

Shareholder and investor engagement

Authorised and issued share capital

As at 31 December 2023, the authorised capital of PJSC Magnit amounted to RUB 1,019,113.55 and comprised 101,911,355 ordinary registered uncertified shares¹ with a par value of RUB 0.01 each (the "Shares").

In addition to its outstanding shares, the Company had the right to issue 98,938,645 ordinary registered shares with a par value of RUB 0.01 each (authorised shares).

As at 31 December 2023, PJSC Magnit did not hold any treasury shares. From June to December 2023, Magnit Alyans LLC (an indirect wholly-owned subsidiary of the Company) acquired 30,245,828.8 shares of PJSC Magnit², or 29.7% of its total shares, as part of tender offers to shareholders willing to divest their holdings in Magnit, and a bilateral transaction made in October 2023.

As at 31 December 2023, no other organisations controlled by the Company owned voting shares in PJSC Magnit.

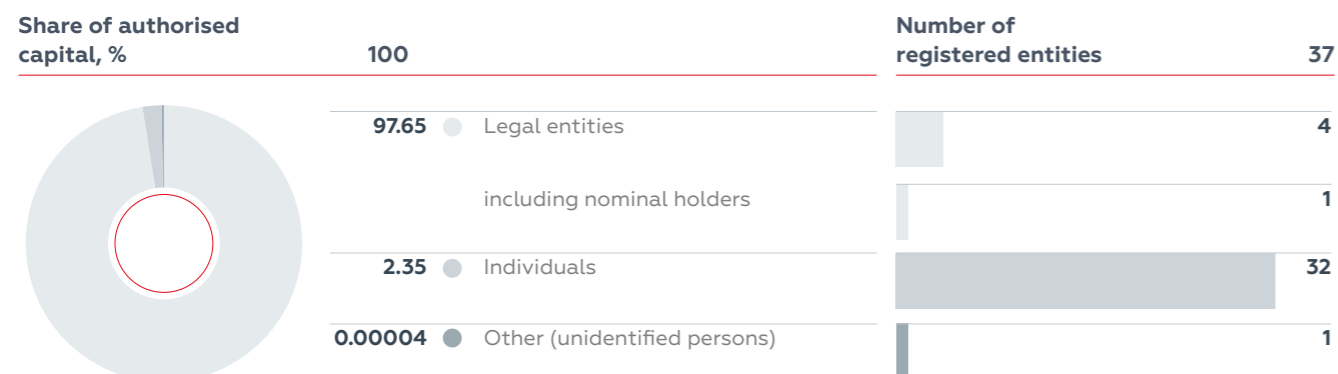
As at 31 December 2023, there were 37 persons in the Company's share register, including 32 individuals, one nominal holder and three other legal entities.

The Company's ordinary shares are listed on the Moscow Exchange. As at the end of 2023, Magnit's market capitalisation on the Moscow Exchange was RUB 712.4 bln³.

RUB 712.4 bln

Magnit's market capitalisation on the Moscow Exchange as at the end of 2023

Structure of share capital as at the end of 2023⁴



Significant changes in the share capital structure in 2023

Date of change	Change
June–December 2023	Magnit Alyans LLC, an indirect wholly-owned subsidiary of PJSC Magnit, acquired 30,245,828.82 shares ² of the Company, representing approximately 29.7% of all its issued and outstanding shares.

Listing of shares on the Moscow Exchange

Magnit's shares have been traded on the Moscow Exchange since 24 April 2006 (ticker: MGNT). Until 25 May 2023, they were included in its Level 1 quotation list. As of 25 May 2023, the Moscow Exchange moved the Company's shares to its Level 3 list.

