X5 REPORTS THIRD QUARTER AND NINE MONTHS 2013 FINANCIAL RESULTS

Amsterdam, 12 November 2013 - X5 Retail Group N.V., ("X5" or the "Company"), a leading Russian food retailer (LSE ticker: "FIVE"), today released the Company's condensed consolidated interim financial information for the three (Q3) and nine months (9M) ended 30 September 2013, in accordance with International Financial Reporting Standards.

Income Statement Highlights[(1)(2)]

USD mln	Q3 2013	Q3 2012	*% change, y-o-y*	9M 2013	9M 2012	*% change, y-o-y*
Net sales	**3,770.6**	**3,616.7**	***4.3%***	**12,152.3**	**11,475.4**	***5.9%***
incl. Retail	3,748.5	3,610.4	*3.8%*	12,110.8	11,454.2	*5.7%*
Pyaterochka	2,480.8	2,374.8	*4.5%*	7,934.7	7,469.8	*6.2%*
Perekrestok	744.9	750.9	*(0.8%)*	2,518.4	2,445.8	*3.0%*
Karusel	454.3	441.0	*3.0%*	1,453.2	1,425.8	*1.9%*
Convenience stores	59.7	39.8	*49.9%*	178.5	105.6	*69.1%*
E5.RU	8.8	3.9	*123.3%*	26.1	7.1	*265.4%*
Gross profit	**945.1**	**825.0**	***14.6%***	**2,959.3**	**2,682.5**	***10.3%***
Gross profit margin, %	*25.1%*	*22.8%*	-	*24.4%*	*23.4%*	-
EBITDA	**280.0**	**219.9**	***27.3%***	**855.6**	**774.2**	***10.5%***
EBITDA margin, %	*7.4%*	*6.1%*	-	*7.0%*	*6.7%*	-
Operating profit	**177.6**	**98.2**	***80.8%***	**534.8**	**436.7**	***22.5%***
Operating profit margin, %	*4.7%*	*2.7%*	-	*4.4%*	*3.8%*	-
Net profit	**70.0**	**12.1**	***476.9%***	**208.8**	**147.3**	***41.8%***
Net profit margin, %	*1.9%*	*0.3%*	-	*1.7%*	*1.3%*	-

Net sales in Q3 and 9M 2013, reported in U.S. Dollars (USD), increased by 4.3% and 5.9% year-on-year (y-o-y), respectively, which differs from the reported increase in Russian Rouble (RUR) terms due to exchange rate differences between the RUR, X5's operational currency, and the USD, the Company's presentation currency.

In Q3 and 9M 2013, X5's net sales in RUR terms grew by 7.0% and 7.7% y-o-y, respectively, primarily due to an increase in net retail sales resulting from organic store additions, price inflation and the positive performance of maturing stores added over the past two years.

The Company's gross profit margin in Q3 and 9M 2013 amounted to 25.1% and 24.4%, respectively, a 225 basis point (bp) and 98 bp increase compared to Q3 and 9M 2012, respectively. The increase in both periods was primarily due to improvements in the commercial margin resulting from improved conditions from suppliers, which was partially offset by higher logistics and shrinkage expenses.

(1) Please note that in this and other tables and text of the press release, immaterial deviations in the calculation of % changes, subtotals and totals are explained by rounding.

(2) X5's operational currency is the RUR, while the Company's presentation currency is the USD. As the RUR/USD exchange rate has substantially changed in the past twelve months, comparisons of the Company's financial results either with the corresponding period a year ago (for income statement) or with the beginning of the year (for statement of financial position) have been substantially affected by these movements. For more information please see page five of this press release.

