



## PRESS RELEASE

### METRO INCREASED ITS ADJUSTED NET EARNINGS PER SHARE<sup>(1)</sup> BY 11.4% IN THE FOURTH QUARTER OF 2011

(Montreal, November 16, 2011) – METRO INC. (TSX: MRU.A) announced its results today for the fourth quarter and fiscal year ended September 24, 2011.

#### 2011 FOURTH QUARTER HIGHLIGHTS

- Sales of \$2,656.7 million, up 3.8%
- Same-store sales up 3.2%
- Adjusted net earnings<sup>(1)</sup> of \$100.4 million, up 7.5%
- Adjusted fully diluted net earnings per share<sup>(1)</sup> of \$0.98, up 11.4%
- Declared dividend of \$0.1925 per share, up 13.2%
- Non-recurring closure costs of \$20.2 million

#### FISCAL 2011 HIGHLIGHTS

- Sales of \$11,430.6 million, up 0.8%
- Adjusted net earnings<sup>(1)</sup> of \$400.6 million, up 4.8%
- Adjusted fully diluted net earnings per share<sup>(1)</sup> of \$3.87, up 8.7%
- Repurchase of over 4 million shares

#### 12 WEEKS / FISCAL YEAR

<i>(Millions of dollars, except net earnings per share/EPS)</i>	2011	%	2010	%	Change (%)
Sales	2,656.7	100.0	2,559.9	100.0	3.8
EBITDA <sup>(1)</sup>	172.7	6.5	185.6	7.3	(7.0)
Adjusted EBITDA <sup>(1)</sup>	192.9	7.3	185.6	7.3	3.9
Net earnings	86.1	3.2	93.4	3.6	(7.8)
Adjusted net earnings <sup>(1)</sup>	100.4	3.8	93.4	3.6	7.5
Fully diluted EPS	0.84	–	0.88	–	(4.5)
Adjusted fully diluted EPS <sup>(1)</sup>	0.98	–	0.88	–	11.4

#### FISCAL YEAR

<i>(Millions of dollars, except net earnings per share/EPS)</i>	2011	%	2010	%	Change (%)
Sales	11,430.6	100.0	11,342.9	100.0	0.8
EBITDA <sup>(1)</sup>	773.4	6.8	787.0	6.9	(1.7)
Adjusted EBITDA <sup>(1)</sup>	793.6	6.9	787.9	6.9	0.7
Net earnings	386.3	3.4	391.8	3.5	(1.4)
Adjusted net earnings <sup>(1)</sup>	400.6	3.5	382.4	3.4	4.8
Fully diluted EPS	3.73	–	3.65	–	2.2
Adjusted fully diluted EPS <sup>(1)</sup>	3.87	–	3.56	–	8.7

<sup>(1)</sup> See section on “Non-GAAP measurements”

<sup>(2)</sup> See section on “Forward-looking information”



## PRESIDENT'S MESSAGE

*"We are pleased with our fourth quarter results, recording our strongest sales and adjusted net earnings<sup>(1)</sup> growth of fiscal 2011 in a market that remains very competitive. We are also happy to have formed a partnership this fall with Marché Adonis and its distributor Phoenicia Products, which will allow<sup>(2)</sup> us to better develop the growing ethnic food market. We are confident that our customer-focussed strategies along with our merchandising and cost control programs will enable<sup>(2)</sup> our continued growth in the coming year,"* stated Eric R. La Flèche, President and Chief Executive Officer.

## PRESS RELEASE

This press release sets out the financial position and consolidated results of METRO INC. on September 24, 2011. It should be read in conjunction with the unaudited interim consolidated financial statements and accompanying notes in this press release as well as the consolidated financial statements for the fiscal year ended September 25, 2010 and related notes and MD&A presented in the Company's 2010 Annual Report. This press release is based upon information as at November 4, 2011 unless otherwise stated.

## SALES

2011 fourth quarter sales reached \$2,656.7 million compared to \$2,559.9 million last year, an increase of 3.8%, while same store sales were up 3.2%. This fourth quarter sales growth is the result of our teams' strong execution in a highly promotional environment and reflects our food basket's modest inflation which was lower however than Statistics Canada's inflation index. The impact of lower drug pricing was less significant in the fourth quarter than in the first three quarters.

Sales for fiscal 2011 reached \$11,430.6 million, up 0.8% from \$11,342.9 million last year. Fiscal 2011 sales were affected by lower drug pricing following the expiry of important drug patents and new generic drug legislation in Quebec and Ontario, food price deflation in the first half of the year owing mainly to a high penetration of promotional sales, and modest inflation of our food basket in the second half of the year.

## EARNINGS BEFORE FINANCIAL COSTS, TAXES, DEPRECIATION AND AMORTIZATION (EBITDA)<sup>(1)</sup>

Fourth quarter EBITDA<sup>(1)</sup> in 2011 reached \$172.7 million, versus \$185.6 million for the same quarter last year. Excluding closure costs of \$20.2 million recorded in 2011, adjusted fourth quarter EBITDA<sup>(1)</sup> represented 7.3% of sales.

EBITDA<sup>(1)</sup> for fiscal 2011 was \$773.4 million versus \$787.0 million last year. Excluding closure costs of \$20.2 million before taxes recorded in fiscal 2011 and banner conversion costs of \$0.9 million before taxes recorded in 2010, adjusted EBITDA<sup>(1)</sup> for each of these fiscal years represented 6.9% of sales.

In the fourth quarter of 2011, we closed our meat processing plant in Montreal and a grocery warehouse in Toronto to improve operational efficiency. Closure costs were \$20.2 million before taxes. Our 2011 fourth quarter and fiscal year gross margins were 17.9% and 18.3% of sales respectively, compared with 18.3% for the 2010 corresponding quarter and fiscal year.

Our share of earnings from our investment in Alimentation Couche-Tard for the 2011 fourth quarter and fiscal year was \$15.2 million and \$42.6 million respectively, versus \$15.1 million and \$40.4 million for the corresponding periods of fiscal 2010. Excluding non-recurring items as well as our share of earnings from our investment in Alimentation Couche-Tard, our adjusted EBITDA<sup>(1)</sup> for the 2011 fourth quarter and fiscal year were \$177.7 million and \$751.0 million respectively or 6.7% and 6.6% of sales versus \$170.5 million or 6.7% of sales for the fourth quarter of 2010 and \$747.5 million or 6.6% of sales for fiscal 2010.

