

Minutes

of the

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

X5 Retail Group N.V.

(hereinafter: the "Company")

held on

25 April 2014 at Parkstraat 20, 2514 JK The Hague, The Netherlands

1. Opening and announcements

Mr. Dmitry Dorofeev, 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 The Bank of New York Mellon to the Secretary (as defined below) (the "Proxy"), a total number of 67,841,753 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 23,980,495 shares (35,35%) that can be voted at the discretion of the Company.

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 2013

The Chairman provides the General Meeting with an overview of the activities and of the performance of the Company during the financial year 2013. Specific attention is given to the social, corporate and environmental responsibility section in the Annual Report, and related questions submitted in writing to the General Meeting by the Dutch Association of Investors for Sustainable Development (VBDO). The questions cover various aspects of corporate social responsibility, including gender diversity at management and supervisory board level, waste reduction, responsible supply chain purchasing and sustainable production by suppliers in particular, employee health and safety, reporting standards and tax governance. The Chairman states that the Company shall separately address the various questions in a

direct, written communication to the VBDO, and confirms X5's commitment to maintain an open dialogue with the VBDO as important stakeholder in the area of corporate social responsibility.

3. Financial Statements for the financial year 2013

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 for the members of the Management Board has been approved in the Annual General Meeting of Shareholders on 29 April, 2013. As stated in the 2013 Remuneration Report, it is the intention that the current policy will be continued in 2014 and beyond.

b. Explanation of 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.

c. Determination of the allocation of the results for the financial year 2013

It is proposed by the Supervisory Board to transfer the Company's results for the financial year 2013 to the other reserves of the Company (Annual Report, page 138)

The Secretary states that 67,806,632 votes (99,95%) are in favour of this proposal and 35,121 votes abstained, whereupon the Chairman confirms that this proposal is approved by the General Meeting.

d. Adoption of the Financial Statements for the financial year 2013

The Financial Statements for the financial year 2013 (the "Financial Statements"), as included in the 2013 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. Sander Gerritsen, 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 Financial Statements.

The Secretary states that 67,792,486 votes (99,93%) are in favour of this proposal, and 35,121 votes abstained. The Chairman confirms that the General Meeting does not require additional information and adopts the Financial Statements.

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

It is proposed to the General Meeting to grant discharge to the members of the Management Board from all liability (*décharge verlenen*) in relation to the exercise of their duties in the financial year 2013, 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 67,806,632 votes (99,95%) are in favour of this proposal and 35,121 votes 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 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 2013, 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 67,806,632 votes (99,95%) are in favour of this proposal and 35,121 votes 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. David Gould as member of the Supervisory Board

Under the rotation schedule for members of the Supervisory Board, Mr. Gould reaches his end of term as Supervisory Board member this year. Mr. Gould is eligible for re-appointment. In view of his knowledge of X5, his knowledge and experience of the financial and economic aspects of Russian businesses, his experience in reporting, disclosure and communication matters in listed companies and the dedication with which he fulfils his role as member of the Supervisory Board, Chairman of the Audit Committee and member of the Nomination and Remuneration Committee, it is proposed to the General Meeting to re-appoint Mr. Gould for a new term ending on the day of the annual general meeting of shareholders to be held in 2018, which is the fourth year after the year of the re-appointment.

Mr. David Gould (27 May 1969), a U.S. citizen, serves as Deputy Director of Corporate Development, Finance and Control at Alfa Group Consortium. He is a member of the Supervisory Board of ABH Holdings S.A. (holding company of Alfa-Banking Group) and a member of the Advisory Committee of Alfa Finance Holdings S.A. Mr. Gould qualified as a CPA in 1992 and as a CFA charter holder since 1999. Mr. Gould formerly held positions at PricewaterhouseCoopers from 1992-2000. He graduated with honors with a BA from Colgate University and holds an MBA-MSc from Northeastern University. Mr. Gould was appointed to the Supervisory Board of the Company in 2006, and reappointed for a second term in 2010 in accordance with the Company's rotation schedule for members of the Supervisory Board.

The Secretary states that 59,612,157 votes (87,87%) are in favour of this proposal, 8,194,475 votes are against and 35,121 votes abstained. The General Meeting therefore adopts the re-appointment of Mr. Gould 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 2018.

7. Re-appointment of Mr. Christian Couvreur as member of the Supervisory Board

Under the rotation schedule of the Supervisory Board, Mr. Couvreur reaches his end of term as Supervisory Board member this year. Mr. Couvreur is eligible for reappointment. In view of his knowledge of X5, his knowledge of the global food industry, his management experience in major retail companies, and the dedication with which he fulfils his role as member of the Supervisory Board, Chairman of the Strategy Committee, member of the Audit Committee and member of the Related Party Committee, the Supervisory Board proposes to appoint Mr. Couvreur for a new term ending on the day of

the annual general meeting of shareholders to be held in 2018, which is the fourth year after the year of the reappointment.

Mr. Christian Couvreur (24 November 1950), a French citizen, formerly held several leadership positions at Group Casino, including the position of CEO from 1997 until 2003, as well as at CFAO (now part of PPR), in particular of CFAO-Congo and La Ruche Méridionale. More recently he acted as a retail consultant in Asia, in particular in Thailand, Vietnam and the Philippines. Mr. Couvreur holds a Masters degree in Economic Sciences from the University of Paris and an MBA from the French business school H.E.C. Mr. Couvreur was appointed to the Supervisory Board of X5 in 2010.

