3 years, with various scenarios being derived and analysed with regard to their appropriateness for the impairment test. The detailed planning period can generally be extended by up to 2 further planning years for units undergoing a transformation process. No use was made of this option in financial year 2024/25 nor in the previous year. Following the detailed planning period, a growth rate of 1.25% is assumed, as in the previous year. The capitalisation rate as the weighted average cost of capital (WACC) is determined using the capital asset pricing model. In the process, an individual peer group is assumed for all groups of cash-generating units operating in the same business segment. In addition, the capitalisation rates are determined on the basis of an assumed basic interest rate of 2.96% (30/9/2024: 2.59%) and a market risk premium of 6.00% (30/9/2024: 6.75%) in Germany as well as a beta factor of 0.83 (30/9/2024: 0.90). Country-specific risk premiums are applied to the equity cost of capital and to the borrowing costs.

Considering the continued consistent implementation of the sCore strategy, we assume sales and EBITDA growth in the detailed planning phase. For the units with goodwill considered to be significant, this results in the following development of sales and EBITDA until the end of the detailed planning period.

	Sales	EBITDA
METRO France	Slightly rising	Slightly rising
Johan i Hallen & Bergfalk (JHB)	Solidly rising	Sharply rising

Full impairment of goodwill led to an expense of €35 million in financial year 2024/25 (2023/24: €20 million). It related mainly to Pro à Pro (segment West) and was required as a result of the expected reduction in sales and earnings performance and the resulting consequences for future cash flows.

The estimated recoverable amount of the goodwill of Johan i Hallen & Bergfalk (JHB) exceeds the carrying amount by €18 million. A change in 2 assumptions, which was considered possible, could lead to the carrying amount exceeding the recoverable amount. If the capitalisation rate was 0.65 percentage points higher, at 7.42% (rather than 6.77%), and EBITDA in perpetuity included in the assumed free cash flow of €8.7 million (rather than €10.0 million) was 6.1% lower, fair value less costs of disposal would be equal to the carrying amount.

Disposals of goodwill arise due to changes in the consolidation group and are reported at the time of deconsolidation. The development of intangible assets is shown in the following table.

€ million	Goodwill	Intangible assets without goodwill	(thereof internally generated intangible assets)
<b>Acquisition or production costs</b>			
As of 1/10/2023	894	2,067	(1,114)
Currency translation/hyperinflation	5	-3	(0)
Additions to consolidation group	20	13	(0)
Additions	0	153	(120)
Disposals	0	-7	(-1)
Transfers	0	4	(-4)
As of 30/9/ / 1/10/2024	919	2,227	(1,229)
Currency translation/hyperinflation	3	-1	(0)
Additions to consolidation group	12	25	(0)
Additions	0	128	(95)
Disposals	0	-59	(0)
Transfers	0	2	(1)
As of 30/9/2025	933	2,322	(1,325)
<b>Depreciation / amortisation / impairment</b>			
As of 1/10/2023	182	1,444	(764)
Currency translation/hyperinflation	-4	-2	(0)
Additions, scheduled	0	158	(110)
Additions, impairment	20	1	(1)
Disposals	0	-6	(0)
Transfers	0	-1	(1)
As of 30/9/ / 1/10/2024	198	1,595	(876)
Currency translation/hyperinflation	0	-1	(0)
Additions, scheduled	0	155	(111)
Additions, impairment	35	6	(4)
Disposals	0	-56	(0)
Transfers	0	0	(3)
As of 30/9/2025	233	1,699	(995)
Carrying amount as of 1/10/2023	712	623	(350)
Carrying amount as of 30/9/2024	721	632	(353)
<b>Carrying amount as of 30/9/2025</b>	<b>700</b>	<b>623</b>	<b>(331)</b>

The acquired **trademark rights** changed as follows:

	30/9/2024			30/9/2025	
	Licence rate in %	WACC		WACC	
		€ million	%	€ million	%
Classic Fine Foods	1.0	48	6.8	<b>46</b>	<b>6.8</b>
Pro à Pro	0.3	33	6.5	<b>33</b>	<b>6.8</b>
Johan i Hallen & Bergfalk (JHB)	1.0	24	6.9	<b>24</b>	<b>6.8</b>
Others	0.2–1.0	13	6.4–6.7	<b>12</b>	<b>6.5–6.6</b>
		<b>117</b>		<b>115</b>	

Trademark rights generally represent assets with an indefinite useful life. The expected useful life of the trademark rights is generally indeterminable, because METRO can use these rights without restrictions and abandoning them is not envisaged in the future. The carrying amounts of these brands are reviewed annually for units to which goodwill is not simultaneously allocated in line with the procedure for the respective purchase price allocations using the licence price analogy method. Level 3 input parameters of the fair value hierarchy are applied here. The mandatory annual impairment test confirmed the recoverability of the carrying amounts.

**Other intangible assets** include €24 million (2023/24: €24 million) in software purchased from third parties and still in development and €9 million (2023/24: €9 million) in concessions, rights and licences.

Research and development expenses recognised in expenses essentially concern internally generated software and amounted to €43 million (2023/24: €43 million).

As in the previous year, there are no material restrictions on title or right to dispose of intangible assets. Purchasing obligations for intangible assets amounting to €1 million (30/9/2024: €1 million) were recorded.

### 17. Property, plant and equipment

Property, plant and equipment recognised at €5,569 million (30/9/2024: €5,364 million) includes own tangible assets in the amount of €3,152 million (30/9/2024: €3,092 million) and right-of-use assets of leased property, plant and equipment in the amount of €2,418 million (30/9/2024: €2,271 million). The stocks and developments are each presented and explained separately below.

The development of **own tangible assets** is shown in the following table.

€ million	Land and buildings	Other plant, business and office equipment	Assets under construction	Total
<b>Acquisition or production costs</b>				
As of 1/10/2023	5,190	2,706	170	8,066
Currency translation/hyperinflation	9	7	-1	15
Additions to consolidation group	7	2	0	9
Additions	69	107	209	385
Disposals	-51	-92	-3	-147
Reclassification in accordance with IFRS 5	0	0	0	0
Transfers	73	167	-230	9
As of 30/9/ / 1/10/2024	5,295	2,897	145	8,337
Currency translation/hyperinflation	59	16	1	77
Additions to consolidation group	1	4	0	4
Additions	60	73	223	357
Disposals	-58	-142	-2	-201
Reclassification in accordance with IFRS 5	-6	0	0	-6
Transfers	298	-97	-205	-4
As of 30/9/2025	5,650	2,752	162	8,564
<b>Depreciation/amortisation/impairment</b>				
As of 1/10/2023	3,034	1,994	9	5,037
Currency translation/hyperinflation	1	7	0	8
Additions, scheduled	160	159	1	320
Additions, impairment	13	6	2	21
Disposals	-47	-87	-1	-135
Reclassification in accordance with IFRS 5	0	0	0	0
Reversals of impairment losses	-14	0	0	-14
Transfers	-16	24	0	8
As of 30/9/ / 1/10/2024	3,132	2,103	11	5,245
Currency translation/hyperinflation	31	12	0	44
Additions, scheduled	154	161	0	315
Additions, impairment	12	3	0	15
Disposals	-52	-135	-2	-189
Reclassification in accordance with IFRS 5	-2	0	0	-2
Reversals of impairment losses	-12	0	0	-12
Transfers	163	-163	-4	-3
As of 30/9/2025	3,426	1,980	6	5,412
Carrying amount as of 1/10/2023	2,156	711	161	3,029
Carrying amount as of 30/9/2024	2,164	794	134	3,092
<b>Carrying amount as of 30/9/2025</b>	<b>2,224</b>	<b>772</b>	<b>156</b>	<b>3,152</b>

As in the previous year, there were no restrictions on titles in the form of liens and encumbrances for items of property, plant and equipment.

Contractual commitments were recorded for items of property, plant and equipment in the amount of €64 million (30/9/2024: €55 million).

The development of **right-of-use assets** of leased property, plant and equipment is shown in the following table.

€ million	Land and buildings	Vehicles	Others	Total
<b>Net carrying amount</b>				
As of 1/10/2023	1,884	128	50	2,063
Additions	456	113	38	607
Depreciation	-279	-72	-14	-365
Impairment	-6	0	0	-6
Reclassifications and net change in consolidation group	-3	6	-3	0
Disposals, currency translation/hyperinflation and reversals of impairment losses	-16	-4	-6	-27
As of 30/9/ / 1/10/2024	2,036	170	66	2,271
Additions	442	95	22	560
Depreciation	-294	-87	-16	-397
Impairment	-4	0	0	-4
Reclassifications and net change in consolidation group	13	3	0	16
Disposals, currency translation/hyperinflation and reversals of impairment losses	-18	-5	-5	-28
<b>As of 30/9/2025</b>	<b>2,175</b>	<b>176</b>	<b>67</b>	<b>2,418</b>

## 18. Investment properties

The development of investment properties is shown in the following table.

€ million	Investment properties (owned)	Investment property rights of use	Total
<b>Acquisition or production costs</b>			
As of 1/10/2023	245	823	1,068
Currency translation/hyperinflation	0	28	28
Additions	0	18	18
Disposals	-13	-495	-508
Transfers associated with tangible assets	0	0	0
As of 30/9 / 1/10/2024	233	374	607
Currency translation/hyperinflation	0	0	0
Additions	0	2	2
Disposals	-180	-168	-349
Transfers associated with tangible assets	4	0	4
As of 30/9/2025	56	208	264
<b>Depreciation/amortisation/impairment</b>			
As of 1/10/2023	190	772	962
Currency translation/hyperinflation	0	28	28
Additions, scheduled	3	19	21
Additions, impairment	2	3	5
Disposals	-8	-488	-495
Reversals of impairment losses	0	0	0
Transfers associated with tangible assets	0	0	0
As of 30/9 / 1/10/2024	187	334	521
Currency translation/hyperinflation	0	0	0
Additions, scheduled	1	14	14
Additions, impairment	0	6	6
Disposals	-147	-168	-314
Reversals of impairment losses	-1	0	-1
Transfers associated with tangible assets	4	0	4
As of 30/9/2025	44	186	230
Carrying amount as of 1/10/2023	55	51	106
Carrying amount as of 30/9/2024	46	40	86
<b>Carrying amount as of 30/9/2025</b>	<b>12</b>	<b>22</b>	<b>34</b>

The fair values of these investment properties total €50 million (30/9/2024: €190 million) with a carrying amount of €34 million (30/9/2024: €86 million). The decline is mainly due to the sale of the Belgian real estate portfolio. The fair values are determined on the basis of internationally recognised measurement methods, particularly the comparable valuation method and the discounted cash flow method (level 3 of the 3-level valuation hierarchy of IFRS 13 (Fair Value Measurement)). This measurement is based on a detailed planning period of 10 years. Aside from market rents, market-based discount rates were used as key valuation parameters. The discount rates are determined on the basis of analyses of relevant real estate markets as well as evaluations of comparable transactions and market publications issued by international consulting firms. The resulting discount rates reflect the respective country and location risk as well as the property-specific real estate risk. In addition, project developments are considered to determine the best use.

The fair value is usually assessed by METRO PROPERTIES employees. Where deemed necessary, external expert appraisals are also gathered.

Rental income from continuing operations amounts to €29 million, with right-of-use assets accounting for €25 million of this total (2023/24: €48 million, thereof €39 million from right-of-use assets). The related expenses amount to €29 million, with right-of-use assets accounting for €27 million (2023/24: €46 million, thereof €34 million from right-of-use assets).

As in the previous year, there were no restrictions on titles in the form of liens and encumbrances.

#### **19. Other financial and other non-financial assets**

Other financial assets include in particular receivables due from suppliers amounting to €209 million (30/9/2024: €226 million).

Additionally, other financial assets primarily consist of receivables and other assets from the real estate sector, receivables from credit card transactions and receivables from financing lease agreements.

The other non-financial assets primarily consist of the other tax receivables in the amount of €167 million (30/9/2024: €195 million). This item also includes prepaid expenses and deferred income and prepayments on inventories.

Furthermore, the other non-financial assets consist of contract assets and assets for the right to recover products from a customer on settling the refund liabilities.

**20. Deferred tax assets/deferred tax liabilities**

Deferred taxes relate to the following balance sheet items:

€ million	30/9/2024		30/9/2025		Change through profit or loss – previous year		Change through profit or loss – reporting period	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
Goodwill	9	0	6	0	-4	0	-3	0
Other intangible assets	15	151	19	130	2	0	4	-28
Property, plant and equipment and investment properties	139	682	139	625	51	39	12	-58
Financial assets and investments accounted for using the equity method	5	6	4	3	1	1	-1	-2
Inventories	25	4	22	7	3	2	-2	3
Other financial and other non-financial assets	64	33	58	32	4	-20	-4	1
Assets held for sale	0	0	0	0	0	-4	0	0
Provisions for post-employment benefits plans and similar obligations	79	59	68	62	0	2	1	3
Other provisions	55	15	49	15	4	1	-5	1
Financial liabilities	675	2	606	2	-6	1	-72	1
Other financial and other non-financial liabilities	68	19	48	18	16	0	-15	0
Liabilities related to assets held for sale	0	0	0	0	0	0	0	0
Outside basis differences	0	4	0	4	0	0	0	0
Hyperinflation	0	34	0	37	0	-6	0	1
Write-downs of temporary differences	-56	0	-50	0	-16	0	5	0
Loss carry-forwards	23	0	30	0	-16	0	7	0
<b>Carrying amount of deferred taxes before offsetting</b>	<b>1,101</b>	<b>1,009</b>	<b>998</b>	<b>935</b>	<b>41</b>	<b>15</b>	<b>-73</b>	<b>-79</b>
Offsetting	-924	-924	-849	-849	-41	-41	73	73
<b>Carrying amount of deferred taxes</b>	<b>176</b>	<b>85</b>	<b>151</b>	<b>88</b>	<b>0</b>	<b>-26</b>	<b>0</b>	<b>-6</b>

The reported balance of deferred tax assets and liabilities in the amount of €63 million (30/9/2024: €91 million) is largely attributable to temporary differences at various foreign subsidiaries. Based on business planning, realisation of these tax assets is to be considered sufficiently likely.