<sup>(1)</sup> See section on "Non-GAAP measurements"

<sup>(2)</sup> See section on "Forward-looking information"

EBITDA<sup>(1)</sup> adjustments

<i>(Millions of dollars, unless otherwise indicated)</i>	12 weeks / Fiscal Year					
	2011			2010		
	EBITDA	Sales	EBITDA/ Sales (%)	EBITDA	Sales	EBITDA/ Sales (%)
EBITDA	172.7	2,656.7	6.5	185.6	2,559.9	7.3
Closure costs	20.2	—		—	—	
Adjusted EBITDA	192.9	2,656.7	7.3	185.6	2,559.9	7.3
Share of earnings from our investment in Alimentation Couche-Tard	(15.2)	—		(15.1)	—	
Adjusted EBITDA excluding share of earnings	177.7	2,656.7	6.7	170.5	2,559.9	6.7

<i>(Millions of dollars, unless otherwise indicated)</i>	Fiscal Year					
	2011			2010		
	EBITDA	Sales	EBITDA/ Sales (%)	EBITDA	Sales	EBITDA/ Sales (%)
EBITDA	773.4	11,430.6	6.8	787.0	11,342.9	6.9
Banner conversion costs	—	—		0.9	—	
Closure costs	20.2	—		—	—	
Adjusted EBITDA	793.6	11,430.6	6.9	787.9	11,342.9	6.9
Share of earnings from our investment in Alimentation Couche-Tard	(42.6)	—		(40.4)	—	
Adjusted EBITDA excluding share of earnings	751.0	11,430.6	6.6	747.5	11,342.9	6.6

**DEPRECIATION AND AMORTIZATION AND FINANCIAL COSTS**

Depreciation and amortization expenses for the fourth quarter and fiscal 2011 amounted to \$45.0 million and \$195.2 million respectively compared to \$45.3 million and \$201.2 million for the corresponding periods last year. Fourth quarter financial costs totalled \$9.4 million in 2011 against \$9.5 million last year, while financial costs for fiscal 2011 totalled \$41.5 million versus \$44.7 million last year. Interest rates for fiscal 2011 averaged 4.2% versus 4.0% last year.

**INCOME TAXES**

The 2011 fourth quarter and fiscal 2011 income tax expenses of \$32.2 million and \$150.4 million represented effective tax rates of 27.2% and 28.0% respectively. In 2010, the fourth quarter and fiscal year income tax expenses of \$37.4 million and \$149.3 million represented effective tax rates of 28.6% and 27.6% respectively. In the first quarter of 2010, we benefited from a \$10.0 million reduction in our net future income tax liabilities and income tax expenses. Excluding this reduction, our effective tax rate for 2010 was 29.4%.

**NET EARNINGS**

The 2011 fourth quarter net earnings were \$86.1 million compared to \$93.4 million for the corresponding quarter last year. Fully diluted net earnings per share were \$0.84 versus \$0.88 last year. Excluding non-recurring closure costs of \$20.2 million before taxes recorded in the fourth quarter of 2011, our adjusted net earnings<sup>(1)</sup> were \$100.4 million, a 7.5% increase over fiscal 2010, and our adjusted fully diluted net earnings per share<sup>(1)</sup> were \$0.98, up 11.4%.

<sup>(1)</sup> See section on "Non-GAAP measurements"

<sup>(2)</sup> See section on "Forward-looking information"



Net earnings for fiscal 2011 reached \$386.3 million versus \$391.8 million last year. Excluding closure costs of \$20.2 million before taxes recorded in fiscal 2011 and banner conversion costs of \$0.9 million before taxes recorded in 2010 as well as the income tax expense decrease of \$10.0 million in 2010, adjusted net earnings<sup>(1)</sup> for fiscal 2011 were \$400.6 million, up 4.8% from the \$382.4 million for fiscal 2010. Adjusted fully diluted net earnings per share<sup>(1)</sup> were \$3.87 up 8.7% from \$3.56 last year.

Net earnings adjustments

	2011		12 weeks / Fiscal Year		Change (%)	
	<i>(Millions of dollars)</i>	<b>Fully diluted EPS (Dollars)</b>	<i>(Millions of dollars)</i>	Fully diluted EPS (Dollars)	Net earnings	Fully diluted EPS
Net earnings	<b>86.1</b>	<b>0.84</b>	93.4	0.88	(7.8)	(4.5)
Closure costs after taxes	<b>14.3</b>	<b>0.14</b>	—	—		
Adjusted net earnings <sup>(1)</sup>	<b>100.4</b>	<b>0.98</b>	93.4	0.88	7.5	11.4

	2011		Fiscal Year		Change (%)	
	<i>(Millions of dollars)</i>	<b>Fully diluted EPS (Dollars)</b>	<i>(Millions of dollars)</i>	Fully diluted EPS (Dollars)	Net earnings	Fully diluted EPS
Net earnings	<b>386.3</b>	<b>3.73</b>	391.8	3.65	(1.4)	2.2
Closure costs after taxes	<b>14.3</b>	<b>0.14</b>	—	—		
Banner conversion costs after taxes	—	—	0.6	—		
Decrease in tax expense	—	—	(10.0)	(0.09)		
Adjusted net earnings <sup>(1)</sup>	<b>400.6</b>	<b>3.87</b>	382.4	3.56	4.8	8.7

<sup>(1)</sup> See section on "Non-GAAP measurements"

<sup>(2)</sup> See section on "Forward-looking information"



## QUARTERLY HIGHLIGHTS

(Millions of dollars, unless otherwise indicated)

