

**PUBLIC JOINT-STOCK COMPANY
“MOSCOW EXCHANGE MICEX-RTS”
(MOSCOW EXCHANGE)**

**Draft resolutions on agenda items
AGM
April 27, 2017**

Item No. 1: Approval of Y2016 Annual Report of the Moscow Exchange.

Draft resolution:

To approve the Annual Report of the Moscow Exchange for 2016.

Item No. 2: Approval of Y2016 annual financial statements of the Moscow Exchange.

Draft resolution:

To approve Y2016 annual financial statements of the Moscow Exchange.

Item No. 3: Distribution of the net profit of the Moscow Exchange, including payment (announcement) of dividends based on the results of the 2016 reporting year.

Draft resolution:

1. To approve the following distribution of the Moscow Exchange Y2016 net profit:
 - 1.1. To pay out 2016 dividend on the Moscow Exchange shares (except for shares the ownership right to which passed to the Moscow Exchange) of RUB 17,482,763,197.44 in total.
 - 1.2. Not to distribute the rest part of net profit of the Moscow Exchange.
2. To define that the dividend size on MOEX shares will be RUB 7,68 per one registered ordinary share (before dividend tax).
3. To set 16 May 2017 as the date of identifying persons eligible for dividend.
4. Define the form of dividend payout as follows: dividend on Moscow Exchange shares will be paid out in monetary terms by non-cash transfer.
5. Abolish the following special purpose funds created by resolutions of the Moscow Exchange General Meeting of Shareholders:
 - Exchange Development Fund
 - FX Market Reserve Fund
 - Securities Market Reserve Fund
 - Standard Contracts Market Reserve Fund
 - Securities Market Clearing Guarantee Fund
 - Derivatives Market Clearing Guarantee Fund
 - FX Market Clearing Guarantee Fund
 - Standard Contracts Market Clearing Guarantee Fund
 - Capital Construction Fund
 - Contingency Fund
 - Financial Risks Coverage Fund
 - Social Development Fund.

Item No. 4: Election of members to the Supervisory Board of the Moscow Exchange.

Draft resolution:

Elect the following persons as members of the Supervisory Board of the Moscow Exchange for a term of office until Moscow Exchange's next AGM in 2018:

| No. | Ф.И.О. кандидата (статус кандидата) Nominee's full name (status): |
|-----|--|
| 1. | АФАНАСЬЕВ Александр Константинович AFANASIEV Alexander Konstantinovich |
| 2. | БРАВЕРМАН Анатолий Александрович BRAVERMAN Anatoliy Alexandrovich |
| 3. | БРАТАНОВ Михаил Валерьевич (в качестве независимого директора) BRATANOV Mikhail Valerievich (as an independent director) |
| 4. | ВОНГ Юань (в качестве независимого директора) WANG Yuan (as an independent director) |
| 5. | ВЬЮГИН Олег Вячеславович (в качестве независимого директора) VIUGIN Oleg Vyacheslavovich (as an independent director) |
| 6. | ГОЛИКОВ Андрей Федорович GOLIKOV Andrey Fedorovich |
| 7. | ГОРДОН Мария Владимировна (в качестве независимого директора) GORDON Maria (as an independent director) |
| 8. | ГОРЕГЛЯД Валерий Павлович GOREGLYAD Valeriy Pavlovich |
| 9. | ДЕНИСОВ Юрий Олегович (в качестве независимого директора) DENISOV Yuriy Olegovich (as an independent director) |
| 10. | ЗЛАТКИС Белла Ильинична ZLATKIS Bella Ilyinichna |
| 11. | КАРАЧИНСКИЙ Анатолий Михайлович (в качестве независимого директора) KARACHINSKIY Anatoliy Mikhaylovich (as an independent director) |
| 12. | КУДРИН Алексей Леонидович KUDRIN Alexey Leonidovich |
| 13. | ПАТЕРСОН Данкэн (в качестве независимого директора) PATERSON Duncan (as an independent director) |
| 14. | РИСС Райнер (в качестве независимого директора) RIESS Rainer (as an independent director) |

Item No. 5: Election of Moscow Exchange Revision Committee members.

Draft resolution:

Elect the following persons to Moscow Exchange's Revision Committee for a term of office until the next Moscow Exchange AGM in 2017:

ZIMIN Vladislav Vladimirovich

KIREEV Mikhail Sergeevich

ROMANTSOVA Olga Igorevna

Item No. 6: Approval of the auditor of the Moscow Exchange.

Draft resolution:

To approve Deloitte&Touche CIS as the audit firm to audit financial and business activity of the Moscow Exchange in 2017.