Magnit's shares are included in the following 14 indices on the Moscow Exchange

- Stock Subindex
- Blue Chip Index
- Broad Market Index
- Consumer Sector Index
- MOEX Russia Index
- MOEX Active Management Index
- MOEX 15 Index
- MOEX 10 Index
- RTS Consumer Sector Index
- RTS Index
- Broad Market RTS Index
- MOEX-RSPP Responsibility and Transparency Index
- MOEX-RSPP Sustainability Vector Index
- MOEX-RSPP Sustainability Russian Companies Vector Index



Share price and trading volume on the Moscow Exchange in Q1–Q4 2023⁵

Period	Share price, RUB			ADTV, RUB mln			Market capitalisation at end of period, RUB bln
	Min.	Max.	As at the end of period	Period total	Daily average	Daily median	
Q1	4,308.0	4,796.0	4,582.5	51,051	823	654	467.0
Q2	3,965.0	5,216.0	5,166.0	170,608	2,752	1,352	526.5
Q3	5,152.5	6,144.5	5,520.0	214,996	3,308	2,923	562.6
Q4	5,365.0	7,018.5	6,990.0	150,561	2,316	1,928	712.4

¹ State registration number: 1-01-60525-P of 4 March 2004.

² Including 22,948 shares the settlements for which were completed in January 2024.

³ Capitalisation in RUB is calculated using the following formula: number of outstanding shares × share price as at the end of 2023.

⁴ In accordance with the Register of PJSC Magnit as of 31 December 2023.

⁵ Source: Company estimates based on Moscow Exchange quotes.



Authorised and issued share capital history

● 24 April 2006

The Company completed the process of an initial public offering in the Russian Trading System (RTS) and on the Moscow Interbank Currency Exchange (MICEX).

● 13 February 2008

Magnit announced a secondary share placement: 11,300,000 shares were offered for additional issuance, including shares placed with pre-emptive rights for existing shareholders, as well as previously placed shares owned by the selling shareholder.

● 22 April 2008

Conditional trading in GDRs certifying the rights to Magnit's shares commenced on the LSE. Later in April, Magnit's GDRs were included in the official list of the UK Listing Authority.

● 2 September 2009

Magnit announced another public offering of 11,154,918 ordinary shares. The offering price was USD 65 per ordinary share and USD 13 per GDR.

● 6 October 2011

The Board of Directors of Magnit decided to increase the authorised capital by issuing 10,813,516 additional shares. The public offering was completed on 15 December 2011.

● 15 November 2017

The Board of Directors of Magnit decided to increase the authorised capital by issuing 7,350,000 additional shares. The public offering was completed on 15 January 2018.

● 21 August 2018

The Board of Directors of Magnit approved the total amount of funds allocated for share buybacks as follows (taking into account the changes approved by the Board of Directors on 4 October 2018):

- up to RUB 16.5 bln – for the LTI programme;
- up to RUB 5.7 bln – as payment for transactions related to the acquisition of SIA Group.

The programme was launched on 5 September 2018 and completed on 1 March 2019.

● 30 August 2022

The UK Financial Conduct Authority (FCA) deleted Magnit's GDRs from the Official List and the London Stock Exchange cancelled their admission to trading on the Main Market.

● June – December 2023

Magnit Alyans LLC, an indirect wholly-owned subsidiary of the Company, acquired 30,245,828.8¹ shares of PJSC Magnit, or approximately 29.7% of all its issued and outstanding shares, as part of tender offers announced on 16 June and 10 October 2023, and a bilateral transaction made in October 2023.

Magnit's tender offer to buy back shares

In June 2023, in response to requests from international investors, Magnit decided to provide non-resident shareholders with an opportunity to monetise their holdings in the Company within the existing regulatory and market constraints.

On 16 June 2023, Magnit Alyans LLC (the "Purchaser"), an indirect wholly-owned subsidiary of Magnit, announced a tender offer to buy back Magnit's ordinary shares (ISIN code RU000A0JKQU8) (the "Shares") for cash. It aimed to acquire up to 10,191,135 Shares or up to 10% of all issued and outstanding Shares (the "Tender Offer dated 16 June 2023").