The sum of the amount of temporary differences in connection with investments in subsidiaries for which no deferred tax liabilities were recognised was not determined as this would have entailed a disproportionately high effort due to the level of detail of the METRO group.

No deferred tax assets were capitalised for the following tax loss carry-forwards and interest carry-forwards or temporary differences because realisation of the assets in the short to medium term is not expected:

€ million	30/9/2024	30/9/2025
Corporate tax losses	4,709	4,732
Trade tax losses	4,166	3,992
Interest carry-forwards	217	246
Temporary differences	242	231

The trade tax loss carry-forwards for which no deferred tax assets were recognised relate to German companies and can be carried forward without limitations.

#### EXPIRY DATES OF CORPORATE TAX LOSS CARRY-FORWARDS ON WHICH NO DEFERRED TAXES HAVE BEEN RECOGNISED

€ million	30/9/2024	30/9/2025
<b>Corporate tax loss carry-forwards</b>	<b>4,709</b>	<b>4,732</b>
Up to 1 year	71	55
1 to 5 years	180	260
Over 5 years	84	27
Can be carried forward without limitation	4,373	4,389

#### TAX EFFECTS ON COMPONENTS OF OTHER COMPREHENSIVE INCOME

€ million	2023/24			2024/25		
	Before taxes	Taxes	After taxes	Before taxes	Taxes	After taxes
Currency differences from translating the financial statements of foreign operations	14	0	14	45	0	45
thereof currency translation differences from net investments in foreign operations	(-34)	(0)	(-34)	(-39)	(0)	(-39)
Effective portion of gains/losses from cash flow hedges	-4	1	-4	0	0	0
Effects from the fair value measurements of equity instruments	0	0	0	-2	0	-2
Remeasurement of defined benefit pension plans	-59	17	-42	28	-13	15
	<b>-40</b>	<b>18</b>	<b>-22</b>	<b>71</b>	<b>-13</b>	<b>59</b>

Deferred taxes on components of other comprehensive income primarily apply to the remeasurement of defined benefit pension plans. The other components are not tax-effective.

#### 21. Inventories

Inventories include food merchandise in the amount of €1,925 million (30/9/2024: €1,812 million) and non-food merchandise in the amount of €452 million (30/9/2024: €446 million).

Negative currency effects, resulting in particular from the development of the Turkish lira, decreased inventories by a total of €20 million (2023/24: €33 million).

Inventories include write-downs to lower net realisable values of €74 million (30/9/2024: €98 million). The inventories are subject to the customary or statutory retention of title.

## 22. Trade receivables

These are receivables with a remaining term of up to 1 year.

Negative currency effects, resulting in particular from the development of the Turkish lira, decreased trade receivables by a total of €12 million (2023/24: €10 million).

## 23. Impairments of financial assets

Impairment losses as of 30 September 2025 amount to €126 million (30/9/2024: €134 million).

For **trade receivables**, the expected credit loss over the entire term was recorded. The impairment losses are carried out based on previous experience with regard to maturity and default, as well as in consideration of region- and customer-specific portfolios.

The loss default rates per maturity band of these portfolios are estimated on the basis of previous experience with credit losses from such financial assets. The loss default rates determined in this way are adjusted by including a projected index based on macroeconomic developments.

Individual receivables for which there are objective indications of an impairment of creditworthiness are impaired individually.

The following table shows the gross carrying amounts recognised as of the closing date and the expected credit losses of trade receivables:

€ million	Total gross receivable as of 30/9/2024	Range of determined default rates	Thereof subject to risk provision	Impairment losses recognised
Not past due	537	0.07–0.60%	446	-15
Up to 90 days past due	119	0.45–5.73%	85	-1
91 to 180 days past due	25	1.45–16.53%	12	0
181 to 270 days past due	7	2.61–24.18%	3	0
271 to 360 days past due	7	2.17–32.19%	3	0
More than 360 days past due	46	4.80–67.62%	6	-1
<b>Gross receivable</b>	<b>742</b>		<b>555</b>	<b>-</b>
Impairment	-84		-	-19
<b>Maximum credit risk</b>	<b>658</b>		<b>-</b>	<b>-</b>

€ million	Total gross receivable as of 30/9/2025	Range of determined default rates	Thereof subject to risk provision	Impairment losses recognised
Not past due	580	0.10–0.44%	486	-9
Up to 90 days past due	117	0.94–2.50%	88	-1
91 to 180 days past due	18	2.40–11.10%	9	-1
181 to 270 days past due	9	3.86–19.35%	3	0
271 to 360 days past due	7	4.33–26.99%	2	0
More than 360 days past due	52	6.86–41.02%	6	-1
<b>Gross receivable</b>	<b>782</b>		<b>594</b>	<b>-</b>
Impairment	-80		-	-13
<b>Maximum credit risk</b>	<b>702</b>		<b>-</b>	<b>-</b>

Besides the impairment recognised based on the presented regional provision matrix, the risk provision of €13 million (30/9/2024: €19 million) also includes an additional country- and customer-group-specific risk provision against the backdrop of the war in Ukraine and the subdued business climate in the hospitality industry.

Impairment on trade receivables is reconciled according to the simplified calculation as follows:

€ million	2023/24	2024/25
<b>As of 1/10</b>	<b>83</b>	<b>84</b>
Addition to impairment	26	<b>32</b>
Reversal/utilisation of the impairment	-25	<b>-36</b>
Other changes	-1	<b>0</b>
<b>As of 30/9</b>	<b>84</b>	<b>80</b>

The impairments include individual impairment losses in the amount of €67 million (30/9/2024: €65 million).

Trade receivables in the amount of €29 million (30/9/2024: €30 million) were not impaired, as collateral is available.

METRO applies the general impairment requirements to **receivables from suppliers, receivables from credit card transactions, loans, receivables from leases and other real-estate-related receivables**. For this purpose, the receivables are divided into the risk classes of good, medium and bad as well as individual impairment losses based on their (past-due) maturities and the counterparty rating. The creditworthiness of the counterparties is continuously monitored so that METRO recognises a significant increase in the credit risk and can react promptly to any changes. Receivables that are not yet due or that are only slightly past due by a maximum of 30 days are primarily classified in the good risk class, and receivables that are past due by more than 90 days are classified in the bad risk class. Receivables that are past due by between 30 and 90 days are primarily placed in the medium risk class. Receivables are downgraded in terms of risk class in the event of significant changes in the counterparty's creditworthiness.

The following table shows the gross carrying amount and the development of risk provisions in relation to financial assets to which the general impairment requirements are applied:

€ million	Good	Medium	Bad	Individual impairment	Total
<b>Gross carrying amount as of 30/9/2024</b>	259	8	19	90	376
<b>Gross carrying amount as of 30/9/2025</b>	265	9	19	97	390
<b>Impairment</b>					
As of 1/10/2023	0	0	1	55	56
Newly originated/acquired financial assets	0	0	0	10	10
Other changes within a stage	0	0	0	1	1
Derecognised financial assets	0	0	0	-23	-23
Utilisation	0	0	0	-1	-1
Other changes <sup>1</sup>	0	0	0	0	0
<b>As of 30/9/ / 1/10/2024</b>	<b>0</b>	<b>0</b>	<b>1</b>	<b>43</b>	<b>43</b>
Newly originated/acquired financial assets	0	0	0	4	5
Other changes within a stage	0	0	0	1	1
Derecognised financial assets	0	0	0	-11	-11
Utilisation	0	0	0	-1	-1
Other changes <sup>1</sup>	0	0	0	-1	-1
<b>As of 30/9/2025</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>34</b>	<b>35</b>

<sup>1</sup> Currency translation differences, changes in the consolidation group and reclassifications to assets held for sale are recognised in other changes.

In addition, there are impairment losses of €12 million (30/9/2024: €7 million) on financial assets that are subject neither to the simplified nor to the general impairment requirements.

## 24. Cash and cash equivalents

Cash and cash equivalents include bank deposits and other short-term liquid financial assets in the amount of €800 million (30/9/2024: €769 million) and cheques and cash on hand in the amount of €27 million (30/9/2024: €25 million).

There were no restrictions on title in relation to cash and cash equivalents in the previous or in the current reporting period.

The cash of the Russian group companies amounts to €214 million (30/9/2024: €184 million). They are constantly monitored for relevant restrictions in light of increased governmental interventions. They are not currently subject to any restrictions within Russia; in certain cases cross-border foreign exchange/capital transfers require approval from the authorities.

– For more information, see the cash flow statement and no. 36 – notes to the cash flow statement.

## 25. Assets held for sale

Assets held for sale include a stand-alone location in Austria in the segment West. The disposal will be completed by the end of financial year 2025/26.

## 26. Equity

The subscribed capital of METRO AG as of 30 September 2025 is fully paid in and remains unchanged and is broken down as follows:

No-par-value bearer shares, accounting par value of €1.00		30/9/2024	30/9/2025
Ordinary shares	Number of shares	360,121,736	<b>360,121,736</b>
	€	360,121,736	<b>360,121,736</b>
Preference shares	Number of shares	2,975,517	<b>2,975,517</b>
	€	2,975,517	<b>2,975,517</b>
<b>Total shares</b>	<b>Number of shares</b>	<b>363,097,253</b>	<b>363,097,253</b>
<b>Total share capital</b>	<b>€</b>	<b>363,097,253</b>	<b>363,097,253</b>

Each ordinary share entitles to a single vote in the company's Annual General Meeting. The ordinary shares carry full dividend rights. In contrast to ordinary shares, preference shares do not carry voting rights but confer a preferential entitlement to profits (in particular a preliminary dividend of €0.17 per preference share) as prescribed in § 21 of the Articles of Association of METRO AG.

METRO did not pay any dividend for financial year 2023/24, including the preliminary dividend. If this preliminary dividend is not distributed subsequently in accordance with § 21 Sections 1, 2 of the Articles of Association of METRO AG and no full preliminary dividend is distributed for financial year 2024/25 either, the preference shares grant voting rights until the dividends in arrears have been distributed in full. For as long as the voting rights apply, the preference shares must also be included when calculating the respective capital majorities (cf. § 140 Section 2 of the German Stock Corporation Act (AktG)).

The Annual Financial Statements of METRO AG prepared by the Management Board do not report sufficient net retained profits for financial year 2024/25 to be able to distribute the preliminary dividend for financial year 2024/25 and/or settle the arrears for financial year 2023/24. When the Supervisory Board of METRO AG adopts these annual financial statements, the voting rights are conferred to the preference shares and the preference shareholders therefore have voting rights as from this point in time. As a result, the number of voting rights of METRO AG would increase from 360,121,736 (number of ordinary shares) to 363,097,253 (total of ordinary shares and preference shares).

## Authorised capital

The Annual General Meeting on 11 February 2022 authorised the Management Board to increase the share capital, subject to the consent of the Supervisory Board, by issuing new ordinary shares against cash contributions in 1 or several tranches for a total maximum of €108,929,175 by 10 February 2027 (authorised capital). Existing shareholders may exercise their subscription rights. Subject to the consent of the Supervisory Board, the Management Board is authorised to exclude shareholder subscription rights to offset fractional amounts. To date, the authorised capital has not been fully utilised.

### Capital reserve and reserves retained from earnings

Prior to the effective date of the reclassification and demerger of CECONOMY AG on 12 July 2017, METRO AG was not yet a group within the meaning of IFRS 10. For this reason, for METRO AG's stock exchange prospectus, combined financial statements of METRO Wholesale & Food Specialist GROUP were prepared, which showed the equity as the residual amount from assets and liabilities. The subscribed capital of €363 million and the capital reserve of €6,118 million were recognised at the carrying amounts from the Annual Financial Statements of METRO AG as of 30 September 2017; the remaining negative amount was reclassified to other reserves retained from earnings. The negative reserves retained from earnings can therefore not be attributed to a long-term loss history.

The **change** from currency translation differences has a positive effect on equity in the amount of €45 million (2023/24: €14 million). The translation of the local financial statements to the group currency without affecting profit or loss resulted in an increase of €48 million in other comprehensive income. The derecognition through profit or loss of cumulative currency differences of companies that were deconsolidated or discontinued their operations in financial year 2024/25 had an opposing effect of €-2 million.

### Appropriation of the net retained profits, dividends

The reported earnings per share (EPS) amounted to €-0.60 (2023/24: €-0.33). In line with METRO's dividend policy (payout ratio of 45% to 55% of EPS), there are no planned dividend payments for financial year 2024/25.

As of the closing date, there were accumulated undistributed preliminary dividends of €1 million, equal to €0.17 per preference share for financial years 2023/24 and 2024/25. These dividends were not classified as liabilities because they had not yet been resolved.

### 27. Provisions for post-employment benefits plans and similar obligations

**Provisions for post-employment benefits plans** in the amount of €348 million (30/9/2024: €377 million) consist of commitments primarily related to benefits defined by the provisions of company pension plans. These take the form of defined benefit plans directly from the employer (employer's commitments) and defined benefit plans from external pension providers (benevolent funds in Germany and international pension funds). The external providers' assets serve exclusively to finance the pension entitlements and qualify as plan assets. The benefits under the different plans are based on performance and length of service.

The most important performance-based pension plans are described in the following.

#### Germany

METRO grants many employees in Germany retirement, disability and surviving dependant's benefits. New commitments are granted in the form of 'defined benefit' commitments in the meaning of IAS 19 (contribution-oriented commitments pursuant to German company pension law), which comprise a payment contribution component and an employer-matching component. Contributions are paid to a pension insurance from which benefits are paid out when the insured event occurs. A provision is recognised for entitlements not covered by pension insurance.

