

Fourth Quarter and Full Year 2012 Financial Results Conference Call

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Our Business

- Leading **Russian food retailer** – 5.6% of total food retail market⁽¹⁾
- **Multi-format brand** retail operator: **Pyaterochka** (Soft Discounter), **Perekrestok** (Supermarket), **Karusel** (Hypermarket) plus assorted brand name convenience stores

FY 2012 Operating Results

- Total number of stores – **3,802** with **net selling space** of **1,970 th sq. m.**
- Total number of Distribution Centers (DCs) – **29**; number of own trucks – **1,956**
- ~ **1,793 mln check-out transactions** recorded in 2012, a 9.4% year-on-year increase
- Operations in **746 population centers** across **Russia** and **Ukraine**
- **#1 position** in **Moscow** and **St. Petersburg** in terms of number of stores
- **Leading position** in Russian cities with **population ≥ 500,000**

FY 2012 Financial Results

- Consolidated **net sales** increased by **8.1%** in **RUR** terms to **RUR 491.1 bn (USD 15.8 bn)**
- **Gross profit margin** = **23.6%**
- **EBITDA margin** = **7.1%**

Note (1): in 2012, based on Rosstat

2012 Regional Store Breakdown

St. Petersburg & North-West region

Discounters: 510
Supermarkets: 35
Hypermarkets: 17

Moscow & Central region

Discounters: 1,398
Supermarkets: 210
Hypermarkets: 19
Convenience stores: 134

Volgo-Vyatsky region

Discounters: 237