	2011	2010	Change (%)
<b>Sales</b>			
Q1 <sup>(3)</sup>	2,631.9	2,645.0	(0.5)
Q2 <sup>(3)</sup>	2,565.7	2,576.7	(0.4)
Q3 <sup>(4)</sup>	3,576.3	3,561.3	0.4
Q4 <sup>(3)</sup>	2,656.7	2,559.9	3.8
Fiscal Year	11,430.6	11,342.9	0.8
<b>Net earnings</b>			
Q1 <sup>(3)</sup>	92.0	98.1	(6.2)
Q2 <sup>(3)</sup>	83.3	80.3	3.7
Q3 <sup>(4)</sup>	124.9	120.0	4.1
Q4 <sup>(3)</sup>	86.1	93.4	(7.8)
Fiscal Year	386.3	391.8	(1.4)
<b>Adjusted net earnings<sup>(1)</sup></b>			
Q1 <sup>(3)</sup>	92.0	88.7	3.7
Q2 <sup>(3)</sup>	83.3	80.3	3.7
Q3 <sup>(4)</sup>	124.9	120.0	4.1
Q4 <sup>(3)</sup>	100.4	93.4	7.5
Fiscal Year	400.6	382.4	4.8
<b>Fully diluted net earnings per share (Dollars)</b>			
Q1 <sup>(3)</sup>	0.88	0.91	(3.3)
Q2 <sup>(3)</sup>	0.80	0.74	8.1
Q3 <sup>(4)</sup>	1.21	1.12	8.0
Q4 <sup>(3)</sup>	0.84	0.88	(4.5)
Fiscal Year	3.73	3.65	2.2
<b>Adjusted fully diluted net earnings per share<sup>(1)</sup> (Dollars)</b>			
Q1 <sup>(3)</sup>	0.88	0.82	7.3
Q2 <sup>(3)</sup>	0.80	0.74	8.1
Q3 <sup>(4)</sup>	1.21	1.12	8.0
Q4 <sup>(3)</sup>	0.98	0.88	11.4
Fiscal Year	3.87	3.56	8.7

<sup>(3)</sup> 12 weeks

<sup>(4)</sup> 16 weeks

First and second quarter sales for 2011 reached \$2,631.9 million and \$2,565.7 million respectively, down 0.5% and 0.4% respectively from \$2,645.0 million and \$2,576.7 million for the corresponding periods last year. First quarter same store sales in 2011 were flat, while second quarter same store sales were up 0.2% over those for 2010. Sales were impacted by our food basket's deflation in the first half of fiscal 2011 due mainly to increased competition and a higher penetration of promotional sales, as well as lower drug pricing following the expiry of important drug patents and the new generic drug legislation in Quebec and Ontario.

Third quarter sales for 2011 reached \$3,576.3 million, up 0.4% from \$3,561.3 million for the same period last year. Same store sales were up 0.5%. Sales continued to be impacted by a higher penetration of promotional sales and lower drug pricing. Our food basket saw modest inflation in the third quarter of 2011.

Fourth quarter sales for 2011 reached \$2,656.7 million, up 3.8% from \$2,559.9 million last year while same store sales were up 3.2%. This fourth quarter sales growth is the result of our teams' strong execution in a highly promotional environment and reflects our food basket's modest inflation which was lower however than Statistics Canada's inflation index. The impact of lower drug pricing was less significant in the fourth quarter than in the first three quarters.

<sup>(1)</sup> See section on "Non-GAAP measurements"

<sup>(2)</sup> See section on "Forward-looking information"



Net earnings for the first quarter of 2011 were \$92.0 million, down 6.2% from \$98.1 million last year. Fully diluted net earnings per share were \$0.88 compared to \$0.91 in 2010, down 3.3%. However, excluding banner conversion costs of \$0.9 million before taxes and the income tax expense decrease of \$10.0 million recorded in the first quarter of 2010, 2011 first quarter adjusted net earnings<sup>(1)</sup> and adjusted fully diluted net earnings per share<sup>(1)</sup> were up 3.7% and 7.3% respectively.

Net earnings for the second and third quarters of 2011 were \$83.3 million and \$124.9 million respectively, up 3.7% and 4.1% respectively from \$80.3 million and \$120.0 million for the corresponding periods last year. Fully diluted net earnings per share for the second and third quarters of 2011 were \$0.80 and \$1.21 respectively, up 8.1% and 8.0% respectively from \$0.74 and \$1.12 for the same quarters last year.

Net earnings for the fourth quarter of 2011 were \$86.1 million versus \$93.4 million for the corresponding quarter of 2010. Fully diluted net earnings per share were \$0.84 versus \$0.88 last year. Excluding non-recurring closure costs of \$20.2 million before taxes recorded in the fourth quarter of 2011, adjusted net earnings<sup>(1)</sup> and adjusted fully diluted net earnings per share<sup>(1)</sup> were up 7.5% and 11.4% respectively over those for fourth quarter of 2010.

<i>(Millions of dollars)</i>	2011					2010				
	Q1	Q2	Q3	Q4	Fiscal	Q1	Q2	Q3	Q4	Fiscal
Net earnings	92.0	83.3	124.9	86.1	386.3	98.1	80.3	120.0	93.4	391.8
Banner conversion costs after taxes	—	—	—	—	—	0.6	—	—	—	0.6
Closure costs after taxes	—	—	—	14.3	14.3	—	—	—	—	—
Decrease in tax expense	—	—	—	—	—	(10.0)	—	—	—	(10.0)
Adjusted net earnings <sup>(1)</sup>	92.0	83.3	124.9	100.4	400.6	88.7	80.3	120.0	93.4	382.4

<i>(Dollars and per share)</i>	2011					2010				
	Q1	Q2	Q3	Q4	Fiscal	Q1	Q2	Q3	Q4	Fiscal
Fully diluted net earnings	0.88	0.80	1.21	0.84	3.73	0.91	0.74	1.12	0.88	3.65
Closure costs after taxes	—	—	—	0.14	0.14	—	—	—	—	—
Decrease in tax expense	—	—	—	—	—	(0.09)	—	—	—	(0.09)
Adjusted fully diluted net earnings <sup>(1)</sup>	0.88	0.80	1.21	0.98	3.87	0.82	0.74	1.12	0.88	3.56

## CASH POSITION

### OPERATING ACTIVITIES

Operating activities generated cash flows of \$183.7 million in the fourth quarter and \$543.2 million for fiscal 2011, compared to \$179.3 million and \$547.8 million respectively in the corresponding periods of fiscal 2010. These variations in generated cash flows are due primarily to variations in non-cash working capital.