In addition, there are various pension schemes closed for new entrants, which usually provide for lifetime pensions from the start of the pension or from the time the disability is recognised. Benefits are largely defined as fixed payments or on the basis of set annual increases. In special cases, benefits are calculated in consideration of accrued statutory pension entitlements. The commitments provide for surviving dependants' benefits of varying sizes, depending on the benefits the former employee received or would have received in case of disability.

There are also deferred compensation contracts with the Hamburger Pensionskasse (Hamburg pension fund).

#### Netherlands

In the Netherlands, there is a defined benefit pension plan that was closed with effect from 1 January 2021 for new entrants and future increases in pension entitlements and, since then, has been replaced by a collective defined contribution (CDC) plan for future entitlements.

In addition to retirement benefits, the defined benefit pension plan provides disability and death benefits whose amount depends on the pensionable salary per year of service. Benefits are funded through a country-specific pension fund.

In financial year 2023/24, the existing plan assets were transferred to a matching pension insurance so that the asset has been recognised on the basis of the amount of the obligations since then.

The **financing status of the present value of defined benefit obligations** developed as follows:

€ million	30/9/2024	30/9/2025
<b>Financing status</b>		
Present value of defined benefit obligations	992	<b>932</b>
Less fair value of plan assets	614	<b>584</b>
Asset adjustment (asset cap)	0	<b>0</b>
<b>Net liability/asset</b>	<b>377</b>	<b>348</b>
thereof recognised as a provision	(377)	<b>(348)</b>
thereof recognised as a net asset	(0)	<b>(0)</b>

The above commitments are valued on the basis of actuarial calculations in accordance with relevant provisions of IAS 19. The basis for the measurement is the legal and economic circumstances prevailing in each country.

The following assumptions regarding the material parameters were used in the actuarial measurements:

%	30/9/2024		30/9/2025	
	Germany	Netherlands	Germany	Netherlands
Actuarial interest rate	3.50	3.60	<b>4.00</b>	<b>4.10</b>
Pension trend	2.20	1.68	<b>2.20</b>	<b>1.68</b>

As in previous years, METRO used generally recognised methods to determine the actuarial interest rate. With these, the respective actuarial interest rate based on the yield of investment grade corporate bonds is determined as of the closing date taking account of the currency and maturity of the underlying obligations. The actuarial interest rate for the Eurozone is based on the results of a method applied in a uniform manner across the group. The interest rate for this is set on the basis of the returns of high-quality corporate bonds and the duration of commitments. In countries without a liquid market of suitable corporate bonds, the actuarial interest rate was determined on the basis of government bond yields.

Aside from the actuarial interest rate, the pension trend represents another key actuarial parameter. In Germany, the rate of pension increases is derived directly from the inflation rate insofar as pension adjustments can be determined on the basis of the increase in the cost of living. In international companies, pension adjustments are also generally determined on the basis of the inflation rate.

The other parameters are not relevant for the measurement of pension obligations.

The impact of changes in fluctuation and mortality assumptions was analysed for major plans. As of 30 September 2025, the mortality rates for the German group companies are based on the 2018 G tables provided by Heubeck-Richttafeln-GmbH.

The actuarial measurements outside of Germany are based on country-specific mortality tables. The resulting effects of fluctuation and mortality assumptions have been deemed immaterial and are not listed as a separate component.

If the other assumptions had remained constant, the changes to the relevant actuarial assumptions considered reasonably possible as of the closing date would have affected the defined benefit obligation by the amounts shown in the following.

€ million		30/9/2024		30/9/2025	
		Germany	Netherlands	Germany	Netherlands
Actuarial interest rate	Increase by 100 basis points	-36	-74	<b>-31</b>	<b>-64</b>
	Decrease by 100 basis points	44	97	<b>38</b>	<b>83</b>
Pension trend	Increase by 25 basis points	8	22	<b>7</b>	<b>19</b>
	Decrease by 25 basis points	-8	-20	<b>-7</b>	<b>-17</b>

In view of the existence of matching pension insurance, the sensitivities shown for the Netherlands will not have any impact on the pension provision to be recognised.

Changes in the present value of defined benefit obligations have developed as follows:

€ million	2023/24	2024/25
<b>Present value of defined benefit obligations</b>		
As of the beginning of the period	914	<b>992</b>
<b>Recognised in profit or loss under</b>	<b>51</b>	<b>45</b>
interest expense	41	<b>35</b>
current service cost	10	<b>11</b>
past service cost (incl. curtailments and changes)	0	<b>-2</b>
effect from settlements	0	<b>0</b>
<b>Recognised outside of profit or loss under remeasurement of defined benefit pension plans in other comprehensive income</b>	<b>64</b>	<b>-66</b>
Actuarial gains/losses from		
changes in demographic assumptions (-/+)	0	<b>1</b>
changes in financial assumptions (-/+)	108	<b>-61</b>
experience-based correction (-/+)	-44	<b>-5</b>
<b>Other effects</b>	<b>-38</b>	<b>-39</b>
Benefit payments (incl. tax payments)	-41	<b>-42</b>
Contributions from plan participants	4	<b>3</b>
Change in consolidation group/transfers	0	<b>0</b>
Currency effects	-1	<b>-1</b>
<b>As of the end of the period</b>	<b>992</b>	<b>932</b>

The present value of defined benefit obligations is largely attributable to Germany in the amount of €405 million (30/9/2024: €421 million) and the Netherlands in the amount of €426 million (30/9/2024: €463 million).

The weighted average term of defined benefit obligations is 13 years in Germany (30/9/2024: 13 years), 18 years in the Netherlands (30/9/2024: 19 years) and 10 years in the other countries (30/9/2024: 9 years).

The present value of defined benefit obligations can be broken down as follows based on individual groups of eligible employees:

%	30/9/2024	30/9/2025
Active members	22	<b>22</b>
Former claimants	41	<b>41</b>
Pensioners	37	<b>37</b>

The granting of defined benefit pension entitlements exposes METRO to various risks. These include general actuarial risks resulting from the measurement of pension commitments (for example interest rate risks) as well as capital and investment risks related to plan assets.

With a view to the funding of future pension payments from indirect commitments and a stable actuarial reserve, METRO primarily invests plan assets in low-risk investment forms. The funding of direct pension commitments is secured through operating cash flow at METRO.

The **fair value of plan assets** developed as follows:

€ million	2023/24	2024/25
<b>Change in plan assets</b>		
Fair value of plan assets as of beginning of period	689	<b>614</b>
<b>Recognised in profit or loss under</b>	<b>31</b>	<b>21</b>
interest income	31	<b>21</b>
<b>Recognised outside of profit or loss under remeasurement of defined benefit pension plans in other comprehensive income</b>	<b>-98</b>	<b>-38</b>
Gains/losses from plan assets excl. interest income (+/-)	-98	<b>-38</b>
<b>Other effects</b>	<b>-8</b>	<b>-13</b>
Benefit payments (incl. tax payments)	-17	<b>-22</b>
Settlements	0	<b>0</b>
Employer contributions	5	<b>5</b>
Contributions from plan participants	4	<b>3</b>
Change in consolidation group/transfers	0	<b>0</b>
Currency effects	0	<b>0</b>
<b>Fair value of plan assets as of end of period</b>	<b>614</b>	<b>584</b>

The plan assets are largely attributable to Germany in the amount of €133 million (30/9/2024: €124 million) and the Netherlands in the amount of €426 million (30/9/2024: €463 million).

The assets related mainly to receivables from insurance companies in an amount of €559 million (30/9/2024: €587 million).

The actual gains or losses from the plan assets amounts to €-17 million in the reporting period (2023/24: €-67 million). For financial year 2025/26, the company expects employer payments to external pension providers totalling approximately €4 million and employee contributions of around €3 million in plan assets, with contributions in Germany accounting for the major share of this total.

The pension expenses of the direct and indirect post-employment benefits plan commitments can be broken down as follows:

€ million	2023/24	2024/25
Current service cost <sup>1</sup>	10	<b>11</b>
Net interest expenses <sup>2</sup>	14	<b>14</b>
Past service cost (incl. curtailments and changes)	0	<b>-2</b>
Settlements	0	<b>0</b>
<b>Pension expenses</b>	<b>24</b>	<b>24</b>

<sup>1</sup> Netted against employees' contributions.

<sup>2</sup> Included therein: interest effect from the adjustment of the asset ceiling.

A profit of €28 million (2023/24: loss of €59 million) was recognised outside of profit or loss in other comprehensive income in financial year 2024/25. It consists of the effect of changes in financial assumptions of €61 million, the effect of changes in demographic assumptions of €-1 million, experience-based corrections of €5 million and the loss on plan assets of €38 million.

In addition to expenses from defined benefit commitments, expenses for payments to external pension providers relating to defined contribution pension commitments of €89 million in financial year 2024/25 (2023/24: €87 million) were recorded. These figures also include payments to statutory pension insurance.

The provisions for **obligations similar to pensions** essentially comprise commitments from employment anniversary allowances, death benefits and partial retirement plans. Provisions amounting to €25 million (30/9/2024: €28 million) were allocated for these commitments. The commitments are valued on the basis of actuarial expert opinions. The valuation parameters used for this purpose are generally determined in the same way as for the post-employment benefits plans.

**28. Other provisions (non-current)/provisions (current)**

In the reporting period, other provisions (non-current)/provisions (current) changed as follows:

€ million	Real estate obligations	Obligations from trade transactions	Restructuring and severance payments	Miscellaneous	Total
As of 1/10/2024	66	65	82	226	439
Currency translation	0	-2	0	-4	-6
Addition	21	31	116	104	272
Reversal	-19	-4	-14	-56	-93
Utilisation	-19	-30	-54	-63	-165
Change in consolidation group	0	0	0	2	2
Interest portion in addition/change in interest rate	0	0	0	0	1
Transfer	13	0	0	-13	0
<b>As of 30/9/2025</b>	<b>62</b>	<b>60</b>	<b>131</b>	<b>197</b>	<b>450</b>
thereof non-current	(21)	(0)	(21)	(92)	(134)
thereof current	(41)	(60)	(111)	(105)	(317)

Provisions for real-estate-related obligations primarily concern maintenance obligations, rental commitments and dismantling and removing obligations. The due date of the property-related provisions depends on the remaining term of the lease agreements.

The provisions for obligations from trade transactions mainly consist of risks from subsequent charges to suppliers, warranties, customer loyalty programmes for third-party suppliers and other matters.

Restructuring provisions mainly relate to measures for the continued implementation of the sCore strategy and primarily concern the segments Germany, Others and West. Depending on the progress, payments will be made in the years 2026 and 2027.

Other provisions mainly include provisions for risks from other taxes amounting to €48 million (30/9/2024: €23 million), provisions for remuneration components amounting to €46 million (30/9/2024: 41 million), provisions for litigation costs/risks amounting to €39 million (30/9/2024: 39 million), provisions in connection with disposals of subsidiaries of €18 million (30/9/2024: 43 million) as well as provisions for guarantee and warranty risks amounting to €3 million (30/9/2024: €5 million). The cash outflow estimate for provisions for litigation costs/risks was based on the expected duration of litigation. The provisions for long-term remuneration components are expected to be due in the years 2026 to 2028.

Depending on the respective term and country, interest rates for non-interest-bearing, non-current provisions range from 1.98% to 4.00%.

**29. Liabilities**

Liabilities changed as follows:

€ million	30/9/2024 Total	Remaining term			30/9/2025 Total	Remaining term		
		up to 1 year	1 to 5 years	over 5 years		up to 1 year	1 to 5 years	over 5 years
<b>Trade liabilities</b>	<b>3,813</b>	<b>3,813</b>	<b>0</b>	<b>0</b>	<b>3,779</b>	<b>3,779</b>	<b>0</b>	<b>0</b>
Bonds incl. commercial papers	1,240	693	547	0	1,292	147	1,144	0
Liabilities to banks	54	51	3	0	39	35	4	0
Promissory note loans	0	0	0	0	307	7	299	0
Liabilities from leases	2,725	409	1,205	1,111	2,830	423	1,302	1,105
<b>Financial liabilities</b>	<b>4,019</b>	<b>1,153</b>	<b>1,755</b>	<b>1,111</b>	<b>4,467</b>	<b>613</b>	<b>2,749</b>	<b>1,105</b>
<b>Other financial liabilities</b>	<b>857</b>	<b>823</b>	<b>31</b>	<b>4</b>	<b>857</b>	<b>842</b>	<b>13</b>	<b>1</b>

### 30. Trade liabilities

Trade liabilities decreased by €34 million.

Currency effects, resulting in particular from the development of the Turkish lira, decreased trade liabilities by a total of €42 million (2023/24: €50 million).

### 31. Financial liabilities (excluding liabilities from leases)

The company's medium-term and long-term financing needs are covered by a bond issuance programme with a maximum volume of €5 billion. On 5 March 2025, a new bond with a nominal volume of €600 million, a term of 5 years and a 4.000% coupon was successfully placed on the capital market. The bond was given a step-up coupon of 125 basis points in case of a rating downgrade to BB+ or lower. On 19 March 2025, a matured bond of €600 million was redeemed. As of 30 September 2025, the utilised bond issuance programme amounted to a total of €1,150 million (30/9/2024: €1,150 million). In addition, a promissory note loan for a total of €300 million was placed on the market on 2 October 2024. The tranches have maturities of between 3 and 5 years and most of them have variable interest rates.

Short-term financing requirements are covered through the Euro Commercial Paper Programme (CP) with a maximum volume of €2 billion. On average, the programme was used at €309 million during the reporting period. As of 30 September 2025, the utilisation amounted to €121 million (30/9/2024: €76 million).

In addition, METRO has access to syndicated credit facilities totalling €1,000 million (30/9/2024: €1,000 million) with terms ending in 2029. The syndicated credit facility was not utilised at any time during the reporting period.

As of 30 September 2025, METRO had access to additional bilateral bank credit facilities totalling €139 million (30/9/2024: €154 million). As of the closing date, €39 million (30/9/2024: €54 million) of the bilateral credit facilities had been utilised. As of the closing date, there were €100 million of free bilateral credit facilities available.

