

**To agenda item 9  
for the Annual General Meeting of Shareholders  
of the Moscow Exchange  
28 April 2020**

**Election of the Moscow Exchange Revision Commission members**

Under the Federal Law *On Joint-Stock Companies* (further referred to as the Law) and the Moscow Exchange's Charter, members of the Moscow Exchange Revision Commission shall be elected at the annual General Meeting of Shareholders (AGM), as the Charter of the Moscow Exchange requires the Revision Commission's establishment. According to the Law and the Moscow Exchange's Charter, shareholder(s) owning at least 2% of the voting shares may nominate candidates to the Revision Commission no later than 60 days from the end of the reporting year.

The Moscow Exchange's shareholders did not nominate any candidates to the Moscow Exchange's Revision Commission within 60 days from the end of the reporting year.

Pursuant to the current legislation, the Supervisory Board may nominate the candidates to the Revision Commission.

The Nomination and Remuneration Committee of the Supervisory Board considered the current members of the Revision Committee (Kireev Mikhail, Perchatkina Natalya and Romatsova Olga) as the nominees to the Moscow Exchange's Revision Commission that agreed on their nomination and election to the Moscow Exchange's Revision Commission at the Moscow Exchange's Y2020 AGM. The Supervisory Board included these candidates in the list of nominees to be elected to the Revision Commission at the Y2020 AGM.

The number of the nominated candidates complies with the size of the Revision Commission. The annual General Meeting of Shareholders of the Moscow Exchange is invited to elect the nominees proposed by the Supervisory Board to the Moscow Exchange's Revision Commission.

Information on the candidates is attached.

At the same time, under Clause 1 Article 85 of the Law, a public joint-stock company does not establish the revision commission in case its charter does not require so. Pursuant to that, the AGM has been invited to consider the amended Charter which does not require the Moscow Exchange Revision Commission's establishment. Considering the Bank of Russia's explanations<sup>1</sup>, if the amended Charter is approved by the AGM, voting results on the issue of electing the Revision Commission members shall not be determined, i.e. the Revision Commission would not be considered established and the Revision Commission members would not be considered elected.

**Draft resolution\*:**

To elect the following persons to the Moscow Exchange's Revision Commission for the term of office until the next Moscow Exchange AGM in 2021:

1. KIREEV Mikhail Sergeevich
2. PERCHATKINA Natalya Petrovna
3. ROMANTSOVA Olga Igorevna

*\* In case the General Meeting of Shareholders resolves on approving the amended Charter that does not require establishment of the Moscow Exchange's Revision Commission, voting results on the issue of the Revision Commission members' election will not be determined (Bank of Russia's letter dated 15 April 2019 No IN-06-28/35 on some aspects of application of Federal Law dated 26 December 1995 No 208-FZ "On Joint-Stock Companies").*

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<sup>1</sup> Bank of Russia's letter dated 15 April 2019 No IN-06-28/35.