### INVESTING ACTIVITIES

Investing activities required outflows of \$53.1 million in the fourth quarter of 2011 and \$227.0 million for fiscal 2011 versus \$30.2 million in the fourth quarter of 2010 and \$339.8 million for fiscal 2010. The variations between 2011 and 2010 fourth quarter and fiscal year outflows are due mainly to business, fixed asset and intangible asset acquisitions.

During fiscal 2011, the Company and its retailers invested \$214.0 million in our retail network, for a gross expansion of 427,900 square feet and a net expansion of 79,200 square feet or 0.4%. Major renovations and expansions of 17 stores were completed, and eight new stores were opened.

<sup>(1)</sup> See section on "Non-GAAP measurements"

<sup>(2)</sup> See section on "Forward-looking information"

**FINANCING ACTIVITIES**

Financing activities required outflows of \$75.6 million and \$275.4 million respectively in the 2011 fourth quarter and fiscal year versus 2010 fourth quarter and fiscal year outflows of \$54.6 million and \$234.7 million. The principal variations in financing activity outflows between the 2011 and 2010 periods are largely attributable to the redemption of shares in 2011 in the amounts of \$42.6 million in the fourth quarter and \$188.3 million over the fiscal year versus redemption in the amounts of \$35.5 million and \$159.5 million in the corresponding periods of 2010.

**FINANCIAL POSITION**

We do not anticipate<sup>(2)</sup> any liquidity risk and consider our financial position at the end of fiscal 2011 as very solid. We had an unused authorized revolving line of credit of \$400.0 million (see Subsequent Events section). Our long-term debt corresponded to 28.5% of the combined total of long-term debt and shareholders' equity (long-term debt/total capital).

At the end of fiscal 2011, the main elements of our long-term debt were as follows:

	Interest Rate	Balance (Millions of dollars)	Maturity
Credit A Facility	Rates fluctuate with changes in bankers' acceptance rates	369.3	August 15, 2012
Series A Notes	4.98% fixed rate	200.0	October 15, 2015
Series B Notes	5.97% fixed rate	400.0	October 15, 2035

On August 15, 2012, we plan to reimburse the \$369.3 million Credit A Facility notably using proceeds from our new long-term credit facility obtained November 4, 2011, as indicated in the Subsequent Events section.

At the end of fiscal 2011, we had foreign exchange forward contracts to hedge against the effect of foreign exchange rate fluctuations on our future foreign-denominated purchases of goods and services. The fair value of these short-term foreign exchange forward contracts was not material.

Our main financial ratios were as follows:

	As at September 24, 2011	As at September 25, 2010
<b>Financial structure</b>		
Long-term debt (Millions of dollars)	1,025.5	1,004.3
Shareholders' equity (Millions of dollars)	2,568.0	2,442.8
Long-term debt/total capital (%)	28.5	29.1
	<b>Fiscal 2011</b>	<b>Fiscal 2010</b>
<b>Results</b>		
EBITDA <sup>(1)</sup> /Financial costs (Times)	18.6	17.6

**CAPITAL STOCK, STOCK OPTIONS AND PERFORMANCE SHARE UNITS**

	As at September 24, 2011	As at September 25, 2010
Number of Class A Subordinate Shares outstanding (Thousands)	100,507	104,438
Number of Class B Shares outstanding (Thousands)	577	631
<b>Stock options:</b>		
Number outstanding (Thousands)	1,776	1,777
Exercise prices (Dollars)	20.20 to 47.14	20.20 to 44.19
Weighted average exercise price (Dollars)	35.38	32.29
<b>Performance share units:</b>		
Number outstanding (Thousands)	310	309
Weighted average maturity (Months)	17	16

<sup>(1)</sup> See section on "Non-GAAP measurements"

<sup>(2)</sup> See section on "Forward-looking information"

**NORMAL COURSE ISSUER BID PROGRAM**

The Company decided to renew the issuer bid program as an additional option for using excess funds. Thus, we will be able to decide, in the shareholders' best interest, to reimburse debt or to repurchase Company shares. The Board of Directors authorized the Company to repurchase, in the normal course of business, between September 8, 2011 and September 7, 2012, up to 6,000,000 of its Class A Subordinate Shares representing approximately 5.9% of its issued and outstanding shares at the close of the Toronto Stock Exchange on August 5, 2011. Repurchases will be made through the stock exchange at market price and in accordance with its policies and regulations. The Class A Subordinate Shares so repurchased will be cancelled. Under the existing normal course issuer bid program covering the period from September 8, 2010 to September 7, 2011, the Company repurchased 4,187,000 Class A Subordinate shares at an average price of \$45.41 per share for a total of \$190.1 million. Under the program covering the period from September 8, 2011 to September 7, 2012, the Company has repurchased, as of November 4, 2011, 312,600 Class A Subordinate shares at an average price of \$46.01 per share for a total of \$14.4 million.

**DIVIDENDS**

On September 19, 2011, the Company's Board of Directors declared a quarterly dividend of \$0.1925 per Class A Subordinate Share and Class B Share payable November 16, 2011, an increase of 13.2% over the dividend declared for the same quarter last year. On an annualized basis, this dividend represents 19.9% of 2010 net earnings.

**SHARE TRADING**

The value of METRO shares remained in the \$42.11 to \$49.55 range over fiscal 2011. During this period, a total of 73.3 million shares traded on the Toronto Stock Exchange. The closing price on Friday, November 4, 2011 was \$48.92 compared with \$45.15 at the end of fiscal 2010.

**FORWARD-LOOKING INFORMATION**

We have used, throughout this press release, different statements that could, within the context of regulations issued by the Canadian Securities Administrators, be construed as being forward-looking information. In general, any statement contained herein, which does not constitute a historical fact, may be deemed a forward-looking statement. Expressions such as "allow", "enable", "anticipate", and other similar expressions are generally indicative of forward-looking statements. The forward-looking statements contained herein are based upon certain assumptions regarding the Canadian food industry, the general economy, our annual budget, as well as our 2012 action plan.

These forward-looking statements do not provide any guarantees as to the future performance of the Company and are subject to potential risks, known and unknown, as well as uncertainties that could cause the outcome to differ significantly. An economic slowdown or recession, or the arrival of a new competitor, are examples described under the "Risk Management" section of the 2010 Annual Report which could have an impact on these statements. We believe these statements to be reasonable and pertinent as at the date of publication of this press release and represent our expectations. The Company does not intend to update any forward-looking statement contained herein, except as required by applicable law.

