

2019 Annual General Meeting of Shareholders of X5 Retail Group N.V.

The Supervisory Board and the Management Board of X5 Retail Group N.V. (the "Company" or "X5") invite the Company's shareholders (the "General Meeting") and holders of global depository receipts ("GDRs") to the Company's annual general meeting of shareholders to be held at Parkstraat 20, 2514 JK The Hague, The Netherlands at 11.00 am CET on **Friday 10 May 2019** (the "AGM").

Agenda

1. Opening
2. Report of the Management Board for the financial year 2018
3. Financial Statements for the financial year 2018
 - a. Explanation of the implementation of the Remuneration Policy
 - b. Explanation of the Dividend Policy
 - c. Proposal to adopt the 2018 Financial Statements (**voting item**)
 - d. Proposal to determine the dividend over the financial year 2018 (**voting item**)
4. Proposal for discharge from liability of the members of the Management Board (**voting item**)
5. Proposal for discharge from liability of the members of the Supervisory Board (**voting item**)
6. Composition of the Management Board:
 - A. Re-appointment of Igor Shekhterman as member of the Management Board (**voting item**)
 - B. Re-appointment of Frank Lhoëst as member of the Management Board (**voting item**)
 - C. Appointment of Quinten Peer as member of the Management Board (**voting item**)
7. Composition of the Supervisory Board:
 - A. Re-appointment of Stephan DuCharme as member of the Supervisory Board (**voting item**)
 - B. Re-appointment of Petr Demchenkov as member of the Supervisory Board (**voting item**)
 - C. Re-appointment of Geoff King as member of the Supervisory Board (**voting item**)
 - D. Re-appointment of Michael Kuchment as member of the Supervisory Board (**voting item**)
 - E. Appointment of Alexander Torbakhov as member of the Supervisory Board (**voting item**)
8. Remuneration of the Supervisory Board (**voting item**)
 - A. Amendment of the remuneration policy for members of the Supervisory Board (**voting item**)
 - B. Annual award of Restricted Stock Units to members of the Supervisory Board (tranche 9) (**voting item**)
 - C. Annual award of Restricted Stock Units to members of the Supervisory Board (tranche 10) (**voting item**)
9. Authorisation of the Management Board to issue new shares or grant rights to subscribe for shares, subject to the approval of the Supervisory Board (**voting item**)
10. Authorisation of the Management Board to restrict or exclude the pre-emptive rights upon issue of new shares or granting of rights to subscribe for shares, subject to the approval of the Supervisory Board (**voting item**)

11. Authorisation of the Management Board to resolve that the Company may acquire its own shares or GDRs (**voting item**)
12. Amendment of the Company's Articles of Association (**voting item**)
13. Appointment of the external auditor for the financial year 2019 (**voting item**)
14. Any other business and conclusion

Record date

Persons with the right to vote and/or the right to attend the AGM are considered to be those persons who on **12 April 2019** after processing of all debit and credit entries up to and including that day (the "Record Date") are registered in one of the registers mentioned hereafter.

The Company's annual report for the financial year 2018 (the "2018 Annual Report"), which includes the Company's balance sheet and profit and loss account with the explanatory notes (the "2018 Financial Statements"), as well as a copy of the proposed amendment of the Articles of Association, are available on the Company's website www.x5.ru and will also be deposited for inspection by the shareholders and other persons entitled to attend the AGM at the Company's offices in The Hague, The Netherlands and are available free of charge. Copies will also be available for inspection at the AGM.

The shareholders' register of the Company in The Hague, The Netherlands, has been designated as register to certify the shareholders entitled to vote on the shares. The shareholders identified as entitled to vote on the basis of the shareholders register of the Company on the Record Date may exercise their rights to vote and attend the AGM. These shareholders may also exercise their rights to vote and/or attend the AGM by a written proxy, in the English language, duly executed and legalised in accordance with the laws of the country where the proxy is issued. Proxy holders must present their written proxy at the AGM.

The register of GDR holders maintained by The Bank of New York Mellon (the "Depository") indicates the persons entitled to GDRs on the Record Date and entitled to give voting instructions to the Depository pursuant to Article 12 of the GDR Terms and Conditions. GDR holders may instruct the Depository with regard to the exercise of voting rights with respect to Deposited Shares (as defined in the GDR Terms and Conditions) by completing, signing and returning to the Depository the relevant voting documentation forwarded by the Depository to the GDR holders. The deadline for providing instructions to the Depository will be specified by the Depository in the information provided to GDR holders. The Depository will procure the exercise of voting instructions received from GDR holders by the relevant deadline in accordance with the GDR Terms and Conditions and the normal processes of the Depository.