Supermarkets: 24
Hypermarkets: 9

Urals region

Discounters: 340
Supermarkets: 14
Hypermarkets: 6

Privolzhsky region

Discounters: 172
Supermarkets: 17
Hypermarkets: 8

Ukraine

Supermarkets: 12

Centralno-Chernozemny region

Discounters: 203
Supermarkets: 9
Hypermarkets: 7

Southern region

Discounters: 180
Supermarkets: 18
Hypermarkets: 5

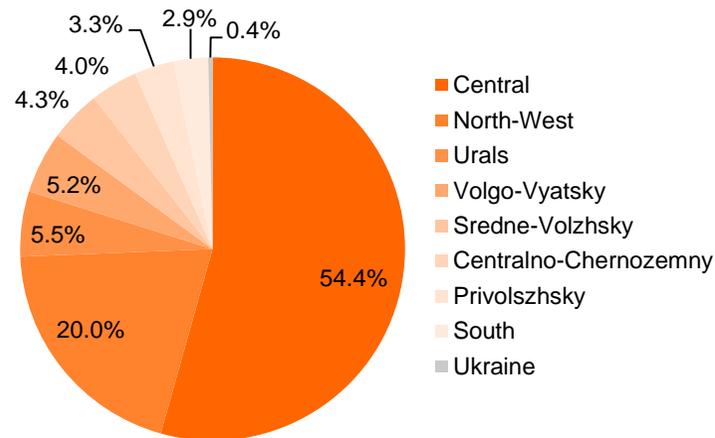
Sredne-Volzhsky region

Discounters: 180
Supermarkets: 31
Hypermarkets: 7

Overview

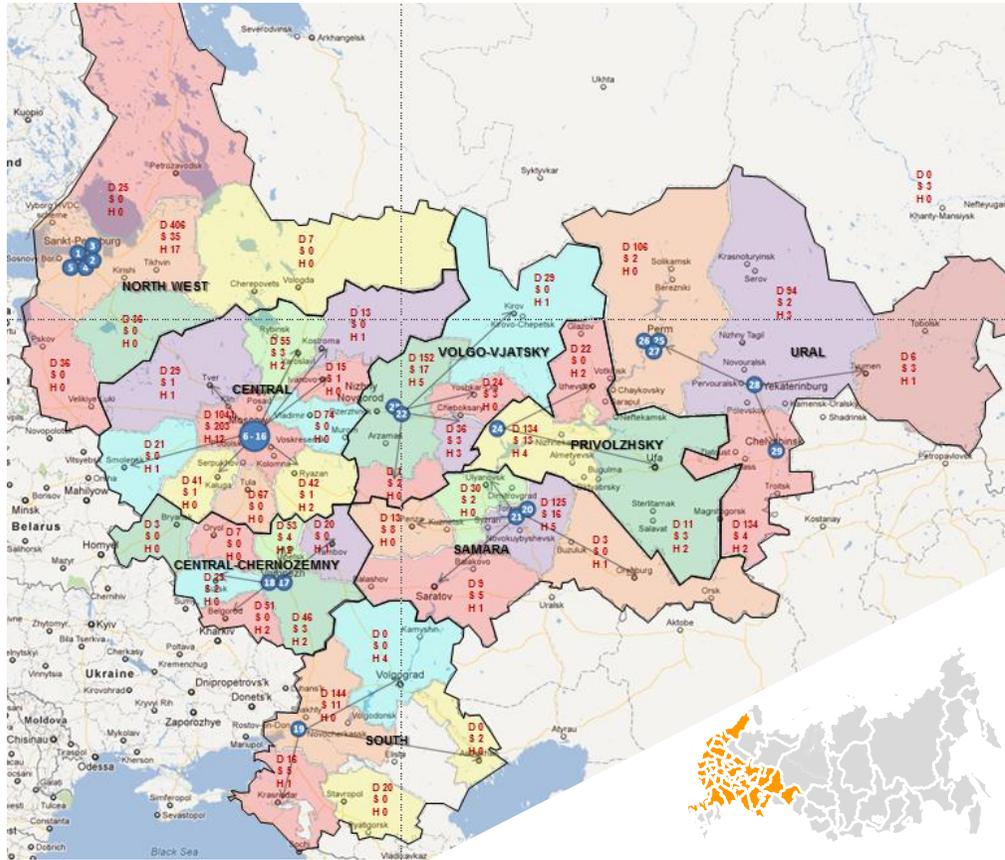
- Multi-format presence in 63 cities of European Russia, the Urals and Ukraine with population > 200,000 (2)
- Total stores – 3,802 (1,970 th sq. m. selling space), including:
 - 3,220 Pyaterochka “soft” discounters
 - 370 Perekrestok supermarkets
 - 78 Karusel hypermarkets
 - 134 convenience stores

2012 Net Retail Sales by Region



Notes: (1) as at 31 December 2012, (2) according to 2010 population census

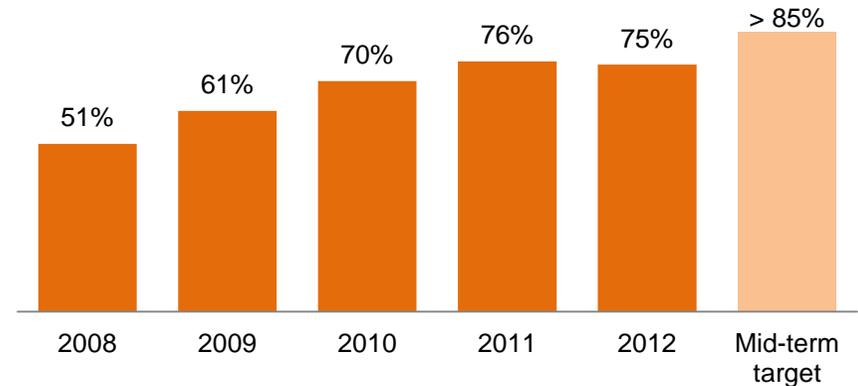
Distribution center (DC) locations



Warehouse Space ⁽¹⁾

Region	Space, th sq. m.	# of DCs	# of Stores Serviced ⁽²⁾
Central	303.6	11	1,761
North-West	80.4	5	562
V.-Vyatsky	23.6	2	270
Urals	45.1	5	360
Central Chernozemny	30.7	2	219
Sr.-Volzhsky	22.7	2	218
South	13.6	1	203
Privolzhsky	15.5	1	197
Total	535.2	29	3,790

Centralization Level



Notes:
 (1) As at 31 December 2012
 (2) As at 31 December 2012 (does not include 12 stores located in the Ukraine)

