

Minutes

of the

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

X5 Retail Group N.V.

(hereinafter: the "Company")

held on

20 June 2011 at Parkstraat 20, 2514 JK The Hague, The Netherlands

1. Opening and announcements

Mr. Hervé Defforey, chairman of the Supervisory Board of the Company and chairman of the AGM (the "Chairman") in accordance with article 34.1 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, 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 The Bank of New York Mellon to the Secretary (as defined below) (the "Proxy"), a total number of 67,817,158 shares were being represented at the AGM, from the total number of outstanding shares of the Company which is 67,893,218.

As (i) the AGM had been convened in accordance with the Articles, and (ii) the quorum as mentioned in Article 37.1 of the Articles was represented, valid resolutions could be passed by the general meeting of shareholders (*algemene vergadering van aandeelhouders*) (the "General Meeting").

Mr. Frank Lhoëst is appointed secretary at this AGM (the "Secretary") and holds the Proxy to vote on behalf of all shareholders being represented (i.e. The Bank of New York Mellon).

2. Annual report of the Management Board for the financial year 2010

The Secretary provides the General Meeting with an overview of the activities and of the performance of the Company during the financial year 2010.

3. Corporate Governance

The contents of the Corporate Governance Report in the Annual Report 2010 (page 49), including the statement on compliance with the best practice provisions of the Dutch Corporate Governance Code are tabled for discussion.

No material changes in X5's corporate governance structure have occurred in 2010, and no material changes are proposed for 2011.

4. Explanation of the policy on additions to reserves and payment of dividends

Article 28 of the Articles of Association states that the General Meeting, on proposal of the Supervisory Board, determines which part of the result for a financial year will be reserved and the allocation of the remainder of the result.

In line with the Company's dividend policy the Supervisory Board suggests to the General Meeting not to pay-out any dividend but to use all available funds for the anticipated growth, and strategic acquisitions, of the Company.

5. Adoption of the Annual Accounts for the financial year 2010

Article 27.2 of the Articles of Association states that the General Meeting shall adopt the Annual Accounts. The Annual Accounts for the financial year 2010 (the "Annual Accounts"), as included in the entire Annual Report 2010 (the "Annual Report"), were presented to the General Meeting by the Supervisory Board, in accordance with clause 26.3 of the Articles of the Company. It is proposed to the General Meeting to adopt the Annual Accounts.

Mr. Peter Dams, attending the AGM on behalf of the external auditor PricewaterhouseCoopers Accountants N.V., is available to answer questions in relation to the auditor's report on the fairness of the Annual Accounts.

The Secretary states that 67,804,771 votes are in favour of this proposal and 12,387 votes abstained. The Chairman confirms that the General Meeting does not require additional information and approves the Annual Accounts.

6. Determination of the allocation of the results for the financial year 2010

It is proposed by the Supervisory Board to transfer the Company's results for the financial year 2010 to the other reserves of the Company (Annual Report, page 171)

The Secretary states that 67,527,232 votes are in favour of this proposal, 150,050 votes are against and 139,876 votes abstained, whereupon the Chairman confirms that this proposal is approved by the General Meeting.

7. Discharge from liability of the (former) members of the Management Board

It is proposed to the General Meeting to grant discharge to the members of the Management Board, as well as to Messrs. Lev Khasis (CEO until 10 March 2011) and Evgeny Kornilov (CFO until 29 September 2010) from all liability (*décharge verlenen*) in relation to the exercise of their duties in the financial year 2010, to the extent that such exercise is apparent from the annual accounts or has otherwise been disclosed to the General Meeting prior to the adoption of the Annual Accounts.

The Secretary states that 67,803,982 votes are in favour of this proposal and 13,176 votes abstained. The Chairman confirms that the General Meeting resolves to grant discharge to the members of the Management Board, as well as Messrs. Lev Khasis and Evgeny Kornilov, from liability.

8. Discharge from liability of the members of the Supervisory Board

It is proposed to the General Meeting to grant discharge to the members of the Supervisory Board from all liability (*décharge verlenen*) in relation to the exercise of their duties in the financial year 2010, to the extent that such exercise is apparent from the annual accounts or has otherwise been disclosed to the General Meeting prior to the adoption of the annual accounts.

The Secretary states that 67,803,982 votes are in favour of this proposal and 13,176 votes abstained. The Chairman confirms that the General Meeting resolves to grant discharge to the members of the Supervisory Board from liability.