Item No. 7: Approval of the new version of the Charter of Public Joint-Stock Company «Moscow Exchange MICEX-RTS».

Draft resolution:

To approve the new version of the Charter of Public Joint-Stock Company «Moscow Exchange MICEX-RTS» proposed by the resolution of the Supervisory Board of Moscow Exchange dated 02 March 2017.

Item No. 8: Approval of the new version of the Provisions on the procedure of preparation, convocation and holding AGM of Public Joint-Stock Company «Moscow Exchange MICEX-RTS».

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.

Item No. 9: Approval of the new version of the Provisions on the Supervisory Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS».

Draft resolution:

To approve the new version of the Provisions on the Supervisory Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS» proposed by the resolution of the Supervisory Board of Moscow Exchange dated 02 March 2017.

Item No. 10: Approval of the Provisions on the Executive Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS».

Draft resolution:

1. To approve the Provisions of the Executive Board of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" as amended in accordance with the resolution of the Supervisory Board from 2 March 2017.

2. Acknowledge the Provisions of the Executive Board of Open Joint-Stock Company “Moscow Exchange MICEX-RTS” approved by the AGM on 26 June 2014 (Minutes No.52) to be ceased in force.

Item No. 11: Reducing charter capital of the Moscow Exchange by redemption of repurchased shares of the Moscow Exchange.

Draft resolution:

1. Reduce the authorised share capital of Moscow Exchange by way of cancelling repurchased ordinary registered uncertified shares in Moscow Exchange on the following terms:

Category (type) and form of shares: registered ordinary uncertified shares

Share issue state registration number: 1-05-08443-H

Number of shares to be cancelled: 2,235,035.

Par value of one share: RUB 1.

Par value of all shares to be cancelled: RUB 2,235,035.

Authorised share capital before the cancellation of shares: RUB 2,278,636,493.

Authorised share capital after the cancellation of shares: RUB 2,276,401,458.

Number of shares before the authorised share capital reduction: 2,278,636,493.

Number of shares after the authorised share capital reduction: 2,276,401,458.

2. Make (approve) amendments to the Charter of the Moscow Exchange related to the reduction of the authorised share capital by the way of cancellation of treasury shares, stating the first paragraph of item 6.1 of Article 6. Authorized capital as follows:

“6.1. The amount of the Company’s Authorized Capital shall be 2,276,401,458 (two billion two hundred and seventy six million four hundred and one thousand four hundred and fifty eight) rubles and is divided into 2,276,401,458 (two billion two hundred and seventy six million four hundred and one thousand four hundred and fifty eight) ordinary registered shares with a par value of 1 (one) ruble per share (outstanding shares)”.

2.1. To determine, that these amendments shall enter into force from the date of their state registration.

Item No. 12: Payment of the remuneration to the members of the Supervisory Board of the Moscow Exchange.

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) (hereinafter - Provisions), 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 Anatoly 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.

Item No. 13: Payment of the remuneration to the members of the Revision Commission of the Moscow Exchange.

Draft resolution:

1. To determine the size of individual remuneration payable to the members of the Revision Commission of the Moscow Exchange elected at the AGM of the Exchange on 27.04.2016 (Minutes No.54) for the period of their office starting from the date of election until 27 April 2017 (date of AGM of the Moscow Exchange in 2017) to be RUB 375,000 for Olga Romantsova, RUB 375,000 for Mikhail Kireev and RUB 500,000 for Vladislav Zimin.

2. To pay remuneration to the members of the Revision Commission elected at the AGM of the Exchange on 27.04.2016 (Minutes No.54) for performance of their functions during the period of their office for a total amount of RUB 1,250,000.

Item No. 14: Consent to execute a contract of liability insurance of members of the boards of directors (supervisory boards) and officers of the Moscow Exchange and its subsidiaries as a related-party transaction.

Draft resolution:

To give the consent for the conclusion of a contract for liability insurance of members of the Boards of Directors (Supervisory Boards) and officers of the Moscow Exchange and the Moscow Exchange Subsidiaries (hereinafter referred to as "the Insurance Contract") as a related party transaction on the following terms and conditions:

Parties to the transaction: Moscow Exchange (the Policyholder) and Ingosstrakh (the Insurer).

Subject matter: Insurance of liability of the insured persons related to the indemnity for damage caused as a result of an insured event A, B or C. In case of any of the insured events, the Insurer shall pay the insurance indemnity to the relevant insured and/or any other person entitled to such indemnity (the party who suffered the damage).

Insured events:

A: Liability of the insured person to indemnify for the losses incurred by other persons, which arises from a claim filed against the insured person in relation to such losses.

