
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 extraordinary general meeting of the shareholders of Metro (the "**EGM**") and of the ordinary general meeting of the shareholders of Metro (the "**OGM**"), to be held on 30 September 2009 at 11.00 a.m. CET at 7, avenue J.P. Pescatore, L-2324 Luxembourg, Grand Duchy of Luxembourg, or on any other date or at any other time or location should the EGM and/or OGM be reconvened,

in order for the Attorney to individually under her/his sole signature represent the undersigned at the EGM and the OGM with their respective agendas, 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 agendas of the EGM and OGM as she/he considers appropriate <div style="text-align: center;"><input type="checkbox"/></div> Otherwise please tick the boxes below as appropriate		
	Vote in favour	Vote against	Abstain from voting

Agenda of the EGM

The EGM which will be held on 30 September 2009 at 11.00 a.m. CET at 7, avenue J.P. Pescatore, L-2324 Luxembourg, Grand Duchy of Luxembourg, in front of a Luxembourg public notary, in order to amend the articles of association of Metro (the "**Articles**"), and with the following agenda:

<p>1. Decision to amend and restate the first paragraph of article 15 of the Articles (Annual General Meetings) in order to set the date and time of holding of the annual general meeting of the Company to the last Thursday of May of each year at 10.00 a.m. so that the first paragraph of article 15 of the Articles shall read as follows:</p> <p><i>"Article 15. Annual General Meetings (first paragraph) - The annual general meeting shall be held at the registered office of the Company or at such other place as may be specified in the notice convening the meeting on the last Thursday of May of each year at 10.00 a.m."</i></p>	□	□	□
<p>2. Acknowledgment and acceptance of the issuance, as of 22 July 2009, of 98,320 Class A Shares and 98,320 Class B Shares by incorporation of reserves within the framework of the authorized share capital of the Company to the directors of the Company in execution of the decision of the annual general meeting of the shareholders held on 27 May 2008.</p>	□	□	□

Agenda of the OGM

The OGM will be held on 30 September 2009, immediately after the EGM, at 7, avenue J.P. Pescatore L-2324 Luxembourg, Grand Duchy of Luxembourg, with the following agenda:

<p>1. Decision to approve a new long-term incentive program (the "LTIP") proposed by the board of directors of the Company, the details of which are as follows:</p> <ul style="list-style-type: none"> ➤ Metro intends to launch a new LTIP in order to retain and motivate selected key individuals within the organization; ➤ Pursuant to the LTIP, eligible participants to the LTIP will be invited to invest a percentage of their base salary in fully paid A Shares or B Shares in the capital of the Company and to that end, will be granted a number of options to acquire such fully paid A Shares or B Shares in the capital of the 	□	□	□
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<p>Company;</p> <ul style="list-style-type: none"> ➤ Categories of people that are covered by the LTIP proposal: 13 selected executives of Metro (including the CEO, the CFO, Executive Vice Presidents, and other senior management roles); ➤ Volumes of the shares that will be issued: The number of shares to be issued will depend on the percentage of base salary invested and the achievement of the performance targets. The total number of contemplated shares to be issued should range between zero to 7,644,220; ➤ Subscription price: The subscription price will be calculated on the basis of the average share price over the five trading days prior to the date of investment/date of the award of the options. The date of investment is the date on which an individual investment is made. The investment date will be early in each plan cycle. The performance period in respect of each award will commence at the start of the financial year in which the investment is made, with the first performance period starting in January 2010; ➤ Vesting: In order for options to vest, the three-year average earning before interest and tax (EBIT) margin and the absolute total shareholder return (TSR) performance targets must be achieved. Performance against financial targets will be measured over a three year period; ➤ Dilution effects: dilution impact on the total share capital and voting powers will depend on the percentage of base salary invested and the achievement of the performance targets. The dilution impact on the total share capital will range between zero to 1.45%; ➤ It is envisaged that there will be no costs to be incurred in regards to the ongoing maintenance of the program, however approximately €120,000 has been incurred to date in regards to external advisors engaged for the preparation of the program. In addition to this amount, social charges costs will arise. However, as the social charges 			
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<p>costs will depend on the value of the matching shares at the time of issuance and furthermore on where the participants are resident at the time of allotment of the matching shares, they cannot be calculated at this stage;</p> <ul style="list-style-type: none"> ➤ All shares issued as a part of the LTIP will be issued in voting Class A Shares of the Company and non-voting Class B Shares of the Company in a proportion of 50/50 and so that at no point in time shall there be more Class B Shares issued than Class A Shares; ➤ The shares to be issued pursuant to the LTIP shall be issued within the framework of the authorized capital clause contained in the articles of association of the Company and may be issued against payment in cash or in kind, by contribution of claims, by capitalization of reserves or in any other manner determined by the board of directors within the framework of the authorized capital clause. <p>The LTIP proposal has been prepared by the Remuneration Committee, on behalf of the Board of Directors of the Company upon advise obtained from Mercer Limited.</p>			
<p>Two long-term incentive plans have already been put in place and approved by the Shareholders of the Company, the details of which were as follows:</p> <p>First long-term incentive plan:</p> <p><i>"The awards provide for the granting of additional 826,000 new Class A share options and additional 826,000 new Class B share options to leading executives of the company upon achievement of predetermined goals, vesting over three years in equal amounts. The options are price at SEK 17.80 per Class A Share and SEK 18.26 per Class B Share, equivalent to a 10% premium on the average closing trading price of each class of share on the Stockholm Stock Exchange over the 5-day period ending 11 February 2005."</i></p>		<p>No vote is required on these items which are just for information</p>	

<p>Second long-term incentive plan:</p> <p><i>" The awards provide for the granting of options to 18 executives in the Metro group to subscribe for a total of 826,000 new class A shares and 826,000 new class B shares. The strike price of the options are SEK 17.80 per A share and SEK 18.26 per B share, equivalent to a 10 percent premium on the average closing trading price of each class of share over the five day period ending 11 February, 2005. The options have been granted in an equal proportion of A and B shares to each participant and will be exercisable in equal amount after one, two and three years from the date of grant."</i></p>			
<p>2. Miscellaneous.</p>	<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 December 2009.

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 September ____ 2009
