

#### X5 REPORTS THIRD QUARTER AND NINE MONTHS 2014 FINANCIAL RESULTS

**Amsterdam, 29 October 2014** - 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 nine months (9M) ended 30 September 2014, in accordance with International Financial Reporting Standards.

#### **Income statement highlights**

Russian Rouble (RUB), million (mln) <sup>(1)</sup>	Q3 2014	Q3 2013	% change y-o-y	9M 2014	9M 2013	% change y-o-y
Revenue	152,539	124,246	22.8%	452,285	384,219	17.7%
incl. Net retail sales <sup>(2)</sup>	152,028	123,534	23.1%	451,036	382,906	17.8%
Pyaterochka	106,499	81,708	30.3%	309,875	250,870	23.5%
Perekrestok	26,610	24,615	8.1%	83,265	79,624	4.6%
Karusel	16,245	14,964	8.6%	49,728	45,945	8.2%
Expres s (3)	2,474	1,959	26.3%	7,299	5,644	29.3%
E5.RU	200	288	(30.4%)	869	824	5.5%
Gross profit	37,589	31,091	20.9%	110,345	93,566	17.9%
Gross profit margin, %	24.6%	25.0%	(38) bp	24.4%	24.4%	4 bp
EBITDA	11,171	9,197	21.5%	32,365	27,051	19.6%
EBITDA margin, %	7.3%	7.4%	(8) bp	7.2%	7.0%	12 bp
Operating profit	7,310	5,828	25.4%	20,507	16,908	21.3%
Operating profit margin,%	4.8%	4.7%	10 bp	4.5%	4.4%	13 bp
Net profit	3,420	2,298	48.8%	9,869	6,603	49.5%
Net profit margin, %	2.2%	1.8%	40 bp	2.2%	1.7%	46 bp

#### Net retail sales

Net retail sales in the three months ended 30 September (Q3) and 9M of 2014 increased by 23.1% and 17.8% year-on-year (y-o-y), respectively, due to an increase in the number of customers and average ticket.

Net retail sales dynamics,		Q3 2014			9M 2014			
y-o-y change	Average	# of	Net retail	Average	# of	Net retail		
y-o-y change	ticket	customers	sales	ticket	customers	sales		
Pyaterochka	11.0%	17.6%	30.3%	9.5%	12.9%	23.5%		
Perekrestok	6.6%	1.4%	8.1%	4.9%	(0.1%)	4.6%		
Karusel	6.1%	2.1%	8.6%	5.7%	2.6%	8.2%		
Express <sup>(3)</sup>	5.6%	19.6%	26.3%	5.8%	21.7%	29.3%		
E5.RU	13.3%	(46.5%)	(30.4%)	(4.0%)	4.0%	5.5%		
X5 Retail Group	7.8%	14.2%	23.1%	6.9%	10.3%	17.8%		

A primary driver for the increase in net retail sales was selling space expansion, primarily at Pyaterochka, and the positive performance of maturing stores added over the past two years.

Selling space end-of-period, square meters	As at	As at	change
	30-September-2014	30-September-2013	<i>y-o-y</i>
Pyaterochka	1,579,803	1,301,854	21.4%
Perekrestok	399,781	391,144	2.2%
Karusel	357,259	358,542	(0.4%)
Express <sup>(3)</sup>	39,157	29,335	33.5%
X5 Retail Group	2,375,999	2,080,874	14.2%

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

<sup>(2)</sup> Net of VAT and revenue from wholesale operations.

<sup>(3)</sup> Refers to Perekrestok Express and Kopeyka branded convenience stores, previously disclosed as convenience stores.