Selling, General and Administrative (SG&A) Expenses

USD mln	Q3 2013	Q3 2012	*% change, y-o-y*	9M 2013	9M 2012	*% change, y-o-y*
Staff costs	(314.0)	(290.0)	8.3%	(1,008.3)	(956.9)	5.4%
% of Net sales	*8.3%*	*8.0%*		*8.3%*	*8.3%*	
Lease expenses	(175.8)	(145.9)	20.5%	(526.5)	(441.8)	19.2%
% of Net sales	*4.7%*	*4.0%*		*4.3%*	*3.9%*	
Other store costs	(67.5)	(68.2)	*(1.1%)*	(209.5)	(191.4)	*9.5%*
% of Net sales	*1.8%*	*1.9%*		*1.7%*	*1.7%*	
D&A	(102.4)	(121.7)	*(15.8%)*	(320.8)	(337.5)	*(4.9%)*
% of Net sales	*2.7%*	*3.4%*		*2.6%*	*2.9%*	
Utilities	(77.1)	(71.2)	*8.3%*	(261.7)	(243.0)	*7.7%*
% of Net sales	*2.0%*	*2.0%*		*2.2%*	*2.1%*	
Third party services	(30.9)	(27.7)	*11.7%*	(91.0)	(85.7)	*6.2%*
% of Net sales	*0.8%*	*0.8%*		*0.7%*	*0.7%*	
Other expenses	(43.8)	(45.8)	*(4.4%)*	(141.8)	(117.9)	*20.3%*
% of Net sales	*1.2%*	*1.3%*		*1.2%*	*1.0%*	
Total SG&A	**(811.5)**	**(770.5)**	***5.3%***	**(2,559.6)**	**(2,374.2)**	***7.8%***
% of Net sales	***21.5%***	***21.3%***		***21.1%***	***20.7%***	

In Q3 2013, SG&A expenses, as a percentage of net sales, increased y-o-y by 22 bp to 21.5%.

Staff costs, as a percentage of net sales, increased y-o-y by 31 bp in Q3 2013 to 8.3% primarily due to an increase in bonus accruals (42 bp), compared to a decrease in bonus accruals in the corresponding period of 2012, which was partially offset by a decrease in administrative staff expense (12 bp) in Q3 2013.

Lease expenses in Q3 2013, as a percentage of net sales, increased y-o-y by 63 bp to 4.7% primarily due to new store openings, and the subsequent increase in the proportion of leased space as a percentage of our total real estate portfolio, as well as an increase in our average lease rates. As a percentage of X5's total real estate portfolio, leased space accounted for 55.6% at 30 September 2013 compared to 54.0% in the corresponding period of 2012.

In Q3 2013, other store costs decreased, as a percentage of net sales, by 10 bp y-o-y to 1.8% mainly due to the lower volume of maintenance and repair work carried out in Q3 2013 compared to Q3 2012.

Utilities in Q3 2013, as a percentage of net sales, increased y-o-y by 8 bp due to an increase in tariffs that were offset by the introduction of cost saving initiatives implemented in previous periods.

Third party services, as a percentage of net sales, in Q3 2013 was in-line with the corresponding period in 2012 and mainly consisted of expenses related to advertising and marketing activities.

In Q3 2013, other expenses, as a percentage of net sales, were lower by 10 bp compared to Q3 2012 primarily due to a loss recorded on the disposal of fixed assets in the 2012 period.

As a result of the factors discussed above, EBITDA in Q3 2013 totaled USD 280.0 mln, or 7.4% of net sales compared to USD 219.9 mln, or 6.1% of net sales in Q3 2012.

In 9M 2013, SG&A expenses as a percentage of net sales increased by 37 bp y-o-y to 21.1%.

Staff costs, as a percentage of net sales, in 9M 2013 remained flat y-o-y at 8.3%.

In 9M 2013, lease expenses and utilities increased y-o-y by 48 bp and 4 bp, respectively, as a percentage of net sales, for the same reasons mentioned above.

Other store costs increased y-o-y by 6 bp, as a percentage of net sales, in 9M 2013 primarily due to an increase in maintenance work at our stores performed mainly in the first half of 2013.

In 9M 2013, third party services, as a percentage of net sales, was in line with the corresponding period of 2012 and consisted primarily of expenses related to advertising and marketing activities.

Other expenses in 9M 2013 increased by 14 bp y-o-y, as a percentage of net sales, primarily due to an increase in agency fees related to reverse franchising agreements during the first half of 2013.

As a result of the factors discussed above, EBITDA in 9M 2013 totaled USD 855.6 mln, or 7.0% of net sales compared to USD 774.2 mln, or 6.7% of net sales, in the corresponding period of 2012.

