

Minutes

of the

Annual General Meeting of Shareholders (the "AGM") of

X5 Retail Group N.V.
(hereinafter: the "Company")

held on

12 May 2021 at Zuidplein 196, 1077 XV Amsterdam, The Netherlands

1. Opening and announcements

Mr. Peter Demchenkov, chairman of the Supervisory Board of the Company and chairman of the AGM (the "Chairman") in accordance with article 36.1 of the Articles of Association (hereinafter: the "Articles of Association" or the "Articles") of the Company, opens the AGM at 11.00 a.m. CET and welcomes (the representatives of) the shareholders present, the Management Board of the Company, as well as the Company's external auditor, at the AGM.

It is recorded that the AGM was convened with due observance of all provisions set out by law and the Articles. In the convocation letter to the shareholders was stated the place, the date, the starting time and the agenda (including the explanatory notes to the agenda) of the AGM (the "Agenda").

Pursuant to the power of attorney (including the list of attendance and voting instructions) as provided by BNY Mellon (the Depository) to the Secretary (as defined below) (the "Proxy"), a total number of 67.882.444 shares were being represented at the AGM, from the total number of outstanding shares of the Company which is 67.893.218. In accordance with the Proxy, the total number of shares represented at the AGM includes 10.396.378 shares (15.31%) that can be voted at the discretion of the Company.

As the AGM has been convened in accordance with the Articles, and the quorum as mentioned in Article 39.1 of the Articles is represented, valid resolutions can be passed by the general meeting of shareholders (the "General Meeting").

Mr. Frank Lhoëst is appointed secretary at this AGM (the "Secretary") and represents the Management Board holding the Proxy to vote on behalf of the shareholders in accordance with the voting instructions received from BNY Mellon.

2. Report of the Management Board for the financial year 2020

The Chief Executive Officer provides the General Meeting with an overview of the activities and of the performance of the Company during the financial year 2020.

3A. Remuneration Report (voting item)

The Chairman reports that the Remuneration Report has been prepared in accordance with the statutory requirements. Pursuant to Dutch law, the 2020 remuneration report is submitted to the General Meeting for an advisory vote. The General Meeting is asked to vote as to whether the Remuneration Report is clear and understandable.

The Secretary states that 52,565,415 votes (77.44%) are in favour of this proposal, 15,316,289 votes (22.56%) are against and 740 votes abstained. The Chairman states that the vote of this item is an advisory vote.

3B. Explanation of the Dividend Policy

The Company intends to pay a full year dividend per share that will be stable or growing over time in absolute Russian Ruble-denominated terms. The dividend payout will be based on operating cash flow and a target consolidated net debt¹ / adjusted EBITDA² ratio of below 2.0x per the end of the year for which the dividend is being proposed, taking into account considerations including but not limited to the Company's growth profile, capital requirements and return on capital. In 2020, the Company amended its dividend policy allowing for bi-annual dividend distributions going forward. For the full year 2020, this policy has resulted in the proposal under agenda item 3D.

3C. Adoption of 2020 Financial Statements (voting item)

The Financial Statements for the financial year 2020 (the "Financial Statements"), as included in the 2020 Annual Report (the "Annual Report"), were presented to the General Meeting by the Management Board, in accordance with clause 27.2 of the Articles of the Company. It is proposed to the General Meeting to adopt the Financial Statements.

Mr. Gerard Arnold, attending the AGM on behalf of the external auditor Ernst & Young Accountants LLP for the year 2020, is available to answer questions in relation to the auditor's report on the fairness of the Financial Statements.

The Secretary states that 67,771,637 votes (99.95%) are in favour of this proposal, 32,142 votes (0.05%) are against and 78,665 votes abstained. The Chairman establishes that the General Meeting does not require additional information and concludes that the Financial Statements are therefore adopted by the General Meeting.

3D. Determination of dividend for the financial year 2020 (voting item)

Within the scope of the dividend policy of the Company as discussed under agenda item 3B, the following proposal is made for the determination and distribution of dividend on global depositary receipts (GDRs).

It is proposed to the General Meeting to determine the dividend for the financial year 2020 at RUB 184.13 per GDR³, representing an increase of 66.7% versus 2019. An amount of RUB 73,64 per GDR was paid as interim dividend on 31 December 2020. The remaining amount of RUB 110,49 per GDR shall be paid to GDR holders within 45 days from the date of the AGM in accordance with the dividend policy. The ex-dividend date is 27 May 2021; the record date is set at 28 May 2021. The dividend shall be paid in USD, and the Depositary shall announce the final payment date for GDR holders upon the RUB/USD conversion date.