LFL <sup>(1)</sup> results, growth y-o-y		Q3 2014			9M 2014		
	Sales	Traffic	Basket	Sales	Traffic	Basket	
Pyaterochka	17.7%	5.3%	11.8%	12.3%	1.6%	10.5%	
Perekrestok	4.3%	(0.1%)	4.5%	1.8%	(1.6%)	3.5%	
Karusel	4.5%	(1.5%)	6.1%	5.3%	(0.0%)	5.3%	
Express	4.6%	0.9%	3.6%	3.8%	(1.2%)	5.1%	
X5 Retail Group	13.3%	4.0%	9.0%	9.2%	0.9%	8.2%	

The Company's net retail sales and like-for-like sales in Q3 and 9M 2014 were positively impacted by the growth of the averge ticket and basket due to changes in product mix, increased volume and rising food inflation.

Pyaterochka's LFL traffic and basket performance was better than the Company's average in Q3 and 9M 2014 due to:

- The impact of assortment rotation;
- Improved promotional and marketing campaigns; and
- Better shelf availabitiliy of products due to improvements in logistics service levels.

#### Gross profit margin

The Company's gross profit margin in Q3 and 9M 2014 amounted to 24.6% and 24.4%, respectively, compared to 25.0% and 24.4%, in Q3 and 9M 2013, respectively. The differences were primarily driven by more active price investments in Q3 2014 compared to Q3 2013, which were offset by improvements in logistics expense in both Q3 and 9M 2014 and improved shrinkage in 9M 2014.

Selling, general and administrative (SG&A) expenses

RUB mln	Q3 2014	Q3 2013	change y-o-y	9M 2014	9M 2013	change y-o-y
Staff costs	(12,468)	(10,344)	20.5%	(36,573)	(31,879)	14.7%
% of revenue	8.2%	8.3%	(15) bp	8.1%	8.3%	(21) bp
Lease expenses	(7,038)	(5,768)	22.0%	(20,354)	(16,646)	22.3%
% of revenue	4.6%	4.6%	(3) bp	4.5%	4.3%	17 bp
D&A	(3,861)	(3,369)	14.6%	(11,858)	(10,143)	16.9%
% of revenue	2.5%	2.7%	(18) bp	2.6%	2.6%	(2) bp
Utilities	(3,057)	(2,549)	19.9%	(9,625)	(8,275)	16.3%
% of revenue	2.0%	2.1%	(5) bp	2.1%	2.2%	(3) bp
Other store costs	(2,521)	(2,218)	13.7%	(7,201)	(6,625)	8.7%
% of revenue	1.7%	1.8%	(13) bp	1.6%	1.7%	(13) bp
Third party services	(1,516)	(1,015)	49.5%	(4,101)	(2,877)	42.5%
% of revenue	1.0%	0.8%	18 bp	0.9%	0.7%	16 bp
Other expenses	(1,365)	(1,443)	(5.4%)	(5,220)	(4,482)	16.5%
% of revenue	0.9%	1.2%	(27) bp	1.2%	1.2%	(1) bp
Total SG&A	(31,825)	(26,706)	19.2%	(94,932)	(80,927)	17.3%
% of revenue	20.9%	21.5%	(63) bp	21.0%	21.1%	(7) bp

As a percentage of total revenue, SG&A expenses decreased y-o-y in Q3 and 9M 2014 compared to the corresponding periods in 2013. Staff costs, lease expense and D&A were the main drivers in SG&A expenses and accounted for 73.4% and 72.6% of SG&A expenses in Q3 and 9M 2014, respectively.

<sup>(1)</sup> LFL comparisons of retail sales between two periods are comparisons of retail sales in local currency (including VAT) generated by the relevant stores. The stores that are included in LFL comparisons are those that have operated for at least 12 full months. Their sales are included in LFL calculation starting from the day of the store's opening. We include all stores that fit our LFL criteria in each reporting period.



Staff costs, as a percentage of revenue, decreased y-o-y by 15 bp in Q3 2014 to 8.2% primarily due to a decrease in outstaffing expense and lower expenses for administrative personnel that were partially offset by an increase in wages and benefits of retail employees.

Lease expenses increased by 22.0% y-o-y in Q3 2014 but remained in line as a percentage of revenue compared to Q3 2013 due to improvements in operating leverage.

