

**To agenda item 8
for the Annual General Meeting of Shareholders
of the Moscow Exchange
25 April 2019**

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

The current version of the Provisions “On the Procedure for the Preparation, Convocation and Holding of the General Shareholders Meeting of the Moscow Exchange” (hereinafter – the Provisions) was approved by the annual General Shareholders Meeting in April 2016.

On January 25, 2019, the Regulations on General meetings of shareholders approved by the Central Bank of the Russian Federation came into force, according to which:

- the possibility of preparation, convening and holding of the General meeting of shareholders using the electronic form of voting ballots (electronic voting) has been regulated in detail;

- the procedure for exercising the right to participate in the General meeting of shareholders by persons whose rights to securities are taken into account by the nominal holder, foreign nominal holder, foreign organization, as well as the procedure for submitting proposals to the agenda of the meeting by several shareholders acting jointly;

- the list of additional information (materials) required to be provided to persons entitled to participate in the General meeting of shareholders in preparation for its holding has been adjusted.

Changes related to the Regulation on General meetings of shareholders approved by the Bank of Russia:

Despite the fact that the possibility of electronic voting and the right to participate in the meeting through a nominee holder are already provided in the current version of the Regulations, the above changes require appropriate adjustments.

In particular, the new version of the Provisions:

- envisages the possibility to confirm the number of shares owned by the shareholder on the date not earlier than 7 days before the date of submission of proposals to the agenda of the meeting;

- clarifies the procedure for determining the date of submission of proposals by the shareholder to the agenda of the meeting and the date of its receipt by the company in case of sending the proposal through the nominee holder;

- determines that for the power of attorney issued by foreign persons in a foreign language shall be accompanied by a certified translation and legalization or apostille;

- determines that registration, identification, authorization of persons participating in the meeting without being present at the venue, by filling out the electronic form of ballots, is carried out on the website on the Internet, where the electronic form of the ballot is filled;

- establishes a special procedure for voting on issues related to the order of conduct of the meeting;

- contains other technical changes.

Other changes and amendments:

In accordance with the amendments to the Law “On Joint-Stock Companies” that came into force in the summer of 2018:

- the right of the Supervisory Board to nominate candidates for election to the Supervisory Board and the Revision Commission along with shareholders is stipulated.

- the IAS opinion was added to the materials provided to the shareholders in preparation for the GSM.

Draft amended Provisions were considered by the Supervisory Board of the Moscow Exchange and recommended for approval at Y2019 AGM.

Draft resolution:

To approve the amended Provisions on the Procedure of Preparation, Convocation and Holding of the General Shareholders Meeting of Public Joint-Stock Company “Moscow Exchange MICEX-RTS” as proposed by the resolution of the Supervisory Board of the Moscow Exchange dated 6 March 2019.