The Tender Offer dated 16 June 2023 was made to the holders of the Shares, as well as to JPMorgan Chase Bank, N.A. with respect to the Shares held in the bank's depository receipt programme custody account (the "Shareholders").

The purchase price was set in line with the approval of the Government Commission on Monitoring Foreign Investments in Russia (the "Government Commission") and amounted to RUB 2,215 per Share.

Due to investors' positive response to the Tender Offer dated 16 June 2023 and strong interest from the Shareholders, the Company decided to increase the size of the Tender Offer dated 16 June 2023 to 30,370,000 shares of Magnit or to 29.8% of all its issued and outstanding Shares.

On 11 July 2023, the Tender Offer dated 16 June 2023 was extended to the Shareholders holding the Shares through Euroclear Bank SA/NV ("Euroclear"). This decision was made following the resumption of Euroclear's settlements for the Company's Shares, as well as in view of the Purchaser receiving inquiries from Shareholders holding the Shares through Euroclear.

On 14 September 2023, the Tender Offer dated 16 June 2023 in relation to the Shares was completed.

As part of the Tender Offer dated 16 June 2023, the Purchaser bought back 21,903,163.8 Company shares, representing around 21.5% of all its issued and outstanding shares.

Approximately 200 orders were fulfilled, including those from investors from the USA, UK, Germany, Italy, Switzerland,

Scandinavian countries, Singapore, Japan, Canada, Australia, and other jurisdictions.

Magnit's GDR programme depository bank, JPMorgan Chase Bank, N.A., took part in the Tender Offer dated 16 June 2023 as well as international investors, including long-term active management funds, passive index funds / ETFs, hedge funds, pension and sovereign wealth funds, family offices, and individual investors.

Also, on 9 October 2023, the Purchaser entered into a bilateral transaction whereby it additionally acquired 443,096 Shares (or approximately 0.4% of all of the Company's issued and outstanding Shares). The purchase price and terms of the bilateral transaction were consistent with the Tender Offer dated 16 June 2023.

Following these buybacks, the Company still saw more Shareholders willing to monetise their holdings in Magnit. As a result, on 10 October 2023, the Company announced a new tender offer (the "Tender Offer dated 10 October 2023") made to a wide range of foreign investors with the price and terms consistent with the Tender Offer dated 16 June 2023.

On 24 November 2023, the buyback of the Shares as part of the Tender Offer dated 10 October 2023 was completed, with foreign Shareholders selling 7,899,569 Shares² (approximately 7.8% of all issued Shares). The Purchaser acquired all of the validly tendered Shares.

