



<b>B #:</b>	0189-14
<b>Date:</b>	January 28, 2014
<b>To:</b>	All Participants
<b>Category:</b>	Dividends
<b>From:</b>	International Services
<b>Attention:</b>	Operations, Reorg & Dividend Managers, Partners & Cashiers
<b>Subject:</b>	Depository Fees Notification X5 Retail Group- 144A & Reg.S CUSIPS: 98387E106 & 98387E205 Bank of New York Mellon

The Depository Trust Company has received from The Bank of New York Mellon, the attached information regarding depository fees. Charges will be processed through the billing statement on the seventh business day of the following month.

**Important Legal Information:** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages. To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

DTCC offers enhanced access to all important notices via a Web-based subscription service. The notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit [http://www.dtcc.com/subscription\\_form.php](http://www.dtcc.com/subscription_form.php).

Non-Confidential



January 23, 2014

**The Bank of New York Mellon**(the "Depository") hereby represents and warrants to DTC, Euroclear, and Clearstream that it may collect and receive, pursuant to the terms and conditions of the Deposit Agreement (the "Agreement"), dated as of May 11, 2005 between **X5 Retail Group N.V.** and the Depository, a service fee per ADR share in accordance with the table below (the "Representation"):

<b>Depository:</b>	BNYM
<b>DTC #:</b>	2504
<b>Security Name:</b>	X5 Retail Group - 144A
<b>CUSIP:</b>	98387E106
<b>Security Type:</b>	DR
<b>Fee:</b>	\$0.02
<b>Record Date:</b>	Feb 28, 2014
<b>Billing Period:</b>	February

The Depository hereby instructs DTC, Euroclear, and Clearstream to collect and pass-through such fees to the Depository (the "Instruction").

Depository hereby agrees to indemnify and hold harmless DTC, Euroclear, and Clearstream and their respective officers, directors, employees and agents (the "Indemnitees") from and against any and all Losses<sup>1</sup> and/or Legal Actions<sup>2</sup> resulting from or arising out the Representation and/or the Instruction, provided, however that such indemnity shall not extend to any Losses or Legal Actions resulting from or arising out of the negligence, willful default or fraud of DTC, Euroclear, and Clearstream (or any of their respective officers, directors, agents or employees).

Thank You,

The Bank of New York Mellon

---

<sup>1</sup> "Losses" means and includes all losses, liabilities, damages, judgments, payments, costs and expenses (including without limitation any reasonable costs of investigation and reasonable legal fees and expenses incurred).

<sup>2</sup> "Legal Action" means and includes any claim, counterclaim, demand, action, suit, counterclaim, arbitration, inquiry, proceeding or investigation before any federal, state or foreign court or other tribunal, or any investigative or regulatory agency or SRO.

**BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and the deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to the issuer to reimburse and / or share revenue from the fees collected from DR holders, or waive fees and expenses to the issuer for services provided, generally relating to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon may also transact with affiliated brokers and dealers.**



# BNY MELLON

January 23, 2014

**The Bank of New York Mellon**(the "Depository") hereby represents and warrants to DTC, Euroclear, and Clearstream that it may collect and receive, pursuant to the terms and conditions of the Deposit Agreement (the "Agreement"), dated as of May 11, 2005 between **X5 Retail Group N.V.** and the Depository, a service fee per ADR share in accordance with the table below (the "Representation"):

<b>Depository:</b>	BNYM
<b>DTC #:</b>	2504
<b>Security Name:</b>	X5 Retail Group - Reg. S
<b>CUSIP:</b>	98387E205
<b>Security Type:</b>	DR
<b>Fee:</b>	\$0.02
<b>Record Date:</b>	Feb 28, 2014
<b>Billing Period:</b>	February

The Depository hereby instructs DTC, Euroclear, and Clearstream to collect and pass-through such fees to the Depository (the "Instruction").

Depository hereby agrees to indemnify and hold harmless DTC, Euroclear, and Clearstream and their respective officers, directors, employees and agents (the "Indemnitees") from and against any and all Losses<sup>1</sup> and/or Legal Actions<sup>2</sup> resulting from or arising out the Representation and/or the Instruction, provided, however that such indemnity shall not extend to any Losses or Legal Actions resulting from or arising out of the negligence, willful default or fraud of DTC, Euroclear, and Clearstream (or any of their respective officers, directors, agents or employees).

Thank You,

The Bank of New York Mellon

---

<sup>1</sup> "Losses" means and includes all losses, liabilities, damages, judgments, payments, costs and expenses (including without limitation any reasonable costs of investigation and reasonable legal fees and expenses incurred).

<sup>2</sup> "Legal Action" means and includes any claim, counterclaim, demand, action, suit, counterclaim, arbitration, inquiry, proceeding or investigation before any federal, state or foreign court or other tribunal, or any investigative or regulatory agency or SRO.

**BNY Mellon collects fees from DR holders pursuant to the terms and conditions of the DRs and the deposit agreement under which they are issued. From time to time, BNY Mellon may make payments to the issuer to reimburse and / or share revenue from the fees collected from DR holders, or waive fees and expenses to the issuer for services provided, generally relating to costs and expenses arising out of establishment and maintenance of the DR program. BNY Mellon may also transact with affiliated brokers and dealers.**