Default by a lender can be covered at any time by the existing free credit facilities or the available money and capital market programmes. METRO therefore does not bear any creditor default risk.

METRO principally does not provide collateral for financial liabilities.

The table below shows the **maturity and interest rate structure** of the financial liabilities (excluding liabilities from leases, excluding current account liabilities to banks). The carrying amounts and fair values indicated include the interest accrued when the maturity is less than 1 year.

Redeemable loans that are reported under **liabilities to banks** – excluding current account overdrafts – are listed with the remaining terms corresponding to their redemption date.

#### MATURITIES, INTEREST RATE STRUCTURES AND FAIR VALUES OF FINANCIAL LIABILITIES

								€ million		
30/9	Instrument	Local currency	Nominal volume in € million		Carrying amount up to 1 year	Carrying amount 1 to 5 years	Carrying amount over 5 years	Fair value		
			Fixed	Variable						
<b>2025</b>	<b>Bonds/CP</b>	<b>EUR</b>	<b>1,271</b>	<b>0</b>	<b>147</b>	<b>1,144</b>	<b>0</b>	<b>1,379</b>		
<b>2025</b>	<b>Liabilities to banks</b>	<b>EUR</b>	<b>4</b>	<b>0</b>	<b>1</b>	<b>4</b>	<b>0</b>	<b>4</b>		
<b>2025</b>	<b>Promissory note loans</b>	<b>EUR</b>	<b>70</b>	<b>231</b>	<b>7</b>	<b>299</b>	<b>0</b>	<b>321</b>		
2024	Bonds/CP	EUR	1,150	76	693	547	0	1,270		
2024	Liabilities to banks	EUR	0	4	0	3	0	4		
2024	Liabilities to banks	TRY	15	0	15	0	0	15		

The fixed interest rate on short- and medium-term financial liabilities and the interest rate adjustment dates of all fixed-interest financial liabilities are essentially the same as those shown. The repricing dates for variable interest rates are less than 1 year.

### 32. Other financial and other non-financial liabilities

Other financial liabilities include in particular payroll liabilities amounting to €560 million (30/9/2024: €536 million).

Other non-financial liabilities in the amount of €271 million (30/9/2024: €272 million) are primarily comprised of other tax liabilities (sales tax, wage and church tax as well as other taxes) and contract liabilities in the amount of €62 million (30/9/2024: €72 million).

Net sales realised in financial year 2024/25, which were included in the balance of contract liabilities at the beginning of the period, amount to €64 million (30/9/2024: €54 million). In addition, as part of the sale of METRO India, a licence payment of €7 million received in advance for using the METRO brand is recognised (30/9/2024: €17 million); the income realised from it over the period of use until financial year 2025/26 is reported in other operating income. As permitted by IFRS 15, no disclosures are provided for remaining performance obligations that have an expected original maturity of 1 year or less as of 30 September 2025 or 30 September 2024.

### 33. Offsetting financial assets and financial liabilities

Financial assets and financial liabilities that are subject to offsetting agreements, enforceable master netting arrangements and similar agreements were as follows:

	€ million					
	(a)	(b)	(c) = (a) - (b)	(d)	(e) = (c) - (d)	
	Gross amounts of recognised financial assets/liabilities	Gross amounts of recognised financial assets/liabilities that are netted in the balance sheet	Net amounts of financial assets/liabilities that are recognised in the balance sheet	Corresponding amounts that are not netted in the balance sheet		
				Financial instruments	Collateral received/provided	Net amounts
<b>30/9/2025</b>						
<b>Financial assets</b>						
Receivables due from suppliers	281	72	209	11	0	198
Derivative financial instruments	3	0	3	1	0	2
	283	72	212	12	0	199
<b>Financial liabilities</b>						
Trade liabilities	3,851	72	3,779	11	0	3,768
Derivative financial instruments	6	0	6	1	0	5
	3,857	72	3,785	12	0	3,773
<b>30/9/2024</b>						
<b>Financial assets</b>						
Receivables due from suppliers	284	57	226	14	0	212
Derivative financial instruments	3	0	3	1	0	2
	287	57	229	16	0	213
<b>Financial liabilities</b>						
Trade liabilities	3,871	57	3,813	14	0	3,799
Derivative financial instruments	4	0	4	1	0	3
	3,875	57	3,818	16	0	3,802

The amounts that are not netted in the balance sheet include both financial instruments and collateral. The financial instruments that have not been netted could be netted based on the underlying framework agreements, but do not fulfil the netting criteria.

**34. Undiscounted cash flows of financial liabilities**

The undiscounted cash flows of financial liabilities are as follows:

€ million	Contractual cash flows 30/9/2024			Contractual cash flows 30/9/2025		
	up to 1 year	1 to 5 years	over 5 years	up to 1 year	1 to 5 years	over 5 years
<b>Financial liabilities</b>						
Bonds incl. commercial papers	710	647	0	<b>170</b>	<b>1,347</b>	<b>0</b>
Liabilities to banks	54	6	0	<b>35</b>	<b>5</b>	<b>0</b>
Promissory note loans	0	0	0	<b>12</b>	<b>332</b>	<b>0</b>
Liabilities from leases	522	1,508	1,407	<b>547</b>	<b>1,630</b>	<b>1,386</b>
Trade liabilities	3,813	0	0	<b>3,779</b>	<b>0</b>	<b>0</b>
Other financial liabilities	823	31	4	<b>842</b>	<b>13</b>	<b>1</b>
Currency derivatives carried as liabilities	(4)	(0)	(0)	<b>(6)</b>	<b>(0)</b>	<b>(0)</b>

### 35. Carrying amounts and fair values according to measurement categories

The carrying amounts and fair values of recognised financial instruments are as follows:

€ million	Class of financial instruments and valuation hierarchy	30/9/2024		30/9/2025	
		Carrying amounts	Fair value	Carrying amounts	Fair value
<b>Assets</b>					
Loans and credit granted	Measured at amortised cost	14	15	7	7
Receivables due from suppliers	Measured at amortised cost	226	226	209	209
Trade receivables	Measured at amortised cost	688	688	731	731
Miscellaneous financial instruments	Measured at amortised cost	174	174	223	224
Investments	Financial instruments measured at fair value through profit or loss (Level 2)	33	33	24	24
Derivative financial instruments not in a hedging relationship	Financial instruments measured at fair value through profit or loss (Level 2)	3	3	2	2
Securities	Financial instruments measured at fair value through profit or loss (Level 2)	2	2	2	2
Loans and credit granted	Financial instruments measured at fair value through profit or loss (Level 2)	7	7	7	7
Investments	Financial instruments measured at fair value in other comprehensive income (Level 2)	4	4	2	2
Derivative financial instruments in a hedging relationship	Derivatives in a hedging relationship (Level 2)	0	0	0	0
Cash and cash equivalents	Measured at amortised cost	794	794	827	827
Receivables from leases	No valuation category under IFRS 9	43	43	30	30
<b>Equity and liabilities</b>					
Derivative financial instruments not in a hedging relationship	Financial instruments measured at fair value through profit or loss (Level 2)	2	2	2	2
Financial liabilities excl. liabilities from leases	Measured at amortised cost	1,294	1,324	1,637	1,739
Trade liabilities	Measured at amortised cost	3,813	3,813	3,779	3,779
Miscellaneous financial liabilities	Measured at amortised cost	853	853	851	851
Derivative financial instruments in a hedging relationship	Derivatives in a hedging relationship (Level 2)	2	2	4	4
Liabilities from leases	No valuation category under IFRS 9	2,725	n/a	2,830	n/a

Classes were formed based on similar risks for the respective financial instruments and correspond to the categories of IFRS 9. Derivative financial instruments with a hedging relationship according to IAS 39 and other financial liabilities are each assigned to a separate class.

The fair value hierarchy comprises 3 levels which reflect the degree of closeness to the market of the input parameters used in the determination of the fair values. In cases in which the measurement is based on different input parameters, the fair value is attributed to the hierarchy level corresponding to the input parameter of the lowest level that is significant for the valuation.

Level 1 input parameters: quoted prices (that are adopted unchanged) in active markets for identical assets or liabilities which the company can access at the valuation date.

Level 2 input parameters: other input parameters than the quoted prices assigned to level 1 which are either directly or indirectly observable for the asset or liability.

Level 3 input parameters: unobservable inputs for the asset or liability.

Of the total carrying amount of investments of €27 million (30/9/2024: €37 million), €24 million (30/9/2024: €33 million) is measured at fair value through profit or loss. These are unlisted financial instruments for which no active market exists either. The remaining investments totalling €2 million (30/9/2024: €4 million) are measured at fair value recognised in equity. The classification (FVOCI<sub>InR</sub>) was chosen because investment was made in these equity instruments with a longer-term investment horizon.

In addition, securities totalling €2 million (30/9/2024: €2 million) are recognised through profit or loss. These primarily concern highly liquid exchange-listed money market funds.

The measurement of securities (level 1) is carried out based on quoted market prices in active markets.

Interest rate swaps and currency transactions (all level 2) are measured using the mark-to-market valuation method based on quoted exchange rates and market yield curves.

The measurement of investments (all level 2) is based on comparable transactions in the past.

No transfers between levels 1 and 2 were effected during the reporting period.

Financial instruments that are recognised at amortised cost in the balance sheet, but for which the fair value is stated in the notes, are also classified according to a 3-level fair value hierarchy.

Due to their mostly short terms, the fair values of receivables due from suppliers, trade receivables and liabilities, cash and cash equivalents as well as other financial instruments essentially correspond to their carrying amounts.

The measurement of the fair value of bonds, liabilities to banks and promissory note loans is based on the market interest rate curve following the discounted cash flow method in consideration of credit spreads (level 2). The amounts comprise the interest prorated to the closing date.

The fair values of all other financial assets and liabilities (level 2) that are not listed on an exchange correspond to the present value of payments underlying these balance sheet items. The calculation was based on the applicable country-specific yield curve (level 2) as of the closing date.

## OTHER NOTES

### 36. Notes to the cash flow statement

Cash flow from operating activities includes lease payments with a redemption portion of €9 million (2023/24: €32 million) and an interest portion of €1 million (2023/24: €4 million).

The financial investments comprise bank deposits with an original residual term of more than 3 months to 1 year, as well as near-money-market investments that are not classified as cash and cash equivalents, such as units in money market funds.

The lease payments reported under cash flow from financing activities include the redemption portion of €431 million (2023/24: €452 million) and an interest portion of €127 million (2023/24: €122 million). The redemption portion includes payments for initial direct costs of an immaterial amount.

### RECONCILIATION OF THE CASH FLOW FROM FINANCIAL LIABILITIES TO THE CHANGE IN FINANCIAL LIABILITIES REPORTED IN THE BALANCE SHEET

€ million	30/9/2023	Cash item	Additions	Interest expenses	Disposals	Consolidation group changes	Reclassifications/ other	Changes in exchange rates	30/9/2024
Bonds incl. commercial papers	930	297	0	13	0	0	0	0	1,240
Liabilities to banks	112	-55	0	0	0	0	0	-3	54
Liabilities from leases	2,621	-573	606	122	-42	4	-6	-5	2,725
	<b>3,663</b>	<b>-332</b>	<b>606</b>	<b>135</b>	<b>-42</b>	<b>4</b>	<b>-6</b>	<b>-8</b>	<b>4,019</b>

€ million	30/9/2024	Cash item	Additions	Interest expenses	Disposals	Consolidation group changes	Reclassifications/ other	Changes in exchange rates	30/9/2025
Bonds incl. commercial papers	1,240	43	0	9	0	0	0	0	<b>1,292</b>
Liabilities to banks	54	-12	0	0	0	2	0	-5	<b>39</b>
Promissory note loans	0	300	0	7	0	0	0	0	<b>307</b>
Liabilities from leases	2,725	-558	555	127	-24	16	0	-11	<b>2,830</b>
	<b>4,019</b>	<b>-227</b>	<b>555</b>	<b>143</b>	<b>-24</b>	<b>17</b>	<b>0</b>	<b>-16</b>	<b>4,467</b>

### 37. Segment reporting

METRO is active in the store-based wholesale trade with the brands METRO and MAKRO as well as in the delivery business (FSD) with the METRO delivery service and, among others, with the supply specialists Aviludo, Caterite, Classic Fine Foods, GVS Group (since May 2025), Johan i Hallen & Bergfalk (JHB), Pro à Pro, Pro a Pro Spain and R Express. Apart from that, digital solutions round off the multichannel approach. Segmentation follows the group's internal reporting as it is used as a basis for resource allocation and performance measurement by the Chief Operating Decision-Maker (member of the Management Board of METRO AG). Accordingly, the organisational unit for each country is an operating segment.

The operating segments are aggregated into reporting segments on the basis of their regional allocation. In this context, the regional allocation also reflects slight differences in the economic environment (for example market saturation, inflation levels), the political and regulatory situation and the similar long-term earnings developments of the countries. This accordingly leads to the reporting segments West and East; in view of their historical significance for the group, the countries Germany and Russia are still presented as separate reporting segments. The segment Others includes in particular the DISH Digital Solutions, METRO MARKETS and METRO PROPERTIES business units. In the digital business sector, METRO MARKETS plays a special role with its B2B online marketplace for professional equipment for HoReCa customers. Through this distribution channel, METRO offers non-food articles from its own

product range as well as products from third parties. DISH Digital Solutions pools the group's digitalisation efforts for customers from the hospitality industry and offers innovative digital solutions under the DISH brand. METRO PROPERTIES develops, operates and markets an international real estate portfolio. This segment also includes companies providing services in logistics, IT and procurement.

