

**APPROVED**

by the resolution of the Executive Board  
of Moscow Exchange  
on September 19, 2022 (Minutes No 69)

**REGULATION  
ON IT COMMITTEE  
OF PUBLIC JOINT-STOCK COMPANY  
MOSCOW EXCHANGE MICEX-RTS**

## **Section 1. General Provisions**

1.1. This Regulation on the IT Committee of Public Joint-Stock Company Moscow Exchange MICEX-RTS (hereinafter referred to as the “Regulation”) has been developed in accordance with the laws and other regulations of the Russian Federation, the Charter of Public Joint-Stock Company Moscow Exchange MICEX-RTS (hereinafter also referred to as the “Exchange”) and other bylaws of the Exchange. The Regulation determines the tasks, the functions, the procedure for forming, work and decision-making of the IT Committee of Public Joint-Stock Company Moscow Exchange MICEX-RTS (hereinafter referred to as the “Committee”), and the requirements to the Committee’s members.

1.2. The Committee is the permanent negotiating body of the Exchange. The Committee is a technical committee of Moscow Exchange pursuant to the requirements of the Bank of Russia to the organized trading activity.

1.3. The Committee shall act in accordance with the laws of the Russian Federation, the Charter of the Exchange, resolutions of the Supervisory Board and the Exchange Executive Board, bylaws of the Exchange and this Regulation.

1.4. The Committee shall not act on behalf of the Exchange and its executive bodies.

1.5. This Regulation and amendments hereto shall be approved by the Supervisory Board of the Exchange and take effect from the date of approval thereof unless other time limit is determined by a resolution of the Supervisory Board of the Exchange or by its order by other authorized body of the Exchange.

1.6. This Regulation, amendments hereto and the Committee’s composition, its agendas and resolutions shall be disclosed on the website of the Exchange.

## **Section 2. Tasks and Functions of the Committee**

2.1. The main tasks of the Committee shall be:

2.1.1. Preparation of recommendations on interaction with companies of the Moscow Exchange Group, the Exchange trading participants as well as with the companies being the developers of software on the issues of development of information technologies applied by the Exchange;

2.1.2. Provision of full and extensive consideration of needs of the participants of trading in the area of development and support of the Exchange’s trading systems;

2.1.3. Participation in testing of the implemented (updated) means for trading holding;

2.1.4. Preparation of recommendations on possible improvement of means for trading holding;

2.1.5. Participation in the work of the Exchange related to revelation and prevention of malfunctions.

2.2. To achieve the set tasks, the Committee shall exercise the following functions:

2.2.1. Interaction with companies of the Moscow Exchange Group, the Exchange trading participants as well as with the companies being the developers of software on the issues of development of information technologies applied by the Exchange;

2.2.2. Generalization of needs of the participants of financial market in the area of development of information technologies and improvement of software and hardware used when trading in the Exchange and submission thereof to the authorized executive bodies of the Exchange;

2.2.3. Submission to the authorized executive bodies of the Exchange of an expert estimation of plans and proposals of the Exchange on improvement of software and hardware used for trading holding in the Exchange as well as for organizational measures and policy of the Exchange in the area of informational technologies;

2.2.4. Development of proposals and preparation of recommendations for the executive bodies of the Exchange for potential improvement of trading tools;

2.2.5. Agreeing upon periods (dates, calendar plans) of implementation (renovation) of trading tools. If the Committee has not agreed to a date (periods) of implementation (renovation) of trading tools proposed by the Exchange, such implementations (renovations) of trading tools shall be put in not earlier than in one month after the date proposed by the Exchange. The Exchange shall have the right to make a reasoned decision on implementation (renovation) of trading tools prior to expiration of one month after the above specified date (period), with an obligatory disclosure of the reasoning of such a decision on the Exchange's web-site in Internet not later than 3 business days prior to entry into force of the Exchange's decision;

2.2.6. Participation in testing of the implemented (updated) means for trading holding;

2.2.7. Consideration of the Exchange's reports made based on the results of malfunctions and making respective recommendations;

2.2.8. Agreeing upon criteria of suspension of organized trading due to revelation of malfunctions. If the Committee has agreed to trading suspension criteria proposed by the Exchange, the Exchange shall have the right to make a reasoned decision on approval of such criteria, with an obligatory disclosure of the reasoning of such a decision on the Exchange's web-site on the Internet not later than 3 business days prior to entry into force of the Exchange's decision.

