**APPROVED**

by the Executive Board of the Moscow Exchange

12 May 2014, Minutes No.29

Chairman of the Executive Board

of the Moscow Exchange

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ A.K. Afanasiev

**PROVISIONS**

**OF THE CHARITY POLICY COMMITTEE**

**OF THE MOSCOW EXCHANGE**

1. **GENERAL PROVISIONS**
	1. These Provisions on the Charity Policy Committee of the Moscow Exchange (hereinafter, the Provisions) have been developed in accordance with the laws and other regulatory legal acts of the Russian Federation, the Charter of the Moscow Exchange (hereinafter, the Exchange) and other internal documents of the Exchange.
	2. The Provisions on the Charity Policy Committee shall establish the tasks, functions, formation, working and decision-making procedures for the Charity Policy Committee of the Moscow Exchange (hereinafter, the Committee).
	3. The Committee is a consultative and advisory body set up under the Executive Board of the Moscow Exchange. The Committee is accountable to corporate executive bodies of the Exchange.
	4. In performing its duties, the Committee shall be governed by the laws and other regulatory acts of the Russian Federation, the Charter of the Exchange, corporate body's decisions and these Provisions.
	5. These Provisions with any supplements and amendments hereto are subject to the approval by the Executive Board.
2. **CHARITY POLICY**
	1. In performing its duties, the Committee shall be governed by the following principles:
	2. The Exchange positions itself as a socially responsible company, supporting long-term effect charity projects;
	3. The Chairman of the Executive Board shall approve the amount allocated for charity based on the CFO’s recommendations;
	4. Charity projects shall be approved every year and revised once a half year, if so required.
	5. In its project activities the Exchange gives priorities to the following:
3. childhood care, development and education, child health (support to orphanage and hospital);
4. aid to those injured catastrophes and natural disasters within the Russian Federation territory (to the extent possible);
5. support for veterans and elderly (to the extent possible).
	1. The Exchange provides targeted support directly or through charity foundations;
	2. The Exchange requires reports on cash funds spent, and, in some cases, performs revisions and audits;
	3. The Exchange encourages its employees to participate in charity projects through volunteer project so that everyone may help directly;
	4. The Exchange does not welcome high patronage projects, if they are in conflict with its internal policies.
	5. The Exchange treats its charitable activity as an internal and external communication tool and seeks to develop it as a model for other Russian companies.
6. **TASKS AND FUNCTIONS OF THE COMMITTEE**
	1. The Committee is set up to meet the following tasks:
	2. planning charity projects of the Exchange carried out throughout a year;
	3. carrying out charitable activities by the Exchange.
	4. To achieve the set tasks the Committee shall exercise the following functions:
	5. examine and evaluate charity projects of the Exchange;
	6. submit proposals and recommendations to the Executive Board and the Chairman of the Executive Board for efficient and qualified nominating for charity programmes.
7. **FORMATION OF THE COMMITTEE**
	1. The Committee shall be set by a resolution of the Executive Board for an indefinite term, unless the Executive Board decides otherwise.
	2. The Executive Board shall appoint Committee members amidst employees of the Exchange and Moscow Exchange Group (as agreed on with the management of Group companies).
	3. The number of the Committee members may not be more than eleven (11) and less than five (5) persons.
	4. The following persons may be appointed to the Committee as the Exchange representatives:
* member of the Executive Board, managing director of finance;
* managing director of communications;
* maximum two persons from the department of communications;
* others.
	1. The Committee is chaired by the Chairman of the Committee appointed for the role by the resolution of the Executive Board. In the absence of the Chairman of the Committee, the Deputy to the Chairman of the Committee elected amidst the members of the Committee by a majority vote of the members attending the meeting shall perform the functions of the Chairman.
	2. The term of office for Committee members shall be unlimited, unless the Executive Board decides otherwise.
	3. The Committee membership shall be terminated:
* on the day the employment of a Committee member with the Moscow Exchange or the Group company terminates;
* in the event that the Executive Board of the Exchange resolves to terminate membership for a Committee member, or