The main components of segment reporting are described below:

- External sales represent sales of the operating segments to third parties outside the group.
- Internal sales represent sales between the group's operating segments. These transactions are settled at normal market conditions.
- Since the reporting period, the term 'transformation costs/income' has comprised not only portfolio measures, but also costs incurred in connection with group-wide restructuring initiatives and productivity measures to meet our sCore targets by 2030. To ensure better comparability, the previous-year figures have been adjusted according to the new definition.
- The earnings contributions from real estate transactions include the EBITDA-effective earnings from the disposal of land and land usage rights and/or buildings as part of a disposal transaction. Earnings from the disposal of dedicated real estate companies or the disposal of shares in such companies capitalised at equity are, as a result of their commercial substance, also included in the earnings contributions from real estate transactions. The earnings have been reduced by cost components incurred in relation to real estate transactions.
- EBIT is the key ratio for segment reporting and describes operating earnings for the period before net financial result and income taxes. Intra-group rental contracts are shown as operating leases in the segments. The rental takes place at normal market conditions. In principle, impairment risks related to non-current assets are only shown in the segments where they represent group risks. In analogy, this also applies to deferred assets and liabilities, which are only shown at segment level if this was also required in the consolidated balance sheet.
- Segment investments include additions (including additions to the consolidation groups as well as effects from hyperinflationary accounting) to goodwill, other intangible assets and property, plant and equipment and investment properties. Exceptions to this are additions due to the reclassification of assets held for sale as non-current assets.
- In principle, transfers between segments are made based on the costs incurred from the group's perspective.

The reconciliation from non-current segment assets to non-current group assets is shown in the following table:

€ million	30/9/2024	30/9/2025
<b>Non-current segment assets</b>	<b>6,859</b>	<b>7,004</b>
Financial assets	59	41
Investments accounted for using the equity method	97	87
Deferred tax assets	176	151
Other	0	0
<b>Non-current group assets</b>	<b>7,192</b>	<b>7,282</b>

In financial year 2024/25, significant external sales of €6,518 million (2023/24: €6,356 million) and significant non-current segment assets of €1,196 million (30/9/2024: €1,259 million) were attributable to France (in the segment West).

### 38. Management of financial risks

The finance department of METRO manages the financial risks of the group. These primarily concern

- price risks,
- liquidity risks,
- credit risks and
- cash flow risks.

- **For more information about the risk management system, see chapter 2 economic report – 2.2 asset, financial and earnings position – financial and asset position – financial management in the combined management report.**

#### Price risks

For METRO, price risks result from the impact of changes in market interest rates and/or foreign currency exchange rates on the value of financial instruments.

Interest rate risks can arise for METRO from changes in interest rate levels. If necessary, interest rate derivatives are used to cap these risks.

The remaining interest rate risk is assessed using a sensitivity analysis. The sensitivity analysis is based on floating-rate financial instruments in consideration of their corresponding hedging transactions.

As of the closing date, METRO's remaining interest rate risk is primarily the result of variable interest rate receivables and liabilities to banks as well as other short-term liquid financial assets (reported under cash and cash equivalents) with an aggregate debit balance after consideration of hedging transactions of €535 million (30/9/2024: €655 million).

Given this total balance, an interest rate rise of 10 basis points would result in a €1 million (2023/24: €1 million) higher interest result per year. An interest rate decrease of 10 basis points would have the opposite effect of €-1 million (2023/24: €-1 million).

METRO faces currency risks in its international procurement of merchandise and because of costs, financing, dividends and lease agreements that are incurred in a currency other than the relevant local currency or are pegged to the development of another currency. In accordance with the specifications of the group guideline, resulting foreign currency positions must be hedged. Exceptions from this hedging requirement exist where hedging is not economically reasonable and in the case of legal and regulatory restrictions in the respective countries. METRO AG handles the group-wide coordination of the hedging measures of the group companies and uses external derivative financial instruments as needed. Moreover, currency risks for METRO result from the recognition of foreign currency lease liabilities and foreign currency lease receivables, which affect the amount of the other financial result due to the exchange rate at closing date. Where possible, the risk is reduced through the use of balance sheet hedging measures ('natural hedge').

The presentation of the currency risk resulting from the exceptions is also based on a sensitivity analysis.

In terms of its amount and result characteristic, the total effect presented by the sensitivity analysis relates to the amounts of foreign currency held within the consolidated subsidiaries of METRO and states the effect of a depreciation of the euro.

A depreciation of the euro will result in a positive effect if a receivable in the foreign currency exists at a subsidiary which uses the euro as its functional currency and if a liability in euros exists at a subsidiary which does not use the euro as its functional currency. The following table shows the nominal volumes of currency pairs in this category with a positive sign.

A depreciation of the euro will result in a negative effect if a receivable in euros exists at a subsidiary which does not use the euro as its functional currency and if a liability in the foreign currency exists at a subsidiary which uses the euro as its functional currency. Correspondingly, the following table shows the nominal volumes of currency pairs in this category with a negative sign.

By contrast, an appreciation of the euro will have the opposite effect for all currency pairs shown below. Effects from currency translation of financial statements whose functional currency is not METRO's reporting currency do not affect cash flows in local currency and are therefore not part of the sensitivity analysis.

As of the closing date, the remaining currency risk of METRO from the important currency pairs was as follows:

Impact of devaluation of the euro by 10%					
€ million	Currency pair	Volume	30/9/2024	Volume	30/9/2025
			+ (income)/ - (expenses)		+ (income)/ - (expenses)
<b>Profit or loss for the period</b>					
	CZK/EUR	+85	+9	<b>+87</b>	<b>+9</b>
	PLN/EUR	+43	+4	<b>+23</b>	<b>+2</b>
	TRY/EUR	-37	-4	<b>+45</b>	<b>+5</b>
	UAH/EUR	+75	+7	<b>+89</b>	<b>+9</b>
			+ (income)/ - (expenses)		+ (income)/ - (expenses)
<b>Equity</b>					
	CNY/EUR	+102	+10	<b>+113</b>	<b>+11</b>
	KZT/EUR	+135	+13	<b>+168</b>	<b>+17</b>
	PLN/EUR	+71	+7	<b>+72</b>	<b>+7</b>
	UAH/EUR	+175	+18	<b>+175</b>	<b>+18</b>
	USD/EUR	+83	+8	<b>+82</b>	<b>+8</b>

The foreign currency holdings above include intra-group balances. Foreign currency valuations from such holdings, insofar as no hedging is undertaken, lead to results in the other financial result as well as to compensating effects outside of profit or loss from the translation of the local financial statements of the counterparty into the group currency, which are recognised in other comprehensive income.

Interest rate and currency risks are substantially reduced and limited by the internal treasury guidelines, if hedging with derivative financial instruments is possible. The group-wide regulations specify that all hedging operations must adhere to specified requirements and must not lead to increased risk exposure under any circumstances. METRO is aware that this severely limits the opportunities to exploit current or expected interest rate and exchange rate movements to optimise results.

In addition, hedging may be carried out only with standard derivative financial instruments.

As of the closing date, the following derivative financial instruments (currency transactions) were being used for risk reduction:

€ million	30/9/2024			30/9/2025		
	Nominal volume <sup>1</sup>	Fair values		Nominal volume <sup>1</sup>	Fair values	
		Financial assets	Financial liabilities		Financial assets	Financial liabilities
Forward currency contracts	109	3	4	110	3	6
thereof within cash flow hedges	(186)	(0)	(2)	(195)	(0)	(4)
thereof not part of hedges	(-76)	(3)	(2)	(-85)	(2)	(2)

<sup>1</sup> Nominal volumes with a positive prefix indicate a surplus of foreign currency purchases from forward currency contracts.

The nominal volume of forward currency contracts/options and interest limitation agreements results from the net position of the buying and selling values in foreign currency underlying the individual transactions translated at the relevant exchange rate on the closing date.

All fair values represent the theoretical value of these instruments upon dissolution of the transaction as of the closing date. Under the premise that instruments are held until the end of their term, these are unrealised gains and losses that, by the end of the term, will be fully set off by gains and losses from the underlying transactions in the case of fully effective hedging transactions.

Currency derivatives are used primarily for the Turkish lira, the Romanian leu, the Polish zloty, the Swedish krona, the US dollar, the Czech koruna, the Swiss franc, pound sterling, the Japanese yen and the Thai baht. The average hedging rate for METRO for the important currency pair resulting from a hedge designated in a hedging relationship is USD 1.16/EUR. The maturity of derivatives used for hedging purposes in the amount of €-4 million (30/9/2024: €-2 million) is less than 1 year.

The effective portion of the change of the derivatives designated as cash flow hedges recognised in other comprehensive income can be found in the following table:

€ million	2023/24	2024/25
Initial or subsequent measurement of derivative financial instruments	-5	-2
Derecognition of cash flow hedges	1	2
thereof in inventories	(0)	(0)
thereof in net financial result	(1)	(2)
<b>Effective portion of gains/losses from cash flow hedges</b>	<b>-4</b>	<b>0</b>

### Liquidity risks

Liquidity risk describes the risk of being unable to procure or provide funding or being able to only procure or provide funding at a higher cost. Liquidity risks may arise, for example, as a result of temporary capital market disruptions, creditor defaults, insufficient credit facilities, the absence of budgeted incoming payments or the deterioration of creditworthiness. METRO AG acts as financial coordinator for the group companies to ensure that they are provided with the necessary financing to fund their operating and investing activities as cost-effectively and sufficiently high as possible. Cash pooling is used for the need-based allocation of financial resources and the optimisation of interest

expenses. METRO determines the financing need of the group on the basis of short- and medium-term liquidity planning.

Financing instruments include money and capital market products (time deposits, call money, commercial papers and listed bonds sold as part of ongoing capital market programmes) as well as bilateral and syndicated loans. METRO has a sufficient liquidity reserve so that liquidity risks are not likely, even if an unexpected event has a negative financial impact on the company's liquidity situation. The credit facilities held as a liquidity reserve are subject to specific credit conditions. In case that, contrary to expectations, the agreed credit terms cannot be met in the future and no temporary adjustment of the credit terms can be negotiated with the bank consortium, METRO has sufficient refinancing alternatives available with a similar liquidity effect. For more information about the instruments used for financing purposes, see the explanatory notes to the respective balance sheet items.

### Credit risks

Credit risks arise from the total or partial default by a counterparty, for example through bankruptcy, or in connection with financial investments and derivative financial instruments with positive market values. METRO's maximum credit risk as of the closing date is reflected by the carrying amount of financial assets totalling €2,065 million (30/9/2024: €1,988 million).

As part of the risk management of financial investments totalling €768 million (30/9/2024: €759 million) and derivative financial instruments with positive market values totalling €3 million (30/9/2024: €3 million), minimum creditworthiness requirements and individual maximum exposure limits for the engagement have been defined for all business partners of METRO. Cheques and money in circulation are not considered in the determination of credit risks. This is based on a system of limits laid down in the treasury guidelines, which are based mainly on the ratings of international rating agencies, developments of credit default swaps or internal credit assessments. An individual limit is allocated to every counterparty of METRO; compliance is constantly monitored by the treasury systems. Cash on hand considered in cash and cash equivalents totalling €20 million (30/9/2024: €17 million) is not exposed to any credit risk.

### Cash flow risks

A future change in interest rates may cause cash flow from variable interest rate asset and liability items to fluctuate. Stress tests are used to determine the potential impact interest rate changes may have on cash flow and how they can be capped through hedging transactions in accordance with the group's internal treasury guidelines.

### 39. Contingent liabilities

There are contingent liabilities from guarantee and warranty contracts amounting to €7 million (30/9/2024: €11 million). These are primarily rent guarantees with terms of up to 10 years if utilisation is not considered entirely unlikely.

The present values of contingent liabilities are essentially the same as the nominal amounts.

Some of the contingent liabilities are subject to rights of recourse against third parties up to the nominal amount.

### 40. Other financial commitments

The nominal value of other financial commitments amounted to €382 million (30/9/2024: €408 million) and primarily concerned purchasing commitments from multi-year IT services and service agreements.

### 41. Leases

#### METRO as lessee

METRO mainly rents land and buildings for its wholesale stores, distribution centres, offices and warehouses. The leases are individually negotiated and contain a variety of different terms and conditions.

The lease agreements for the properties are generally concluded for fixed periods of 5 to 15 years and include extension and termination options in a large number of contracts.

In addition, commercial vehicles such as trucks, forklift trucks and industrial trucks with terms of 4 to 6 years as well as passenger cars with a contract term of 3 to 4 years are also leased.

Other leases, which account for an insignificant portion of the leases, include the rental of technical equipment and machinery, IT infrastructure as well as business and office equipment.

- **A detailed presentation of the right-of-use assets can be found in no. 17 – property, plant and equipment – development of right-of-use assets of leased property, plant and equipment.**
- **A maturity analysis of the liabilities from leases can be found in no. 29 – liabilities.**

- **A maturity analysis of the undiscounted payments can be found in no. 34 – undiscounted cash flows of financial liabilities.**

In financial year 2024/25, there were no material expenses for variable lease payments that were not included in the measurement of lease liabilities.

The following expenses and income in connection with leases were recognised in the income statement.

€ million	30/9/2024	30/9/2025
Variable rental expenses from rights-of-use assets	-3	-3
Rental expenses for short-term leases	-21	-24
Rental expenses for leases of assets of minor value	-9	-8
<b>Total rental expenses</b>	<b>-32</b>	<b>-35</b>
Depreciation <sup>1</sup>	-393	-421
Interest expenses	-122	-127
Income and expenses from sale-and-leaseback transactions	1	1
Income from subletting of right-of-use assets	59	41

<sup>1</sup> Also includes depreciation on investment properties and impairment losses.

Furthermore, additions to right-of-use assets and liabilities from leases include variable rental payments that are dependent upon price indices or inflation rates. These rental adjustments are made annually or when contractually agreed minimum changes are exceeded. In financial year 2024/25, these rental adjustments amount to €11 million (2023/24: €17 million).

The total cash outflow, which comprises repayment of lease liabilities (interest and redemption portion), payments for short-term leases, payments for leases of assets of minor value and variable lease payments, amounts to €592 million (2023/24: €613 million).