9. Appointment of Mr. Andrei Gusev as member of the Management Board and CEO

The Supervisory Board proposes to appoint Mr. Andrei Gusev as member of the Management Board (Director “A”) and CEO for a four-year term ending on the day of the annual general meeting of shareholders to be held in 2015.

Andrei Gusev (9 July 1972), a Russian national, joined X5 in 2006 as M&A and Business Development Director. Prior to joining X5 Mr. Gusev worked in Alfa Group as, consecutively since 2001, Director for Investment Planning and Director for Group Portfolio Management and Control. Mr. Gusev was leading the merger process that led to the creation of X5 Retail Group. Prior to joining Alfa Group, Mr. Gusev worked many years in the strategic consulting at Bain & Company and at Deloitte & Touche. Mr. Gusev graduated with honors from the Moscow State University, and holds an MBA degree from the Wharton School of Business at the University of Pennsylvania.

The Secretary states that 67,038,971 votes are in favour of this proposal, 37,005 votes are against and 741,182 votes abstained.

The General Meeting appoints Mr. Andrei Gusev as member of the Management Board (Director “A”) and CEO of the Company with effect per the date of this meeting for a period of four years ending on the day of the Annual General Meeting in 2015, in accordance with article 12.4 of the Articles of Association.

10. Re-appointment of Mr. Frank Lhoëst as member of the Management Board and Company Secretary

The Supervisory Board proposes to re-appoint Mr. Frank Lhoëst as member of the Management Board (Director “B”) and Company Secretary for another four-year period ending on the day of the annual general meeting of shareholders to be held in 2015.

Frank Lhoëst (9 March 1962), a Dutch citizen, was appointed as Company Secretary and member of the Management Board of X5 on 5 November 2007. Previously, Mr. Lhoëst has held several positions at Intertrust Group, from account manager in the Netherlands Antilles to founder and director of the Intertrust office in Vienna, Austria. In 2002, Mr. Lhoëst established the Intellectual Property Group of Intertrust in the Netherlands. Mr. Lhoëst graduated from the Leiden University with a degree in Law.

The Secretary states that 67,038,971 votes are in favour of this proposal, 37,005 votes are against and 741,182 votes abstained.

The General Meeting re-appoints Mr. Frank Lhoëst as member of the Management Board (Director “B”) and Company Secretary of the Company with effect per the date of this meeting for a period of four years

ending on the day of the Annual General Meeting in 2015, in accordance with article 12.4 of the Articles of Association.

11. Adjustment of the Company's Remuneration Policy for members of the Management Board and Executive Board

The Supervisory Board proposes to adjust the Company's Remuneration Policy, in particular the reward mechanism for the annual cash incentive. It is proposed that the quantitative corporate indicators, including net sales and EBITDA, are no longer to be achieved cumulatively, but separately with equal weight depending on the number of quantitative targets set.

The Secretary states that 60,654,839 votes are in favour of this proposal, 6,226,013 votes are against and 936,306 votes abstained, whereupon the Chairman concludes that the General Meeting approves the adjusted Remuneration Policy. The full text of the Remuneration Policy will be made available on the website of the Company.

12. Remuneration of the Supervisory Board

It is proposed to the General Meeting that under the Company's Restricted Stock Unit Plan, certain members of the Supervisory Board shall be granted conditional RSUs with award date 19 May 2012, as follows:

Member	Number of RSUs	Award Date	Vesting Date	End of lock-in period
Hervé Defforey	9.923	19-5-2012	19-5-2014	19-5-2016
Stephan DuCharme	7.939	19-5-2012	19-5-2014	19-5-2016
Alexander Tynkovan	4.763	19-5-2012	19-5-2014	19-5-2016
Christian Couvreur	7.939	19-5-2012	19-5-2014	19-5-2016

The Chairman puts the proposal into discussion and concludes that 59,368,977 votes have been issued in favour of the proposal, 7,415,136 votes are against and 1,033,045 votes abstained, so the proposal is adopted.