Non-Operating Gains and Losses

USD mln	Q3 2013	Q3 2012	*% change, y-o-y*	9M 2013	9M 2012	*% change, y-o-y*
Operating profit	**177.6**	**98.2**	***80.8%***	**534.8**	**436.7**	***22.5%***
Net finance costs	(85.3)	(82.7)	*3.2%*	(261.2)	(237.7)	*9.9%*
Net FX (loss)/gain	(1.0)	(1.2)	*(19.3%)*	1.6	(1.7)	*n/a*
Share of (loss)/gain of associates	(0.0)	0.0	*n/a*	(0.4)	(0.1)	*351.1%*
Profit before tax	**91.2**	**14.4**	***535.2%***	**274.8**	**197.2**	***39.3%***
Income tax expense	(21.2)	(2.2)	*853.2%*	(65.9)	(49.9)	*32.1%*
Net profit for the period	**70.0**	**12.1**	***476.9%***	**208.8**	**147.3**	***41.8%***
Net profit margin, %	*1.9%*	*0.3%*		*1.7%*	*1.3%*	

Net finance costs in Q3 2013 increased by 3.2% y-o-y in USD terms, and 6.1% in RUR terms. The weighted average effective interest rate on X5's total debt for 9M 2013 increased to 8.7% per annum from 8.5% per annum for 9M 2012.

In 9M 2013, X5's effective tax rate was 24.0% compared to 25.3% in the corresponding period of 2012. The Russian statutory income tax rate for all periods was 20.0%. The difference between X5's effective and statutory tax rates is primarily due to certain non-deductible expenses.

Consolidated Cash Flow

USD mln	Q3 2013	Q3 2012	*% change, y-o-y*	9M 2013	9M 2012	*% change, y-o-y*
Net cash generated from operating activities	**104.0**	**131.4**	***(20.9%)***	**181.8**	**123.0**	***47.7%***
Net cash from operating activities before changes in working capital	*280.9*	*221.9*	*26.6%*	*867.3*	*786.7*	*10.2%*
Change in working capital	*(89.2)*	*24.3*	*n/a*	*(353.5)*	*(301.5)*	*17.2%*
Net interest and income tax paid	*(87.6)*	*(114.9)*	*(23.7%)*	*(332.1)*	*(362.2)*	*(8.3%)*
Net cash used in investing activities	**(159.2)**	**(195.4)**	***(18.5%)***	**(416.9)**	**(570.3)**	***(26.9%)***
Net cash (used in)/generated from financing activities	**(51.4)**	**113.4**	***n/a***	**(37.6)**	**270.5**	***n/a***
Effect of exchange rate changes on cash & cash equivalents	2.1	7.0	(69.7%)	(18.7)	14.2	n/a
Net (decrease)/increase in cash & cash equivalents	**(104.5)**	**56.4**	***n/a***	**(291.4)**	**(162.5)**	***79.3%***

In Q3 2013, net cash generated from operating activities totaled USD 104.0 mln compared to net cash generated from operating activities of USD 131.4 mln in the corresponding period of 2012.

The decrease was primarily due to negative changes in working capital, which were partially offset by lower income tax paid.

The change in working capital in Q3 2013 was primarily driven by a decrease in trade accounts payable and an increase in trade and other accounts receivable from suppliers, which were offset by an increase in other accounts payable and a decrease in inventories.

Trade and other accounts receivable increased by USD 76.6 mln in Q3 2013 due to an increase in recoverable VAT and other receivables from suppliers during the Q3 2013 period.

In Q3 2013, inventories decreased by USD 53.2 mln as a result of the higher inventory balance at 30 June 2013, compared to the corresponding period in 2012, which also resulted in lower purchases in Q3 2013. The lower purchases and improvements in invoice processing resulted in a USD 181.2 mln reduction in trade accounts payable.

Other accounts payable increased by USD 115.3 mln in Q3 2013 primarily due to an increase in VAT payable and deferred revenues.

Net cash flows generated from operating activities in 9M 2013 amounted to USD 181.8 mln compared to USD 123.0 mln in 9M 2012. The increase was primarily due to an increase in net cash from operating activities before changes in working capital, which was partially offset by changes in working capital.