All reasonably certain cash outflows are considered for the determination of the lease liability and the corresponding right-of-use assets. Potential future cash outflows of €1,828 million (30/9/2024: €2,072 million) were not included in the lease liability as of 30 September 2025 because it is not reasonably certain that the leases will be renewed or not terminated.

During financial year 2024/25, lease extensions totalling €303 million (2023/24: €287 million) were exercised and included in lease liabilities using the incremental borrowing rate at the modification date of this lease.

METRO has no significant leases that contain residual value guarantees or purchase options.

Undiscounted payment obligations for leases that had not yet been commenced on the closing date and were thus not disclosed under lease liabilities totalled €118 million (30/9/2024: €65 million).

No new sale-and-leaseback transactions were carried out in financial year 2024/25.

#### **METRO as lessor**

Lease payments due in subsequent periods from entities outside METRO for the rental of properties that are classified as finance leases or operating leases are shown below. In addition, the following rental income was recognised in the income statement:

€ million	30/9/2024		30/9/2025	
	Finance leases	Operating leases	Finance leases	Operating leases
Up to 1 year	12	42	9	42
1 to 2 years	10	23	7	26
2 to 3 years	8	13	6	18
3 to 4 years	7	12	4	14
4 to 5 years	4	10	3	11
Over 5 years	12	26	9	21
<b>Total of undiscounted lease receivables</b>	<b>53</b>	<b>126</b>	<b>38</b>	<b>131</b>
Not-yet-realised interest income	-7	-	-6	-
Impairment	-2	-	-2	-
<b>Net investment in the lease after impairment</b>	<b>43</b>	<b>-</b>	<b>30</b>	<b>-</b>
<b>Lease income</b>				
Fixed rental income	-	80	-	57
Variable rental income	0	0	1	0
<b>Total rental income</b>	<b>0</b>	<b>80</b>	<b>1</b>	<b>57</b>
Interest income	4	-	1	-

#### 42. Remaining legal issues

Companies of the METRO group form a party to (arbitration) court proceedings as well as antitrust and other regulatory proceedings in various countries. Insofar as the liability has been sufficiently specified, appropriate risk provisions have been formed for these proceedings. METRO AG and its group companies respectively have also filed claims for damages against companies that have been sanctioned for illegal competition agreements.

#### 43. Events after the closing date

Between the closing date (30 September 2025) and the time of preparing the consolidated financial statements (28 November 2025) no reportable event occurred.

#### 44. Notes on related parties

The direct shareholder of METRO AG is EP Global Commerce GmbH (EPGC), Grünwald, which is indirectly a wholly owned subsidiary of EP Global Commerce a.s. (EPGC a.s.), Prague, Czech Republic. Mr Daniel Křetínský holds a 53% and Mr Patrik Tkáč indirectly holds a 47% interest in EPGC a.s.

On 5 February 2025, METRO AG entered into a delisting agreement with the major shareholder EPGC, which held approximately 49.99% of the voting rights of METRO AG at that time. The delisting agreement stipulates, among other things, that METRO AG submit an application for the revocation of the admission of METRO AG to trade in the regulated market (Prime Standard) of the Frankfurt Stock Exchange before the end of the acceptance period for the delisting tender offer. In the delisting agreement, EPGC assures METRO AG of its full support in the continuing implementation of its current sCore strategy. In addition, the agreement contains other extensive commitments by EPGC that are in METRO's corporate interest, for example on retaining the group headquarters, on financing METRO after delisting, on future corporate governance and on employee-related issues.

Subsequently, on 19 March 2025, EPGC published the offer document for the delisting tender offer ('Offer') to all shareholders of METRO AG. The Management Board and the Supervisory Board of METRO AG each separately conducted a careful and extensive review and analysis of the Offer and on 31 March 2025 published their joint reasoned statement pursuant to § 27 of the German Securities Acquisition and Takeover Act (WpÜG). After careful consideration of all aspects, including the overall circumstances of the Offer as well as the commitments, objectives and intentions of EPGC contained in the delisting agreement and the offer document, both the Management Board and the Supervisory Board independently came to the conclusion that the delisting is in the interest of METRO and therefore support the Offer as a condition for the delisting.

According to the voting rights notification of 2 April 2025, EPGC exceeded the 50% threshold of the voting rights of METRO AG. Following the approval by the Frankfurt Stock Exchange of METRO AG's application for the revocation of the admission of METRO shares (ordinary and preference shares) to trade in the regulated market of the Frankfurt

Stock Exchange and in the sub-segment of the regulated market with additional post-admission obligations (Prime Standard), the shares can no longer be traded there after the end of 16 April 2025. According to the notification by EPGC of 23 April 2025, the shares held by EPGC and persons acting in concert with it pursuant to § 2 Section 5 WpÜG were equal to 68.17% of the voting rights of METRO AG as of the end of the acceptance period. This means that the presumption of dependence already made in the previous year is confirmed and METRO assumes that Daniel Křetínský, majority shareholder of the EP Group, is the ultimate controlling party within the meaning of IAS 24.13. As expected, from 1 April 2025 onwards, METRO will be included in a consolidated financial statement of the EP Group as of 31 December 2025, potentially after further restructuring under company law.

### Transactions with related companies and individuals

€ million	2023/24				2024/25			
	Total	Associates	Joint ventures	Miscellaneous related parties	Total	Associates	Joint ventures	Miscellaneous related parties
Services provided	30	29	1	0	45	45	0	0
General services	(1)	(0)	(1)	(0)	(1)	(1)	(0)	(0)
Lease services	(0)	(0)	(0)	(0)	(1)	(1)	(0)	(0)
Other services	(28)	(28)	(0)	(0)	(43)	(43)	(0)	(0)
Services received	90	83	3	3	94	87	2	6
General services	(9)	(6)	(3)	(0)	(8)	(5)	(2)	(1)
Lease services	(70)	(67)	(0)	(3)	(74)	(70)	(0)	(4)
Other services	(11)	(11)	(0)	(0)	(12)	(12)	(0)	(0)
Receivables from services provided as of 30/9	2	2	0	0	3	3	0	0
General services	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Lease services	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Other services	(1)	(1)	(0)	(0)	(3)	(3)	(0)	(0)
Liabilities from services received as of 30/9	0	0	0	0	0	0	0	0
General services	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Lease services	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Other services	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
Dividends received	20	19	1	0	15	14	1	0

The services provided relate mainly to an existing collaboration with Košík Holding a.s. Other services relate mostly to goods deliveries.

The balance sheet reports lease liabilities of €385 million (30/9/2024: €424 million) and rights of use of €339 million (30/9/2024: €372 million) from rental agreements with associates. It mainly concerned OPCI FWP France and OPCI FWS France.

Business relations with related parties are based on contractual agreements providing for arm's-length prices. As in the previous year, there were no business relations with related natural persons and companies of management in key positions in financial year 2024/25.

### Related persons (remuneration for members of management in key positions)

The management in key positions consists of members of the Management Board and the Supervisory Board of METRO AG.

The expenses for members of the Management Board of METRO AG amounted to €8.0 million (2023/24: €8.5 million) for short-term benefits, as well as €0.0 million for termination benefits (2023/24: €5.8 million) and €0.5 million (2023/24: €0.5 million) for post-employment benefits. The expenses for long-term benefits amounted to €2.4 million (2023/24: €3.4 million). Income of €0.0 million (2023/24: €5.1 million) was calculated for the share-based programmes with long-term incentive effect.

The short-term remuneration for the members of the Supervisory Board of METRO AG amounted to €2.5 million (2023/24: €2.4 million).

The total remuneration for members of management in key positions amounted to €13.4 million (2023/24: €15.4 million).

#### 45. Share-based payments

##### Group Incentive Plan for executives

The Group Incentive Plan (GIP) was a remuneration system set up over several years that ensured management was involved in the sustainable and long-term company development of METRO, by satisfying the needs of shareholders, other groups associated with the company (for example employees, customers) and the environment.

To support the future alignment of METRO, the GIP was allocated annually in separate tranches at a fixed time. Every tranche had a term of 3 years. The GIP was granted for the first time on 1 April 2021 (financial year tranche 2020/21). Since financial year 2022/23, the remuneration systems set up over several years have no longer been share-based.

A target amount was set out in euros for the beneficiaries. The payout amount was calculated by multiplying the target value by the factor of overall target achievement. This, in turn, was calculated by determining the target achievement factors for each of the 3 performance targets. The weighted arithmetic mean of the factors resulted in the overall target achievement factor.

The maximum payout amount was the cap for the individual performance targets set out in the plan (payment cap).

The overall target achievement for the tranche for financial year 2020/21 as well as the tranche for financial year 2021/22 was expressed via the following 3 performance targets:

- 40% earnings per share (EPS),
- 50% METRO total shareholder return (METRO TSR),
- 10% sustainability component.

The **earnings per share performance target (EPS)** was generally calculated by comparing the achieved EPS with a target value set out at the start of the term. Positive and negative currency effects as well as separately reported transformation costs compared to the objective were neutralised in the EPS. Accordingly, for the measurement of the achievement of performance targets, the EPS reported in the consolidated financial statements was adjusted for currency effects as well as for special items/transformation costs.

The **METRO TSR performance target** reflected the external measurement of METRO on the capital market across the length of the term. It was determined by comparing the relative total shareholder return (TSR) of the METRO ordinary share to the MDAX and a comparison group of selected competitors.

The **performance achievement for the sustainability component** reflected compliance with METRO's social responsibility and rewarded compliance with economic and ecological criteria.

##### Performance cash plan for the Management Board

The annual performance cash plan tranches granted to the members of the Management Board in financial year 2021/22 had a 4-year term.

The performance cash plan was based on the achievement of 2 performance targets:

- 60% total shareholder return (TSR),
- 40% earnings per share (EPS).

The **TSR component** was based on the relative total shareholder return (TSR) of the METRO ordinary share compared to the MDAX and a defined peer group over the 3-year TSR performance period. If the lower barrier of entry or less was reached, the target achievement of the TSR component was 0.0; if it was outperformed by 5 percentage points, the factor was 1.0. The target achievement factor for intermediate values and up to 300% was calculated using linear interpolation or extrapolation.

The target achievement of the **EPS component** was determined by comparing the EPS achieved at the end of the 3-year EPS performance period with a target value defined before the start of the term. If the lower barrier of entry or less was reached, the target achievement of the EPS component was 0.0; if the defined 100% value was reached, the factor was 1.0. The target achievement factor for intermediate values and up to 300% was calculated using linear interpolation or extrapolation.

The resulting payout amount was capped at 250% of the individual target amount.

The performance period of the tranche 2021/22 ended in financial year 2024/25.

The expenses and income of the individual plans for managers and the Management Board for financial year 2024/25 are as follows:

Total income of €0.17 million (2023/24: €3 million) was recognised under the tranche 2021/22 of the Group Incentive Plan (GIP) which came due in financial year 2024/25 for the managers and has largely been paid out. For the Management Board a term of 4 years is foreseen for the tranches 2020/21 and 2021/22. The tranche 2020/21 was paid out in financial year 2024/25.

The remaining provisions for the performance cash plan (tranche 2021/22) were reversed in their entirety in financial year 2024/25 (income: €0.04 million).

#### **46. Corporate body emoluments pursuant to § 314 Section 1 No. 6 HGB**

##### **Remuneration of members of the Management Board in financial year 2024/25**

The total compensation of the members of the Management Board in financial year 2024/25 amounted to €8.6 million (2023/24: €9.0 million). Total compensation in financial year 2024/25 consists of the fixed salary, short-term incentives and other remuneration.

Furthermore, additions to provisions for non-share-based long-term variable remuneration (performance cash plan 2023) in the amount of €2.4 million (2023/24: €3.4 million) were recognised. The long-term variable remuneration runs over 4 years and is linked to the following targets: business transformation, free cash flow and sustainability. The non-share-based long-term variable remuneration (performance cash plan 2023) granted to the members of the Management Board in financial year 2024/25 is stated in the total remuneration at the end of the term of the respective tranche pursuant to GAS 17, as not all conditions have been met yet.

In financial year 2024/25, no credit lines were granted to members of the Management Board, nor were there any credit agreements from previous years.

##### **Total remuneration of former members of the Management Board**

The total compensation of the former members of the Management Board amounted to €0.2 million (2023/24: €6.2 million).

Apart from that, there are congruent, reinsured liabilities from pension provisions covered by life insurance contracts of €14.8 million towards former members of the Management Board.

##### **Remuneration of members of the Supervisory Board**

The total remuneration of all members of the Supervisory Board in financial year 2024/25 amounted to €2.5 million (2023/24: €2.4 million).

In financial year 2024/25, no credit lines were granted to members of the Supervisory Board, nor were there any credit agreements from previous years.

#### **47. Auditor's fees for the financial year pursuant to § 314 Section 1 No. 9 of the German Commercial Code (HGB)**

The auditor KPMG AG Wirtschaftsprüfungsgesellschaft invoiced total professional fees in the amount of €7.0 million for services rendered. €6.0 million of this amount was attributable to professional fees for the audit of the financial statements, €0.5 million to other assurance services and €0.5 million to other services. Only services that are consistent with the task of the auditor of the annual financial statements and consolidated financial statements of METRO AG were provided.

The fees for audit services provided by KPMG AG Wirtschaftsprüfungsgesellschaft relate to the audit of the consolidated financial statements and the Annual Financial Statements of METRO AG, including statutory mandate extensions, as well as the fees for the audits of IFRS group reporting packages of subsidiaries of METRO AG for inclusion in the METRO consolidated financial statements. In addition, audits of annual financial statements of subsidiaries under commercial law as well as reviews of interim financial statements were performed. Moreover, the fees for audit services include the fees for the audits of the IFRS group reporting package of METRO AG, including the subsidiaries, for the first-time inclusion in the consolidated financial statements of the EP Group.

Other assurance services relate to agreed audit procedures (compliance certificates, declaration of completeness in accordance with the German Packaging Ordinance), the issuing of a comfort letter and the audit of the sustainability statement.