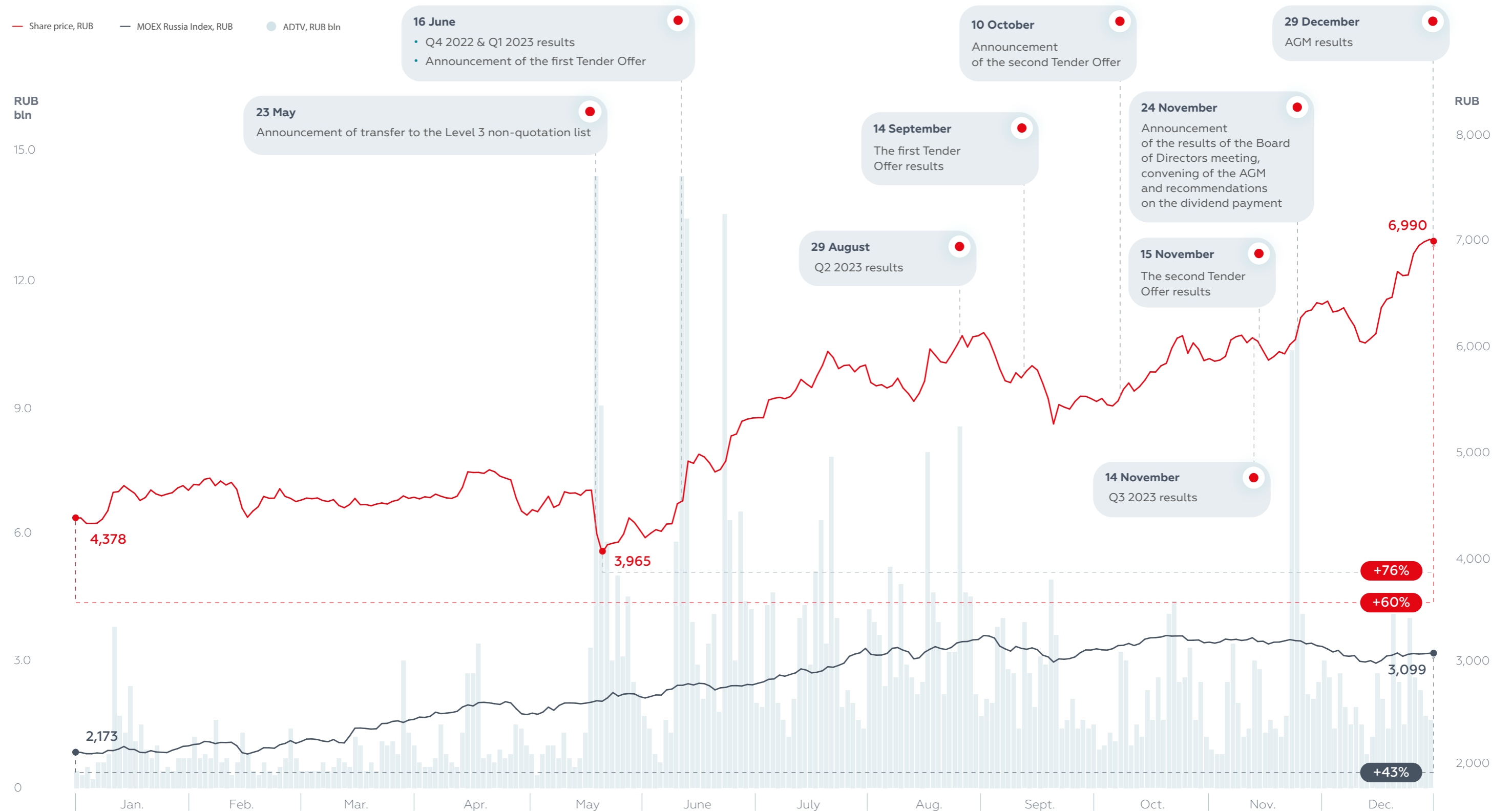
The tender offers terms based on the Government Commission's approval included the option to receive proceeds in various currencies to accounts both in Russia and abroad, boosting substantial interest from a wide range of non-resident shareholders.

Following the Tender Offers dated 16 June 2023 and 10 October 2023, as well as the bilateral transaction made in October 2023, the Purchaser bought back, at a single purchase price, a total of 30,245,828.8 Shares, representing approximately 29.7% of all issued and outstanding Shares. The deals involved over 300 investors from 25 countries globally, including long-term active management funds, passive index funds / ETFs, hedge funds, pension and sovereign wealth funds, family offices, and retail investors.

¹ Including 22,948 shares the settlements for which were completed in January 2024.

² Including 48,513 Shares the settlements for which were completed at a later date.

Share trading on the Moscow Exchange in 2023¹



¹ Source: Moscow Exchange, public data.



GDR programme termination

The Company's global depositary receipts (GDRs) traded on the main market of the London Stock Exchange (MGNT) since 22 April 2008, with one share representing five depositary receipts.