**NON-GAAP MEASUREMENTS**

In addition to the GAAP earnings measurements provided, we have included certain non-GAAP earnings measurements. These measurements are presented for information purposes only. They do not have a standardized meaning prescribed by GAAP and therefore may not be comparable to similar measurements presented by other public companies.

**EARNINGS BEFORE FINANCIAL COSTS, TAXES, DEPRECIATION AND AMORTIZATION (EBITDA)**

EBITDA is a measurement of earnings that excludes financial costs, taxes, depreciation and amortization. We believe that EBITDA is a measurement commonly used by readers of financial statements to evaluate a company's operational cash-generating capacity and ability to discharge its financial expenses.

**ADJUSTED EBITDA, ADJUSTED NET EARNINGS AND ADJUSTED FULLY DILUTED NET EARNINGS PER SHARE**

Adjusted EBITDA, adjusted net earnings and adjusted fully diluted net earnings per share are earnings measurements that exclude non-recurring items. We believe that presenting earnings without non-recurring items leaves readers of financial statements better informed as to the current period and corresponding period's earnings, thus enabling them to better evaluate the Company's performance and judge its future outlook.

<sup>(1)</sup> See section on "Non-GAAP measurements"

<sup>(2)</sup> See section on "Forward-looking information"



## **SUBSEQUENT EVENTS**

### **BUSINESS ACQUISITIONS**

On October 23, 2011, we acquired a 55% interest in Marché Adonis, a retailer in the Montreal area with four existing stores and a fifth one by the end of 2011, as well as Phoenicia Products, an importer and wholesaler with a distribution centre in Montreal and another in the Greater Toronto Area. These businesses specialize in perishable and ethnic food products which are seeing strong growth.

### **NEW CREDIT FACILITY**

On November 4, 2011, we obtained a new \$600.0 million five-year revolving credit facility and cancelled the \$400.0 million revolving line of credit maturing on August 15, 2012. We plan to use part of the new credit facility to pay back the \$369.3 million Credit A Facility when it matures on August 15, 2012.

## **OUTLOOK**

We are confident that our customer-focussed and merchandising strategies, our cost control programs as well as our partnership with Marché Adonis and Phoenicia Products will allow<sup>(2)</sup> us to maintain our growth in the coming year.

## **CONFERENCE CALL**

Financial analysts and institutional investors are invited to participate in a conference call on the 2011 fourth quarter and fiscal year results at **10:00 a.m. (EST) on Wednesday, November 16, 2011**. To access the conference call, please dial 1-416-644-3426 or 1-800-731-5319. The media and investing public are invited to listen to the call in real time or delayed time on the METRO INC. Web site at [www.metro.ca](http://www.metro.ca).

<b>Source:</b>	METRO INC.
<b>Information:</b>	Richard Dufresne Senior Vice-President, Chief Financial Officer and Treasurer Tel.: (514) 643-1003
<b>Investor Relations Department:</b>	Tel.: (514) 643-1055 E-mail: <a href="mailto:finance@metro.ca">finance@metro.ca</a>

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<sup>(1)</sup> See section on “Non-GAAP measurements”

<sup>(2)</sup> See section on “Forward-looking information”



## Consolidated statements of earnings

Periods ended September 24, 2011 and September 25, 2010

(Unaudited) (Millions of dollars, except for net earnings per share)

	12 weeks Fiscal Year		52 weeks Fiscal Year	
	2011	2010	2011	2010
<b>Sales</b>	<b>\$ 2,656.7</b>	\$ 2,559.9	<b>\$ 11,430.6</b>	\$ 11,342.9
Cost of sales and operating expenses <i>(note 8)</i>	<b>(2,479.0)</b>	(2,389.4)	<b>(10,679.6)</b>	(10,595.4)
Share of earnings in a public company subject to significant influence	<b>15.2</b>	15.1	<b>42.6</b>	40.4
Closure expenses and other costs <i>(note 3)</i>	<b>(20.2)</b>	—	<b>(20.2)</b>	(0.9)
<b>Earnings before financial costs, taxes, depreciation and amortization</b>	<b>172.7</b>	185.6	<b>773.4</b>	787.0
Depreciation and amortization	<b>(45.0)</b>	(45.3)	<b>(195.2)</b>	(201.2)
<b>Operating income</b>	<b>127.7</b>	140.3	<b>578.2</b>	585.8
Financial costs, net <i>(note 5)</i>	<b>(9.4)</b>	(9.5)	<b>(41.5)</b>	(44.7)
<b>Earnings before income taxes</b>	<b>118.3</b>	130.8	<b>536.7</b>	541.1
Income taxes <i>(note 6)</i>	<b>(32.2)</b>	(37.4)	<b>(150.4)</b>	(149.3)
<b>Net earnings</b>	<b>\$ 86.1</b>	\$ 93.4	<b>\$ 386.3</b>	\$ 391.8
<b>Net earnings per share</b> <i>(Dollars)</i> <i>(note 7)</i>				
Basic	<b>0.85</b>	0.89	<b>3.75</b>	3.67
Fully diluted	<b>0.84</b>	0.88	<b>3.73</b>	3.65

See accompanying notes



## Consolidated balance sheets

(Unaudited) (Millions of dollars)

	As at September 24, 2011	As at September 25, 2010
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 255.5	\$ 214.7
Accounts receivable	306.9	311.3
Inventories (note 8)	728.3	699.3
Prepaid expenses	11.7	9.7
Income taxes receivable	2.2	1.7
Future income taxes	19.2	12.3
	<b>1,323.8</b>	<b>1,249.0</b>
Investments and other assets	274.7	235.3
Fixed assets	1,321.3	1,319.1
Intangible assets	308.5	315.7
Goodwill	1,649.9	1,603.7
Future income taxes	1.2	1.3
Accrued benefit asset	79.4	72.8
	<b>\$ 4,958.8</b>	<b>\$ 4,796.9</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Bank loans	\$ 0.3	\$ 1.0
Accounts payable	1,078.4	1,073.3
Income taxes payable	46.2	50.8
Future income taxes	11.2	12.8
Current portion of long-term debt	8.8	4.7
	<b>1,144.9</b>	<b>1,142.6</b>
Long-term debt	1,025.5	1,004.3
Accrued benefit liability	44.0	48.5
Future income taxes	158.5	137.5
Other long-term liabilities	17.9	21.2
	<b>2,390.8</b>	<b>2,354.1</b>
<b>Shareholders' equity</b>		
Capital stock (note 9)	682.6	702.1
Contributed surplus (note 10)	1.7	6.1
Retained earnings	1,883.7	1,734.9
Accumulated other comprehensive income (note 11)	—	(0.3)
	<b>2,568.0</b>	<b>2,442.8</b>
	<b>\$ 4,958.8</b>	<b>\$ 4,796.9</b>