¹ Calculated based on the Company's full year consolidated financial statements or information in accordance with IFRS 16 as of the end of each reporting period as the sum of short-term borrowings and long-term borrowings less cash and cash equivalents

² EBITDA shall be adjusted (decreased) by the amount that would have been recognised as operating lease, other store costs, third party services and other expenses payable during the period, but which is not recognised as such under IFRS 16, as well as the amount of the net effect from decrease in the scope of the lease and terminations of lease agreements recognised under IFRS 16.

³ Gross amount subject to taxes and fees

The Secretary states that all shareholders unanimously voted in favour of this proposal (with 307 abstained votes), whereupon the Chairman confirms that this proposal is approved by the General Meeting.

4A. Discharge from liability of the members of the Management Board (voting item)

It is proposed to the General Meeting to discharge the Management Board members in office in 2020 from all liability in relation to the exercise of their duties in the financial year 2020, to the extent that such exercise is apparent from the Annual Report or has otherwise been disclosed to the General Meeting prior to the adoption of the Financial Statements.

The Secretary states that 67.773.819 votes (99.98%) are in favour of this proposal, 16.138 votes (0,02%) are against and 92.487 votes abstained. The Chairman confirms that the General Meeting resolves to grant discharge to the members of the Management Board from liability.

4B. Discharge from liability of the members of the Supervisory Board (voting item)

It is proposed to the General Meeting to discharge the Supervisory Board members in office in 2020 from all liability in relation to the exercise of their duties in the financial year 2020, to the extent that such exercise is apparent from the Annual Report or has otherwise been disclosed to the General Meeting prior to the adoption of the Financial Statements.

The Secretary states that 66.645.022 votes (98.31%) are in favour of this proposal, 1.144.935 votes (1.69%) are against and 92.487 votes abstained. The Chairman confirms that the General Meeting resolves to grant discharge to the members of the Supervisory Board from liability.

5. Composition of the Management Board: Re-appointment of Igor Shekhterman as member of the Management Board (voting item)

The Supervisory Board proposes to re-appoint Igor Shekhterman as member of the Management Board and CEO for a two-year period ending on the day of the annual general meeting of shareholders to be held in 2023, in view of his experience, his leadership skills and the way he fulfils his role as CEO.

In accordance with provision 3.4.2 of the Dutch Corporate Governance Code, the main contract element of Mr. Shekhterman can be found in the explanatory notes to the AGM agenda dated 19 March 2021.

The Secretary states that all shareholders unanimously voted in favour of this proposal (with 307 abstained votes), whereupon the Chairman confirms that the General Meeting re-appoints Mr. Shekhterman as member of the Management Board of the Company as of the date of this meeting for a period of two years ending on the day of the Annual General Meeting in 2023, in accordance with article 12.4 of the Articles of Association.

6. Remuneration of the Management Board: amendment of the remuneration policy for members of the Management Board (voting item)

As described in the Remuneration Report on pages 167-175 of the 2020 Annual Report, the Supervisory Board proposes to extend the 2018-2020 long-term incentive programme and amend the remuneration policy for the Executive Board accordingly. The entire remuneration policy with the proposed adjustments is part of the AGM convocation materials on the Company's website.

The Chairman puts this proposal into discussion and concludes that 54.604.784 votes (81.98%) have been issued in favour of the proposal, 12.003.517 votes (18.02%) are against and 1.274.143 votes abstained, so the proposal to adopt the remuneration policy is adopted.

7. Composition of the Supervisory Board:

7A. Re-appointment of Stephan DuCharme as member of the Supervisory Board (voting item)

The Supervisory Board proposes to appoint Stephan DuCharme for a new term ending on the day of the annual general meeting of shareholders to be held in 2023, which is the second year after the year of the re-appointment. This term is in line with the re-appointment terms as set in the Dutch Corporate Governance Code.

Whilst Stephan DuCharme announced that, after more than 5 years, he steps down as Chairman, the Supervisory Board has taken the view that the interests of the Company and its shareholders are best served by retaining Stephan's experience for two additional years. Stephan DuCharme shall be succeeded as Chairman by Petr Demchenkov, currently Vice-Chairman of the Board.

The Chairman puts the proposal into discussion and concludes that 65.993.669 votes (97.23%) have been issued in favour of the proposal, 1.881.709 votes (2.77%) are against and 7.066 votes abstained.

The General Meeting therefore adopts the re-appointment of Mr. DuCharme as member of the Supervisory Board as of the date of this meeting for a period of two years ending on the day of the Annual General Meeting in 2023.

7B. Re-appointment of Mikhail Fridman as member of the Supervisory Board (voting item)

The Supervisory Board proposes to appoint Mr. Fridman for a new term ending on the day of the annual general meeting of shareholders to be held in 2024, which is the third year after the year of the re-appointment.