Financial Overview – FY 2012 vs. FY 2011



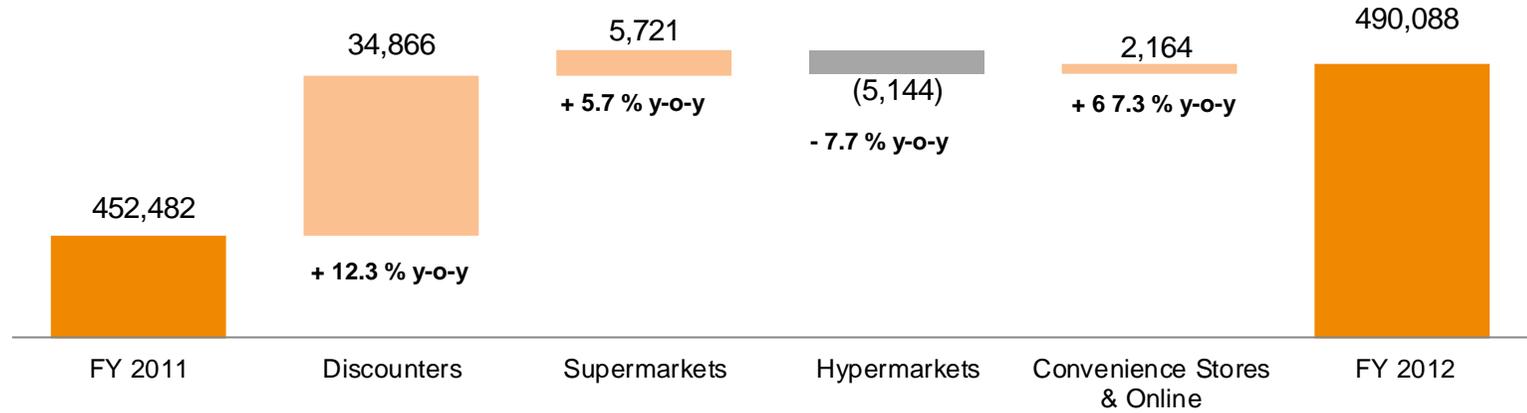
USD mln ⁽¹⁾ (where applicable)	FY 2012	FY 2011	+/(-)	+/(-)%
Retail sales	15,762.0	15,397.2	364.8	2.4%
Total revenues	15,795.2	15,455.1	340.1	2.2%
COGS	12,071.0	11,776.1	294.9	2.5%
Gross profit	3,724.2	3,679.0	45.2	1.2%
Gross profit margin	23.6%	23.8%	-	-
EBITDA	1,123.8	1,130.2	(6.4)	(0.6%)
EBITDA margin	7.1%	7.3%	-	-
Effective income tax rate	24.5%	25.4%	-	-
Adjusted net profit ⁽²⁾	249.5	302.2	(52.7)	(17.4%)
Adjusted net profit margin ⁽²⁾	1.6%	2.0%	-	-
Earnings per share (EPS)	(1.87)	4.44	-	-
Diluted EPS	(1.86)	4.44	-	-
Net cash used in investing activities	796.3	893.9	(97.6)	(10.9%)
Net debt	3,619.4	3,225.0	386.9	12.0%

Notes:

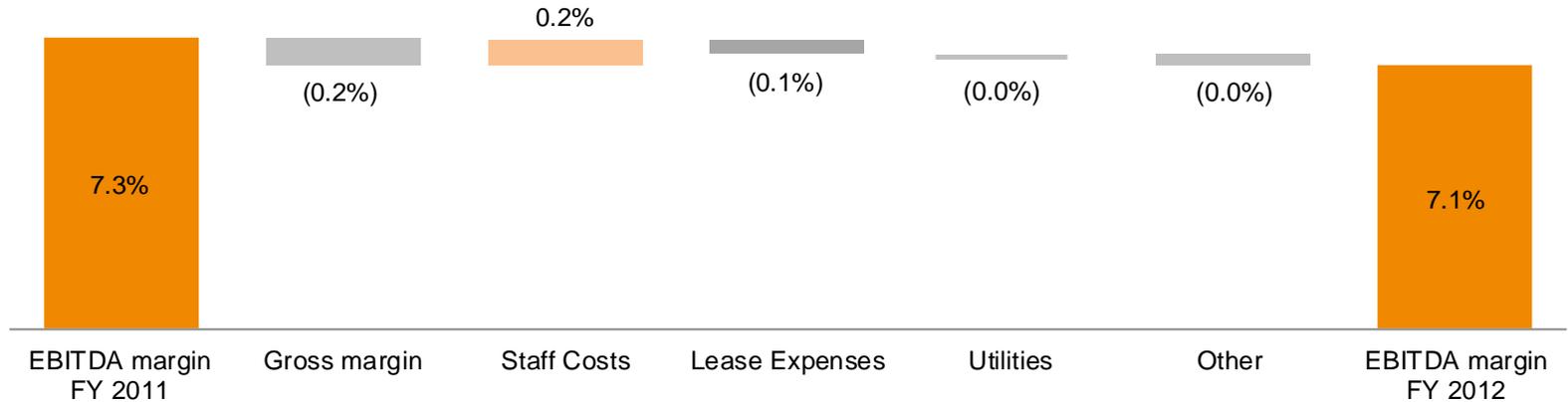
(1) RUR/USD average exchange rate for 2012 – 31.09 and for 2011 – 29.39

(2) Net profit for 2012 is adjusted for impairment of assets in the amount of USD 467.3 mln and deferred tax income from impairment of USD 91.3 mln