The change in working capital in 9M 2013 was primarily driven by a decrease in trade accounts payable, which was partially offset by a decrease in inventories and an increase in other accounts payable. The decrease in trade accounts payable and inventories was due to the high inventory balance at 31 December 2012 and the resulting decrease in purchases while the increase in other accounts payable was due to the same reasons mentioned above for Q3 2013.

Net cash used in investing activities, which generally consisted of payments for property, plant and equipment totaled USD 159.2 mln and USD 416.9 mln in Q3 and 9M 2013, respectively, compared to USD 195.4 mln and USD 570.3 mln for the corresponding periods in 2012, and reflects the slower pace of selling space expansion and lower expenditures for IT, strategic projects and logistics.

Net cash used in financing activities in Q3 and 9M 2013 totaled USD 51.4 mln and USD 37.6 mln, respectively, compared to net cash generated from financing activities of USD 113.4 mln and USD 270.5 mln in the corresponding periods of 2012. The differences were primarily related to the use of cash to finance capital expenditures and reduce outstanding debt in the 2013 periods.

Liquidity Update

USD mln	30-Sep-13	*% in total*	30-Jun-13	*% in total*	31-Dec-12	*% in total*
Total debt	**3,751.6**		**3,757.0**		**4,027.3**	
Short-term debt	1,368.8	*36.5%*	1,681.1	*44.7%*	1,680.9	*41.7%*
Long-term debt	2,382.8	*63.5%*	2,075.9	*55.3%*	2,346.4	*58.3%*
Net debt	**3,635.1**		**3,536.0**		**3,619.4**	
Denominated in USD	0.0	*n/a*	0.0	*n/a*	0.0	*n/a*
Denominated in RUR	3,635.1	*100.0%*	3,536.0	*100.0%*	3,619.4	*100.0%*
FX, End of Period	32.35		32.71		30.37	
Net debt/EBITDA[(1)]	**3.10x**[(2)]		**3.23x**[(3)]		**3.15x**[(4)]	

(1) In RUR terms, as the Company's debt covenants are set in RUR terms in accordance with X5's loan facilities.
(2) Based on consolidated EBITDA of RUR 37,918 mln
(3) Based on consolidated EBITDA of RUR 35,814 mln
(4) Based on consolidated EBITDA of RUR 34,944 mln.

At 30 September 2013, the Company's total debt amounted to USD 3,751.6 mln (at RUR exchange rate of 32.35), of which 36.5% was short-term debt (USD 1,368.8 mln) and 63.5% long-term debt (USD 2,382.8 mln).

At 30 September 2013, the Company had access to RUR 88.1 billion (USD 2.7 billion) in undrawn credit lines with major Russian and international banks.

Effect of RUR/USD Exchange Rate Movements on the Presentation of X5's Results

X5's operational currency is the Russian Rouble (RUR), while the Company's presentation currency is the U.S. Dollar (USD). As the RUR/USD exchange rate has substantially changed in the past twelve months, comparisons of the Company's financial results, either with the corresponding period a year ago (for income statement) or with the beginning of the year (for statement of financial position), have been substantially affected by these movements:

- Comparisons of income statement figures with the respective period last year reflect a negative translational effect from RUR/USD rate movements, resulting in a difference between the y-o-y change in RUR and the respective change in USD of approximately 1.7% for 9M 2013. For reference, to translate the Company's income statement from RUR to USD for presentation purposes, the Company applied a RUR/USD rate of 31.62 for 9M 2013 (average for the period) and a RUR/USD rate of 31.10 for 9M 2012 (average for the period).
- Comparison of the statement of financial position at 30 September 2013 to the statement of financial position at 31 December 2012 reflects a negative translational effect from the RUR/USD exchange rate movement, resulting in a difference between the change in RUR and the respective change in USD of approximately 6.5%. For reference, to translate the statement of financial position from RUR to USD for presentation purposes, the Company applied a RUR/USD exchange rate of 32.35 at 30 September 2013 and RUR/USD exchange rate of 30.37 at 31 December 2012.

