

**To agenda item 9  
for the Annual General Meeting of Shareholders  
of the Moscow Exchange  
25 April 2019**

**Approval of the amended Provisions on Remuneration and Compensation of Expenses of  
the Supervisory Board members of Public Joint-Stock Company  
«Moscow Exchange MICEX-RTS»**

In accordance with the Policy on remuneration and reimbursement of expenses (compensation) of members of the Supervisory Board of the Public Joint-Stock Company “Moscow Exchange MICEX-RTS”, the level of remuneration paid by the Moscow Exchange to the members of the Supervisory Board shall be sufficient to attract, retain and properly motivate professionals with the necessary competence and qualifications to work effectively in the Supervisory Board of the Moscow Exchange.

Recommendations on the level of remuneration of the members of the Supervisory Board shall be submitted by the Nomination and Remuneration Committee (hereinafter, the Committee) of the Supervisory Board of the Moscow Exchange on the basis of expert assessment of the level of remuneration comparable to the level of capitalization of Russian companies and competitors of the Moscow Exchange, including the results of external research conducted on the initiative of the Committee. To make recommendations on the amount of remuneration, the Committee adhered to the target level of remuneration in comparable companies, taking as a basis the median values of the market, the deviation towards an increase or decrease in the level of remuneration should be justified and consistent with the achievement of results corresponding to the overall growth of the Moscow Exchange and the financial industry as a whole.

Since the previous study of the level of remuneration paid by Russian companies comparable in terms of capitalization, as well as by competitors of the Moscow Exchange, was conducted in 2015 on the basis of 2014 data, and the level of remuneration of the Directors was revised in 2016, the Committee at the end of 2018 decided to attract an external consultant for the organization of a new study.

According to the results of an independent study conducted by Stanton Chase, it was found that the total remuneration of the Supervisory Board of the Moscow Exchange paid in 2018 is about 20% less than the average total payments to the boards of directors of Russian companies and 45% lower than the average payments to directors of foreign exchanges as of the end of 2017, and the level of individual remuneration of directors in most cases is lower than the level of payments in other companies. Also, the Committee took into account the increase in the value of the consumer price index in Russia and the decrease in the purchasing capacity of the Russian ruble for the period 2015-2018 (since the previous study).

Taking into account the level of remuneration paid by comparable public companies in Russia and international competitors of the Moscow Exchange, the effect of accumulated inflation, the central position of the Moscow Exchange (which has no controlling shareholder) in the financial market and the key role of the independent Supervisory Board of the Moscow Exchange for the successful development of the company, the Supervisory Board submitted to the General meeting of shareholders the issue of revision of the Provisions on Remuneration and Compensation of Expenses of the Supervisory Board members of Public Joint-Stock Company «Moscow Exchange MICEX-RTS», providing for changes in the conditions of remuneration payable to the Supervisory Board members, in particular, setting the following levels of remuneration:

The basic compensation component payable to a Supervisory Board member who is not an Independent member of the Supervisory Board (Director) for the corporate year is capped at 5,000,000 Russian roubles.

The basic compensation component payable to a Supervisory Board member who is an Independent member of the Supervisory Board (Director) for the corporate year is capped at 7,500,000 Russian roubles.

Additional compensation component:

8,500,000 Russian roubles for the Chairman of the Supervisory Board;

3,500,000 Russian roubles for the Deputy Chairman of the Supervisory Board;

3,750,000 Russian roubles for the Chairman of a Supervisory Board Committee;

1,500,000 Russian roubles for a member of a Supervisory Board Committee.

The Moscow Exchange follows the practice of independent studies of the level of remuneration of Directors, and in the future it plans to organize such studies simultaneously with the external independent evaluation of the work of the Supervisory Board itself, presenting proposals to shareholders for the revision of remuneration together with information on the results of the relevant assessment.

The next independent study on the remuneration of Directors is scheduled to take place 3 years after the last study, simultaneously with the external evaluation of the Supervisory Board, which is conducted in the first half of 2019. To ensure the adequacy of the level of remuneration of the Supervisory Board members to changes in market conditions, until the next cycle of the revision of the level of remuneration, it is proposed to include in the Provisions on Remuneration and Compensation of Expenses of the Supervisory Board members of Public Joint-Stock Company «Moscow Exchange MICEX-RTS» a rule on adjusting the remuneration of the Supervisory Board members to the actual value of the consumer price index formed at the end of the year in which the corresponding composition of the Supervisory Board was elected, totally accumulated, starting from 1 January 2019.

**Draft resolution:**

To approve the amended Provisions on Remuneration and Compensation of Expenses of the Supervisory Board members of Public Joint-Stock Company «Moscow Exchange MICEX-RTS» as proposed by the resolution of the Supervisory Board of the Moscow Exchange dated 22 March 2019.