



## Notice to Holders of 144A / Regulation S Global Depository 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: BNYMELLON 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 BNYMELLON MAY DECLINE TO PROCESS VOTES FOR ANY ITEM IF BNYMELLON DETERMINES THAT EXISTING SANCTIONS SO REQUIRE.**

Owners of record on **November 2, 2022** of Global Depository 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 Deposit Agreement dated as of May 11, 2005 and supplemented as of February 7, 2018, among X5 Retail Group N.V. (the "Company"), The Bank of New York Mellon, as Depository (the "Depository"), and the Owners and Beneficial Owners of the Depository Receipts issued thereunder (the "Deposit Agreement"), are hereby notified that the Depository has received Notice of the **Extraordinary General Meeting** of the Company, to be held on **November 30, 2022**, in The Netherlands.

By provision of Section 5.5 of the aforementioned Deposit Agreement, the Depository 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 November 22, 2022**, except that if no voting instructions are received by the Depository (either because no voting instructions are returned to the Depository 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 Depository, such Holder shall be deemed to have instructed the Depository to give a discretionary proxy to a person designated by the Company with respect to such Deposited Shares, and the Depository shall give a discretionary proxy to a person designated by the Company to vote such Deposited Shares, provided that no such instruction shall be deemed given, and no such discretionary proxy shall be given, with respect to any matter as to which the Company informs the Depository (and the Company agrees to provide such information in writing as soon as practicable) that (i) the Company does not wish such proxy to be given, or (ii) such matter materially and adversely affects the rights of holders of 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/about/general-meeting-of-shareholders/>

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

**Dated: October 10, 2022**

**X5 RETAIL GROUP**

**EXTRAORDINARY GENERAL MEETING OF X5 RETAIL GROUP N.V.**

**TO:** The Bank of New York Mellon, ADR Proxy Group/ Mediant Communications  
**Email:** [voteadr@mediantonline.com](mailto:voteadr@mediantonline.com)  
**BNY Mellon Contact:** Caleen Smith (407) 833-5453

**RE: X5 RETAIL GROUP N.V**  
**Extraordinary General Meeting to be held on November 30, 2022**

**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 ADRs (CUSIP # 98387E106)**  
**HELD AS OF NOVEMBER 2, 2022:** \_\_\_\_\_

**TOTAL NUMBER REG S GDRs (CUSIP # 98387E205)**  
**HELD AS OF NOVEMBER 2, 2022:** \_\_\_\_\_

**TOTAL NUMBER UNITARY RESTRICTED GDRs (CUSIP # 98387E304)**  
**HELD AS OF NOVEMBER 2, 2022:** \_\_\_\_\_

**NUMBER 144 A ADRs BEING VOTED:** \_\_\_\_\_

**NUMBER REG S GDRs BEING VOTED:** \_\_\_\_\_

**NUMBER OF UNITARY RESTRICTED GDRs BEING VOTED:** \_\_\_\_\_

**DATE:** \_\_\_\_\_, 2022

**X5 Retail Group N.V.**  
**Extraordinary General Meeting**  
**November 30, 2022**

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 ADR/GDRs held as of close of business on November 2, 2022 at the Extraordinary General Meeting of the Company to be held on November 30, 2022 in respect of the following resolutions:

**THIS FORM MUST BE RECEIVED COMPLETED BY**  
**November 22, 2022 AT 12:00 PM EST TO BE VALID**

## EXTRAORDINARY GENERAL MEETING OF X5 RETAIL GROUP N.V.

1. Opening.

**Non-Votable Item.**

2. Composition of the Supervisory Board:

A. Appointment of Dmitry Alekseev as member of the Supervisory Board

**FOR**       **AGAINST**       **ABSTAIN**

B. Appointment of Vasileios Stavrou as member of the Supervisory Board

**FOR**       **AGAINST**       **ABSTAIN**

C. Appointment of Leonid Afendikov as member of the Supervisory Board

**FOR**       **AGAINST**       **ABSTAIN**

3. Amendment of the remuneration policy for members of the Management Board

**FOR**       **AGAINST**       **ABSTAIN**

A. Adjustments in long-term incentive plan

B. Remuneration of the CEO

4. Remuneration of the Supervisory Board

A. Amendment of the remuneration policy for members of the Supervisory Board

**FOR**       **AGAINST**       **ABSTAIN**

B. Settlement of the current equity-based remuneration component

**FOR**       **AGAINST**       **ABSTAIN**

5. Any other business and conclusion

*End of resolutions.*