B: Expenses made by the Policyholder or a subsidiary of the Policyholder in relation to indemnification to the insured person and/or any other person for the benefit of the insured person in relation to a claim filed against the insured person and/or liability of any insured person for losses incurred by other persons.

C: Liability of the Policyholder or a subsidiary of the Policyholder to indemnify for the losses incurred by other persons in relation to an incorrect action, which arises from a securities claim brought against the insured person in relation to such losses.

Transaction price: The price of services procured shall be defined by the sum of the insurance premium paid in accordance with the Insurance Contract. The insurance premium is USD 88,300 (eighty eight thousand and three hundred).

Other essential conditions of the transaction:

The payment of Insurance premium is made in rubles determined by the Bank of Russia exchange rate on the date of payment.

Insurance period: from 01 July 2017 through 31 May 2018.

Insurance Contract term: from the date of signing until the date of fulfilment of the obligations by the parties.

Insured sum: USD 50,000,000 (fifty million). Total additional insured sum for independent directors: USD 5,000,000 (five million).

Unconditional franchise deduction depending on the insured event type:

A – not applicable,

B, C – USD 150,000 (USA or Canada),

B, C – USD 100,000 (worldwide).

Insured persons: the Policyholder, the subsidiaries of the Policyholder, members of the Boards of Directors (Supervisory Boards) and officers of the Policyholder and the subsidiaries of the Policyholder.

Beneficiaries: the Policyholder, the subsidiaries of the Policyholder, members of the Boards of Directors (Supervisory Boards) and officers of the Policyholder and the subsidiaries of the Policyholder, as well as any persons who may suffer damage.

Parties related to the transaction and the grounds of related party interest: The Chairman of the Executive Board, the members of Executive Board and the members of the Supervisory Board are deemed related parties because they are beneficiaries of the transaction.

Item No. 15: Consent to execute related-party transactions on placement of temporary available funds into deposits of NCC Clearing Bank.

Draft resolution:

Grant consent for Moscow Exchange to enter into a number of similar related-party transactions involving placement of temporary funds into deposits with NCC Clearing Bank on the following terms:

Parties: Moscow Exchange and NCC Clearing Bank.

Subject matter: placing temporary funds of Moscow Exchange on deposits with NCC Clearing Bank.

The maximum amount (price) per deposit transaction with NCC Clearing Bank shall be RUB 20,000,000,000 (Twenty billion), including the deposit amount and the interest computed on the basis of the interest rate established by NCC Clearing Bank; the aggregate amount of funds held in several deposits at any time shall not exceed RUB 20,000,000,000 (Twenty billion). If deposited funds are in a foreign currency, the transaction amount shall be determined at the rate of the Bank of Russia on the day of the deposit transaction.

The above transactions may be entered into, amended and terminated in accordance with the procedures established by the parties during the period until the next Moscow Exchange Annual General Meeting of Shareholders.

The maximum number of transactions involving placement of temporary funds into deposits shall not exceed 50 transactions per year.

Other material conditions: none.

Persons interested in the transactions and grounds for their interest: A.F. Golikov, Yu.O. Denisov and

A.K. Afanasiev, members of the Moscow Exchange Supervisory Board (Mr. Afanasiev also the Chairman of the Moscow Exchange Executive Board), are deemed interested persons because they occupy positions in the management bodies of NCC Clearing Bank, which is a party to the transaction, being members of its Supervisory Board.

Beneficiaries: none.

This resolution shall be valid until the 2018 Moscow Exchange Annual General Meeting of Shareholders.

Item No. 16: Consent to execute related-party conversion transactions with NCC Clearing Bank.

Draft resolution:

Grant consent to a number of similar related-party conversion transactions between Moscow Exchange and NCC Clearing Bank on the following terms:

Parties: Moscow Exchange and NCC Clearing Bank.

Subject matter: buying one currency for another one (conversion transactions).

The maximum amount (price) per conversion transaction shall be the rouble equivalent of USD 100,000,000 (One hundred million) at the rate of NCC Clearing Bank on the transaction date.

The maximum number of conversion transactions per year shall be 50.

Within the said period the above transactions may be entered into, amended and terminated in accordance with the procedures established by the parties.

Other material conditions: none.

Persons interested in the transactions and grounds for their interest: A.F. Golikov, Yu.O. Denisov and A.K. Afanasiev, members of the Moscow Exchange Supervisory Board (Mr. Afanasiev also the Chairman of the Moscow Exchange Executive Board), are deemed interested persons because they occupy positions in the management bodies of NCC Clearing Bank, which is a party to the transaction, being members of its Supervisory Board.

Beneficiaries: none.

This resolution shall be valid until the 2018 Moscow Exchange Annual General Meeting of Shareholders.