See accompanying notes



**Consolidated statements of retained earnings**  
**Periods ended September 24, 2011 and September 25, 2010**  
*(Unaudited) (Millions of dollars)*

	Fiscal Year	
	2011	2010
Balance – beginning of period	\$ 1,734.9	\$ 1,545.7
Net earnings	386.3	391.8
Dividends	(77.1)	(69.2)
Share redemption premium <i>(note 9)</i>	(160.4)	(133.4)
Balance – end of period	\$ 1,883.7	\$ 1,734.9

See accompanying notes

**Consolidated statements of comprehensive income**  
**Periods ended September 24, 2011 and September 25, 2010**  
*(Unaudited) (Millions of dollars)*

	12 weeks Fiscal Year		52 weeks Fiscal Year	
	2011	2010	2011	2010
Net earnings	\$ 86.1	\$ 93.4	\$ 386.3	\$ 391.8
Other comprehensive income <i>(note 11)</i>				
Change in fair value of derivative designated as cash flow hedge	—	0.5	0.4	2.5
Corresponding income taxes	—	(0.2)	(0.1)	(0.8)
Comprehensive income	\$ 86.1	\$ 93.7	\$ 386.6	\$ 393.5

See accompanying notes



**Consolidated statements of cash flows**  
Periods ended September 24, 2011 and September 25, 2010  
(Unaudited) (Millions of dollars)

	12 weeks Fiscal Year		52 weeks Fiscal Year	
	2011	2010	2011	2010
<b>Operating activities</b>				
Net earnings	\$ 86.1	\$ 93.4	\$ 386.3	\$ 391.8
Non-cash items				
Share of earnings in a public company subject to significant influence	(15.2)	(15.1)	(42.6)	(40.4)
Closure expenses and other costs (note 3)	8.9	—	8.9	—
Depreciation and amortization	45.0	45.3	195.2	201.2
Amortization of deferred financing costs	0.2	0.2	0.4	1.8
Loss (gain) on disposal and write-off of fixed assets and intangible assets	12.2	(0.2)	9.7	1.1
Interest income on investments	—	(0.1)	(0.1)	(0.2)
Future income taxes	16.8	20.6	14.6	27.3
Stock-based compensation cost	1.4	1.4	6.3	5.8
Difference between amounts paid for employee future benefits and current period cost	(4.0)	(3.6)	(11.1)	(7.7)
	151.4	141.9	567.6	580.7
Net change in non-cash working capital items related to operations	32.3	37.4	(24.4)	(32.9)
	183.7	179.3	543.2	547.8
<b>Investing activities</b>				
Business acquisitions, net of cash acquired totalling \$0.3 in 2010 (note 2)	(5.9)	—	(74.5)	(152.3)
Net change in investments and other assets	—	6.9	5.4	0.4
Dividends from public company subject to significant influence	1.3	0.8	4.7	3.2
Additions to fixed assets	(44.5)	(32.2)	(148.1)	(165.4)
Proceeds on disposal of fixed assets	2.8	0.5	5.4	4.9
Additions to intangible assets	(6.8)	(6.2)	(19.9)	(30.6)
	(53.1)	(30.2)	(227.0)	(339.8)
<b>Financing activities</b>				
Net change in bank loans	(0.8)	0.2	(0.7)	0.2
Issuance of shares (note 9)	0.3	0.7	7.0	8.6
Redemption of shares (note 9)	(42.6)	(35.5)	(188.3)	(159.5)
Acquisition of treasury shares (note 9)	(8.9)	—	(8.9)	—
Performance share units cash settlement	—	—	(0.4)	(0.5)
Increase in long-term debt	0.7	0.3	8.4	3.1
Repayment of long-term debt	(2.8)	(1.7)	(12.1)	(10.1)
Net change in other long-term liabilities	(2.0)	(0.6)	(3.3)	(7.3)
Dividends paid	(19.5)	(18.0)	(77.1)	(69.2)
	(75.6)	(54.6)	(275.4)	(234.7)
<b>Net change in cash and cash equivalents</b>	<b>55.0</b>	<b>94.5</b>	<b>40.8</b>	<b>(26.7)</b>
Cash and cash equivalents – beginning of period	200.5	120.2	214.7	241.4
Cash and cash equivalents – end of period	\$ 255.5	\$ 214.7	\$ 255.5	\$ 214.7
<b>Supplementary information</b>				
Interest paid	2.4	2.5	45.1	44.9
Income taxes paid	35.3	30.1	149.3	114.0

See accompanying notes



## Notes to interim consolidated financial statements

Periods ended September 24, 2011 and September 25, 2010

(Unaudited) (Millions of dollars, unless otherwise indicated)

### 1- STATEMENT PRESENTATION

The unaudited interim consolidated financial statements were prepared by management in accordance with Canadian generally accepted accounting principles (GAAP). The accounting policies and procedures used in preparing these interim consolidated financial statements are the same as those used in preparing the audited annual consolidated financial statements for the year ended September 25, 2010. The unaudited interim consolidated financial statements should be read along with the audited annual consolidated financial statements and notes to the statements in the Company's 2010 Annual Report. The operating results for the interim period covered do not necessarily reflect overall results for the fiscal year. Certain comparative figures have been reclassified to conform to the presentation being used in the current fiscal year.

### 2- BUSINESS ACQUISITIONS

During fiscal 2011, the Company acquired 11 affiliated stores, which it already supplied, and a building used by one of these stores. The total purchase price was \$74.2 in cash.

