

Minutes

of the

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

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

held on

10 May 2019 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 67.878.380 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 18.213.058 shares (26.83%) 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. Report of the Management Board for the financial year 2018

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 2018.

3. Financial Statements for the financial year 2018

3A. 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 Board at the Annual General Meeting in 2018, has been approved at the Annual General Meeting on 7 May 2015.

In 2018 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 2019 and beyond.

It is expected that the revised European Shareholders Rights Directive will enter into force in June 2019 in the Netherlands. Its implementation will result in shareholders of Dutch listed companies having more influence on executive pay. In line with the new directive, the Company shall submit its remuneration policy to a binding vote by the General Meeting at least every four years. Furthermore, annually, the General Meeting will have an advisory vote on the remuneration report.

3B. Dividend Policy

In accordance with the dividend policy approved in 2017, the Company's 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 at the end of the year for which the dividend is being proposed. The dividend for the financial year 2018, in line with this policy, shall be discussed under agenda item 3d.

3C. Adoption of 2018 Financial Statements (voting item)

The Financial Statements for the financial year 2018 (the "Financial Statements"), as included in the 2018 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 2018, is available to answer questions in relation to the auditor's report on the fairness of the Financial Statements.

The Secretary states that 67.863.650 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.

3D. Determination of dividend for the financial year 2018 (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 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.

The Secretary states that all 67.878.380 votes (100%) are in favour of this proposal, whereupon the Chairman confirms that this proposal is approved by the General Meeting.

4. 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 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 Annual Report or has otherwise been disclosed to the General Meeting prior to the adoption of the Financial Statements.

The Secretary states that 67.863.650 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 (voting item)

It is proposed to the General Meeting to discharge the Supervisory Board members 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 Annual Report or has otherwise been disclosed to the General Meeting prior to the adoption of the Financial Statements.

The Secretary states that 67.863.650 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. 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, in view of his experience, his leadership skills and the way he fulfills his role as CEO.

In accordance with provision 3.4.2 of the Dutch Corporate Governance Code, the main contract elements of Mr. Shekhterman can be found in the explanatory notes to the AGM agenda dated 20 March 2019.

The Secretary states that 67.857.889 votes (99.97%) are in favour of this proposal, 10.876 votes (0.02%) are against and 9.615 votes (0.01%) abstained.

The General Meeting re-appoints Mr. Shekhterman as member of the Management Board of the Company with effect per the date of this meeting for a period of two years ending on the day of the Annual General Meeting in 2021, in accordance with article 12.4 of the Articles of Association.

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, in view of his experience and the way he fulfills his role as Company Secretary and member of the Management Board.

In accordance with provision 3.4.2 of the Dutch Corporate Governance Code, the main contract elements of Mr. Lhoëst can be found in the explanatory notes to the AGM agenda dated 20 March 2019.

The Secretary states that 67.507.192 votes (99.45%) are in favour of this proposal, 361.573 votes (0.53%) are against and 9.615 votes (0.01%) abstained.

The General Meeting re-appoints Mr. Lhoëst as member of the Management Board 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 2023, in accordance with article 12.4 of the Articles of Association.

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.

In accordance with provision 3.4.2 of the Dutch Corporate Governance Code, the main contract elements of Mr. Peer can be found in the explanatory notes to the AGM agenda dated 20 March 2019.

The Secretary states that 67.868.765 votes (99.99%) are in favour of this proposal and 9.615 votes (0.01%) abstained.

The General Meeting appoints Mr. Peer as member of the Management Board 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 2023, in accordance with article 12.4 of the Articles of Association.

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 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.

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.

The Chairman puts the proposal into discussion and concludes that 64.119.667 votes (94.46%) have been issued in favour of the proposal and 3.758.713 votes (5.54%) are against.

The General Meeting therefore adopts the re-appointment of Mr. DuCharme as member of the Supervisory Board with effect per the date of this meeting for a period of two years ending on the day of the Annual General Meeting in 2021.

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

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.

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.