Other services comprise services in connection with the introduction of a new ERP system.

28 November 2025

The Management Board

Dr Steffen Greubel

Guillaume Deruyter

Christiane Giesen

Eric Riegger

## RESPONSIBILITY STATEMENT OF THE LEGAL REPRESENTATIVES

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statements ensure a true and fair view of the asset, financial and earnings position of the group, and the combined management report includes a fair review of the development and performance of the business and the position of the group, together with a description of the significant opportunities and risks associated with the expected development of the group.

28 November 2025

The Management Board

Dr Steffen Greubel

Guillaume Deruyter

Christiane Giesen

Eric Riegger

# INDEPENDENT AUDITOR'S REPORT

To METRO AG, Düsseldorf

## Report on the Audit of the Consolidated Financial Statements and of the Combined Management Report

### Opinions

We have audited the consolidated financial statements of METRO AG, Düsseldorf, and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 30 September 2025, the consolidated income statement, the reconciliation from profit or loss to total comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year from 1 October 2024 to 30 September 2025, and notes to the consolidated financial statements, including significant information on the accounting policies. In addition, we have audited the management report of METRO AG and the Group (hereinafter "combined management report") for the financial year from 1 October 2024 to 30 September 2025.

In accordance with German legal requirements, we have not audited the content of those components of the combined management report specified in the "Other Information" section of our auditor's report.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying consolidated financial statements comply, in all material respects, with the IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) (hereinafter referred to as "IFRS Accounting Standards") as adopted by the EU, and the additional requirements of German commercial law pursuant to Section 315e (1) HGB [Handelsgesetzbuch: German Commercial Code] and, in compliance with these requirements, give a true and fair view of the assets, liabilities, and financial position of the Group as at 30 September 2025, and of its financial performance for the financial year from 1 October 2024 to 30 September 2025, and
- the accompanying combined management report as a whole provides an appropriate view of the Group's position. In all material respects, this combined management report is consistent with the consolidated financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our opinion on the combined management report does not cover the content of those components of the combined management report specified in the "Other Information" section of the auditor's report.

Pursuant to Section 322 (3) sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the consolidated financial statements and of the combined management report.

## Basis for the Opinions

We conducted our audit of the consolidated financial statements and of the combined management report in accordance with Section 317 HGB and the EU Audit Regulation No 537/2014 (referred to subsequently as "EU Audit Regulation"), and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined Management Report" section of our auditor's report. We are independent of the group entities in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2)(f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the consolidated financial statements and on the combined management report.

## Key Audit Matters in the Audit of the Consolidated Financial Statements

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the financial year from 1 October 2024 to 30 September 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

### ■ Impairment testing of goodwill

For the accounting policies applied, we refer to the disclosures in the notes in the section entitled "Notes to the group accounting principles and methods". Disclosures on the development of goodwill as well as impairment testing can be found in Note 16 to the consolidated financial statements. We also refer to Note 13 on impairment.

## THE FINANCIAL STATEMENT RISK

Goodwill in the amount of EUR 700 million was reported in the consolidated financial statements of METRO as at 30 September 2025. Goodwill is allocated pursuant to IAS 36 to groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. These units are the organisational units for each country for METRO.

The recognised goodwill is tested for impairment once a year as at 30 June and, if there are any indicators of impairment, also on an ad hoc basis.

For impairment testing, the carrying amount of the respective organisational unit including allocated goodwill is compared with its recoverable amount. If the carrying amount including allocated goodwill exceeds the recoverable amount, there is a need for impairment. The recoverable amount is the higher of fair value less costs to sell and value in use of the organisational unit. Fair value is measured according to the discounted cash flow method.

Impairment testing is complex and based on a range of assumptions that require judgement. This is based on cash flow planning, the starting point of which is the multi-year planning prepared by METRO. Future cash flows are discounted using the weighted discount rate of the respective organisational unit. The result of this impairment testing is heavily dependent upon estimates of the expected business and earnings performance of the organisational units as well as the estimated discount rate used and is therefore subject to considerable uncertainty.

In the consolidated financial statements as at 30 September 2025, goodwill of EUR 35 million attributable to the Pro à Pro cash-generating unit was fully impaired. The impairment is related to reduced sales revenue and earnings expectations and the associated lower expectations for future cash flows.

The Company's sensitivity analysis for one cash-generating unit indicated that a reasonably possible change in the discount rate or expected future cash flows would cause an impairment.

There is a risk for the financial statements that impairment losses are not recognised in the correct amount.

IAS 36 requires extensive disclosures in the notes to the financial statements, particularly also in terms of METRO's consideration of the potential sensitivity of material measurement assumptions and parameters. There is the risk that the disclosures in the notes are not complete and adequate.

## OUR AUDIT APPROACH

We evaluated how indicators of goodwill impairment are identified by METRO. To assess the annual impairment test, we made a risk-oriented, deliberate selection of the organisational units with goodwill.

For the selected organisational units, we assessed the appropriateness of the key assumptions and the calculation method of the Company with the involvement of our valuation specialists. To this end, we discussed and assessed the expected business and earnings development with regard to sales revenue and margin development in the detailed planning horizon with those responsible for planning. We also reconciled this information with internally available documents, such as monthly reports and strategic planning documentation, as well as the budget prepared by the Management Board and approved by the Supervisory Board. We additionally assessed the consistency of the assumptions by reconciling them with general and industry-specific market expectations.

In this regard, we also confirmed the appropriateness of METRO's budget process. As a result of the continuing uncertainties, METRO has prepared multi-year planning based on scenarios. Finally, we critically analysed previous adherence to budget on the basis of past target/actual deviations prepared by METRO.

To assess the methodically and mathematically correct implementation of the valuation method, we verified the Company's valuation using our own calculations and analysed deviations.

In view of the high sensitivity of the calculated fair values to changes in the discount rates or expected future cash flows, we analysed – taking into account country-specific particulars – the underlying assumptions and data of the discount rates and the expected future cash flows and assessed the calculation formula for computational and formal accuracy. Based on the sensitivity analyses carried out by METRO, we examined to what extent a reasonably possible change to the assumptions underlying the calculation could require recognising an impairment loss.

We also evaluated the completeness and adequacy of the disclosures in the notes to the consolidated financial statements pursuant to IAS 36. This also included an assessment of the appropriateness of disclosures in the notes according to IAS 36.134(f) on sensitivity in the event of a reasonably possible change in the key assumptions used for measurement.

## OUR OBSERVATIONS

The valuation model used for impairment testing is appropriate and in line with applicable IFRS accounting policies. The Company's assumptions and data used for measurement are within an appropriate range and are balanced. The disclosures made in the notes in this connection are appropriate.

### **■ Impairment testing of land, buildings and right-of-use assets**

For the accounting policies applied, we refer to the disclosures in the notes in the section entitled "Notes to the group accounting principles and methods". Disclosures on movements in property, plant and equipment are provided under Note 17 in the notes to the consolidated financial statements. We also refer to Note 13 in the notes on depreciation and impairment of non-current assets.

## THE FINANCIAL STATEMENT RISK

The consolidated financial statements of METRO as at 30 September 2025 report land and buildings with a carrying amount of EUR 2,224 million and right-of-use assets (according to IFRS 16) with a carrying amount of EUR 2,418 million, which includes EUR 2,175 million relating to land and buildings. In the reporting year, impairment losses amounting to EUR 16 million were recognised for land, buildings and right-of-use assets as well as reversals of impairment losses amounting to EUR 12 million.

In accordance with IAS 36, real estate and right-of-use assets must be tested for impairment if there are any indications of potential impairment. Operating performance and the real estate market, in particular, are relevant indicators for any potential impairment. Pursuant to IAS 36, the carrying amount of the affected cash-generating unit must be compared with the recoverable amount for impairment testing purposes. The recoverable amount of a cash-generating unit is the higher of its fair value less costs to sell and its value in use. METRO regularly carries out impairment tests based on fair value less costs to sell. The basis for measurement is the present value of the future cash flows of the respective cash-generating unit, which is determined using the discounted cash flow method.

Impairment testing is complex and based on a range of assumptions that require judgement. It is based on the cash flow planning of the cash-generating unit. Future cash flows are discounted using country-specific discount rates and discount and capitalisation rates specific to real estate. The result of impairment testing is heavily dependent on the estimate of future cash flows and market rent, as well as on the country-specific discount rates and the real estate-specific discounting and capitalisation rates used and, therefore, is subject to considerable uncertainty.

There is the risk that necessary impairment losses are not recognised in the correct amount or are recognised too late.

## OUR AUDIT APPROACH

We evaluated how indications of impairment of land, buildings and right-of-use assets are identified by METRO.

Our audit, which we carried out with the involvement of our own valuation experts, included, among others, assessing the appropriateness of the valuation method underlying the impairment testing, particularly in terms of the accounting policies used as well as formal and computational accuracy.

We also confirmed the appropriateness of the future cash flows and market rents used in the calculation, among others, by comparing this information with the current budget figures as well as through comparison with general and use-specific market data. In this regard, we also confirmed the appropriateness of METRO's budget process. As a result of the continuing uncertainties, METRO has prepared multi-year planning based on scenarios. We analysed previous adherence to the budget on the basis of past target/actual deviations prepared by METRO.

To assess the methodically and mathematically correct implementation of the valuation method, we verified the Company's calculation of real estate's fair value by using our own calculations and analysed deviations.

Furthermore, we evaluated the country-specific discount rates as well as the real estate-specific discount and capitalisation rates.

## OUR OBSERVATIONS

The indications of impairment of land, buildings and right-of-use assets were appropriately identified. The valuation method used for impairment testing is appropriate and in line with applicable accounting policies. The Company's assumptions and data used for measurement are appropriate and balanced.

## Consolidation of business activities in Russia

For the accounting policies applied, we refer to the disclosures in the notes in the section entitled "Notes to the group accounting principles and methods". Disclosures concerning the figures on Russian business activities can be found in the segment reporting in the notes.

### THE FINANCIAL STATEMENT RISK

The METRO Group has business units in Russia that contributed EUR 2,600 million to the consolidated sales revenue and EUR 135 million to adjusted Group EBITDA in financial year 2024/2025, as well as EUR 548 million to non-current segment assets as at 30 September 2025.

The aforementioned business activities are distributed across a total of five legal, fully consolidated entities. These are shown in the list of shareholdings, which is included as an appendix to the consolidated financial statements, as well as disclosed in the German Company Register [Unternehmensregister]. The business units are fully consolidated pursuant to IFRS 10.

The Company continuously checks whether the requirements for consolidation in compliance with IFRS 10 continue to be met. Among other things, due to the many sanctions and counter-sanctions in connection with the ongoing war in Ukraine, there are restrictions and difficulties in conducting transactions between the non-Russian parent company and the Russian subsidiaries, such as concerning the distribution of dividends. These restrictions and difficulties could impact the ability to exercise control over the Russian activities, which conflicts with consolidation within the meaning of IFRS 10. The assessment as to whether METRO has control over the decisive transactions and can influence the returns from the Russian business units is based on management's estimates.

There is the risk for the consolidated financial statements that the Russian business units are improperly consolidated.

### OUR AUDIT APPROACH

We first gained an understanding of METRO's process to assess control within the meaning of IFRS 10 and evaluated the Company's documentation with regard to further consolidation of the Russian business units.

We also questioned the Management Board as to what extent the operating activities in Russia are to be continued and supplemented these findings by inspecting committee minutes.

Moreover, we discussed to what extent the management of Russian activities by the Group continues to be possible and in what way restrictions have resulted for METRO.

With the involvement of our own specialists, we examined the existing sanctions and counter-sanctions for any relevant provisions that could affect METRO. We compared the results of this examination with the Company's own analyses.

Furthermore, we analysed the possibility of payments being made from and to Russia with regard to any restrictions and their potential relevance for the decision to consolidate entities.

In addition, we critically discussed our understanding with the component auditors of the Russian business units and, in doing so, drew on findings from the inspection of their working papers.

## OUR OBSERVATIONS

METRO's approach for assessing the requirements for consolidating the Russian business units is appropriate and in line with the applicable principles of IFRS. The assumptions made by management regarding consolidation of the Russian entities are appropriate.

### Other Information

The Management Board and/or the Supervisory Board are/is responsible for the other information. The other information comprises the following components of the combined management report, whose content was not audited:

- the combined non-financial statement for the Company and the Group ("sustainability report"), which is contained in Section 5 of the combined management report, and
- the corporate governance statement of the Company, which is contained in the "Corporate governance statement" Section 6 of the combined management report.

The other information also includes the remaining parts of the annual report. The other information does not include the consolidated financial statements, the combined management report information audited for content and our auditor's report thereon.

Our opinions on the consolidated financial statements and on the combined management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the combined management report information audited for content or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

In accordance with our engagement letter, we conducted a separate limited assurance engagement of the non-financial statement. Please refer to our assurance report dated 1 December 2025 for information on the nature, scope and findings of this assurance.

### Responsibilities of the Management Board and the Supervisory Board for the Consolidated Financial Statements and the Combined Management Report

The Management Board is responsible for the preparation of consolidated financial statements that comply, in all material respects, with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB and that the consolidated financial statements, in compliance with these requirements, give a true and fair view of the assets, liabilities, financial position, and financial performance of the Group. In addition, the Management Board is responsible for such internal control as they have determined necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the consolidated financial statements, the Management Board is responsible for assessing the Group's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

Furthermore, the Management Board is responsible for the preparation of the combined management report that, as a whole, provides an appropriate view of the Group's position and is, in all material respects,

consistent with the consolidated financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the Management Board is responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a combined management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the combined management report.