Depreciation and amortization expense, utilities and other store costs decreased y-o-y, as percentage of revenue, due to improvements in operating leverage in Q3 2014.

Third party services expenses in Q3 2014 increased, as a percentage of revenue, by 18 bp y-o-y primarily due to an increase in advertising and marketing activities.

In Q3 2014, other expenses, as a percentage of revenue, decreased by 27 bp y-o-y primarily due to the release of a provision for taxes other than income tax.

The decrease in gross profit margin was almost entirely offset by the decrease in SG&A expenses as a percentage of revenue resulting in an EBITDA margin of 7.3% in Q3 2014, which is only 8 bp lower than in Q3 2013.

In 9M 2014, SG&A expenses as a percentage of revenue decreased by 7 bp y-o-y to 21.0%.

Staff costs and other store costs as a percentage of revenue in 9M 2014 were lower by 21 and 13 bp y-o-y, respectively, while third party services expense increased as a percentage of revenue y-o-y by 16 bp, for the same reasons mentioned above.

Lease expense increased as a percentage of revenue by 17 bp y-o-y in 9M 2014 due to new store openings, the subsequent increase in the proportion of leased space as a percentage of our total real estate portfolio and an increase in our average lease rates, which were offset by improvements in operating leverage. As a percentage of X5's total real estate portfolio, leased space accounted for 58.0% at 30 September 2014 compared to 55.6% at 30 September 2013.

Depreciation and amortization, utilities and other expenses as a percentage of revenue changed immaterially in 9M 2014 compared to 9M 2013.

As a result of the factors discussed above, EBITDA margin in 9M 2014 amounted to 7.2% of revenue compared to EBITDA margin of 7.0% of revenue, in the corresponding period of 2013.

#### Non-operating gains and losses

RUB mln	Q3 2014	Q3 2013	% change y-o-y	9M 2014	9M 2013	% change y-o-y
Operating Profit	7,310	5,828	25.4%	20,507	16,908	21.3%
Net finance costs	(3,152)	(2,803)	12.4%	(8,802)	(8,256)	6.6%
Net FX result	36	(29)	n/a	53	49	8.2%
Share of loss of associates	(5)	(1)	400.0%	(5)	(13)	(61.5%)
Profit before tax	4,189	2,995	39.9%	11,753	8,688	35.3%
In come tax expense	(769)	(697)	10.4%	(1,884)	(2,085)	(9.6%)
Net profit	3,420	2,298	48.8%	9,869	6,603	49.5%
Net profit margin	2.2%	1.8%	-	2.2%	1.7%	-

Net finance costs in Q3 2014 increased y-o-y by 12.4%. The weighted average effective interest rate on X5's total debt for 9M 2014 increased to 9.7% from 8.7% for 9M 2013.

In 9M 2014, X5's effective tax rate was 16.0% compared to 24.0% in the corresponding period of 2013. The Russian statutory income tax rate for both periods was 20.0%. The lower effective tax rate in 9M 2014 is due to the one-off elimination of a RUB 749 mln tax provision in H1 2014.



#### Consolidated cash flow

RUB mln	Q3 2014	Q3 2013	% change y-o-y	9M 2014	9M 2013	% change y-o-y
Net cash generated from operating activities	6,825	3,334	104.7%	14,969	5,747	160.5%
Net cash from operating activities before changes in working capital	10,897	9,231	18.0%	32,294	27,420	17.8%
Change in working capital	379	(2,979)	n/a	(6,685)	(11,174)	(40.2)%
Net interest and income tax paid	(4,451)	(2,918)	52.6%	(10,640)	(10,499)	1.3%
Net cash used in investing activities	(6,590)	(5,183)	27.1%	(15,790)	(13,174)	19.9%
Net cash used in financing activities	(2,817)	(1,617)	74.2%	(3,238)	(1,190)	172.0%
Effect of exchange rate changes on cash and cash equivalents	(19)	6	n/a	(32)	(4)	729.0%
Net decrease in cash & cash equivalents	(2,601)	(3,460)	(24.8%)	(4,091)	(8,621)	(52.5%)

In Q3 2014, net cash flows generated from operating activities increased compared to the corresponding period of 2013 primarily due to higher EBITDA and the positive contribution from changes in working capital in Q3 2014, which were offset by higher net interest and income tax paid.