Increase in net retail sales by format, RUB mln

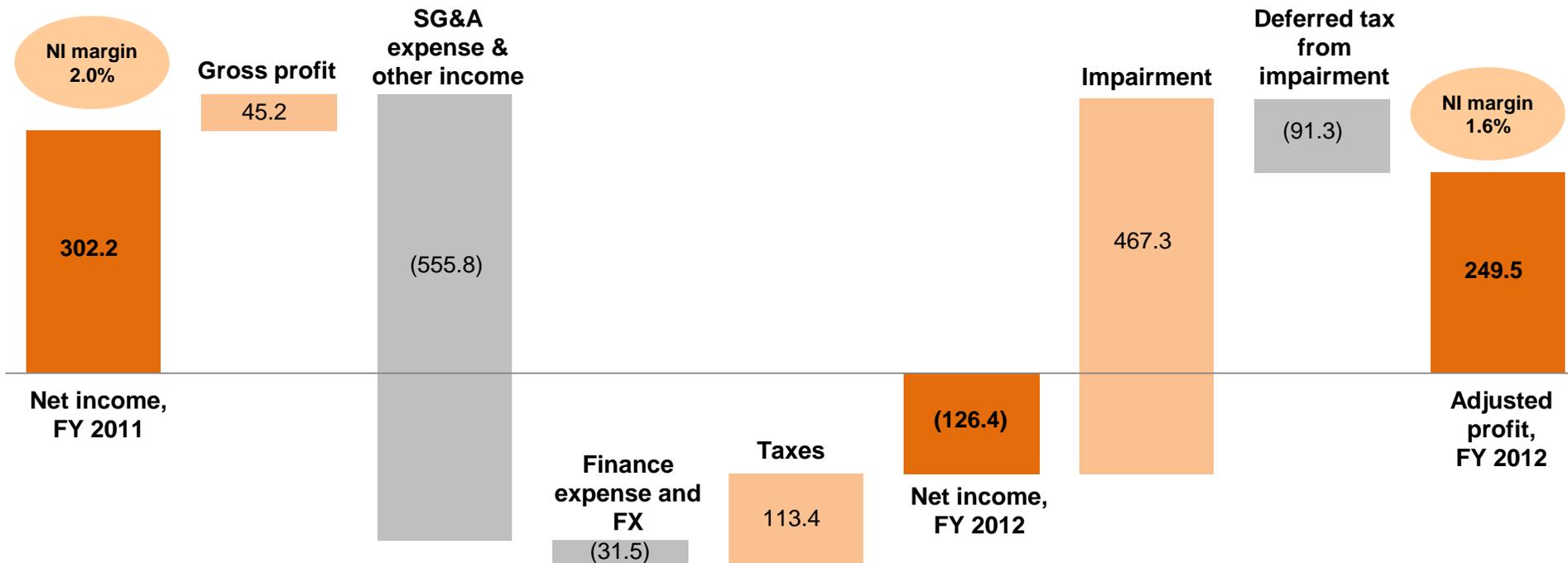


EBITDA margin breakdown analysis



Reported IFRS Net Income

Adjusted Net Income



As a result of impairment X5 posted net loss of USD 126.4 mln in 2012 versus net income of USD 302.2 mln in 2011

Adjusted for impairment and deferred tax from impairment, net income amounted to USD 249.5 mln

USD mln	FY 2012	% of Net Sales	FY 2011	% of Net Sales	% change y-o-y
Staff Costs	(1,298.5)	8.2%	(1,294.3)	8.4%	0.3%
Lease Expenses	(598.5)	3.8%	(565.4)	3.7%	5.9%
Other Store Costs	(264.4)	1.7%	(211.7)	1.4%	24.9%
D&A	(932.4)	5.9%	(428.3)	2.8%	128.7%
Including impairment	(467.3)	3.0%	-	-	-
Utilities	(326.7)	2.1%	(326.8)	2.1%	0.0%
Third Party Services	(126.4)	0.8%	(110.7)	0.7%	14.1%
Other Expenses	(160.1)	1.0%	(234.1)	1.5%	31.6%
Total SG&A	(3,706.9)	23.5%	(3,171.2)	20.5%	16.9%
Adjusted SG&A (adjusted for impairment)	(3,239.6)	20.5%	-	-	-

