

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)

Owners of record on **November 9, 2012** 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 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 **December 7, 2012**, in The Netherlands.

By provision of Section 5.5 of the aforementioned Deposit Agreement, the Depositary will only endeavor to vote or cause to be voted the votes attached to Deposited Shares in respect of which voting instructions have been received **on or before 12:00 p.m. EST November 30, 2012**, 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.

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

Dated: October 23, 2012

EXTRAORDINARY GENERAL MEETING OF X5 RETAIL GROUP N.V.

TO: The Bank of New York Mellon, ADR Proxy Group
Fax Number: (732) 667 - 9098
Telephone Number: (212) 815 – 5021 (Mira Daskal)

RE: X5 RETAIL GROUP
Extraordinary General Meeting to be held on December 7, 2012

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 144 ADRs (CUSIP # 98387E106)
HELD AS OF NOVEMBER 9, 2012: _____

TOTAL NUMBER REG S GDRs (CUSIP # 98387E205)
HELD AS OF NOVEMBER 9, 2012: _____

NUMBER 144 A ADRs BEING VOTED: _____

NUMBER REG S GDRs BEING VOTED: _____

DATE: _____, 2012

X5 Retail Group N.V. Extraordinary General Meeting December 7, 2012

The above-noted holder of 144 A / Reg S 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 9, 2012 at the Extraordinary General Meeting of the Company to be held on December 7, 2012 in respect of the following resolutions:

THIS FORM MUST BE RECEIVED COMPLETED BY
NOVEMBER 30, 2012 AT 12:00 PM EST TO BE VALID

EXTRAORDINARY GENERAL MEETING OF X5 RETAIL GROUP N.V.

Resolution 1: Opening.

Not voting resolution

Resolution 2: Proposal to amend the Articles of Association of the Company.

FOR

AGAINST

ABSTAIN

Resolution 3: Any other business and conclusion.

Not voting resolution

End of resolutions.