Further to the enactment of Russian Federal Law No. 114-FZ dated 16 April 2022 requiring that Russian issuers terminate depositary agreements for the listing of their depositary receipts, on 20 May 2022, Magnit notified JPMorgan Chase Bank, N.A. of the Depositary Agreement termination. On 26 August 2022, the termination of the Depositary Agreement became effective. On 30 August 2022, the UK Financial Conduct Authority (FCA) cancelled Magnit's GDR listing and the London Stock Exchange cancelled their admission to trading on the Main Market.

Bonds

The Company uses bonds, primarily exchange-traded ones, to raise debt financing for its business. Throughout 2023, Magnit had seven outstanding issues of exchange-traded bonds (BO-002P-01, BO-002P-02, BO-002P-03, BO-002P-04, BO-001P-05, BO-004P-01, BO-004P-03) with a total par value of RUB 110 bln, of which RUB 70 bln remained outstanding as at the end of the year.

Three bond issues were redeemed in 2023: BO-002P-01 (matured on 2 March 2023), BO-002P-02 (matured on 26 April 2023) and BO-002P-03 (matured on 19 May 2023).

On 9 February 2023, the Company issued 30 mln BO-004P-03 series exchange-traded bonds with a par value of RUB 1,000 each.

In line with the terms of the depositary agreement and the depositary bank's obligation to sell the ordinary shares certified by depositary receipts ("Underlying Shares") remaining after the termination of the GDR programme, JPMorgan Chase Bank, N.A. participated in the tender offer announced by Magnit Alyans LLC in June 2023. All the Underlying Shares tendered were acquired by Magnit Alyans LLC at a price of RUB 2,215 per share.

Exchange-traded bonds with a total par value of

RUB 110 bln

outstanding in 2023



Parameters of Magnit's BO-002P-01, BO-002P-02 and BO-002P-03 series bonds

Issue registration number and assignment date	4B02-01-60525-P-002P of 4 March 2020	4B02-02-60525-P-002P of 27 April 2020	4B02-03-60525-P-002P of 19 May 2020
Issue value, RUB	15 bln	10 bln	15 bln
Number of bonds	15 mln	10 mln	15 mln
Par value of each bond, RUB	1,000	1,000	1,000
Offering price	100% of the par value	100% of the par value	100% of the par value
Offering date	5 March 2020	29 April 2020	22 May 2020
Offering type	Public offering	Public offering	Public offering
Maturity date	1,092nd day from the offering date	1,092nd day from the offering date	1,092nd day from the offering date
Number of coupons	6	6	6
ISIN code	RU000A101HJ8	RU000A101MC3	RU000A101PJ1
Coupon rate, %	6.20	6.70	5.90

Parameters of Magnit's BO-002P-04, BO-001P-05, BO-004P-01 and BO-004P-03 series bonds

Issue registration number and assignment date	4B02-04-60525-P-002P of 2 June 2021	4B02-05-60525-P-001P of 2 June 2021	4B02-01-60525-P-004P of 6 December 2022	4B02-02-60525-P-004P of 20 December 2022
Issue value, RUB	10 bln	10 bln	20 bln	30 bln
Number of bonds	10 mln	10 mln	20 mln	30 mln
Par value of each bond, RUB	1,000	1,000	1,000	1,000
Offering price	100% of the par value	100% of the par value	100% of the par value	100% of the par value
Offering date	2 June 2021	2 June 2021	6 December 2022	9 February 2023
Offering type	Public offering	Public offering	Public offering	Public offering
Maturity date	1,092nd day from the offering date	1,092nd day from the offering date	1,092nd day from the offering date	1,092nd day from the offering date
Number of coupons	6	6	6	20
ISIN code	RU000A1036H9	RU000A1036M9	RU000A105KQ8	RU000A105TP1
Coupon rate, %	7.05	7.05	9.15	9.20



Credit ratings

In May 2023, ACRA affirmed its credit rating of Magnit at AA+(RU), with a stable outlook, and of Magnit’s bonds at AA+(RU).