Mr. Fridman was appointed to the Supervisory Board of the Company in 2006, and re-appointed for subsequent terms in, respectively, 2009, 2013 and 2017 in accordance with the Company's rotation schedule for members of the Supervisory Board. Subject to his re-appointment at this AGM, Mr. Fridman thus exceeds the maximum twelve year appointment term set out in the Dutch Corporate Governance Code.

Mr. Fridman is founder and chairman of the Alfa Group Consortium, which is currently the largest shareholder in X5 with a holding interest of 47.86%. X5 is committed to long-term value creation for all shareholders. The Company believes that it benefits from the long-term commitment of its large shareholders. The interests of Supervisory Board members who hold more than 10% of the shares are substantially aligned with those of X5 and the broad shareholder base. These Supervisory Board members generally have an involvement with the Company over the longer period and this in turn contributes to long-term value creation for X5 and all its shareholders.

The Chairman puts the proposal into discussion and concludes that 67.372.745 votes (99.25%) have been issued in favour of the proposal, 509.391 votes (0.75%) are against and 308 votes abstained.

The General Meeting therefore adopts the re-appointment of Mr. Fridman as member of the Supervisory Board as of the date of this meeting for a period of three years ending on the day of the Annual General Meeting in 2024.

7C. Appointment of Richard Brasher as member of the Supervisory Board (voting item)

The Supervisory Board proposes to appoint Richard Brasher as member of the Supervisory Board for a term ending on the day of the annual general meeting of shareholders to be held in 2024, which is the third year after the year of the appointment.

Richard Brasher, a British national (1961), has an outstanding track record spanning 35 years in international retail, having joined Tesco in 1986 and having served as a director on the Tesco main board from 2004 to 2012. Richard subsequently joined Pick n Pay South Africa where he, as its CEO since 2013, has led the plan to restore the business to sustainable long-term growth. Richard has a BSc Hons degree in Food Technology at Reading University.

The Supervisory Board recommends to appoint Richard Brasher in view of his proven track record and leadership experience in the food retail industry, and his strong operational background with functional experience in different roles, including store operations, supply chain, category management, buying and private label, coupled with the ability to think strategically and take a long-term view.

The Secretary states that 67.600.210 votes (99.58%) are in favour of this proposal, 281.926 votes (0.42%) are against and 308 votes abstained.

The General Meeting therefore adopts the appointment of Mr. Brasher as member of the Supervisory Board as of the date of this meeting for a period of three years ending on the day of the Annual General Meeting in 2024.

7D. Appointment of Alexander Tynkovan as member of the Supervisory Board (voting item)

The Supervisory Board proposes to appoint Alexander Tynkovan as member of the Supervisory Board for a term ending on the day of the annual general meeting of shareholders to be held in 2024, which is the third year after the year of the appointment.

Alexander Tynkovan, a Russian national (1967), has a strong track record in the Russian retail industry. As one of the founding partners of M.Video (currently M.Video-Eldorado Group), the leading consumer electronics and home appliance retailer in the Russian Federation, Alexander currently serves as member of its Board and Head of its Strategy Committee, fostering digitalization and growing online presence. Furthermore, Alexander was recently appointed as non-executive Deputy Chairman of the Board of Fix Price Group Ltd., a Russia-based retail chain of discount variety value stores. Alexander previously served as member of the Supervisory Board of X5 Retail Group N.V., from 2008 to 2015. Alexander Tynkovan graduated summa cum laude from the Moscow Energy Institute, majoring in Aircraft Electric Equipment.

The Supervisory Board recommends to appoint Alexander Tynkovan in view of his proven track record and leadership experience in the Russian retail industry, his in-depth knowledge and experience in the fields of digitalization and e-commerce, and his knowledge of X5 having previously served as Supervisory Board member of the Company.

The Secretary states that 66.767.301 votes (98.36%) are in favour of this proposal, 1.114.836 votes (1.64%) are against and 307 votes abstained.

The General Meeting therefore adopts the appointment of Mr. Tynkovan as member of the Supervisory Board as of the date of this meeting for a period of three years ending on the day of the Annual General Meeting in 2024.

8A. Authorisation to issue shares (voting item)

It is proposed to the General Meeting to authorize the Management Board for a period of 18 months from the date of this AGM, i.e. until and including 12 November 2022, to issue shares or grant rights to subscribe for shares, subject to the approval of the Supervisory Board. The authority to issue shares or to grant rights to acquire shares is intended for the issue of shares or the granting of rights to subscribe for shares in respect of the Company's share-based compensation plans and to provide the possibility to react in a timely and flexible manner in respect of the financing of the Company. Resolutions to issue shares or grant rights to subscribe for shares are subject to Supervisory Board approval. This proposal is made in accordance with article 6 paragraph 1 of the Articles of Association and article 2:96 of the Dutch Civil Code. In accordance with current corporate governance practices the proposal is limited to a period of 18 months from the date of this AGM, i.e. until and including 12 November 2022, and to a maximum of 10% of the issued share capital. This authorisation also applies to the issue of new GDRs, or rights to subscribe for new GDRs. One GDR represents 0.25 share of the Company. When this authorization shall be approved, the current authorization shall no longer be utilized.