The Secretary states that 67.304.582 votes (99.15%) are in favour of this proposal, 564.183 votes (0.83%) are against and 9.615 votes (0.01%) abstained.

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

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

The Supervisory Board proposes to appoint Geoffrey 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.

The Supervisory Board recommends to re-appoint Geoffrey 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.

The Secretary states that 67.467.136 votes (99.39%) are in favour of this proposal, 401.629 votes (0.59%) are against and 9.615 votes (0.01%) abstained.

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

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

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.

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.

The Secretary states that 67.476.751 votes (99.41%) are in favour of this proposal and 401.629 votes (0.59%) are against.

The General Meeting therefore adopts the re-appointment of Mr. Kuchment as member of the Supervisory Board with effect per the date of this meeting for a period of three years ending on the day of the Annual General Meeting in 2022.

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.

The Secretary states that 67.572.297 votes (99.55%) are in favour of this proposal, 296.468 votes (0.44%) are against and 9.615 votes (0.01%) abstained.

The General Meeting therefore adopts the appointment of Mr. Torbakhov as member of the Supervisory Board with effect per the date of this meeting for a period of four years ending on the day of the Annual General Meeting in 2023.

8. Remuneration of the Supervisory Board:

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

The Chairman brings to the table the proposal to approve the amendment of the remuneration policy for members of the Supervisory Board, as described in the explanatory notes to the AGM agenda dated 27 March 2019, as follows and 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

It is furthermore proposed that, in line with the current remuneration principles for the Supervisory Board:

- members of the Supervisory Board are entitled to annual awards of restricted stock units in X5 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.

The Chairman puts this proposal into discussion and concludes that 57.163.188 votes (84.21%) have been issued in favour of the proposal, 9.008.194 votes (13.27%) are against and 1.706.998 votes (2.51%) abstained, so the proposal is adopted.

**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 and 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 “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.

The Chairman puts this proposal into discussion and concludes that 63.277.804 votes (93.22%) have been issued in favour of the proposal and 4.600.576 votes (6.78%) are against, so the proposal is adopted.

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

In accordance with the remuneration principles for the Supervisory Board it is proposed to the General Meeting that under the Plan, the Supervisory Directors Stephan DuCharme, Petr Demchenkov, Geoffrey 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.

The Chairman puts this proposal into discussion and concludes that 54.822.801 votes (80.77%) have been issued in favour of the proposal, 11.348.581 votes (16.72%) are against and 1.706.998 votes (2.51%) abstained, so the proposal is adopted.

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.

The Chairman puts the proposal into discussion and concludes that 66.941.096 votes (98,62%) have been issued in favour of the proposal and 937.284 votes (1.38%) are against, so the proposal is adopted.

10. 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 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.

The Chairman puts the proposal into discussion and concludes that 65.584.844 votes (96.62%) have been issued in favour of the proposal and 2.293.536 votes (3.38%) are against, so the proposal is adopted.

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.

The Secretary states that 67.467.118 votes (99.39%) are in favour of this proposal and 411.262 votes (0.61%) are against. 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. Amendment of the Company's Articles of Association (voting item)

The Chairman brings into discussion the proposal to amend the Articles of Association, as outlined in the explanatory notes to the AGM agenda dated 27 March 2019.

The draft Deed of Amendment with the proposed amendments was published on the Company's website (www.x5.ru) and made available for inspection at the offices of the Company.

In connection with this amendment, it is proposed to authorise 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.

The Secretary states that 67.195.270 votes (98.99%) have been issued in favour of the proposal and 683.110 votes (1.01%) are against. The Chairman subsequently confirms that the General Meeting resolves to amend the Articles of Association and to authorize 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)

The Supervisory Board proposes to re-appoint Ernst & Young Accountants LLP as the Company's external auditor for the financial year 2019.

The Chairman puts the proposal into discussion and concludes that 67.363.763 votes (99.24%) have been issued in favour of the proposal and 514.617 votes (0.76%) are against, so the proposal is adopted.

14. 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 10 August 2019. Following this, the minutes shall be adopted and signed by the Chairman and the Secretary.