Alternatively, GDR holders who wish to vote in person at the AGM will, on request, be granted an exclusive proxy to do so by the Depository. A GDR holder to whom such exclusive proxy has been granted must notify the Management Board of the Company of their intention to attend and vote at the AGM and must provide the Management Board with a copy of such proxy at least five (5) days prior to the AGM. GDR holders who intend to vote in this manner must provide sufficient proof of identification on admission to the AGM. In addition, if the exclusive proxy has been granted by the Depository to a GDR holder which is a legal entity, the person who represents such legal entity at the AGM must provide sufficient proof that he is duly authorised to do so by means of a statement from a local lawyer or notary admitted to practice in the jurisdiction of the GDR holder, duly executed and legalised in accordance with the laws of such jurisdiction.



Amsterdam, 20 March 2019

Stephan DuCharme
Chairman of the Supervisory Board

Igor Shekhterman
Chief Executive Officer

Explanatory Notes to the Agenda

2. Report of the Management Board for the financial year 2018

This agenda item includes an account of the financial year 2018, including the report of the Supervisory Board.

3a. Explanation of the Remuneration Policy

In accordance with Dutch law, the application of the Remuneration Policy in 2018 will be discussed and accounted for during the Annual General Meeting of Shareholders. Please refer to the 2018 remuneration report in the 2018 Annual Report on pages 221-225.

3b. Explanation of the Dividend Policy

In accordance with the Dutch Corporate Governance Code the policy on additions to reserves and on dividends is dealt with and explained as a separate agenda item.

The Company approved its dividend policy in 2017. The dividend policy is to target a payout ratio of at least 25% of the full year consolidated net profit in accordance with IFRS, provided its financial position allows for it. When considering a proposal to pay dividends, the Supervisory Board shall be guided by a target consolidated net debt / EBITDA ratio of below 2.0x as per the end of the year for which the dividend is being proposed. For the year 2018, this policy has resulted in the proposal under agenda item 3d.

3c. Proposal to adopt the 2018 Financial Statements (voting item)

It is proposed to the General Meeting to adopt the 2018 Financial Statements. The 2018 Financial Statements are included in the 2018 Annual Report which is deposited for inspection by the shareholders and other persons entitled to attend the AGM at the Company's offices in The Hague, The Netherlands. Copies of the 2018 Annual Report are available on-line on the Company's website, and will also be available for inspection at the AGM.

3d. Proposal to determine the dividend over the financial year 2018 (voting item)

The Supervisory Board, in consultation with the Management Board, proposes which part of the profits will be added to the reserves. 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 depository receipts (GDRs).

It is proposed to the General Meeting to determine the dividend for the financial year 2018 at RUB 92.06 per GDR, representing 87.3% of net profit. The total dividend will amount to RUB 25,000 million. An amount of RUB 3,642 million, representing the remaining amount of the profit in the financial year 2018, will be added to the retained earnings. The ex-dividend date is 23 May 2019; the record date is set at 24 May 2019. The dividend, if approved by the General Meeting, shall be paid to holders of GDRs by the Depositary in USD within 45 days from the date of the AGM in accordance with the dividend policy. The Depositary shall announce the final payment date for holders of GDRs upon the RUB/USD conversion date.

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

It is proposed to the General Meeting to discharge the members of the Management Board in office in 2018 from all liability in relation to the exercise of their duties in the financial year 2018, to the extent that such exercise is apparent from the 2018 Financial Statements or other public disclosures prior to the adoption of the 2018 Financial Statements.

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

It is proposed to the General Meeting to discharge the members of the Supervisory Board in office in 2018 from all liability in relation to the exercise of their duties in the financial year 2018, to the extent that such exercise is apparent from the 2018 Financial Statements or other public disclosures prior to the adoption of the 2018 Financial Statements.

6. Composition of the Management Board

6A. 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 2021.

Igor Shekhterman (9 November 1970), a Russian citizen, was appointed as member of the Management Board and CEO in 2015, having previously served on X5's Supervisory Board from 2013 until 2015. The Supervisory Board proposes to re-appoint Igor Shekhterman in view of his experience, his leadership skills and the way he fulfills his role as CEO.

