

POWER OF ATTORNEY

The undersigned, _____ (name / corporate name), residing at

_____ (address / registered

office), holder of _____ (number) Class A/B shares in **Metro International S.A.**, a Luxembourg public limited liability company (*société anonyme*) with registered office at 2-4, avenue Marie-Thérèse, L-2132 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register under number B 73.790 ("**Metro**") hereby gives special power of attorney, with full power of substitution, to:

_____ (the "**Attorney**"), at the occasion of the annual general meeting of the shareholders of Metro (the "**AGM**"), to be held on 27 May 2010 at 10.00 a.m. CET at 7, avenue J.P. Pescatore, L-2324 Luxembourg, or on any other date or at any other time or location should the AGM be reconvened,

in order for the Attorney to individually under her/his sole signature represent the undersigned at the AGM with its agenda, and to vote as indicated in the table below.

Agenda items	Voting instructions to the Attorney		
	By ticking this box, the undersigned authorises the Attorney to vote on all the items of the agenda of the AGM as she/he considers appropriate <div style="text-align: center;"><input type="checkbox"/></div> Otherwise please tick the boxes below as appropriate (with reference to proposals from the Nomination Committee or the Board of Directors, as specified in the convening notice)		
	Vote in favour	Vote against	Abstain from voting

Agenda of the AGM

1. Appointment of Chairman of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Presentation of the reports of the board of directors of Metro and of the external auditor of Metro on (i) the annual accounts of Metro for the financial year ended 31 December 2009 and (ii) the consolidated annual accounts for the financial year ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Approval of the annual accounts and the consolidated accounts for the financial year ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Allocation of the results as of 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Discharge of the liability of the members of the board of directors of Metro for, and in connection with, the financial year ended 31 December 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of the members of the board of directors of Metro.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Appointment of the external auditor of Metro.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Determination of the directors' fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of the procedure for the Nomination Committee of Metro.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of Guidelines on Remuneration for Senior Executives.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Acknowledgement and ratification to the extent necessary of the termination of two Metro share option plans.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Miscellaneous.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And there, for and on behalf of the undersigned:

- To vote and take in the name and on behalf of the undersigned, all the resolutions with respect to the above agendas, and to take any other resolutions which might be considered useful or necessary.
- In general to do and perform any and all acts and deeds which may be necessary or useful in the accomplishment of the present power of attorney.

The undersigned authorises and empowers the Attorney to sign all deeds and documents or do all acts necessary or useful in respect of the performance of this power of attorney even though not especially indicated promising to ratify such acts and signatures if need be under this power of attorney which shall be irrevocable for a period ending on 30 September 2010.

This power of attorney is governed by, and shall be construed in accordance with, Luxembourg law. The courts of the district of Luxembourg City shall have exclusive jurisdiction to hear any dispute or controversy arising out of or in connection with this power of attorney.

Given in _____ (place), on May ___ 2010