13. Designation of the Supervisory Board as the corporate body authorised to issue new shares or grant rights to subscribe for shares

In accordance with article 6.1 of the Articles of Association, it is proposed to the General Meeting to designate the Supervisory Board, for a period of 18 months as of the date of the AGM, until 20 December 2012, as the corporate body of the Company authorised to resolve on the issuance of, and/or the granting of rights to subscribe for, up to a maximum of 13,578,643 new shares (i.e. 20%) in the capital of the Company, for general corporate purposes, including but not limited to financing of acquisitions and pursuant to the Company's Employee Stock Option Plan and/or Restricted Stock Unit Plan. This delegation (the "2011 Delegation") also applies to the issue of new GDRs, or rights to subscribe for new GDRs. One GDR represents 0.25 share of the Company.

The Chairman puts the proposal into discussion and concludes that 66,641,764 votes have been issued in favour of the proposal, 1,165,307 votes are against and 10,087 votes abstained, so the proposal is adopted.

14. Designation of the Supervisory Board as the corporate body authorised to restrict or exclude the pre-emptive rights upon issue of new shares or granting of rights to subscribe for shares

Pursuant to article 7.3 of the Articles of Association, the General Meeting may designate the Supervisory Board as the corporate body authorised to resolve on the restriction or exclusion of any pre-emptive right (*voorkeursrecht*) in connection with the issuance of, and/or the granting of rights to subscribe for, shares in the capital of the Company. Such designation shall only be valid for a specific period of no more than five (5) years and may from time to time be extended with a period of not more than five (5) years.

It is proposed to the General Meeting to designate the Supervisory Board as the corporate body authorised to resolve on the restriction or exclusion of any pre-emptive right in connection with the issuance of, and/or the granting of rights to subscribe for, shares in the capital of the Company under the 2011 Delegation for a period of 18 months as of the date of the AGM, until 20 December 2012.

The Secretary stipulates that this proposal must be adopted by two-thirds of the votes cast, if less than 50% of the issued capital of the Company is present or represented at the AGM. If 50% or more of the issued capital of the Company is present or represented at the AGM, a simple majority is sufficient to adopt the proposal.

The Chairman puts the proposal into discussion and concludes that 64,632,849 votes have been issued in favour of the proposal, 3,171,922 votes are against and 12,387 votes abstained, so the proposal is adopted.

15. Authorisation of the Management Board to have the Company acquiring shares or GDRs in its own capital

The General Meeting is requested, in accordance with article 9.3 of the Articles of Association, to authorise the Management Board for a period of 18 months as of the date of the AGM, until 20 December 2012, to cause the Company to purchase, for general corporate purposes, 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), at or below the market price of the GDRs (as being traded at London Stock Exchange) when such purchase is being executed.

The Supervisory Board has resolved, in accordance with article 17 paragraph 3 of the Articles of Association and subject to the above delegation by the General Meeting to the Management Board, that in case the amount of the 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, 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 the Secretary subsequently states that 67,722,201 votes are in favour of this proposal, 27,862 votes are against and 67,095 votes abstained. The Chairman 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.

16. Proposal to amend the Articles of Association of the Company

The Chairman brings into discussion the proposal to amend the Articles of Association, in accordance with the Bill on Shareholders' Rights which came into force in the Netherlands on 1 July 2010, implementing EU Directive 2007/36/EC on the exercise of rights of shareholders in listed companies. Further non-material amendments are proposed in alignment with the Dutch civil code and EU Transparency Directive 2004/109/EC.

The proposed draft of the amended Articles of Association was published on the Company's website (www.x5.ru) and available for inspection at the offices of the Company.

In connection with this amendment, it is proposed to authorise each statutory director of the Company and each of the lawyers and notarial assistants practising with the Amsterdam office of Hogan Lovells International LLP to execute the notarial deed of amendment of the Articles of Association.

The Chairman puts these proposals into discussion and concludes that 67,490,237 votes are in favour, 36,995 votes are against and 289,926 votes abstained, so the proposals are adopted.

17. Appointment of the external auditor for the financial year 2011

It is proposed to appoint PricewaterhouseCoopers as the Company's external auditor for the financial year 2011.

The Chairman puts the proposal into discussion and concludes that 67,801,659 votes have been issued in favour of the proposal, 5,412 votes are against and 10,087 votes abstained, so the proposal is adopted.

18. 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:

Mr. Hervé Defforey
Chairman of the AGM

Mr. Frank Lhoëst
Secretary of the AGM

In accordance with Article 35 of the Articles of Association, these minutes are made available to the shareholders and Depository Receipt holders ultimately three months after the AGM. During this period, shareholders have the right to comment. Following this, the minutes shall be adopted by the Chairman and the Secretary and shall be signed by them as evidence thereof.