Agreed Package for Igor Shekhterman

- Base salary RUB 70,000,000
- Short term annual cash incentive based on both the overall performance of the Company (financial indicators) and individual performance, including non-financial indicators and personal key objectives, set by the Supervisory Board. The on-target pay-out as a percentage of base salary is 100%, contingent on full achievement of the objectives, with a cap at 140% in case of exceptional performance.
- Long term cash incentive under the 2018-2020 long-term incentive plan for members of the Executive Board, as described in the remuneration policy.

Other relevant components:

- As disclosed when Mr. Shekhterman took office in 2015, and in deviation to the remuneration policy, Mr. Shekhterman will be entitled to a minimum annual compensation package of USD 4,000,000. Should the minimum annual compensation exceed the total annual remuneration based on fixed and variable components, Mr. Shekhterman will be entitled to the difference upon completion of his full term as CEO.
- Mr. Shekhterman is eligible to a termination compensation of up to USD 5,000,000 at the discretion of the Supervisory Board;
- Upon compliance with a 12 months non-competition obligation, Mr. Shekhterman shall be entitled to an amount equal to the net annual base salary under his contract.

6B. Re-appointment of Frank Lhoëst as member of the Management Board (voting item)

The Supervisory Board proposes to re-appoint Frank Lhoëst as member of the Management Board and Company Secretary for another four-year period ending on the day of the annual general meeting of shareholders to be held in 2023.

Frank Lhoëst (9 March 1962), a Dutch national, was appointed as Company Secretary and member of the Management Board of X5 on 5 November 2007, and re-appointed in 2011 and 2015. The Supervisory Board proposes to re-appoint Frank Lhoest in view of his experience and the way he fulfills his role as Company Secretary and member of the Management Board.

Agreed Package for Frank Lhoëst

- Base salary € 300,000
- Short term incentive: annual cash incentive based on achievement of individual performance measures, with a profitability threshold as a condition for STI payout. The on-target payout as a percentage of base salary is set at a level of 60%

Other relevant components:

- Severance payment is six months base salary

6C. Appointment of Quinten Peer as member of the Management Board (voting item)

The Supervisory Board proposes to appoint Quinten Peer as member of the Management Board and Chief Operating Officer for X5 Retail Group N.V. in Amsterdam for a four-year period ending on the day of the annual general meeting of shareholders to be held in 2023.

Quinten Peer (14 March 1974), a Dutch national, joined X5 in 2018. He lived in Russia from 2012-2016 managing international business development and the expansion of a major capital project as COO for Sakhalin Energy gaining broad experience in strategy, finance and supply chain management. In 2009, Quinten joined Gazprom's management team in the Netherlands actively managing Gazprom's 50% interest in the Sakhalin-II project, to date one of the world's largest integrated oil & gas projects. Quinten started his career in 2000 as a lawyer with Nauta Dutilh, one the major law firms in the Netherlands, and holds a degree in Law at the Dutch University of Groningen.

Agreed Package for Quinten Peer

- Base Salary € 137.500 (based on initial 50% time commitment)
- Short term incentive: annual cash incentive based on achievement of individual performance measures, also with a profitability threshold as a condition for STI payout. The on-target payout as a percentage of base salary is set at a level of 60%

Other relevant components

- Severance payment is six months base salary

7. Composition of the Supervisory Board

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

Under the rotation schedule of the Supervisory Board, Stephan DuCharme reaches his end of term as Supervisory Board member this year. Stephan DuCharme is eligible for reappointment. 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 2021, 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.

Stephan DuCharme (20 April 1964), a dual US/German citizen, was appointed as Supervisory Board member of X5 in 2015. Prior to that he served as CEO and Chairman of X5's Management Board from July 2012 until November 2015, after having previously served on X5's Supervisory Board from November 2008. Having carefully considered the interests of the Company and its shareholders, the Supervisory Board has taken the view that these interests are best served by retaining Stephan's experience and leadership for X5 for at least two additional years in his capacity as Chairman of the Supervisory Board.

Currently Stephan is managing partner at L1 Retail, the retail investment branch of LetterOne, and serves on the Board of the holding company of Holland & Barrett International.

Stephan DuCharme holds 110.964 GDRs in the Company.

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

Under the rotation schedule of the Supervisory Board, Petr Demchenkov reaches his end of term as Supervisory Board member this year. Petr Demchenkov is eligible for reappointment. The Supervisory Board proposes to appoint Petr Demchenkov for a new term ending on the day of the annual general meeting of shareholders to be held in 2023, which is the fourth 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.