In December 2023, Expert RA assigned PJSC Magnit a non-financial company credit rating of ruAAA, with a stable outlook.

In January 2024, ACRA upgraded the credit rating of Magnit to AAA(RU), with a stable outlook, and of its bonds to AAA(RU), the highest rating assigned by the agency.

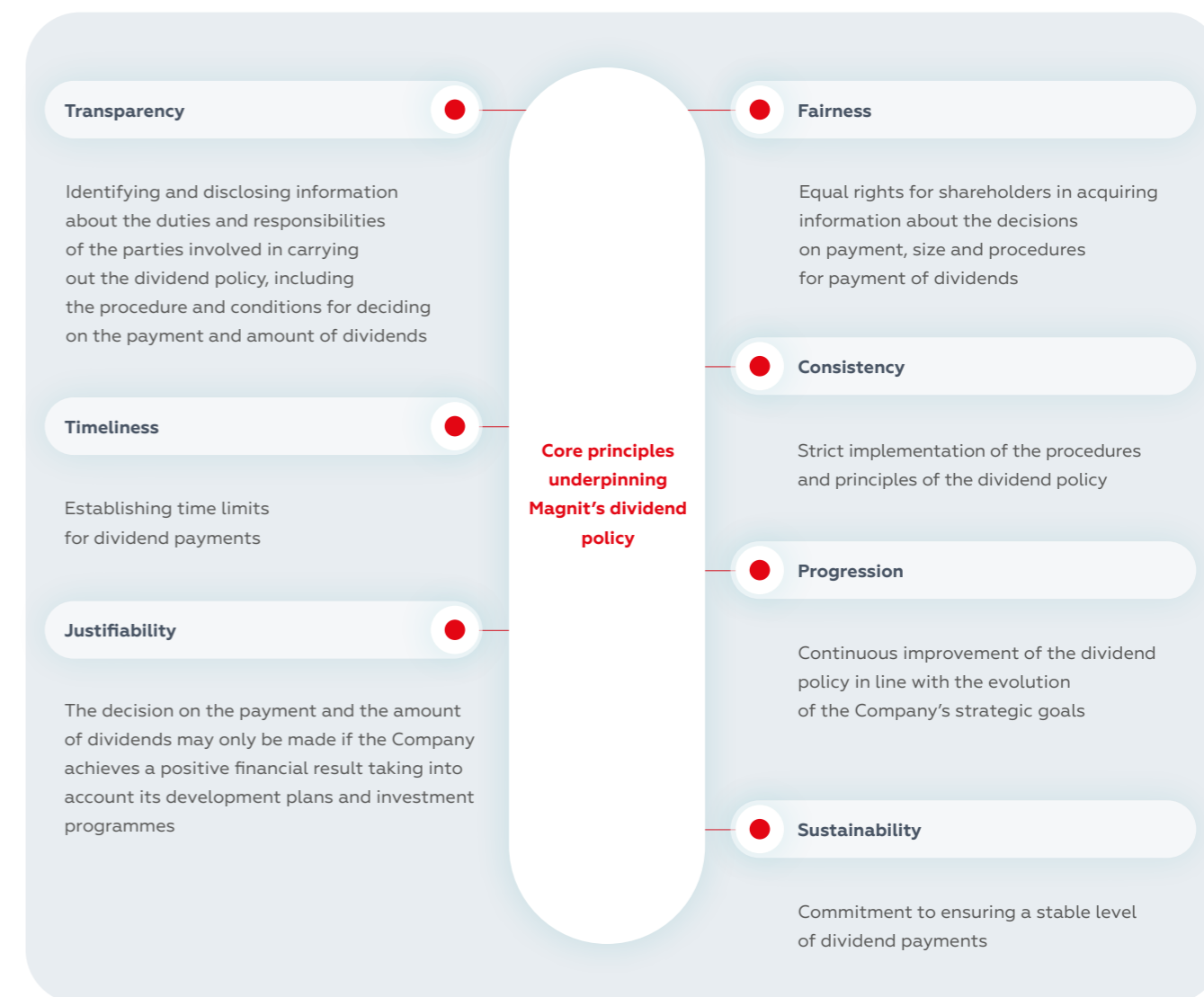
ruAAA
credit rating of PJSC Magnit assigned by Expert RA

