

Minutes

of the

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

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

held on

12 May 2017 at Parkstraat 20, 2514 JK The Hague, The Netherlands

1. Opening and announcements

Mr. Stephan DuCharme, 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, 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 67,884,340 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 include 17,704,778 shares (26.08%) 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 37.1 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. Annual report of the Management Board for the financial year 2016

The Chairman provides the General Meeting with an overview of the activities and of the performance of the Company during the financial year 2016.

3. Financial Statements for the financial year 2016

a. Remuneration Policy

In accordance with article 2:135 paragraph 5a of the Dutch Civil Code the remuneration policy is dealt with and explained as a separate agenda item. The remuneration policy, as amended for the members of the

Management Board and the Executive Committee at the Annual General Meeting in 2016, has been approved at the Annual General Meeting of Shareholders on 7 May 2015.

In 2016 the remuneration policy as described in the Annual Report (as defined below under item 3.c hereof) was applied. It is the intention that the current policy, with its focus on aligning the interests of shareholders and management on a sustainable basis, will be continued in 2017 and beyond.

b. Determination of the allocation of the results for the financial year 2016

It is proposed by the Supervisory Board to transfer the Company's results for the financial year 2016 to the other reserves of the Company.

The Secretary states that all 67,884,340 votes (100%) are in favour of this proposal, whereupon the Chairman confirms that this proposal is approved by the General Meeting.

c. Adoption of the Financial Statements for the financial year 2016

The Financial Statements for the financial year 2016 (the “Financial Statements”), as included in the 2016 Annual Report (the “Annual Report”), were presented to the General Meeting by the Management Board, in accordance with clause 25.2 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 2016, is available to answer questions in relation to the auditor’s report on the fairness of the Financial Statements.

The Secretary states that 67,869,610 votes (99.98%) are in favour of this proposal and 14,730 votes (0.02%) 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.

4. Discharge from liability of the members of the Management Board

It is proposed to the General Meeting to discharge the Management Board members in office in 2016 from all liability in relation to the exercise of their duties in the financial year 2016, 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 67,869,610 votes (99.98%) are in favour of this proposal and 14,730 votes (0.02%) abstained. The Chairman confirms that the General Meeting resolves to grant discharge to the members of the Management Board from liability.

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

It is proposed to the General Meeting to discharge the Supervisory Board members in office in 2016 from all liability in relation to the exercise of their duties in the financial year 2016, 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 67,869,610 votes (99.98%) are in favour of this proposal and 14,730 votes (0.02%) abstained. The Chairman confirms that the General Meeting resolves to grant discharge to the members of the Supervisory Board from liability.

6. Re-appointment of Mr. Mikhail Fridman as member of the Supervisory Board

The Supervisory Board proposes to appoint Mr. Mikhail Fridman for a new term ending on the day of the annual general meeting of shareholders to be held in 2021, which is the fourth year after the year of the re-appointment.

Mr. Fridman, one of the original founders of Alfa Group Consortium, is Chairman of the Supervisory Board of Alfa Group Consortium, one of Russia's largest privately owned financial-industrial conglomerates. Mr. Fridman is also a member of the Supervisory Board of VimpelCom Ltd., a member of the Board of Directors of Alfa-Bank, and a member of the Board of Directors at ABH Holdings. Mr. Fridman is a member of the Board of the Russian Union of Industrialists and Entrepreneurs and the International Advisory Board of the Council on Foreign Relations (USA). He graduated from the Moscow Institute of Steel and Alloys in 1986. Mr. Fridman was born in Lvov, Ukraine in 1964.

The Secretary states that 67,514,182 votes (99.45%) are in favour of this proposal, 156,186 votes (0.23%) are against and 213,972 votes (0.32%) abstained. The General Meeting therefore adopts the re-appointment of Mr. Fridman as member of the Supervisory Board, effective per the date of this meeting for a period of four years ending on the day of the Annual General Meeting in 2021.

7. Re-appointment of Mr. Pawel Musial as member of the Supervisory Board

The Supervisory Board proposes to appoint Mr. Pawel Musial for a new term ending on the day of the annual general meeting of shareholders to be held in 2021, which is the fourth year after the year of the reappointment.

Mr. Musial, a Polish citizen born in 1968, is Chairman of Profi Rom Food, one of the largest supermarket chains in Romania, following his position as CEO of the chain from 2010 until 2015. In 2008 and 2009 he was Chairman of the Ukrainian supermarket chain EKO Market. From 2006 to 2007 Pawel was chief commercial officer and member of the Management Board of X5, having previously been general director and chief operating officer of the Perekrestok chain since 2004. Prior to joining Perekrestok, Pawel held senior management positions in the food retail industry in Poland, including five years with Tesco Polska, with his last position as regional director. Pawel graduated from the Warsaw University of Life Sciences (SGGW) with an engineer degree in nutrition technology.

The Secretary states that 66,747,749 votes (98.33%) are in favour of this proposal, 922,619 votes (1.36%) are against, and 213,972 votes (0.31%) abstained. The General Meeting therefore adopts the re-appointment of Mr. Musial as member of the Supervisory Board, effective per the date of this meeting for a period of four years ending on the day of the Annual General Meeting in 2021.

8. Remuneration of the Supervisory Board

In accordance with the remuneration principles for the Supervisory Board it is proposed to the General Meeting that under the Restricted Stock Unit Plan, the Supervisory Directors Stephan DuCharme, Christian Couvreur, Pawel Musial, Geoff King, Peter Demchenkov and Mikhail Kuchment shall be awarded a number of RSUs with award date 19 May 2017, equal to 100% of the gross annual remuneration -excluding extraordinary compensation- of the relevant Supervisory Director in 2017, divided by the average market value of one GDR as of 19 May 2017. 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 2017. 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 2020, followed by a lock-in period ending on 19 May 2022. 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.

The Chairman puts this proposal into discussion and concludes that 54,100,017 votes (79.70%) have been issued in favour of the proposal, 12,457,614 votes (18.35%) are against and 1,326,709 votes (1.95%) abstained, so the proposal is adopted.

9. Authorization to issue shares

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 2018, 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 2018, 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 67,462,050 votes (99.38%) have been issued in favour of the proposal and 422,290 votes (0.62%) are against, so the proposal is adopted.

10. Authorisation to restrict or exclude pre-emptive rights upon issue of new shares

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 2018, 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 2018. 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 67,399,829 votes (99.29%) have been issued in favour of the proposal and 484,511 votes (0.71%) are against, so the proposal is adopted.

11. Authorisation to acquire shares

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 2018, 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 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 Secretary states that 67,848,565 votes (99.95%) are in favour of this proposal, and 8,612 votes (0.01%) are against and 27,163 votes (0.04%) 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.

12. Appointment of the external auditor for the financial year 2017

The Supervisory Board proposes to re-appoint Ernst & Young Accountants LLP as the Company's external auditor for the financial year 2017.

The Chairman puts the proposal into discussion and concludes that 67,830,780 votes (99.92%) have been issued in favour of the proposal, 17,785 votes (0.03%) are against and 35,775 votes (0.05%) abstained, so the proposal is adopted.

13. 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:

Stephan DuCharme
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 2017. Following this, the minutes shall be adopted and signed by the Chairman and the Secretary.