The acquisition was accounted for using the purchase method. The stores' results have been consolidated as of their respective acquisition dates. The final total purchase price allocation was as follows:

Inventories	\$ 10.2
Fixed assets	12.7
Goodwill	49.7
Future income tax assets	2.4
Integration plan-related liabilities	(0.5)
<b>Total net assets acquired</b>	<b>\$ 74.5</b>
Cash consideration paid	\$ 74.2
Acquisition costs	0.3
<b>Consideration and acquisition costs</b>	<b>\$ 74.5</b>



## Notes to interim consolidated financial statements

Periods ended September 24, 2011 and September 25, 2010

(Unaudited) (Millions of dollars, unless otherwise indicated)

### 2- BUSINESS ACQUISITIONS (Cont'd)

During fiscal 2010, the Company acquired 18 affiliated stores which it already supplied. The total purchase price was \$152.2 in cash.

The acquisition was accounted for using the purchase method. The stores' results have been consolidated as of their respective acquisition dates. The final total purchase price allocation was as follows:

Cash	\$ 0.3
Inventories	14.9
Other current assets	0.3
Fixed assets	12.1
Trade name	1.3
Goodwill	122.3
Future income tax assets	6.3
Short-term liabilities assumed	(3.6)
Integration and rationalization plan-related liabilities	(1.3)
<b>Total net assets acquired</b>	<b>\$ 152.6</b>
Cash consideration	\$ 152.2
Acquisition costs	0.4
<b>Consideration and acquisition costs</b>	<b>\$ 152.6</b>

The tax treatment of the goodwill is as eligible capital property with the related tax deductions.

### 3- CLOSURE EXPENSES AND OTHER COSTS

During the fourth quarter of 2011, non-recurring closure expenses of \$20.2 before taxes, consisted of dismantling expenses, write-off of assets and others, were incurred for the closure of a meat processing plant in Montreal and a grocery warehouse in Toronto. As at September 24, 2011, a balance of \$8.9 remained to be paid and presented under "Accounts payable" in the consolidated balance sheet.

In 2010, the Company completed the conversion of its 159 stores of its five Ontario banners to the Metro banner begun in the summer of 2008. For fiscal 2010, conversion costs totalled \$0.9.

**Notes to interim consolidated financial statements**

**Periods ended September 24, 2011 and September 25, 2010**

*(Unaudited) (Millions of dollars, unless otherwise indicated)*

**4- EMPLOYEE FUTURE BENEFITS**

The Company maintains several defined benefit and defined contribution plans which provide most participants with pension and other retirement benefits and other post-employment benefits. The Company's defined contribution plans and defined benefit plans expense was as follows:

	12 weeks Fiscal Year				52 weeks Fiscal Year			
	2011		2010		2011		2010	
	Pension plans	Other plans	Pension plans	Other plans	Pension plans	Other plans	Pension plans	Other plans
<b>Defined contribution plans</b>	<b>\$ 3.4</b>	<b>\$ —</b>	<b>\$ 6.5</b>	<b>\$ 0.2</b>	<b>\$ 24.2</b>	<b>\$ 0.5</b>	<b>\$ 27.7</b>	<b>\$ 0.6</b>
<b>Defined benefit plans</b>								
Current service costs	6.5	0.1	5.1	0.7	27.0	1.9	23.1	1.9
Interest cost	8.1	0.7	8.4	0.6	35.2	2.1	35.3	2.1
Projected return on plan assets	(10.6)	—	(10.3)	—	(44.8)	—	(42.5)	—
Amortization of actuarial losses (gains)	0.4	0.3	(0.1)	(0.1)	2.3	0.3	0.7	(0.1)
Plan amendments	0.4	—	0.7	—	1.1	(0.3)	1.1	(0.2)
	4.8	1.1	3.8	1.2	20.8	4.0	17.7	3.7
	<b>\$ 8.2</b>	<b>\$ 1.1</b>	<b>\$ 10.3</b>	<b>\$ 1.4</b>	<b>\$ 45.0</b>	<b>\$ 4.5</b>	<b>\$ 45.4</b>	<b>\$ 4.3</b>

**5- FINANCIAL COSTS, NET**

	12 weeks Fiscal Year		52 weeks Fiscal Year	
	2011	2010	2011	2010
Short-term interest	\$ 0.2	\$ 0.1	\$ 1.1	\$ 1.3
Long-term interest	9.8	9.9	43.5	43.5
Amortization of deferred financing costs	0.2	0.2	0.4	1.8
Interest income	(0.8)	(0.7)	(3.5)	(1.9)
	<b>\$ 9.4</b>	<b>\$ 9.5</b>	<b>\$ 41.5</b>	<b>\$ 44.7</b>



**Notes to interim consolidated financial statements**

**Periods ended September 24, 2011 and September 25, 2010**

*(Unaudited) (Millions of dollars, unless otherwise indicated)*

**6- INCOME TAXES**

The effective income tax rates were as follows:

<i>(Percentage)</i>	12 weeks Fiscal Year		52 weeks Fiscal Year	
	2011	2010	2011	2010
Combined statutory income tax rate	<b>28.8</b>	30.3	<b>28.8</b>	30.4
Changes				
Impact on future taxes of 4.0% total future decreases in Ontario tax rate (\$10.0 in 2010)	—	—	—	(1.8)
Share of earnings in a public company subject to significant influence	<b>(2.5)</b>	(1.9)	<b>(1.3)</b>	(1.3)
Others	<b>0.9</b>	0.2	<b>0.5</b>	0.3
	<b>27.2</b>	28.6	<b>28.0</b>	27.6

**7- NET EARNINGS PER SHARE**

Basic net earnings per share and fully diluted net earnings per share were calculated based on the following number of shares:

<i>(Millions)</i>	12 weeks Fiscal Year		52 weeks Fiscal Year	
	2011	2010	2011	2010
Weighted average number of shares outstanding – Basic	<b>101.5</b>	105.5	<b>103.1</b>	106.9
Dilutive effect under stock option and performance share units plans	<b>0.5</b>	0.5	<b>0.5</b>	0.5
Weighted average number of shares outstanding – Diluted	<b>102.0</b>	106.0	<b>103.6</b>	107.4

**8- INVENTORIES**

Inventories were detailed as follows:

	<b>As at September 24, 2011</b>	As at September 25, 2010
Warehouse inventories	<b>\$ 299.6</b>	\$ 296.3
Retail inventories	<b>428.7</b>	403.0
	<b>\$ 728.3</b>	\$ 699.3

The cost of inventories expensed for the 12-week period ended September 24, 2011 totalled \$2,182.0 (2010 – \$2,092.1) and \$9,338.0 for fiscal 2011 (2010 – \$9,272.6).



