



Notice to Holders of 144A / Regulation S Global Depositary Receipts of

X5 Retail Group N.V.

144A CUSIP # 98387E106 (144A ISIN # US98387E1064)

Reg S CUSIP # 98387E205 (Reg S ISIN # US98387E2054)

Unitary Restricted CUSIP # 98387E304 (Unitary Restricted ISIN # US98387E3045)

NOTE: BNY RESERVES THE RIGHT TO CONTINUE TO EVALUATE WHETHER, CONSISTENT WITH EXISTING SANCTIONS, IT MAY PROCESS VOTES WITH RESPECT TO EACH OF THE ITEMS SET FORTH ON THE ENCLOSED AGENDA AS PREPARED BY AND RECEIVED FROM X5 RETAIL GROUP N.V.; PLEASE BE ADVISED THAT BNY MAY DECLINE TO PROCESS VOTES FOR ANY ITEM IF BNYMELLON DETERMINES THAT EXISTING SANCTIONS SO REQUIRE.

PLEASE REFER TO THE COMPANY'S DISCLOSURES RELATING TO ITS APPOINTMENT OF A SUCCESSOR DEPOSITARY FROM SEPTEMBER 19, 2024 (HTTPS://X5.COM/EN/NEWS/X5-RETAIL-GROUP-N-V-ANNOUNCES-THAT-IT-HAS-STARTED-THE-PROCESS-OF-APPOINTING-A-NEW-DEPOSITARY/) AND MATERIALS ENCLOSED RELATED TO EGM. PLEASE NOTE BNY DOES NOT ENVISION IT WILL BE ACTING IN THE ROLE OF DEPOSITARY BANK AT THE TIME OF DISTRIBUTION OF ANY APPLICABLE ENTITLEMENT REFERENCED IN THESE MATERIALS, AND ALL QUESTIONS RELATING TO SUCH SHOULD BE DIRECTED TO THE COMPANY.

Owners of record on **October 4, 2024** of Global Depositary Receipts (each representing one-fourth of a 'Deposited Share', i.e. a common share in registered form of the Company) (the "GDRs") of **X5 Retail Group N.V.**, issued under the Amendment and Restatement of Deposit Agreement dated as of May 11, 2005 among X5 Retail Group N.V. (the "Company"), The Bank of New York Mellon, as Depositary (the "Depositary"), and the Owners and Beneficial Owners of the Depositary Receipts issued thereunder (the "Deposit Agreement"), are hereby notified that the Depositary has received Notice of the **Extraordinary General Meeting** of the Company, to be held on **November 1, 2024**, at Zuidplein 196, 1077 XV Amsterdam, The Netherlands at 11.00 am CET.

By provision of Section 5.5 of the aforementioned Deposit Agreement, the Depositary will only endeavor to vote or cause to be voted, insofar as permissible under Dutch law or is reasonably practicable, the votes attached to Deposited Shares in respect of which voting instructions have been received **on or before 12:00 p.m. EST October 25, 2024**, except that if no voting instructions are received by the Depositary (either because no voting instructions are returned to the Depositary or because the voting instructions are incomplete, illegible or unclear) from a Holder with respect to any or all of the Deposited Shares represented by such Holder's GDRs on or before the record date specified by the Depositary, such Holder shall be deemed to have instructed the Depositary to give a discretionary proxy to a person designated by the Company with respect to such Deposited Shares, and the Depositary shall give a discretionary proxy to a person designated by the Company to vote such Deposited Shares.

The Agenda of the Extraordinary General Meeting and the Explanatory Notes will be distributed with this Notice.

For additional information, please visit:

<https://www.x5.ru/en/Pages/Investors/GeneralMeetingOfShareHolders.aspx>

**The Bank of New York Mellon
As Depositary**

Dated: September 26, 2024

X5 RETAIL GROUP N.V.

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EXTRAORDINARY GENERAL MEETING OF X5 RETAIL GROUP N.V.

TO: The Bank of New York Mellon, ADR Proxy Group/ BetaNXT
Email: adrproxy@betanxt.com
BNY Contact: Caleen Smith +1 (407) 833-5453

RE: X5 RETAIL GROUP N.V.
Extraordinary General Meeting to be held on November 1, 2024

FROM: _____
Name / Company Name

DTC PARTICIPANT NUMBER: _____
Mandatory for 144A only

SIGNATURE: _____
Authorized Signatory Name, Signature / Medallion for 144A only

CONTACT INFO: _____
Telephone / Fax Number / E-mail Address

TOTAL NUMBER 144A GDRs (CUSIP # 98387E106)
HELD AS OF OCTOBER 4, 2024: _____

TOTAL NUMBER REG S GDRs (CUSIP # 98387E205)
HELD AS OF OCTOBER 4, 2024: _____

TOTAL NUMBER UNITARY RESTRICTED GDRs (CUSIP # 98387E304)
HELD AS OF OCTOBER 4, 2024: _____

NUMBER 144 A GDRs BEING VOTED: _____

NUMBER REG S GDRs BEING VOTED: _____

NUMBER OF UNITARY RESTRICTED GDRs BEING VOTED: _____

DATE: _____, 2024

X5 Retail Group N.V.
Extraordinary General Meeting
November 1, 2024

The above-noted holder of 144 A / Reg S / Unitary Restricted Global Depositary Receipts (“GDRs”) of X5 RETAIL GROUP N.V. (the “Company”) hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor insofar as practicable, to vote or cause to be voted the number of Deposited Securities underlying the GDRs held as of close of business on October 4, 2024 at the Extraordinary General Meeting of the Company to be held on November 1, 2024 in respect of the following resolutions:

THIS FORM MUST BE RECEIVED COMPLETED BY
OCTOBER 25, 2024 AT 12:00 PM EST TO BE VALID



EXTRAORDINARY GENERAL MEETING OF X5 RETAIL GROUP N.V.

1. Opening

Non-Votable Item.

2. Consultation with GDR holders with respect to the Company's shareholding in X5 Corporate Center PJSC (formerly X5 Corporate Center LLC, hereinafter "X5CC"), which shareholding was transferred to X5CC as per the decision of the Moscow Court of Arbitration pursuant to Russian Federal Law No. 470-FZ. GDR holders are requested to express their preference by voting for one of the following options:

Management recommends to vote in favor of option 2. B.

DISCLAIMER MESSAGE: TO VOTE FOR ONLY ONE OF THE 3 OPTIONS AS "FOR" IF MORE THAN ONE OPTIONS IS MARKED AS "FOR" THE ENTIRE VOTE WILL BE DISCARDED

2. A. The Company recuperates 10,22% of the shares in X5CC (the "Remaining X5CC Shares")

For

Against

Or

2. B. The Company opts to receive a cash compensation for the Remaining X5CC Shares

For

Against

Or

2. C. Abstain

For

Against

3. Any other business and conclusion

Non-Votable Item.

End of resolutions.