The Secretary states that 67,793,461 votes (99,93%) are in favour of this proposal, 13,171 votes are against and 35,121 votes abstained. The General Meeting therefore adopts the re-appointment of Mr. Couvreur 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 2018.

8. Remuneration of the Supervisory Board

Extraordinary compensation

It is proposed to the General Meeting that the independent Supervisory Board members each receive an additional, non-recurring compensation for extraordinary time and efforts spent on key strategic projects in relation to the Company's ongoing transition during 2013.

Extraordinary compensation overview for independent members of the Supervisory Board (in USD):

Alexander Tynkovan	300,000
Christian Couvreur*	167,250
Alexander Malis	200,000
Igor Shekhterman	500,000
Pawel Musial	300,000

*Christian Couvreur' extraordinary cash remuneration reflects the 2013 component of a total amount of USD 326,184 for providing temporary assistance to the CEO from 13 July 2012 until 30 June 2013, as approved by the General Meeting of Shareholders in April 2013.

Annual grant of Restricted Stock Units to independent members of the Supervisory Board

Furthermore, it is proposed to the General Meeting that under the Company's Restricted Stock Unit Plan, the independent Supervisory Directors Alexander Tynkovan, Christian Couvreur, Alexander Malis, Igor Shekhterman and Pawel Musial shall be granted a number of Restricted Stock Units (RSUs) with award date 19 May 2015, equal to 100% of the gross annual remuneration -excluding extraordinary compensation- of the relevant Supervisory Director, divided by the average market value of one GDR as of 19 May 2014. 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 2014. 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 award is subject to the relevant Supervisory Director holding office during the period until the award date. The awarded RSUs will vest on 19 May 2017, followed by a lock-in period ending on 19 May 2019.

The Chairman puts these proposals into discussion and concludes that 59,334,434 votes (87,46%) have been issued in favour, 8,472,198 votes are against and 35,121 votes abstained, so the proposals are adopted.

9. Authorization of the Management Board to issue new shares or grant rights to acquire shares, subject to the prior approval of the Supervisory Board

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 25 October 2015, to issue shares or grant rights to acquire 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 acquire 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 acquire 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 25 October 2015, and to a maximum of 10% of the issued share capital. This authorization 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 66,288,827 votes (97,71%) have been issued in favour of the proposal, 1,517,805 votes are against and 35,121 votes abstained, so the proposal is adopted.

10. Authorisation of the Management Board to restrict or exclude the pre-emptive rights upon issue of new shares or granting of rights to acquire shares, subject to the prior approval of the Supervisory Board

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 25 October 2015, 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 acquire 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 25 October 2015. Pursuant to the Articles of Association, if less than 50% of the issued and outstanding capital is represented, this proposal can only be adopted by a majority of at least two-thirds of the votes cast. If 50% or more of the issued and outstanding capital is represented, a simple majority is sufficient to adopt this proposal. When this authorization shall be approved, the current authorization shall no longer be utilized.

The Chairman puts the proposal into discussion and concludes that 66,284,083 votes (97,70%) have been issued in favour of the proposal, 1,522,549 votes are against and 35,121 votes abstained, so the proposal is adopted.

11. Authorisation of the Management Board to resolve that the Company may acquire its own shares or GDRs

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, until 25 October 2015, 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 authorization 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 this AGM (for the avoidance of doubt, the 'issued share capital of the Company' includes issued shares and/or GDRs yet owned by the Company (directly or indirectly) in its own capital), the Management Board shall obtain Supervisory Board approval before proceeding with such purchase.

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

The Chairman puts the proposal into discussion, and the Secretary subsequently states that 66,293,573 votes (97,72%) are in favour of this proposal, 1,510,829 votes are against and 37,351 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.

12. Amendment of the Company's Articles of Association

The Chairman brings into discussion the proposal to amend the Articles of Association, as outlined in the explanatory notes to the AGM agenda dated 14 March 2014.

The proposed draft of the amended Articles of Association 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 statutory director of the Company as well as any and all lawyers and paralegals practicing with Hogan Lovells LLP in Amsterdam to execute the notarial deed of amendment to the Articles of Association.

The Chairman puts this proposal into discussion and concludes that 67,799,357 votes (99,94%) are in favor, 7,275 votes are against and 35,121 votes abstained, so the proposal is adopted.

13. Appointment of the external auditor for the financial year 2014

In 2013 the Supervisory Board, with the assistance of its Audit Committee, conducted its periodic assessment of the functioning of the Company's external auditor, PricewaterhouseCoopers, within the different capacities in which they act as external auditor, in accordance with best practice provision V.2.3 of the Dutch Corporate Governance Code.

The assessment resulted in an overall positive assessment in terms of performance, independence, communication and cooperation with the Company, and therefore the Supervisory Board proposes to re-appoint PricewaterhouseCoopers as the Company's external auditor for the financial year 2014.

The Chairman puts the proposal into discussion and concludes that 67,786,590 votes (99,92%) have been issued in favour of the proposal, 14,146 votes are against and 41,017 votes abstained, 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:

Mr. Dmitry Dorofeev
Chairman of the AGM

Mr. Frank Lhoëst
Secretary of the AGM

In accordance with clause IV.3.10 of the Dutch Corporate Governance Code, these minutes are made available to the shareholders and depository receipt holders within three months after the AGM. During a subsequent period of three months, until 28 July 2014, shareholders and depository receipt holders have the right to comment. Following this, the minutes shall be adopted and signed by the Chairman and the Secretary.