## Notes to interim consolidated financial statements

Periods ended September 24, 2011 and September 25, 2010

(Unaudited) (Millions of dollars, unless otherwise indicated)

### 9- CAPITAL STOCK

#### OUTSTANDING

	Class A Subordinate Shares		Class B Shares		Total
	Number (Thousands)		Number (Thousands)		
Balance as at September 25, 2010	<b>104,438</b>	<b>\$ 700.8</b>	<b>631</b>	<b>\$ 1.3</b>	<b>\$ 702.1</b>
Shares issued for cash	<b>1</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
Shares redeemed for cash, excluding premium of \$160.4	<b>(4,147)</b>	<b>(27.9)</b>	<b>—</b>	<b>—</b>	<b>(27.9)</b>
Acquisition of treasury shares, excluding premium of \$7.6	<b>(190)</b>	<b>(1.3)</b>	<b>—</b>	<b>—</b>	<b>(1.3)</b>
Released treasury shares	<b>94</b>	<b>0.6</b>	<b>—</b>	<b>—</b>	<b>0.6</b>
Stock options exercised	<b>257</b>	<b>9.1</b>	<b>—</b>	<b>—</b>	<b>9.1</b>
Conversion of Class B Shares into Class A Subordinate Shares	<b>54</b>	<b>0.1</b>	<b>(54)</b>	<b>(0.1)</b>	<b>—</b>
Balance as at September 24, 2011	<b>100,507</b>	<b>\$ 681.4</b>	<b>577</b>	<b>\$ 1.2</b>	<b>\$ 682.6</b>

#### STOCK OPTION PLAN

The outstanding options and the changes during the fiscal year ended September 24, 2011 were summarized as follows:

	Number (Thousands)	Weighted average exercise price (Dollars)
Balance as at September 25, 2010	<b>1,777</b>	<b>32.29</b>
Granted	<b>290</b>	<b>47.06</b>
Exercised	<b>(257)</b>	<b>27.30</b>
Cancelled	<b>(34)</b>	<b>34.67</b>
Balance as at September 24, 2011	<b>1,776</b>	<b>35.38</b>

The exercise prices of the outstanding options ranged from \$20.20 to \$47.14 as of September 24, 2011 with expiration dates up to 2018. 521 of those options could be exercised at a weighted average exercise price of \$29.65.

Compensation expense for these options amounted to \$0.6 for the 12-week period ended September 24, 2011 (2010 – \$0.6) and to \$2.5 for fiscal 2011 (2010 – \$2.5).

#### PERFORMANCE SHARE UNIT PLAN

Performance share units (PSUs) outstanding and changes during the fiscal year ended September 24, 2011 were summarized as follows:

	Numbers (Units)
Balance as at September 25, 2010	<b>308,904</b>
Granted	<b>110,756</b>
Settled	<b>(104,153)</b>
Cancelled	<b>(5,778)</b>
Balance as at September 24, 2011	<b>309,729</b>

**Notes to interim consolidated financial statements**

**Periods ended September 24, 2011 and September 25, 2010**

*(Unaudited) (Millions of dollars, unless otherwise indicated)*

**9- CAPITAL STOCK (Cont'd)**

The weighted average fair value of the PSUs granted during the fiscal year ended September 24, 2011, where the market value of one Class A Subordinate share of the Company at the grant date, was established at \$42.88 per PSU (2010 – \$39.90). The compensation expense comprising all of these PSUs amounted to \$0.8 for the 12-week period ended September 24, 2011 (2010 – \$0.8) and to \$3.8 for fiscal 2011 (2010 – \$3.3).

Class A Subordinate Shares of the Company are held in trust for participants until the PSUs vest or are cancelled. The trust, considered a variable interest entity (VIE), is consolidated in the Company's financial statements with the cost of the acquired shares recorded as treasury shares in reduction of capital stock.

As at September 24, 2011, 299,940 shares were held in trust for participants until the PSUs shall have vested or been cancelled (as at September 25, 2010 – 203,548 shares).

**10- CONTRIBUTED SURPLUS**

Balance as at September 25, 2010	<b>\$ 6.1</b>
Stock-based compensation cost	<b>6.3</b>
Stock options exercised	<b>(2.1)</b>
Acquisition of treasury shares	<b>(7.6)</b>
Released treasury shares	<b>(0.6)</b>
PSUs cash settlement	<b>(0.4)</b>
<b>Balance as at September 24, 2011</b>	<b>\$ 1.7</b>

**11- ACCUMULATED OTHER COMPREHENSIVE INCOME**

The derivative designated as a cash flow hedge was the sole component of Accumulated Other Comprehensive Income. The changes during the fiscal years ended September 24, 2011 and September 25, 2010 were as follows:

	Fiscal Year	
	2011	2010
Balance – beginning of year	<b>\$ (0.3)</b>	\$ (2.0)
Change in fair value of designated derivative net of income taxes of \$0.1 (2010 – \$0.8)	<b>0.3</b>	1.7
<b>Balance – end of year</b>	<b>\$ —</b>	<b>\$ (0.3)</b>

**12- SUBSEQUENT EVENTS**

**BUSINESS ACQUISITIONS**

On October 23, 2011, the Company acquired a 55% interest in Marché Adonis, a retailer in the Montreal area with four existing stores and a fifth one by the end of 2011, as well as Phoenicia Products, an importer and wholesaler with a distribution centre in Montreal and another in the Greater Toronto Area. These businesses specialize in perishable and ethnic food products which are seeing strong growth.

**NEW CREDIT FACILITY**

On November 4, 2011, the Company obtained a new \$600.0 five-year revolving credit facility and cancelled the \$400.0 revolving line of credit maturing on August 15, 2012. The Company plans to use part of the new credit facility to pay back the \$369.3 Credit A Facility when it matures on August 15, 2012.