Net interest and income tax paid increased due to the higher cost of debt in Q3 2014 as well as the impact of a tax credit received in Q3 2013 for overpayment of taxes in prior periods.

Net cash flows generated from operating activities in 9M 2014 amounted to RUB 14,969 mln compared to RUB 5,747 mln in 9M 2013. The increase was primarily due to higher EBITDA and improved y-o-y working capital dynamics in 9M 2014.

In 9M 2014, net interest and income tax paid increased immaterially due to the higher cost of debt which was offset by lower income tax paid as a result of the creation of a consolidated group of taxpayers (CGT) and the tax refund in Q2 2014.

In 2014, X5 created a CGT comprised of certain Russian subsidiaries of the Company, which allows X5 to offset the taxable profits against the current tax losses of CGT entities. In Q2 2014, the Company also received a refund related to the overpayment of taxes in prior periods.

Net cash used in investing activities, which generally consisted of payments for property, plant and equipment increased in Q3 and 9M 2014 compared to the corresponding periods in 2013 due to higher expenditures for store expansion and refurbishment.

Net cash used in financing activities increased in Q3 and 9M 2014, compared to the corresponding periods in 2013, primarily due to the reduction of debt in Q3 2014.

#### Liquidity update

RUB mln	30-Sep-14	% in total	30-Jun-14	% in total	30-Sep-13	% in total
Total debt	107,619		110,361		121,346	
Short-term debt	17,003	15.8%	20,729	18.8%	44,273	36.5%
Long-term debt	90,616	84.2%	89,632	81.2%	77,073	63.5%
Net debt	104,099		104,240		117,579	
Net debt/EBITDA	2.38x <sup>(1)</sup>		2.50x <sup>(2)</sup>		3.10x <sup>(3)</sup>	
EBITDA/interest expense	$3.77x^{(1)}$		$3.69x^{(2)}$		$3.34x^{(3)}$	

At 30 September 2014, the Company's total debt amounted to RUB 107,619 mln, of which 15.8% was short-term debt and 84.2% long-term debt. The Company's debt is 100% denominated in Russian Roubles.

At 30 September 2014, the Company had access to RUB 96,850 mln in undrawn credit lines with major Russian and international banks.

<sup>(1)</sup> Based on trailing twelve months consolidated EBITDA and net interest expense of RUB 43,664 mln. and RUB 11,581 mln, respectively.

Based on trailing twelve months consolidated EBITDA and net interest expense of RUB 41,690 mln. and RUB 11,306 mln, respectively.

<sup>(3)</sup> Based on trailing twelve months consolidated EBITDA and net interest expense of RUB 37,918 mln. and RUB 11,355 mln, respectively.



#### **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 formats: the chain of economy class stores under the Pyaterochka brand, the supermarket chain under the Perekrestok brand, the hypermarket chain under the Karusel brand, Express convenience stores under various brands and the online retail channel under the E5.RU brand.

At 30 September 2014, X5 had 5,005 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 4,342 Pyaterochka economy-class stores, 389 Perekrestok supermarkets, 81 Karusel hypermarkets and 193 Express stores. The Company operates 31 DCs and 1,528 Company-owned trucks across the Russian Federation.

For the full year 2013, revenue totaled RUB 534,560 mln, EBITDA reached RUB 38,350 mln, and net income amounted to RUB 10,984 mln. In 9M 2014, revenue totaled RUB 452,285 mln, EBITDA reached RUB 32,365 mln, and net income amounted to RUR 9,869 mln.