Petr Demchenkov (28 September 1973), a Russian national, was appointed to the Supervisory Board of X5 in 2015. The Supervisory Board recommends to re-appoint Petr Demchenkov for a new term in view of his dedication with which he fulfils his role as member of the Supervisory Board and chairman of the Nomination and Remuneration Committee, as well as his broad experience in the FMCG industry in Russia, in particular in the fields of logistics and distribution. The Supervisory Board appointed Petr Demchenkov as Vice-Chairman of the Supervisory Board, subject to his re-appointment by the General Meeting.

Currently Petr is CEO of ALIDI, a leading provider of distribution and logistics services in Russia.

Petr Demchenkov holds 3,762 GDRs in the Company.

7C. Re-appointment of Geoff King as member of the Supervisory Board (voting item)

Under the rotation schedule of the Supervisory Board, Geoff King reaches his end of term as Supervisory Board member this year. Geoff King is eligible for reappointment. The Supervisory Board proposes to appoint Geoff King for a new term ending on the day of the annual general meeting of shareholders to be held in 2023, which is the fourth 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.

Geoff King (6 July 1965) is a British national and was appointed to the Supervisory Board of X5 in 2015. The Supervisory Board recommends to re-appoint Geoff King for a new term in view of his knowledge of X5, the dedication with which he fulfils his role as member of the Supervisory Board and chairman of both the Audit and Risk Committee and Related Party Committee, and his proven track record in the food retail industry.

Currently Geoff is CEO of The Food Purveyor, a supermarket retailer in Malaysia.

Geoff King holds 12,679 GDRs in the Company.

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

Under the rotation schedule of the Supervisory Board, Mikhail Kuchment reaches his end of term as Supervisory Board member this year. Mikhail Kuchment is eligible for reappointment. The Supervisory Board proposes to appoint Mikhail Kuchment for a new term ending on the day of the annual general meeting of shareholders to be held in 2022, which is the third 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.

Mikhail Kuchment (28 August 1973), a Russian citizen, was appointed to the Supervisory Board of X5 in 2015. The Supervisory Board recommends to re-appoint Mikhail Kuchment for a new term in view of his knowledge of X5, his executive track record in, and in-depth knowledge and experience of the retail industry in Russia, and the dedication with which he fulfils his role as member of the Supervisory Board.



Mikhail is the co-founder and Vice-President of Hoff, one of the leading home furnishing retailers in Russia. Currently, Mikhail is also Chairman of the Supervisory Board of Sovcombank, one of the leading Russian consumer banks.

Mikhail Kuchment has no shareholding in the Company.

7E. Appointment of Alexander Torbakhov as member of the Supervisory Board (voting item)

The Supervisory Board proposes to appoint Alexander Torbakhov as member of the Supervisory Board for a term ending on the day of the annual general meeting of shareholders to be held in 2023, which is the fourth year after the year of the appointment.

Alexander Torbakhov (22 August 1971), a Russian citizen, has extensive experience in digital transformation processes, most recently as Deputy Chairman of the Executive Board of Sberbank, where he headed the Retail Business Unit. Prior to Sberbank, he held General Director positions in Vimpel Communications and Rosgosstrakh-Life Insurance Company. Mr. Torbakhov holds an engineer degree from the Moscow Aviation Institute, an economist degree from Moscow State Institute of International Relations and an MBA from the University of Chicago (USA).

The Supervisory Board proposes to appoint Alexander Torbakhov in view of his in-depth knowledge and experience in digital transformation processes.

Alexander Torbakhov has no shareholding in the Company.

8. Remuneration of the Supervisory Board

8A. Amendment of the remuneration policy for members of the Supervisory Board (voting item)

Dutch law and the Company's articles of association stipulate that the General Meeting, upon the proposal of the Supervisory Board, determines the remuneration of the members of the Supervisory Board.