Appendices

I. **Condensed Consolidated Interim Income Statement for the Three and Nine Months Ended 30 September 2013**

II. **Condensed Consolidated Interim Statement of Comprehensive Income for the Three and Nine Months Ended 30 September 2013**

III. **Condensed Consolidated Interim Statement of Financial Position at 30 September 2013**

IV. **Condensed Consolidated Interim Statement of Cash Flows for the Nine Months Ended 30 September 2013**

Appendix I:

CONDENSED CONSOLIDATED INTERIM INCOME STATEMENT
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2013
(expressed in thousands of US Dollars)

	Three months ended		Nine months ended	
	30-Sep-13	**30-Sep-12**	**30-Sep-13**	**30-Sep-12**
Revenue	**3,770,625**	**3,616,732**	**12,152,279**	**11,475,390**
Cost of sales	(2,825,496)	(2,791,730)	(9,192,931)	(8,792,857)
Gross profit	**945,129**	**825,002**	**2,959,348**	**2,682,533**
Selling, general and administrative expenses	(811,491)	(770,489)	(2,559,604)	(2,374,207)
Lease/sublease and other income	43,912	43,697	135,030	128,375
Operating profit	**177,550**	**98,210**	**534,774**	**436,701**
Net finance costs	(85,339)	(82,682)	(261,154)	(237,678)
Share of (loss)/gain of associates	(5)	38	(406)	(90)
Net foreign exchange (loss)/gain	(970)	(1,202)	1,581	(1,689)
Profit before tax	**91,236**	**14,364**	**274,795**	**197,244**
Income tax expense	(21,189)	(2,223)	(65,949)	(49,938)
Profit for the period	**70,047**	**12,141**	**208,846**	**147,306**

Appendix II:

CONDENSED CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2013
(expressed in thousands of US Dollars)

	Three months ended		Nine months ended	
	30-Sep-13	**30-Sep-12**	**30-Sep-13**	**30-Sep-12**
Profit for the period	**70,047**	**12,141**	**208,846**	**147,306**
Other comprehensive income/(loss)				
Item that may be reclassified subsequently to profit and loss				
Exchange differences on translation from functional to presentation currency	25,669	142,277	(138,499)	91,262
Total items that may be reclassified subsequently to profit and loss, net of tax	**25,669**	**142,277**	**(138,499)**	**91,262**
Other comprehensive income/(loss), net of tax	**25,669**	**142,277**	**(138,499)**	**91,262**
Total comprehensive income for the period, net of tax	**95,716**	**154,418**	**70,347**	**238,568**
Total comprehensive income for the period attributable to:				
Equity holders of the parent	95,716	154,418	70,347	238,568

Appendix III: CONDENSED CONSOLIDATED INTERIM STATEMENT OF FINANCIAL POSITION AT 30 SEPTEMBER 2013

(expressed in thousands of US Dollars)

	30 September 2013	31 December 2012
ASSETS		
Non-current assets		
Property, plant and equipment	3,981,764	4,147,265
Investment property	96,268	108,512
Goodwill	1,988,269	2,114,279
Intangible assets	439,944	503,483
Prepaid leases	51,481	53,392
Investment in associates	2,194	2,759
Available-for-sale investments	6,505	6,928
Other non-current assets	44,610	36,027
Deferred tax assets	160,302	143,787
	6,771,337	7,116,432
Current assets		
Inventories	889,117	1,114,894
Indemnification asset	28,853	29,833
Loans originated	2,824	3,033
Trade and other accounts receivable	346,686	420,565
Current income tax receivable	91,528	111,745
VAT and other taxes recoverable	399,391	378,001
Cash and cash equivalents	116,472	407,877
	1,874,871	2,465,948
TOTAL ASSETS	**8,646,208**	**9,582,380**
EQUITY AND LIABILITIES		
Equity attributable to equity holders of the parent		
Share capital	93,736	93,717
Share premium	2,051,496	2,049,592
Cumulative translation reserve	(719,542)	(581,043)
Retained earnings	836,929	628,083
Share-based payment reserve	7,204	11,452
Total equity	**2,269,823**	**2,201,801**
Non-current liabilities		
Long-term borrowings	2,382,829	2,346,380
Long-term finance lease payable	-	113
Deferred tax liabilities	139,803	148,623
Long-term deferred revenue	655	676
Other non-current liabilities	-	71
	2,523,287	2,495,863
Current liabilities		
Trade accounts payable	1,669,535	2,396,934
Short-term borrowings	1,368,781	1,680,887
Share-based payments liability	54	496
Short-term finance lease payables	454	1,363
Interest accrued	23,816	20,980
Short-term deferred revenue	7,869	13,668
Current income tax payable	5,908	13,084
Provisions and other liabilities	776,681	757,304
Total liabilities	**6,376,385**	**7,380,579**
TOTAL EQUITY AND LIABILITIES	**8,646,208**	**9,582,380**

