

**To agenda item 5  
for the Annual General Meeting of Shareholders  
of the Moscow Exchange  
28 April 2021**

**Approval of the amended Charter of Public Joint-Stock Company Moscow Exchange  
MICEX-RTS**

A new version of Moscow Exchange's Charter is proposed for approval by the AGM in 2021 with the following amendments to competences of Moscow Exchange's governing bodies:

- 1) powers relating to participation of MOEX in other organisations have been separated as follows: the Supervisory Board will take decisions 1) if MOEX's share is going to exceed/fall below 50%; 2) if total amount of payment is going to exceed RUB 500 mln; the Executive Board will take decisions on other matters<sup>1</sup>;
- 2) value of transactions subject to approval by the Supervisory Board have been raised from RUB 600 mln to RUB 1 bln;
- 3) competencies relating to user committees have been separated as follows: the Supervisory Board will take decisions only on the committees being market councils under the Federal Law *On Organized Trades*, on the rest ones decisions will be taken by the Executive Board;
- 4) matters relating to defining key performance indicators (KPIs) for the Head of Internal Audit have been added to competences of the Supervisory Board;
- 5) approval of functional strategies developed in accordance with the main Group Strategy have been added to competencies of the Executive Board, except for IT Strategy, Risk Management Strategy and Internal Audit Strategy, which have been reserved to the Supervisory Board's responsibility;
- 6) certain matters relating to development of proposals for the Supervisory Board have been added to the Executive Board's competence;
- 7) charity and sponsorship matters have been reserved to the Executive Board's competence<sup>2</sup>;
- 8) approval of MOEX's sustainability report has been added to responsibilities of the Executive Board;
- 9) Chairman of the Executive Board has been authorised to allocate duties among the members of the Executive Board;
- 10) other adjustments to competences of corporate bodies have been made.

The Charter has been amended to include provisions permitting online formats for general meetings of shareholders as defined by the enactment of the corresponding law. The decision on holding the meeting online will be adopted by the Supervisory Board while preparing for the meeting.

The draft resolution recommended by the Supervisory Board is attached.

**Draft resolution:**

Approve the amended Charter of Public Joint-Stock Company Moscow Exchange MICEX-RTS as proposed in the resolution of the Supervisory Board of Moscow Exchange dated 4 March 2021.

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<sup>1</sup> Except for the matters which are responsibility of the general meeting of shareholders.

<sup>2</sup> At present, these matters fall within the competence of the Chairman of the Executive Board.