AAA(RU)
credit rating of PJSC Magnit assigned by ACRA

Rating agency	Entity or instrument rated	Rating	Outlook	Date of rating ¹
ACRA	PJSC Magnit	AA+(RU)	Stable	26 May 2023
	BO-series bonds: BO-002P-04, BO-001P-05, BO-004P-01, BO-004P-03	AA+(RU)	–	26 May 2023
	PJSC Magnit	AAA(RU)	Stable	18 January 2024
	BO-series bonds: BO-002P-04, BO-001P-05, BO-004P-01, BO-004P-03	AAA(RU)	–	18 January 2024
Expert	PJSC Magnit	ruAAA	Stable	28 December 2023

Dividends

Magnit’s dividend policy is focused on increasing shareholder returns, driving the Company’s continued capitalisation growth, and striking an optimal balance between retained earnings and shareholder distributions.²



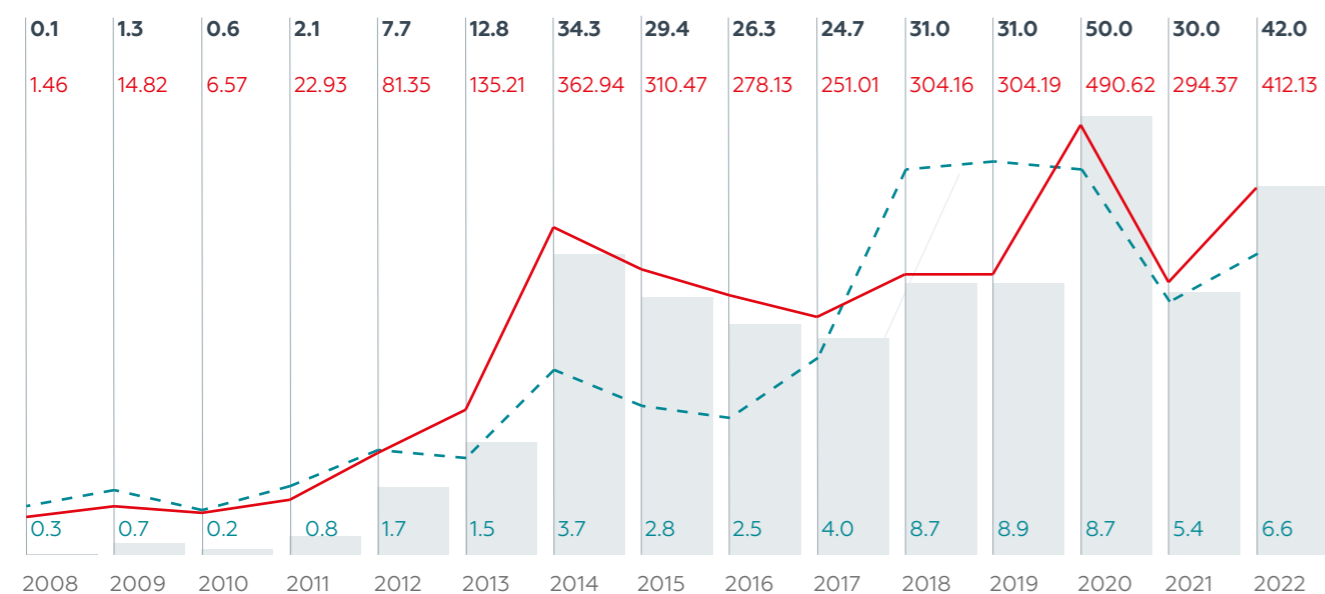
¹ Date of issue/reaffirmation.

