

**To agenda item 8
for the Annual General Meeting of Shareholders
of the Moscow Exchange
28 April 2020**

**Approval of the amended Provisions on the Supervisory Board of Public Joint-Stock
Company Moscow Exchange MICEX-RTS**

The Y2020 annual General Meeting of Shareholders of the Moscow Exchange is invited to consider the amended Provisions on the Supervisory Board of Public Joint-Stock Company Moscow Exchange MICEX-RTS.

Due to the abolishment of the Revision Commission and amendments made to the Federal Law *On Joint-Stock Companies* and according to the Conflict of Interest and Corporate Conflict Policy of the Moscow Exchange approved by the Moscow Exchange Supervisory Board on 28.12.2018 it is proposed that:

- all the issues relating to the Revision Commission be excluded from the Provisions;
- the Supervisory Board members' obligation to inform of their interest be updated;
- the Supervisory Board members' obligation to inform on transactions involving a conflict of interest¹ (in addition to interested-party transactions) be stated;
- the persons (the Chair of the Supervisory Board and the Chair of the Audit Committee) that are informed of the conflict of interest be specified.

Additionally, it is proposed that:

- the Supervisory Board members' obligation to actively participate in the Supervisory Board meetings and meetings of its committees and working groups be described in detail;
- the Supervisory Board Chairperson's obligation to perform functions of a senior independent director in case such director has not been elected be provided for;
- the provision on the head of the Corporate Governance Department fulfilling the functions of the Supervisory Board's Secretary be amended (the provision on appointing a Secretary from among the Moscow Exchange's employees by a Supervisory Board resolution in case the head of the Corporate Governance Department is absent be amended).

The draft resolution recommended by the Moscow Exchange's Supervisory Board is attached.

Draft resolution:

To approve the amended Provisions on the Supervisory Board of Public Joint-Stock Company Moscow Exchange MICEX-RTS as proposed in the resolution of the Supervisory Board of the Moscow Exchange dated 5 March 2020.

¹ The Conflict of Interest and Corporate Conflict Policy of the Moscow Exchange sets out criteria for execution of transactions involving a conflict of interest and the procedure for their execution by the Moscow Exchange.