

**To agenda item 8
for the Annual General Meeting of Shareholders
of the Moscow Exchange
27 April 2017**

**Approval of amended Provisions on the Procedure of Preparation, Convocation and
Holding of the General Shareholders Meeting of Public Joint-Stock Company
“Moscow Exchange MICEX-RTS”**

It is hereby proposed that the 2017 Annual General Meeting of Shareholders considers a new version of the Provisions on the Procedure for Preparing, Convening and Holding the General Meeting of Shareholders of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" (hereinafter, the "Provisions").

1. It is proposed that the Provisions formalise the opportunity of electronic voting in general meetings of shareholders by means of filling in electronic ballots on the Internet site specified in the notice on the General Meeting of Shareholders. This opportunity has become available to the shareholders following the amendments to the Federal Law "On Joint-Stock Companies" in terms of electronic voting that came into force from 1 July 2016. It will be possible to exercise the shareholders' right to fill in electronic ballots after NSD launches the electronic voting (e-voting) platform in 2017 that will enable security holders to participate in shareholder meetings online via the Internet site.

After introducing the amendments to the Exchange Charter, during General Meeting of Shareholders preparation the Exchange Supervisory Board will be able to decide on the opportunity for the shareholders to participate in voting remotely. The meeting notice will specify the information on such an opportunity and the address of the Internet site where the electronic ballot form will be available for filling.

2. On 1 January 2017, amendments to Federal Law "On Joint-Stock Companies" regarding the procedure for agreeing major and related-party transactions came into force, it is therefore proposed that the following are added to the Provisions:

- provision of the Supervisory Board opinion on a major transaction and a report on related party transactions concluded by the Exchange in the reporting year to the shareholders as part of meeting materials;
- the reason to reject the review of the said demand in case the decision to grant or deny consent to effect the relevant transaction has already been made as of the moment of its review.

3. It is hereby proposed that the Provisions take into account the recommendations of the Bank of Russia Corporate Governance Code by providing for the following:

- each meeting participant may, before the meeting is closed, demand a copy of the ballot that they filled in, certified by the registrar that fulfils the Counting Board functions;
- access to the list of persons entitled to participate in the meeting should be provided to the shareholders that have such a right starting from the date when the Exchange receives such a list.

The proposed amendments to the Provisions do not limit the shareholders' rights and do not have any negative consequences for the Moscow Exchange and its shareholders.

Draft amended Provisions were considered by the Supervisory Board of the Moscow Exchange on March 2, 2017 and were recommended for approval at the 2017 AGSM.

Draft resolution:

To approve the new version of the Provisions on the Procedure of Preparation, Convocation and Holding of the General Shareholders Meeting of Public Joint-Stock Company “Moscow Exchange MICEX-RTS” as suggested on 02 March 2017 by the resolution of the Supervisory Board of the Moscow Exchange.