X5's Shareholder structure is as follows: Alfa Group – 47.86%, founders of Pyaterochka – 14.43%, X5 Directors – 0.03%, treasury shares – 0.04%, free float – 37.64%.

#### Forward looking statements:

This announcement includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the fact that they do not only relate to historical or current events. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "expected", "plan", "goal", "believe", or other words of similar meaning.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances, a number of which are beyond X5 Retail Group N.V.'s control. As a result, actual future results may differ materially from the plans, goals and expectations set out in these forward-looking statements.

Any forward-looking statements made by or on behalf of X5 Retail Group N.V. speak only as at the date of this announcement. Save as required by any applicable laws or regulations, X5 Retail Group N.V. undertakes no obligation publicly to release the results of any revisions to any forward-looking statements in this document that may occur due to any change in its expectations or to reflect events or circumstances after the date of this document.

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### Appendix I Condensed Consolidated Interim Statement of Profit or Loss for the three and nine months ended 30 September 2014

(expressed in millions of Russian Roubles, unless otherwise stated)

	Three months ended 30-Sep-14 30-Sep-13		Nine mon 30-Sep-14	ths ended 30-Sep-13
	-			
Revenue	152,539	124,246	452,285	384,219
Cost of sales	(114,950)	(93,155)	(341,940)	(290,653)
Gross profit	37,589	31,091	110,345	93,566
Selling, general and administrative expenses	(31,825)	(26,706)	(94,932)	(80,927)
Lease/sublease and other income	1,546	1,443	5,094	4,269
Operating profit	7,310	5,828	20,507	16,908
Finance costs	(3,181)	(2,817)	(8,850)	(8,306)
Finance income	29	14	48	50
Share of loss of associates	(5)	(1)	(5)	(13)
Net foreign exchange gain/(loss)	36	(29)	53	49
Profit before tax	4,189	2,995	11,753	8,688
Income tax expense	(769)	(697)	(1,884)	(2,085)
Profit for the year	3,420	2,298	9,869	6,603
Profit for the period attributable to:				
Equity holders of the parents	3,420	2,298	9,869	6,603
Basic earnings per share for profit attributable	,	,	,	,
to the equity holders of the parent (expressed in				
RUB per share)	50.39	33.88	145.44	97.36
Diluted earnings per share for profit				
attributable to the equity holders of the parent (expressed in RUB per share)	50.39	33.88	145.44	97.36



## Appendix II Condensed Consolidated Interim Statement of Comprehensive Income for the three and nine months ended 30 September 2014 (expressed in millions of Russian Roubles, unless otherwise stated)

	Three months ended		Nine months ended	
	30-Sep-14	30-Sep-13	30-Sep-14	30-Sep-13
Profit for the period	3,420	2,298	9,869	6,603
Other comprehensive income/(loss)				
Items that may be reclassified subsequently to profit and loss				
Exchange differences on translation from functional to presentation currency	_	18	(23)	9
Reclassification of cumulative translation reserve attributable to disposed subsidiaries	_	_	67	-
Total items that may be reclassified subsequently to profit and loss, net of tax	_	18	44	9
Other comprehensive income for the period, net of				
tax	-	18	44	9
Total comprehensive income for the period, net of				
tax	3,420	2,316	9,913	6,612
Total comprehensive income for the period attributable to:				
Equity holders of the parent	3,420	2,316	9,913	6,612



Appendix III

Condensed Consolidated Interim Statement of Financial Position at 30 September 2014
(expressed in millions of Russian Roubles, unless otherwise stated)

