

**Draft resolutions**  
**on the agenda items of Y2018 Annual General Shareholders Meeting of**  
**the Moscow Exchange**  
**to be filed in electronic form (in the form of e-documents) to nominee shareholders**

**Item № 1:** Approval of Y2017 Annual Report of the Moscow Exchange.

**Draft resolution:**

To approve the Annual Report of the Moscow Exchange for 2017.

**Item № 2:** Approval of Y2017 annual financial statements of the Moscow Exchange.

**Draft resolution:**

To approve Y2017 annual financial statements of the Moscow Exchange.

**Item № 3:** Distribution of the net profit of the Moscow Exchange, including payment (announcement) of dividends based on the results of the 2017 reporting year.

**Draft resolution:**

1. To approve the following distribution of Y2017 net profit in the amount of RUB 21,852,630,632.48:

to allocate RUB 17,664,875,314.08 for dividends, including:

- RUB 5,212,959,338.82 – interim dividends earlier paid out upon 1H 2017 results out of Y2017 profit;

- RUB 12,451,915,975.26 – dividends to be paid out upon the results of Y2017 reporting year.

2. Not to distribute the remaining part of net profit of the Moscow Exchange.

3. To pay out Y2017 dividend on the Moscow Exchange shares in the amount of RUB 12,451,915,975.26 (not including interim dividends paid out upon 1H 2017 results).

4. To define the following dividend size on the Moscow Exchange shares:

RUB 5.47 per one registered ordinary share (before dividend tax), not including interim dividends paid out upon 1H 2017 results out of Y2017 profit and dividends paid out of non-distributed profit of previous years in the amount of RUB 2.49 per 1 share paid out in 2H of Y2017.

Considering earlier paid out interim dividends and dividends paid out of non-distributed profit of previous years, total dividend amount shall be RUB 7.96 per one registered ordinary share.

5. To set 15 May 2018 as the date of identifying persons eligible for dividend.

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

**Draft resolution:**

To 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 2019:

**List of nominees:**

1. BRAVERMAN Anatoliy Alexandrovich
2. BRATANOV Mikhail Valerievich (as an independent director)
3. VIUGIN Oleg Vyacheslavovich (as an independent director)
4. GOLIKOV Andrey Fedorovich
5. GORDON Maria (as an independent director)
6. GOREGLYAD Valeriy Pavlovich
7. DENISOV Yuriy Olegovich
8. ZLATAKIS Bella Ilyinichna
9. IZOSIMOV Alexander Vadimovich (as an independent director)
10. KARACHINSKIY Anatoliy Mikhaylovich (as an independent director)

11. PATERSON Duncan (as an independent director)
12. RIESS Rainer (as an independent director)

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

**Draft resolution:**

To elect the following persons to Moscow Exchange's Revision Committee for a term of office until the next Moscow Exchange AGM in 2019:

1. ZIMIN Vladislav Vladimirovich
2. KIREEV Mikhail Sergeevich
3. ROMANTSOVA Olga Igorevna

**Item № 6:** Approval of the Moscow Exchange's audit firm.

**Draft resolution:**

To approve Deloitte&Touche CIS as the audit firm to audit financial and business activity of the Moscow Exchange in 2018.

**Item № 7:** 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 2017 (Minutes No.56), for the performance of their functions during the period from the date of the election and up to termination of their office on 26 April 2018 (the date of AGM in 2018), 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, the Provisions), taking into account individual commitments of each member of the Supervisory Board to the management.

1.1. The remuneration amount payable to Oleg Viugin 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 28 September 2017.

2. To pay to members of the Supervisory Board of the Moscow Exchange elected at the AGM of the Moscow Exchange on 27 April 2017 (Minutes No.56), for the performance of their functions during the tenure, for a total of RUB 84,818,182.

**Item № 8:** 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 27.04.2017 (Minutes No.56) for the period of their office starting from the date of election until 26 April 2018 (date of AGM of the Moscow Exchange in 2018) to be RUB 600,000 for Olga Romantsova, RUB 600,000 for Mikhail Kireev and RUB 800,000 for Vladislav Zimin.

2. To pay remuneration to the members of the Revision Commission elected at the AGM of the Exchange on 27.04.2017 (Minutes No.56) for performance of their functions during the period of their office for a total amount of RUB 2,000,000.

**Item № 9:** Consent to a number of similar related party conversion transactions to be executed between the Moscow Exchange and CCP NCC.

**Draft resolution:**

To grant consent to a number of similar related party conversion transactions (the price of each is 10 and more percent of net asset value) between the Moscow Exchange and CCP NCC on the following terms:

Parties to the transaction: Moscow Exchange and CCP NCC;  
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 CCP NCC on the transaction date;  
Within the period until the next AGM, the above transactions may be entered into, amended and terminated in accordance with the procedures established by the parties to the transaction;  
The maximum number of conversion transactions: 50;  
Other material terms of transaction: none;  
Persons interested in the transactions and grounds for their interest: members of the Moscow Exchange Supervisory Board A.F. Golikov and Yu.O. Denisov, the CEO and a member of the Supervisory Board  
A.K. Afanasiev are deemed interested parties to the transaction as they hold positions in the management bodies of CCP NCC, which is a party to the transaction, being members of its Supervisory Board.  
Beneficiaries: there are no beneficiaries of the transaction.  
This resolution shall be valid until the 2019 Moscow Exchange Annual General Meeting of Shareholders.

**Item № 10:** Consent to a number of similar related party transactions on purchase and sale of bonds to be executed with CCP NCC.  
**Draft resolution:**  
To grant consent to a number of similar related party transactions (the price of each is 10 and more percent of net asset value) involving purchase (sale) of bonds to be executed with CCP NCC on the following terms:  
Parties to the transaction: Moscow Exchange and CCP NCC;  
Subject matter of the transaction: purchase (sale) of bonds admitted to trading.  
The conclusion of the transactions shall be carried out taking into account the criteria established by the internal documents of the Moscow Exchange for placement of temporarily free cash assets and restrictions to the level of accepted financial risks at such placement.  
The terms of each transaction, including details that allow unambiguously identify bonds, the number and currency of the bonds' face value, as well as the terms and conditions of payment and transfer of bonds will be determined by the parties in the contract of purchase and sale.  
Transaction price: purchase (sale) of bonds to be carried out at the prices formed at the organized trades on this bond on the day of making the transaction.  
The maximum amount for which bonds can be purchased (sold) under one contract: 10,000,000,000 (ten billion) roubles.  
The number of purchased (sold) bonds is determined within the specified maximum amount.  
Within the period until the next AGM, the above transactions may be entered into, amended and terminated in accordance with the procedures established by the parties to the transaction;  
The maximum number of transactions involving purchase and sale of bonds: 30;  
Other material terms of transaction: none;  
Persons interested in the transactions and grounds for their interest: members of the Moscow Exchange Supervisory Board A.F. Golikov and Yu.O. Denisov, the CEO and a member of the Supervisory Board  
A.K. Afanasiev are deemed interested parties to the transaction as they hold positions in the management bodies of CCP NCC, which is a party to the transaction, being members of its Supervisory Board.  
Beneficiaries: there are no beneficiaries of the transaction.  
This resolution shall be valid until the 2019 Moscow Exchange Annual General Meeting of Shareholders.