- Staff costs, as a percentage of net sales, decreased y-o-y by 16 bp in FY 2012 to 8.2% primarily due to the following: reclassification of security and maintenance staff expenses from staff costs to other store costs (39 bp), a y-o-y reduction in bonus accruals (20 bp) and a decrease in the social tax rate from 34% to 30%, effective from 1 January 2012 (20 bp). These decreases were partially offset by a y-o-y increase in our 2012 employee salaries and wages (24 bp) and out-staffing expense (10 bp) and a decrease in income recognized on the re-measurement of the Company's long term incentive plans (29 bp) at 31 December 2012, compared to the corresponding period of 2011.
- Lease expenses, as a percentage of net sales, increased y-o-y by 13 bp to 3.8% primarily due to an increase in store openings and the greater percentage of leased space in our total real estate portfolio. As a percentage of X5's total real estate portfolio, leased space accounted for 54.4% at 31 December 2012 compared to 53.6% in the corresponding period of 2011.
- Other store costs increased, as a percentage of net sales, by 30 bp y-o-y to 1.7% mainly due to the reclassification of security and maintenance staff expenses from staff costs to other store costs.
- Third party services expense in FY 2012 increased, as a percentage of net sales, by 8 bp y-o-y due to an increase in advertising and marketing activity. Other expenses decreased by 50 bp in FY 2012, as a percentage of net sales, primarily due to a decrease in bad debt provision in 2012 (17 bp), while the remainder related to other immaterial expense items.

Impairment of assets

- In Q4 2012, the Company recorded an impairment charge to property, plant & equipment, intangible assets, investment property and prepaid leases in the amount of USD 343 mln, USD 78 mln, USD 26 mln and USD 20 mln, respectively. The impairment test was carried out in accordance with IAS 36 "Impairment of assets" and comprises impairments to certain non-performing assets, equipment and the Kopeyka brand.

USD mln	FY 2012	FY 2011	+/(-)	+/- % change
Net Cash From Operating Activities	609.2	926.1	(309.6)	(34.2) %
Net Cash from Operating Activities before Changes in Working Capital	1,135.2	1,189.4	(54.2)	(4.6) %
Change in Working Capital	7.8	174.1	(159.1)	(95.5) %
Net Interest and Income Tax Paid	(533.8)	(437.4)	(96.4)	22.0 %
Net Cash Used in Investing Activities	(796.3)	(893.9)	97.6	(10.9) %
Net Cash From Financing Activities	187.6	111.1	76.5	68.9 %
Effect of Exchange Rate Changes on Cash & Cash Equivalents	22.4	(29.0)	51.6	n/a
Net Increase/(Decrease) in Cash & Cash Equivalents	22.9	114.3	(91.4)	(80.0) %

Working capital turnover, days ¹

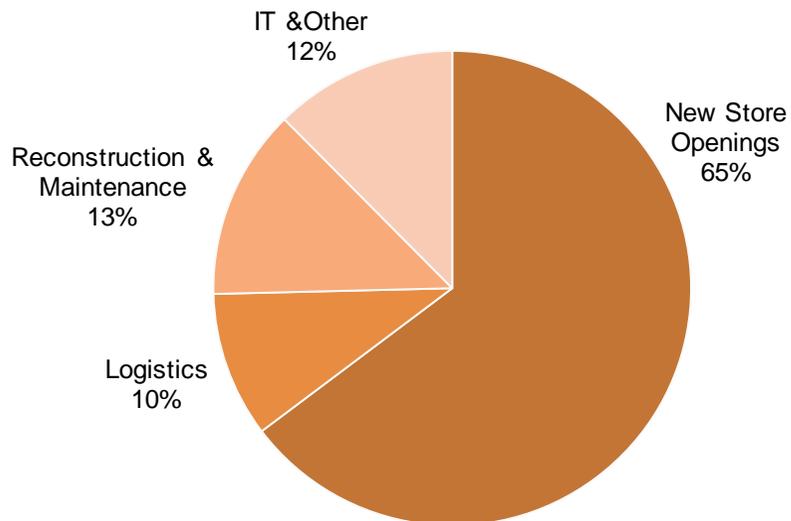
	2012	2011	Change
Accounts receivable	9.1	9.4	(0.3)
Inventories	30.5	31.5	(1.0)
Accounts payable	65.2	62.1	3.1
Cash conversion cycle	(25.7)	(21.2)	(4.5)

Notes:

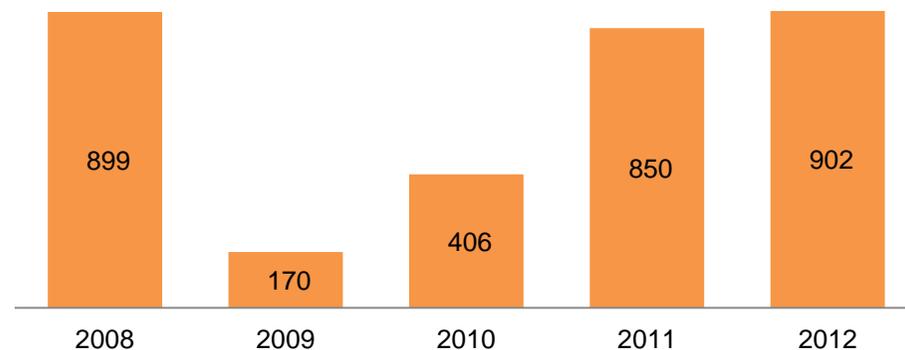
(1) Based on 2012 and 2011 financial accounts translated from USD to RUR

- **Net Cash From Operating activities** in FY 2012 amounted to USD 609 mln compared to USD 926 mln in FY 2011. The decrease was primarily due to changes in working capital and increases in interest expense and taxes paid in FY 2012.
 - Working capital changes in 2012 were driven by an increase in trade payables, due to an increase in purchases related to the growth in sales and the seasonal buildup in inventory prior to the New Year holidays. The increase in purchases also resulted in a higher inventory balance at 31 December 2012 compared to the corresponding period in 2011, which was also affected by the sell-off of a portion of our assortment.
- **Net cash used in investing activities** totaled USD 796 mln in FY 2012, compared to USD 894 mln for the corresponding period in 2011, and generally consisted of payments for property, plant and equipment.
- **Net cash generated from financing activities** in FY 2012 totaled USD 188 mln and was related to short-term credit facilities drawn to finance working capital requirements.

Capital Expenditures in 2012 ¹



Capital Expenditures , USD mln ²



Total 2012 CapEx was USD 902 mln

Notes:

- (1) based on accrual method
- (2) capital expenditure prior to 2011 do not include additions to intangible assets

USD mln	31 December 2012	31 December 2011	+/(-)	+/(-)%
Total current assets	2,465.9	2,041.1	424.8	20.8 %
incl. Cash & cash equivalents	407.9	385.0	22.9	5.9 %
incl. Inventories	1,114.9	895.0	219.9	24.6 %
Total non-current assets	7,116.4	6,759.0	357.4	5.3 %
incl. Net PP&E	4,147.3	3,824.9	322.4	8.4 %
incl. Goodwill	2,114.3	1,957.9	156.4	8.0 %
Total assets	9,582.4	8,810.2	772.2	8.8 %
Total current liabilities	4,884.7	3,704.2	1,180.5	31.9 %
incl. ST debt	1,680.9	913.2	767.7	84.1 %
incl. Trade accounts payable	2,396.9	1,906.4	490.5	25.7 %
Total non-current liabilities	2,495.9	2,910.0	(414.1)	(14.2) %
incl. LT debt	2,346.4	2,696.9	(350.5)	(13.0) %
Total liabilities	7,380.6	6,614.2	766.4	11.6 %
Total equity	2,201.8	2,196.0	5.8	0.3 %
Total liabilities & equity	9,582.4	8,810.2	772.2	8.8 %

Note: RUR/USD exchange rate fat 31 December 2012 – 30.37 and for 31 December 2011 – 32.20

Debt profile

USD mln	31 Dec 2011	% in total	31 Dec 2012	% in total
Total Debt	3,610.0		4,027.3	
Short-Term Debt	913.2	25.3%	1,680.9	41.7%
Long-Term Debt	2,696.9	74.7%	2,346.4	58.3%
Net Debt / (Net Cash)	3,225.0		3,619.4	
Denominated in USD	(9.5)	(0.3)%	0.0	-
Denominated in RUR	3,234.5	100.3%	3,619.4	100.0%
RUR/USD exch. rate, EoP	32.20		30.37	

Liquidity update

Metric	31 Dec 2011	31 Dec 2012
Net Debt / EBITDA ⁽¹⁾	3.13x	3.15x
Interest Coverage ratio ⁽²⁾	3.74x	3.29x
Cash Balance, USD mln	385	408
Undrawn credit lines, USD mln	1,600	2,687

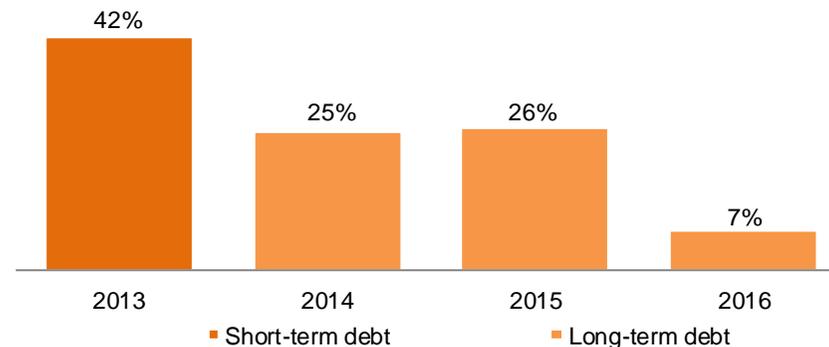
Notes:

(1) Debt covenants are set in RUR terms in accordance with loan facilities the Company maintains

(2) Based on 12 months trailing financial results

(3) Based on managerial accounts, w/o IFRS adjustments

Debt portfolio maturity, USD mln ⁽³⁾



Comments

- By the end of 2012 X5's net debt to EBITDA ratio decreased to 3.15x that is in line with the ratio reported at the end of 2011.
- 100% of X5's debt portfolio is RUR-denominated eliminating the impact of future exchange rate volatility on reported financial results.
- 42% of X5 debt portfolio are short-term loans and ST portion of LT loans, including 10% loans out of long-term revolving credit lines and 10% club loan that will be refinanced in 2013.

Financial Overview – Q4 2012 vs. Q4 2011



USD mln (when applicable)	Q4 2011	Q1 2012	Q2 2012	Q3 2012	Q4 2012	Q-o-Q +/(-)%	Y-o-Y +/(-)%
Retail sales	3,954.6	3,862.0	3,981.8	3,610.4	4,307.8	19.3 %	8.9 %
Total revenues	3,965.3	3,870.7	3,987.9	3,616.7	4,319.9	19.4 %	8.9 %
COGS	2,984.4	2,923.5	3,077.6	2,791.7	3,278.2	17.4 %	9.8 %
Gross profit	980.9	947.2	910.3	825.0	1,041.7	26.3 %	6.2 %
Gross profit margin	24.7%	24.5%	22.8%	22.8%	24.1%	-	-
EBITDA	344.5	274	280.3	219.9	349.6	59.0 %	1.5 %
EBITDA margin	8.7%	7.1%	7.0%	6.1%	8.1%	-	-
Effective income tax rate	24.3%	26.6%	25.5%	15.3%	n/a	-	-
Net profit	134	66.3	68.9	12.1	102.2 ⁽¹⁾	-	-
Net profit margin	3.4%	1.7%	1.7%	0.3%	2.4%	-	-
Earnings per share (EPS)	1.97	0.98	1.02	0.18	-4.05	-	-
Diluted EPS	1.97	0.98	1.02	0.18	-4.04	-	-
Net cash used in investing activities	397.6	180.4	194.5	195.4	225.9	15.6 %	(43.2) %
Net debt	3,225.0	3,808.3	3,525.3	3,814.3	3,619.4	(5.1) %	12.2 %

Note: (1) Net income adjusted for impairment of assets and deferred tax income from impairment.

Q4 2011	% of Net Sales	Q4 2012	% of Net Sales	Expenses, USD mln	Q3 2012	% of Net Sales	Q4 2012	% of Net Sales
(322.6)	8.1%	(341.6)	7.9%	Staff Costs	(290.0)	8.1%	(341.6)	7.9%
(136.7)	3.4%	(156.7)	3.6%	Lease Expenses	(145.9)	3.6%	(156.7)	3.6%
(53.3)	1.3%	(73.0)	1.7%	Other Store Costs	(68.2)	1.6%	(73.0)	1.7%
(106.1)	2.7%	(594.9)	13.8%	D&A	(121.7)	2.8%	(594.9)	13.8%
-	-	(467.3)	10.8%	Impairment	-	-	(467.3)	10.8%
(82.1)	2.1%	(83.7)	1.9%	Utilities	(71.2)	2.0%	(83.7)	1.9%
(28.0)	0.7%	(40.7)	0.9%	Third Party Services	(27.7)	0.9%	(40.7)	0.9%
(70.8)	1.8%	(42.2)	1.0%	Other Expenses	(45.8)	0.7%	(42.2)	1.0%
(799.6)	20.2%	(1,332.7)	30.9%	Total SG&A	(770.5)	19.7%	(1,332.7)	30.9%
-	-	(865.4)	20.1%	Adjusted SG&A (adj. for impairment)	-	-	(865.4)	20.1%