* in the event that the Executive Board of the Exchange resolves to terminate membership for the entire line-up of the Committee.
	1. Representatives of government bodies, research and other organisations may be engaged as experts or advisers for selected areas of the Committee's work.
1. **COMMITTEE WORK**
	1. The Chairman of the Committee shall organise and manage the work of the Committee, determine the matters to be considered at the meetings of the Committee, give instructions to the members of the Committee, approve the agenda for the meetings, convene, organise and chair the meetings of the Committee, ensure that the minutes are kept during the meetings, and shall sign the minutes.
	2. The Committee Secretary shall ensure paperwork and technical assistance for the Committee work. The Committee Secretary shall not be a member of the Committee. The Chairman of the Committee appoints the Secretary amidst employees of the Exchange.
	3. The Chairman of the Executive Board or Committee members may propose items for the meeting agenda. On the basis of the submitted proposals the Committee Secretary shall prepare and submit for approval the meeting agenda to the Chairman of the Committee.
	4. As instructed by the Chairman of the Committee, the Secretary of the Committee shall notify the members of the Committee of the agenda, place, date and time of a regular meeting at least three (3) working days in advance, shall ensure timely submission of materials for the meeting to the members of the Committee and to the persons invited to attend the meeting, participate in the meetings of the Committee, and shall be responsible that the minutes of the meetings are duly produced.
	5. The Chairman of the Committee shall call for the Committee members to meet as and when necessary. Normally the meetings shall be in the form of joint presence. The Chairman of the Committee or, in his absence, the Deputy to the Chairman shall preside at the meetings.
	6. The meeting of the Committee shall be deemed quorate if at least half of the total number of elected members of Committee.
	7. Each member of the Committee, inclusive of its Chairman, shall have one vote.
	8. The Committee shall take decisions by a simple majority vote. The Chairman of the meeting shall be entitled to a casting vote when votes are equally divided.
	9. Committee members attending the meeting where a decision has been taken by a majority vote and which they disagree with, in whole or in part, shall have the right to express their different opinion in writing within five (5) working days. Such written opinions shall make an annex to the Committee’s decision.
	10. The Committee may hold meetings in absentia. In that case, a ballot paper containing the list of issues to be put to the vote and the draft decisions proposed amid all the necessary materials for decision-making, shall be communicated by the Committee Secretary to all members of the Committee, who should communicate their decision in writing within indicated time frames on the ballot paper by selecting either voting option for issues put to vote.
	11. Within five (5) working days following the meeting (vote in absentia), the minutes shall be produced and signed by the person chairing the meeting, responsible for the accuracy of the minutes.
	12. The minutes of the Committee meetings shall be continuously numbered in chronological order.
	13. The minutes of the Committee meeting there shall indicate:
* full company name and address;
* form of the meeting;
* venue and time of the meeting (date of vote counting (date of the meeting) for the absentee vote);
* date of the minutes;
* list of persons present and voting;
* whether a quorum is present;
* agenda for the meeting;
* issues put to vote, proposals on wordings of resolutions and voting results thereon;
* resolutions adopted;
* written opinions (if any) of Committee members.
	1. The Committee Secretary shall provide the copies of minutes or extracts therefrom certified by the Committee Secretary within two (2) working days upon request from the heads of subdivisions of the Exchange.
	2. The Committee Secretary shall ensure that minutes of meetings are duly kept. After the given storage period expires, the minutes shall be submitted to the Documentation Support Service of the Exchange’s Administration Office. The minutes of the Committee meetings shall be made available for reading in the corporate network of the Exchange with the access for the heads of subdivisions of the Exchange and other persons named by the Chairman of the Committee.
	3. The person chairing the meeting of the Committee may propose the issues decided by all members of the Committee attending the meeting (voting in absentia) unanimously for the decision by the Chairman of the Executive Board. min