X5 RETAIL GROUP

Appendix IV:

CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2013

(expressed in thousands of US Dollars)

	Nine months ended	
	30-Sep-13	**30-Sep-12**
Profit before tax	**274,795**	**197,244**
Adjustments for:		
Depreciation and amortization	315,858	328,270
Loss/(Gain) on disposal of non-current assets	1,533	(4,123)
Finance costs, net	261,154	237,678
Impairment of trade and other accounts receivable	3,484	16,569
Share-based options (income)/expense	(1,094)	2,881
Amortization of prepaid lease	4,959	9,255
Net foreign exchange (gain)/loss	(1,581)	1,689
Loss from associate	406	90
Other non-cash items	7,791	(2,817)
Net cash from operating activities before changes in working capital	**867,305**	**786,736**
Increase in trade and other accounts receivable	(14,652)	(154,240)
Decrease in inventories	161,425	62,785
Decrease in trade accounts payable	(591,578)	(121,551)
Increase /(decrease) in other accounts payable	91,333	(88,467)
Net cash generated from operations	**513,833**	**485,263**
Interest paid	(249,344)	(238,592)
Interest received	707	4,795
Income tax paid	(83,420)	(128,430)
Net cash generated from operating activities	**181,776**	**123,036**
Cash flows from investing activities:		
Purchase of property, plant and equipment	(407,308)	(504,189)
Proceeds from sale of property, plant and equipment and intangible assets	22,794	18,132
Acquisitions of subsidiaries	(11,109)	(66,040)
Non-current prepaid lease paid	(7,282)	(6,113)
Compensation from prepaid lease disposal	2,947	1,511
Repayment of loans issued	-	7,916
Purchase of intangible assets	(16,897)	(21,501)
Net cash used in investing activities	**(416,855)**	**(570,284)**
Cash flows from financing activities:		
Proceeds from loans	1,197,761	1,221,160
Repayment of loans	(1,234,355)	(949,163)
Principal payments on finance lease obligations	(1,052)	(1,465)
Net cash (used in)/generated from financing activities	**(37,646)**	**270,532**
Effect of exchange rate on cash and cash equivalents	(18,680)	14,182
Net decrease in cash and cash equivalents	**(291,405)**	**(162,534)**
Movements in cash and cash equivalents		
Cash and cash equivalents at the beginning of the period	407,877	385,001
Net decrease in cash and cash equivalents	(291,405)	(162,534)
Cash and cash equivalents at the end of the period	**116,472**	**222,467**

Note to Editors:

X5 Retail Group N.V. (LSE: FIVE, Moody's - "B2", S&P - "B+") is a leading Russian food retailer. The Company operates several retail chains: the soft discounter chain under the Pyaterochka brand, the supermarket chain under the Perekrestok brand, the hypermarket chain under the Karusel brand, the online retail channel under the E5.ru brand and convenience stores under various brands.

At 30 September 2013, X5 had 4,187 Company-operated stores. It has the leading market position in both Moscow and St. Petersburg and a significant presence in the European part of Russia. Its store base includes 3,568 Pyaterochkas, 382 Perekrestoks, 78 Karusels and 159 convenience stores. The Company operates 29 DCs and 1,823 Company-owned trucks across the Russian Federation.

For the full year 2012, net sales totaled USD 15,795 mln, EBITDA reached USD 1,124 mln, and net loss amounted to USD 126 mln. For the nine months of 2013, net sales totaled USD 12,152 mln, EBITDA reached USD 856 mln and net profit amounted to USD 209 mln.

X5's Shareholder structure is as follows: Alfa Group – 47.86%, founders of Pyaterochka – 16.35%, X5 Directors – 0.02%, treasury shares – 0.06%, free float – 35.71%.

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