Cash flows, USD mln	Q4 2012	Q4 2011	+/(-)	+/(-)%
Net Cash Flows (Used in)/Generated from Operating Activities	493.4	608.2	(114.8)	(18.9) %
Net Cash from Operating Activities before Changes in Working Capital	348.5	374.3	(25.8)	(6.9) %
Change in Working Capital	316.5	354.7	(38.2)	(10.8) %
Net Interest and Income Tax Paid	(171.6)	(120.7)	(50.9)	42.2 %
Net Cash Used in Investing Activities	(226.0)	(397.6)	171.6	(43.2) %
Net Cash Generated from/(Used in) Financing Activities	(82.9)	79.4	(162.3)	n/a
Effect of exchange rate changes on cash & equivalents	8.3	(31.4)	39.7	n/a
Net Decrease in Cash & Cash Equivalents	192.8	258.6	(65.8)	(25.4) %

Appendix



January	Number of stores added, net			Total number of stores			Selling space added net, thd sqm			Selling space, thd sqm		
	Jan 2013	Jan 2012	% Δ, y-o-y	Jan 2013	Jan 2012	% Δ, y-o-y	Jan 2013	Jan 2012	% Δ, y-o-y	Jan 2013	Jan 2012	% Δ, y-o-y
“Soft” discounters	0	39	n/a	3,220	2,564	25.6%	(1.0)	12.0	n/a	1,190.4	1,008.1	18.1%
Supermarkets	0	1	n/a	370	331	11.8%	(0.8)	1.2	n/a	382.7	348.5	9.8%
Hypermarkets	(1)	0	n/a	77	77	0.0%	(3.0)	0	n/a	365.2	371.3	(1.6%)
Convenience stores	4	0	n/a	138	70	97.1%	(0.6)	0.2	n/a	26.1	12.8	102.8%
X5 Retail Group	3	40	n/a	3,805	3,042	25.1%	(5.4)	13.4	n/a	1,964.3	1,740.7	12.8%

February	Number of stores added, net			Total number of stores			Selling space added net, thd sqm			Selling space, thd sqm		
	Feb 2013	Feb 2012	% Δ, y-o-y	Feb 2013	Feb 2012	% Δ, y-o-y	Feb 2013	Feb 2012	% Δ, y-o-y	Feb 2013	Feb 2012	% Δ, y-o-y
“Soft” discounters	17	35	(51.4%)	3,237	2,599	24.5%	4.3	8.3	(48.1%)	1,194.7	1,016.4	17.5%
Supermarkets	0	4	n/a	370	335	10.4%	0.9	4.0	(78.8%)	383.6	352.5	8.8%
Hypermarkets	1	0	n/a	78	77	1.3%	3.2	(0.1)	n/a	368.4	371.2	(0.7%)
Convenience stores	0	7	n/a	138	77	79.2%	0	1.0	(91.0%)	26.1	13.8	89.0%
X5 Retail Group	18	46	(60.9%)	3,823	3,088	23.8%	8.4	13.2	(36.1%)	1,972.8	1,753.9	12.5%

Notes: (1) Including E5.RU results; (2) based on gross retail sales

January	Net retail sales growth, RUR, y-o-y			LFL sales results, y-o-y		
	Net retail sales	Customer visits	Average ticket ⁽²⁾	Total LFL	Traffic	Basket
“Soft” discounters	10.8%	10.2%	0.6%	0.3%	(2.4%)	2.8%
Supermarkets	4.6%	7.0%	(2.2%)	(1.5%)	0.2%	(1.7%)
Hypermarkets	0.1%	3.9%	(6.1%)	(2.2%)	4.5%	(6.7%)
Convenience stores	99.5%	84.7%	9.3%	13.0%	3.8%	9.2%
X5 Retail Group ⁽¹⁾	8.7%	10.0%	(1.4%)	(0.2%)	(1.4%)	1.2%

February ⁽¹⁾	Net retail sales growth, RUR, y-o-y			LFL sales results, y-o-y		
	Net retail sales	Customer visits	Average ticket ⁽³⁾	Total LFL	Traffic	Basket
“Soft” discounters	5.4%	7.1%	(1.5%)	(1.2%)	(1.6%)	0.4%
Supermarkets	5.0%	4.9%	0.0%	1.4%	1.1%	0.3%
Hypermarkets	(3.4%)	(0.6%)	(1.5%)	0.7%	3.0%	(2.3%)
Convenience stores	83.1%	73.5%	6.6%	12.2%	5.6%	6.6%
X5 Retail Group ⁽²⁾	5.0%	6.9%	(1.6%)	(0.1%)	(0.7%)	0.6%

Notes:

(1) Sales results in the table are not adjusted for 2012 leap year effect (29 days in February). Adjusted net retail sales growth are as follows: X5 - 8.7%, “Soft” discounters – 9.1%, Supermarkets – 8.7%, Karusel – 0.1%, Convenience stores – 89.6%

(2) Including E5.RU results

(3) based on gross retail sales

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