

Draft resolutions
on the agenda items of Y2019 Annual General Shareholders Meeting of
the Moscow Exchange

Item № 1: Approval of Y2018 Annual Report of the Moscow Exchange.

Draft resolution:

To approve the Annual Report of the Moscow Exchange for 2018.

Item № 2: Approval of Y2018 annual financial statements of the Moscow Exchange.

Draft resolution:

To approve Y2018 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 2018 reporting year.

Draft resolution:

1. To distribute total Moscow Exchange's net profit for 2018 fiscal year in amount of RUB 8,348,125,299.31 for dividend payment.
2. To allocate the retained profit of Moscow Exchange of the previous years of RUB 9,180,165,927.29 for dividend payment.
3. To pay dividend for 2018 fiscal year on placed shares of the Moscow Exchange totaling RUB 17,528,291,226.60.
4. To determine the following size of dividend on Moscow Exchange shares:
RUB 7.70 per 1 registered ordinary share of the Moscow Exchange (before taxes on dividend income).
5. To determine the date to form the list of persons eligible for dividend to be 14 May 2019.
6. Dividend on Moscow Exchange shares shall be paid in monetary form through bank transfer.

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 the Moscow Exchange's next AGM in 2020:

List of nominees:

1. BAKHTURIN Ilya Yurievich
2. BODART Paul Anne F. (as an independent director)
3. BRATANOV Mikhail Valerievich (as an independent director)
4. VIYUGIN Oleg Vyacheslavovich (as an independent director)
5. GOLIKOV Andrey Fedorovich
6. GORDON Maria (as an independent director)
7. GOREGLYAD Valeriy Pavlovich
8. DENISOV Yuriy Olegovich
9. EREMEEV Dmitriy Nikolaevich (as an independent director)
10. ZLATAKIS Bella Ilyinichna
11. IZOSIMOV Alexander Vadimovich (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 2020:

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 2019.

Item № 7: Approval of the amended Charter of Public Joint-Stock Company "Moscow Exchange MICEX-RTS".

Draft resolution:

To approve the amended Charter 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.

Item № 8: 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».

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.

Item № 9: 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».

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.

Item № 10: 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 26 April 2018 (Minutes No. 58), for the performance of their functions during the period from the date of the election and up to termination of their office on 25 April 2019 (the date of AGM in 2019), 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

governing of the Moscow Exchange.

1.1. The remuneration amount payable to Mikhail Bratanov 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 27 September 2018.

1.2. The increase the amount of remuneration for Oleg Viyugin, Andrey Golikov and Yuriy Denisov in accordance with clause 2.2.3 of the Provisions on compensation and expenses reimbursement of the members of the Supervisory Board of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" in the amount of additional remuneration in connection with participation in events initiated by the Moscow Exchange: for Oleg Viyugin - 300 000 rubles, for Andrey Golikov - 29 000 rubles, for Yuriy Denisov – 20 000 rubles.

2. To pay to the members of the Supervisory Board of the Moscow Exchange elected at the AGM of the Moscow Exchange on 26 April 2018 (Minutes No. 58), for the performance of their functions during the tenure, for a total of RUB 96,966,123.

Item № 11: 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 26.04.2018 (Minutes No. 58) for the period of their office starting from the date of election until 25 April 2019 (date of AGM of the Moscow Exchange in 2019) to be RUB 600,000 for Olga Romantsova and RUB 600,000 for Mikhail Kireev.

Do not pay the remuneration to the Chairman of the Revision Commission of the Moscow Exchange Vladislav Zimin (an employee of the Bank of Russia).

2. To pay remuneration to the members of the Revision Commission elected at the AGM of the Exchange on 26.04.2018 (Minutes No. 58) for performance of their functions during the period of their office for a total amount of RUB 1,200,000.

Item № 12: The Moscow Exchange's participation in the FinTech Association.

Draft resolution:

The Moscow Exchange to participate in FinTech Association (hereinafter, the Association) by joining the Association as a full member, paying admission and membership fees in accordance with the charter and internal documents of the Association.