

**To agenda item 12
for the Annual General Meeting of Shareholders
of the Moscow Exchange
27 April 2017**

**Remuneration payable to members of the Supervisory Board
of the Moscow Exchange**

The procedure of determination of remuneration amount to be paid to the members of the Supervisory Board of the Moscow Exchange is stipulated by the Regulations on Remuneration and Compensation payable to members of the Supervisory Board. The fixed remuneration payable to directors is as follows:

- The basic component of remuneration payable to a director, who is not an independent director, is capped at RUB 4,000,000.
- The basic component of remuneration payable to an independent director is capped at RUB 5,500,000.
- Additional components:
 - RUB 6,000,000 for the Chairman of the Supervisory Board;
 - RUB 3,000,000 for Deputy Chairman of the Supervisory Board;
 - RUB 2,500,000 for a director performing the role of the Chairman of a Commission.
 - RUB 1 250,000 for a director who is a member of a member of the Commission.

Remuneration is not paid to members (directors) who are employed by the Exchange or its subsidiaries and those who are public officers or Bank of Russia officers.

Yuan Wang, Maria Gordon, Yuriy Denisov (from October 18, 2016), Anatoly Karachinsky, Duncan Paterson and Rainer Riess are acknowledged independent directors in pursuance with resolution of the Supervisory Board.

According to Provisions on Remuneration and Compensation Payable to Members of the Supervisory Board, the size of the basic component shall be reduced by 25% if a director attends less than 2/3 of meetings of the Supervisory Board in the form of joint presence, and by 50% if a director participates in less than 1/2 of the meetings. The same applied to the size of additional remuneration due for the work in commissions.

Yuriy Denisov missed 2 of the Strategy Planning Commission meetings out of 5, which means that he may be paid a maximum of 75% of additional remuneration due to a director who is a member of the Strategy Planning Commission. Besides, Yuriy Denisov was acknowledged independent director since October 18, 2016 and on October 28, 2016 was elected to the Nomination and Remuneration Commission. Due to that, the size of remuneration payable to him was recalculated considering the period of being an independent director and the NRC member.

Anatoly Karachinskiy withdrew from the Nomination and Remuneration Commission on October 28, 2016. Due to that, the size of remuneration payable to him was recalculated, accordingly.

Other directors were quite actively engaged in the work of commissions, the composition of the commissions did not change, so it gives no reasons to reduce or recalculate the size of their remuneration.

Due to Yuan Wang's participation in the meetings in the Moscow Exchange interests and associated costs, it is proposed to recommend the AGM to approve increasing Yuan Wang's remuneration by RUB 335,514.

The recommended size of remuneration payable to members of the Supervisory Board was pre-approved by the Moscow Exchange's Nomination and Remuneration Commission on 1 March 2017 and by the Moscow Exchange's Supervisory Board on 2 March 2017 in accordance with the Regulations on compensation and remuneration payable to members of the Supervisory Board of the Moscow Exchange and in accordance with attendance statistics.

The General Meeting of the Shareholders is proposed to determine the amount of remuneration payable to the Supervisory Board members, and to approve the resolution on its payment.

The draft resolution recommended by the Supervisory Boards is attached.

Draft resolution:

1. To determine the size of the individual remuneration payable to each member of the Supervisory Board of the Moscow Exchange elected at the AGM on 27 April 2016 (Minutes No.54), for the performance of their functions during the period from the date of the election and up to termination of their office on 27 April 2017 (the date of AGM in 2017), in accordance with the procedure set forth in the Provisions on Remuneration and Compensation Payable to Members of the Supervisory Board of the Moscow Exchange, as approved by the AGM on 27 April 2016 (Minutes No.54), taking into account individual commitments of each member of the Supervisory Board to the management.

1.1. The remuneration amount payable to Yury Denisov to be determined considering the period of his service as the independent director of the Moscow Exchange, proceeding from the actual date of changing the status from 18 October 2016.

1.2. The remuneration amount payable to Yury Denisov and Anatoliy Karachinskiy to be determined considering the period of their service in the Nomination and Remuneration Committee of the Supervisory Board of the Moscow Exchange, proceeding from the actual date of changing the membership from 28 October 2016.

2. To pay to members of the Supervisory Board of the Moscow Exchange elected at the AGM of the Moscow Exchange on 27 April 2016 (Minutes No.54), for the performance of their functions during the tenure, for a total of RUB 87,083,414.

Annex 1

Remuneration payable to members of the Supervisory Board of the Moscow Exchange

	Name	Remuneration size
1	Alexey Kudrin	10 000 000
2	Andrey Golikov	12 000 000
3	Alexander Afanasiev	0
4	Yuan Wang	7 085 414
5	Sean Glodek	7 750 000
6	Maria Gordon	8 000 000
7	Valeriy Goreglyad	0
8	Yuriy Denisov	8 430 525
9	Bella Zlatkis	4 000 000
10	Anatoliy Karachinsky	8 817 375
11	Duncan Paterson	9 250 000
12	Rainer Riess	11 750 000
Total		87,083,414