The Supervisory Board is responsible for overseeing the Group's financial reporting process for the preparation of the consolidated financial statements and of the combined management report.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements and of the Combined Management Report**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the combined management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the consolidated financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the consolidated financial statements and on the combined management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements and this combined management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements and of the combined management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit of the consolidated financial statements and of arrangements and measures relevant to the audit of the combined management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control or of these arrangements and measures.
- Evaluate the appropriateness of accounting policies used by the Management Board and the reasonableness of estimates made by the Management Board and related disclosures.
- Conclude on the appropriateness of the Management Board's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the consolidated financial statements and in the combined management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to be able to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements present the underlying transactions and events in a manner that the consolidated financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Group in compliance with IFRS Accounting Standards as adopted by the EU and the additional requirements of German commercial law pursuant to Section 315e (1) HGB.
- Plan and perform the audit of the consolidated financial statements to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business segments within the Group to provide a basis for our opinions on the consolidated financial statements and on the combined management report. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our opinions.
- Evaluate the consistency of the combined management report with the consolidated financial statements, its conformity with [German] law, and the view of the Group's position it provides.
- Perform audit procedures on the prospective information presented by the Management Board in the combined management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the Management Board as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken or safeguards applied to eliminate independence threats.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

## Other Legal and Regulatory Requirements

### Report on the Assurance on the Electronic Rendering of the Consolidated Financial Statements and the Combined Management Report Prepared for Publication Purposes in Accordance with Section 317 (3a) HGB

#### Assurance Opinion

We have performed assurance work in accordance with Section 317 (3a) HGB to obtain reasonable assurance about whether the rendering of the consolidated financial statements and the combined management report (hereinafter the "ESEF documents") contained in the electronic file „METRO-2025-09-30-0-de.xhtml“ (SHA256-Hashwert: 0b8646361857166f055a860cd09968d99095ff73cb8b31e8c95acfe1730e79b4) made available and

prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format ("ESEF format").

In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the consolidated financial statements and the combined management report into the ESEF format and therefore relates neither to the information contained in these renderings nor to any other information contained in the file identified above.

In our opinion, the rendering of the consolidated financial statements and the combined management report contained in the electronic file made available, identified above and prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinion on the accompanying consolidated financial statements and the accompanying combined management report for the financial year from 1 October 2024 to 30 September 2025 contained in the "Report on the Audit of the Consolidated Financial Statements and the Combined Management Report" above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the file identified above.

### **Basis for the Opinion**

We conducted our assurance work on the rendering of the consolidated financial statements and the combined management report contained in the file made available and identified above in accordance with Section 317 (3a) HGB and the IDW Assurance Standard: Assurance Work on the Electronic Rendering of Financial Statements and Management Reports Prepared for Publication Purposes in Accordance with Section 317 (3a) HGB (IDW AsS 410 (06.2022)) and the International Standard on Assurance Engagements 3000 (Revised)]. Our responsibility in accordance therewith is described in the "Responsibilities of the Auditor of the Consolidated Financial Statements for the ESEF documents" section. Our audit firm applies the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1 (09.2022)).

### **Responsibilities of the Management Board and the Supervisory Board for the ESEF documents**

The Company's Management Board is responsible for the preparation of the ESEF documents including the electronic rendering of the consolidated financial statements and the combined management report in accordance with Section 328 (1) sentence 4 item 1 HGB and for the tagging of the consolidated financial statements in accordance with Section 328 (1) sentence 4 item 2 HGB.

In addition, the Company's Management Board is responsible for such internal control that they have considered necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process of preparing the ESEF documents as part of the financial reporting process.

### **Responsibilities of the Auditor of the Consolidated Financial Statements for the ESEF documents**

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB. We exercise professional judgement and maintain professional scepticism throughout the assurance work. We also:

- Identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Section 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.

- Obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- Evaluate the technical validity of the ESEF documents, i.e. whether the file made available containing the ESEF documents meets the requirements of the Commission Delegated Regulation (EU) 2019/815, as amended as at the reporting date, on the technical specification for this electronic file.
- Evaluate whether the ESEF documents provide an XHTML rendering with content equivalent to the audited consolidated financial statements and the audited combined management report.
- Evaluate whether the tagging of the ESEF documents with Inline XBRL technology (iXBRL) in accordance with the requirements of Articles 4 and 6 of the Commission Delegated Regulation (EU) 2019/815, as amended as at the reporting date, enables an appropriate and complete machine-readable XBRL copy of the XHTML rendering.

### Further Information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor of the consolidated financial statements at the Annual General Meeting on 19 February 2025. We were engaged by the Supervisory Board on 19 February 2025. We have been the auditor of the consolidated financial statements of METRO AG without interruption since financial year 2016/2017.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the Audit Committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

### Other Matter – Use of the Auditor's Report

Our auditor's report must always be read together with the audited consolidated financial statements and the audited combined management report as well as the examined ESEF documents. The consolidated financial statements and combined management report converted to the ESEF format – including the versions to be entered in the German Company Register [Unternehmensregister] – are merely electronic renderings of the audited consolidated financial statements and the audited combined management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the examined ESEF documents made available in electronic form.

### German Public Auditor Responsible for the Engagement

The German Public Auditor responsible for the engagement is Michael Jessen.

Düsseldorf, 1 December 2025

KPMG AG

Wirtschaftsprüfungsgesellschaft

[Original German version signed by:]

Jessen  
Wirtschaftsprüfer  
[German Public Auditor]

Mehdi Zadegan  
Wirtschaftsprüferin  
[German Public Auditor]

# ASSURANCE REPORT OF THE INDEPENDENT GERMAN PUBLIC AUDITOR

## ON A LIMITED ASSURANCE ENGAGEMENT IN RELATION TO THE COMBINED NON-FINANCIAL STATEMENT INCLUDED IN THE COMBINED MANAGEMENT REPORT<sup>1</sup>

To the METRO AG, Düsseldorf

### Assurance Conclusion

We have conducted a limited assurance engagement on the *combined non-financial statement* of METRO AG, Düsseldorf for the financial year from October 1, 2024 to September 30, 2025, included in section "5 Sustainability Report" of the combined management report, prepared to fulfil the requirements of Sections 315b and 315c of the HGB for a consolidated non-financial statement and Sections 289b to 289e of the HGB for a non-financial statement of the company, including the information contained in this combined non-financial statement to fulfill the requirements of Article 8 of Regulation (EU) 2020/852 (hereinafter the "consolidated non-financial reporting").

Based on the procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the accompanying consolidated non-financial reporting for the financial year from October 1, 2024 to September 30, 2025 is not prepared, in all material respects, in accordance with Sections 315b and 315c HGB for a consolidated non-financial statement and Sections 289b to 289e of the HGB for a non-financial statement of the company, the requirements of Article 8 of Regulation (EU) 2020/852 and the supplementary criteria presented by the executive directors of the Company.

### Basis for the Assurance Conclusion

We conducted our assurance engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised): Assurance Engagements Other Than Audits or Reviews of Historical Financial Information issued by the International Auditing and Assurance Standards Board (IAASB).

The procedures in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained is

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<sup>1</sup> Our engagement applied to the German version of the Consolidated Sustainability Statement. This text is a translation of the Assurance report of the independent German Public Auditor issued in the German language, whereas the German text is authoritative.

substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

Our responsibilities under ISAE 3000 (Revised) are further described in the section “German Public Auditor’s Responsibilities for the Assurance Engagement on the consolidated non-financial reporting”.

We are independent of the entity in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. Our audit firm has applied the requirements for a system of quality control as set forth in the IDW Quality Management Standard issued by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW): Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09.2022 and International Standard on Quality Management (ISQM) 1 issued by the IAASB. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our assurance conclusion.

### **Emphasis of Matter – Principles for the preparation of the consolidated non-financial reporting**

Without modifying our assurance conclusion, we refer to the disclosures in the consolidated non-financial reporting, which describe the principles for the preparation of the consolidated non-financial reporting. Accordingly, the Company has applied the European Sustainability Reporting Standards (ESRS) to the extent specified in Section „Introduction“ of the consolidated non-financial reporting.

### **Responsibilities of the Executive Directors and the Supervisory Board for the consolidated non-financial reporting**

The executive directors are responsible for the preparation of the consolidated non-financial reporting in accordance with the applicable German legal and other European requirements as well as with the supplementary criteria presented by the executive directors of the Company and for designing, implementing and maintaining such internal control that they have considered necessary to enable the preparation of a consolidated non-financial reporting in accordance with these requirements that is free from material misstatement, whether due to fraud (i.e., fraudulent sustainability reporting in the consolidated non-financial reporting) or error.

This responsibility of the executive directors includes establishing and maintaining the materiality assessment process, selecting and applying appropriate reporting policies for preparing the consolidated non-financial reporting, as well as making assumptions and estimates and ascertaining forward-looking information for individual sustainability-related disclosures.

The Supervisory Board is responsible for overseeing the process for the preparation of the consolidated non-financial reporting.

### **Inherent Limitations in Preparing the consolidated non-financial reporting**

The CSRD and the applicable German legal and other European requirements contain wording and terms that are subject to considerable interpretation uncertainties and for which no authoritative, comprehensive interpretations have yet been published. As such wording and terms may be interpreted differently by regulators or courts, the legality of measurements or evaluations of sustainability matters based on these interpretations is uncertain. As further set forth in section „Disclosures in relation to specific circumstances (BP-2)“ of the consolidated non-financial reporting, the quantification of the non-financial performance indicators of Scope 3 Emissions, which are connected to the upstream and downstream value chain, the indicators to food waste, to recordable work-related accidents as well as the non-financial indicators of the incentive schemes are also subject to inherent uncertainties due to the high degree of determination and/or measurement uncertainty.

These inherent limitations also affect the assurance engagement on the consolidated non-financial reporting.

## German Public Auditor's Responsibilities for the Assurance Engagement on the consolidated non-financial reporting

Our objective is to express a limited assurance conclusion, based on the assurance engagement we have conducted, on whether any matters have come to our attention that cause us to believe that the consolidated non-financial reporting has not been prepared, in all material respects, in accordance with the applicable German legal and other European requirements and the supplementary criteria presented by the company's executive directors, and to issue an assurance report that includes our assurance conclusion on the consolidated non-financial reporting.

As part of a limited assurance engagement in accordance with ISAE 3000 (Revised), we exercise professional judgment and maintain professional skepticism. We also:

- obtain an understanding of the process used to prepare the consolidated non-financial reporting, including the materiality assessment process carried out by the entity to identify the disclosures to be reported in the consolidated non-financial reporting.
- identify disclosures where a material misstatement due to fraud or error is likely to arise, design and perform procedures to address these disclosures and obtain limited assurance to support the assurance conclusion. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control. In addition, the risk of not detecting a material misstatement in information obtained from sources not within the entity's control (value chain information) is ordinarily higher than the risk of not detecting a material misstatement in information obtained from sources within the entity's control, as both the entity's executive directors and we as practitioners are ordinarily subject to restrictions on direct access to the sources of the value chain information.
- consider the forward-looking information, including the appropriateness of the underlying assumptions. There is a substantial unavoidable risk that future events will differ materially from the forward-looking information.

## Summary of the Procedures Performed by the German Public Auditor

A limited assurance engagement involves the performance of procedures to obtain evidence about the sustainability information. The nature, timing and extent of the selected procedures are subject to our professional judgment.

In performing our limited assurance engagement, we:

- evaluated the suitability of the criteria as a whole presented by the executive directors in the consolidated non-financial reporting
- inquired of the executive directors and relevant employees involved in the preparation of the consolidated non-financial reporting about the preparation process, including the materiality assessment process carried out by the entity to identify the disclosures to be reported in the consolidated non-financial reporting, and about the internal controls relating to this process
- evaluated the reporting policies used by the executive directors to prepare the consolidated non-financial reporting
- evaluated the reasonableness of the estimates and related information provided by the executive directors. If, in accordance with the ESRS, the executive directors estimate the value chain information to be reported for a case in which the executive directors are unable to obtain the information from the value chain despite making reasonable efforts, our assurance engagement is limited to evaluating whether the executive directors have undertaken these estimates in accordance with the ESRS and assessing the reasonableness of these estimates, but does not include identifying information in the value chain that the executive directors were unable to obtain

- performed analytical procedures and made inquiries in relation to selected information in the consolidated non-financial reporting
- conducted site visits
- considered the presentation of the information in the consolidated non-financial reporting
- considered the process for identifying taxonomy-eligible and taxonomy-aligned economic activities and the corresponding disclosures in the consolidated non-financial reporting].

### **Restriction of Use / Clause on General Engagement Terms**

This assurance report is solely addressed to METRO AG.

The engagement, in the performance of which we have provided the services described above on behalf of METRO AG, was carried out on the basis of the General Engagement Terms for Wirtschaftsprüferinnen, Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften (Allgemeine Auftragsbedingungen für Wirtschaftsprüferinnen, Wirtschaftsprüfer und Wirtschaftsprüfungsgesellschaften) dated as of January 1, 2024 ([www.kpmg.de/AAB\\_2024](http://www.kpmg.de/AAB_2024)). By taking note of and using the information as contained in our report each recipient confirms to have taken note of the terms and conditions stipulated in the aforementioned General Engagement Terms (including the liability limitations to EUR 4 million specified in item No. 9 included therein) and acknowledges their validity in relation to us.

Düsseldorf, 1 December 2025

KPMG AG  
Wirtschaftsprüfungsgesellschaft

Mund  
Wirtschaftsprüferin  
[German Public Auditor]

Hermanns  
Wirtschaftsprüferin  
[German Public Auditor]

# INFORMATION

## FINANCIAL CALENDAR 2025/26

Annual General Meeting 2026	5 March 2026
Half-year financial report H1/Q2 2025/26	6 May 2026

## INFORMATION

METRO AG  
Metro-Straße 1  
40235 Düsseldorf, Germany  
T +49 211 6886-0

presse@metro.de  
investorrelations@metro.de

METRO on the internet  
[www.metroag.de/en](http://www.metroag.de/en)

### Photography

Hartmut Nägele: cover  
Henning Ross: pp. 8, 9  
Mario Shumanov: p. 10

### Photo credits

METRO AG

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