² Regulations on the Dividend Policy of PJSC Magnit dated 27 May 2016 are available at: <https://www.magnit.com/en/shareholders-and-investors/dividends/>.

Report on announced and paid dividends in 2008–2022

Year	Total dividends announced, RUB bln	Total dividends paid, RUB bln	Dividend per share, RUB
2022	42.0	42.0	412.13
2021	30.0	30.0	294.37
2020	50.0	50.0	490.62
2019	31.0	31.0	304.19
2018	31.0	31.0	304.16
2017	24.7	24.7	251.01
2016	26.3	26.3	278.13
2015	29.4	29.4	310.47
2014	34.3	34.3	362.94
2013	12.8	12.8	135.21
2012	7.7	7.7	81.35
2011	2.1	2.1	22.93
2010	0.6	0.6	6.57
2009	1.3	1.3	14.82
2008	0.1	0.1	1.46

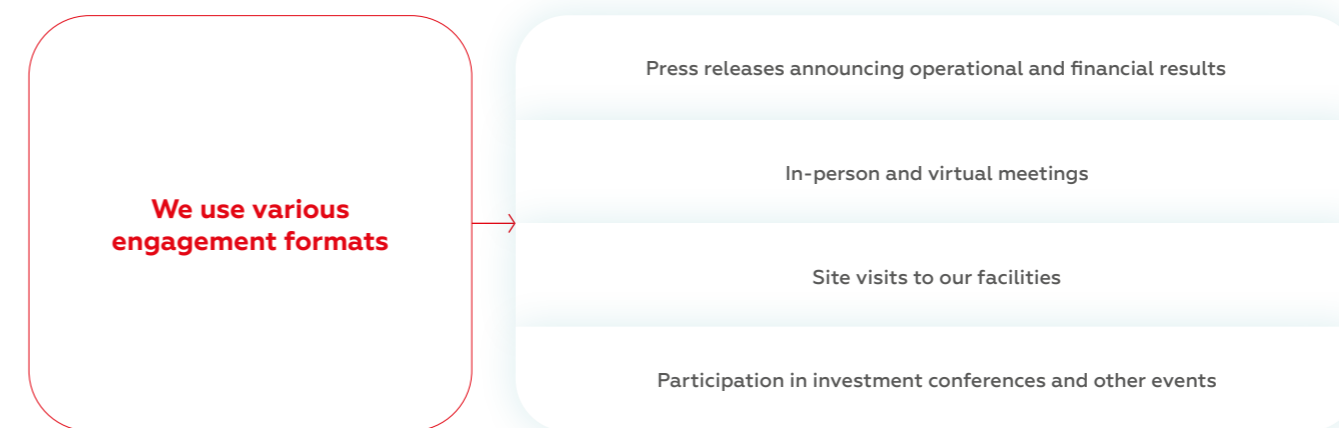
Dividend yield of PJSC Magnit in 2008–2022



● Total dividends paid, RUB bln
 — Dividend per share, RUB
 - - Dividend yield, %

Shareholder and investor engagement

Magnit strives to attract new and retain existing investors and is dedicated to increasing the openness and transparency of its activities. We maintain an ongoing dialogue with the investment community, ensuring equal attention to all categories of investors.



Key areas of interest for investors and analysts in 2023

- Consumer environment and trends in consumer behaviour
- E-grocery platform development and plans to launch Magnit's own marketplace
- Working capital improvements
- Macroeconomic environment, inflation, and promotional activity
- Development of the discounter format
- Leverage ratio and targets
- Labour shortage
- M&As
- Dividend payments
- Competitive landscape, Magnit's strengths versus competitors
- Expansion plans and opportunities in the Russian market
- Tender offer to buy back the Company's shares
- Business sustainability and profitability
- IT infrastructure upgrade and digital transformation
- Corporate governance