The Chairman puts the proposal into discussion and concludes that 66.990.680 votes (98.69%) have been issued in favour of the proposal, 891.456 votes (1.31%) are against and 308 votes abstained, so the proposal is adopted.

8B. Authorisation to restrict or exclude pre-emptive rights upon issue of new shares (voting item)

It is proposed to the General Meeting to authorize the Management Board for a period of 18 months from the date of this AGM, i.e. until and including 12 November 2022, to restrict or exclude, subject to the approval of the Supervisory Board, pre-emptive rights in relation to the issue of shares or the granting of rights to subscribe for shares. This proposal is made in accordance with article 7 paragraph 3 of the Articles of Association and article 2:96a of the Dutch Civil Code. In accordance with the proposal under agenda item 9, this proposal is limited to a period of 18 months from the date of this AGM and until and including 12 November 2022. Pursuant to the Articles of Association, if less than 50% of the issued and outstanding capital is represented, this proposal can only be adopted by a majority of at least two-thirds of the votes cast. If 50% or more of the issued and outstanding capital is represented, a simple majority is sufficient to adopt this proposal. When this authorization shall be approved, the current authorization shall no longer be utilized.

The Chairman puts the proposal into discussion and concludes that 66.312.408 votes (97.69%) have been issued in favour of the proposal, 1.569.729 votes (2.31%) are against and 307 votes abstained, so the proposal is adopted.

8C. Authorisation to acquire shares (voting item)

The General Meeting is requested, in accordance with article 9 paragraph 3 of the Articles of Association, to authorise the Management Board for a period of 18 months as of the date of the AGM, i.e. until and including 12 November 2022, to cause the Company to purchase, for general corporate purposes and/or to cover obligations under the Company's restricted stock unit plan, shares or GDRs in the Company's own capital, representing up to 10% of the issued share capital of the Company as at the date of the AGM (for the avoidance of doubt, the 'issued share capital of the Company' includes issued shares and/or GDRs yet owned by the Company (directly or indirectly) in its own capital). GDRs may be acquired at the stock exchange or otherwise, at a price not exceeding 110% of the average closing price of the GDRs on the LSE for the 5 business days prior to the day the purchase is made.

The Supervisory Board has resolved, in accordance with article 17 paragraph 3 of the Articles of Association and subject to the above authorisation by the General Meeting to the Management Board, that in case the amount of Company's own issued share capital or GDRs being purchased reaches a level of more than 5% of the Company's own issued share capital as at the date of the AGM (for the avoidance of doubt, the 'issued share capital of the Company' includes issued shares and/or GDRs yet owned by the Company (directly or indirectly) in its own capital), the Management Board shall obtain Supervisory Board approval before proceeding with such purchase.

The Company may only acquire its own fully paid up shares or GDRs, provided that the part of the Company's net assets which exceeds the aggregate of the issued share capital and the reserves which must be maintained by virtue of the law, is at least equal to the purchase price for the Company's own shares.

The Chairman puts the proposal into discussion and concludes that 67.653.805 votes (99.66%) have been issued in favour of the proposal, 228.332 votes (0.34%) are against and 307 votes abstained. The Chairman subsequently confirms that the General Meeting resolves to authorize the Management Board to have the Company acquire shares or GDRs in its own capital in accordance with and subject to the above proposal.

9. Appointment of the external auditor for the financial year 2021 (voting item)

The Supervisory Board proposes to re-appoint Ernst & Young Accountants LLP as the Company's external auditor for the financial year 2021.

The Chairman puts the proposal into discussion and concludes that 66.527.242 votes (98%) have been issued in favour of the proposal, 1.354.894 votes (2%) are against and 308 votes abstained., so the proposal is adopted.

10. Any other business and conclusion

No other items were brought to the attention of the General Meeting.

As the Agenda contained no further issues to be deliberated, the AGM was closed.

Signed:

Peter Demchenkov
Chairman of the AGM

Frank Lhoëst
Secretary of the AGM

In accordance with provision 4.1.10 of the Dutch Corporate Governance Code, shareholders and depositary receipt holders have the right to provide their comment to these minutes within three months after their release, i.e. until 12 August 2021. Following this, the minutes shall be adopted and signed by the Chairman and the Secretary.