The last increase of the Supervisory Board's remuneration took place in 2010. Since then, the Company evolved to a leading Russian retailer that is committed to adopting international best practices, with a Board composition and profile that reflects X5's ambition to be fit for the future. In this light the Nomination and Remuneration Committee conducted a remuneration benchmark analysis based on a reference group of Dutch and other European companies that are comparable in scale, as well as Russian and world leading retailers. Pursuant to this analysis, the Supervisory Board, upon recommendation of its Nomination and Remuneration Committee, proposes the following cash remuneration schedule for the Supervisory Board effective per 1 June 2019:

Chairman of the Supervisory Board	EUR 250.000
Member of the Supervisory Board	EUR 100.000
Extra allowance Vice-Chairman of the Supervisory Board	EUR 50.000
Committee Chairmanship	EUR 100.000
Second Committee Chairmanship	EUR 50.000
Member Committee	EUR 16.000

Furthermore, in line with the current remuneration principles for the Supervisory Board:

- members of the Supervisory Board are entitled to participate in the Company's restricted stock unit plan, with annual awards of restricted stock units up to 100% of their annual fixed remuneration.

- Any member of the Supervisory Board who represents a legal entity holding at least thirty per cent of the voting rights in the Company, shall waive his/her entitlement to remuneration for acting as a member of the Supervisory Board.

8B. Annual award of Restricted Stock Units to members of the Supervisory Board (tranche 9) (voting item)

Following the appointment of Karl-Heinz Holland and Nadia Shouraboura as Supervisory Board members in 2018, it is proposed to the General Meeting that under the Restricted Stock Unit Plan (the "Plan"), Karl-Heinz Holland and Nadia Shouraboura shall be awarded a number of Restricted Stock Units ("RSUs") with award date 19 May 2019, equal to 100% of the -pro rata- annual remuneration of the relevant Supervisory Director in 2018, divided by the average market value of one GDR as of 19 May 2018. Under the rules of the Plan, the average market value is defined as the volume weighted average price of a GDR over the thirty calendar days immediately preceding 19 May 2018. The volume weighted average price is calculated using the closing price of a GDR taken from the Official List of the London Stock Exchange.

The awarded RSUs will vest on 19 May 2021, followed by a lock-in period ending on 19 May 2023. Each award is subject to forfeiture rules depending on the relevant Supervisory Director's term of office during the period until the date of vesting.

8C. Annual award of Restricted Stock Units to members of the Supervisory Board (tranche 10) (voting item)

For 2019, it is proposed to the General Meeting that the Supervisory Directors Stephan DuCharme, Petr Demchenkov, Geoff King, Mikhail Kuchment, Karl-Heinz Holland, Nadia Shouraboura and Alexander Torbakhov shall be awarded a number of RSUs with award date 19 May 2019, equal to 100% of the gross annual remuneration of the relevant Supervisory Director in 2019, divided by the average market value of one GDR as of 19 May 2019.

Under the rules of the plan, the average market value is defined as the volume weighted average price of a GDR over the thirty calendar days immediately preceding 19 May 2019. The volume weighted average price is calculated using the closing price of a GDR taken from the Official List of the London Stock Exchange.

The awarded RSUs will vest on 19 May 2022, followed by a lock-in period ending on 19 May 2024. Each award is subject to forfeiture rules depending on the relevant Supervisory Director's term of office during the period until the date of vesting.

9. 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 10 November 2020, 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 10 November 2020, 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.

10. Authorisation to restrict or exclude pre-emptive rights (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 10 November 2020, 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 10 November 2020. 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.

11. 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 10 November 2020, 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 between par value and 110% of the opening price at the London Stock Exchange at the date of the acquisition.

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.

12. Amendment of the Company's Articles of Association (voting item)

The General Meeting is requested to approve the proposed amendment of the Company's Articles of Association. The purpose of the amendment is to align the Articles of Association with the Dutch Corporate Governance Code, which entered into force as of 1 January 2017, as well as other corporate legal updates and current best practices. The Supervisory Board has granted its approval for the amendment of the Articles of Association.

The existing text of the Articles of Association with the proposed amendments is published on the Company's website (www.x5.ru) and is available for inspection at the offices of the Company until the AGM is held.

The resolution to amend the Articles of Association also includes the authorization of each Director of the Company as well as any and all lawyers and paralegals practicing with De Brauw Blackstone Westbroek N.V. in Amsterdam to execute the notarial deed of amendment to the Articles of Association.



13. Appointment of the external auditor for the financial year 2019 (voting item)

In 2018 the Audit and Risk Committee conducted its periodic assessment of the functioning and independence of the external auditor. The Supervisory Board, as per the recommendation of the Audit and Risk Committee following the assessment, proposes to re-appoint Ernst & Young Accountants LLP as the Company's external auditor for the financial year 2019.