	30 September 2014	31 December 2013
ASSEIS		
Non-current assets		
Property, plant and equipment	140,076	134,998
Investment property	3,555	3,468
Goodwill	64,708	64,503
Intangible assets	13,069	13,979
Prepaid leases	1,426	1,526
Investment in associate	63	68
Available-for-sale investments	213	210
Other non-current assets	1,963	1,717
Deferred tax assets	4,155	4,946
Comments	229,228	225,415
Currentassets	27, 420	27.465
Inventories	37,429	37,465
Loans originated	8	15.242
Trade and other accounts receivable	15,596	15,343
Current income tax receivable	1,604	2,165
VAT and other taxes recoverable	14,979	13,897
Cash and cash equivalents	3,520	7,611
	73,136	76,488
Total assets	302,364	301,903
EQUITY AND LIABILITIES Equity attributable to equity holders of the parent		
Share capital	2,457	2,456
Share premium	46,228	46,126
Cumulative translation reserve	-	(44)
Retained earnings	38,967	29,098
Share-based payment reserve	83	170
Total equity	87,735	77,806
Non-current liabilities		
Long-term borrowings	90,616	79,843
Deferred tax liabilities	4,036	5,339
Long-term deferred revenue	16	21
Long-term defended revenue	94,668	85,203
Currentliabilities	74,000	03,203
Trade accounts payable	74,449	81,050
Short-term borrowings	17,003	30,680
Short-term finance lease payables	_	4
Interest accrued	917	814
Short-term deferred revenue	343	159
Current income tax payable	486	238
Provisions and other liabilities	26,763	25,949
1 10 visions and other natimites	119,961	138,894
Total liabilities	214,629	224,097
Total equity and liabilities	302,364	301,903
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# Appendix IV Condensed Consolidated Interim Statement of Cash Flows for the three and nine months ended 30 September 2014 (expressed in millions of Russian Roubles, unless otherwise stated)

	Nine months ended			
	30 September 2014	30 September 2013		
Profit before tax	11,753	8,688		
Adjustments for:				
Depreciation, amortization and impairment of property, plant and equipment, investment property and intangible assets	11,679	9,986		
(Gain)/loss on disposal of property, plant and equipment, investment	(420)	40		
property and intangible assets	(420)	48		
Finance costs, net	8,802	8,256		
Impairment of trade and other accounts receivable	356	110		
Share-based options expense/(income)	20	(35)		
Amortization and impairment of prepaid lease	179	157		
Net foreign exchange gain	(53)	(49)		
Loss from associate Other non-cash items	5 (27)	13 246		
Net cash from operating activities before changes in working				
capital	32,294	27,420		
Increase in trade and other accounts receivable	(2,140)	(463)		
(Increase)/decrease in inventories	(2,110) $(15)$	5,104		
Decrease in trade accounts payable	(6,330)	(18,704)		
Increase in other accounts payable and deferred revenue	1,800	2,889		
Net cash generated from operations	25,609	16,246		
rectash generateurion operations	23,007	10,240		
Interest paid	(8,302)	(7,884)		
Interest received	48	22		
Income tax paid	(2,386)	(2,637)		
Net cash generated from operating activities	14,969	5,747		
Cash flows from investing activities:				
Purchase of property, plant and equipment	(15,982)	(12,878)		
Prepaid lease	(64)	(230)		
Acquisition of subsidiaries	(755)	(346)		
Compensation from prepaid lease disposal	25	93		
Proceeds from disposal of property, plant and equipment, Investment	1,464	721		
property and intangible assets	ŕ	(524)		
Purchase of intangible assets  Net cash used in investing activities	(478) ( <b>15,790</b> )	(534) ( <b>13,174</b> )		
necessin decommendation and sections	(13,770)	(13,174)		
Cash flows from financing activities:				
Proceeds from loans	40,805	37,870		
Repayment of loans	(44,039)	(39,027)		
Principal payments on finance lease obligations	(4)	(33)		
Net cash used in financing activities	(3,238)	(1,190)		
Effect of exchange rate changes on cash and cash equivalents	(32)	(4)		
Net decrease in cash and cash equivalents	(4,091)	(8,621)		
Movements in cash and cash equivalents				
Cash and cash equivalents at the beginning of the period	7,611	12,388		
Net decrease in cash and cash equivalents	(4,091)	(8,621)		
Cash and cash equivalents at the end of the period	3,520	3,767		