2.3. To achieve the set tasks, the Committee shall have the right:

2.3.1. to initiate submission of issues, falling within the competence of the Committee, for consideration of the Supervisory Board or other authorized body of the Exchange (in case if such uses fall within the competence of a respective body) pursuant to the procedure provided for by the laws and other regulatory legal acts, the Charter and other bylaws of the Exchange;

2.3.2. to initiate holding the joint meetings with other committees, commissions and councils of the Exchange;

2.3.3. to control performance of decisions made by the Exchange on the issues falling within the competence of the Committee;

2.3.4. if necessary, to engage the representatives of state authorities, scientific and other organizations (except for those competitive to the Moscow Exchange Group) as experts or consultants with the right of consultative vote provided that the internal information and commercial secret of the Moscow Exchange Group is kept confidential by the engaged experts;

2.3.5. if necessary, to engage for participation in preparation and holding of the Committee's meetings (including those held by absentee voting) the employees of the Exchange who have information necessary for realization by the Committee of the functions thereof listed in clause 2.2 hereof;

2.3.6. to request to provide and receive from the Exchange information necessary for exercise of the functions listed in clause 2.2. hereof.

2.4. The Committee's resolutions shall be of advisory nature for the Supervisory Board and/or executive bodies of the Exchange when adopting thereby of the relevant resolutions.

### Section 3. Procedure for the Committee Formation

- 3.1. The Committee shall be created on the resolution of the Executive Board of the Exchange for an indefinite period. Any member of the Committee may be re-elected at any time on the resolution of the Supervisory Board of the Exchange.
- 3.2. Participation in the Committee shall be voluntary, personal and uncompensated unless otherwise is determined by the Executive Board of the Exchange.
- 3.3. The Committee's membership may include:
  - representatives (experts) of the Exchange's trading participants;
  - representatives of companies developing the software;
  - representatives of self-regulatory organisations;
  - representatives of other interested companies and independent experts, the activity of which shall correspond to the tasks of the Committee.
- 3.4. The Committee shall not include persons having executed employment or commercial service agreements with the Exchange or legal entities under its control.
- 3.5. The Committee's members shall have the qualification, knowledge and experience necessary for performance of the tasks and functions of the Committee in accordance herewith.
- 3.6. The quantitative membership of the Committee shall be determined by the Executive Board of the Exchange and shall not be less than nine (9) and more than twenty-five (25) persons.
- 3.7. The persons nominated by the exchanges' trading participants shall comprise not less than eighty percent (80 %) of the Committee's membership.
- 3.8. The Committee's members shall be elected annually by the Executive Board of the Exchange of the candidates for election to the Committee, the list of which is formed on the basis of the applications submitted to the Exchange by the companies and complying with the requirements of clause 3.3 of this Section of the Provision, after publication on the site of the Exchange on the Internet of information on the start of acceptance of proposals for the list of candidates for election to the Committee (hereinafter referred to as the "Proposal"). The Proposal made in a form provided for by Appendix No. 2 hereto shall be submitted to the Exchange at the same time with the Application of the candidate on inclusion in the list of candidates for election to the Committee made in the form provided for by Appendix No. 1 hereto and the written consent for processing of the personal data pursuant to the Russian Federal Law *On Personal Data*.

In case a candidate for election to the Committee is an independent expert, it shall be necessary to submit the relevant Application to the Exchange for inclusion thereof in the candidates list, executed by the form in Appendix No. 1 hereto and enclosed with the written consent for processing of the personal data pursuant to the Russian Federal Law *On Personal Data*.

The Exchange Executive Board shall consider the submitted proposals, check the representatives for compliance with the requirements specified in clauses 3.3-3.6 hereof and generate the list of candidates for election to the Committee with regard to the provisions set out in Clause 3.7 hereof.

- 3.9. The elected membership of the Committee shall remain in force until the Supervisory Board of the Exchange elects the new membership of the Committee, which shall be formed in accordance with the procedure stipulated by item 3.8 of the Regulation, for a period not exceeding two years since election of the Committee's membership.

- 3.10. As proposed by the Chairperson of the Committee and/or the Executive Board of the Exchange, a member of the Committee may be excluded from the Committee by the Executive Board of the Exchange in case he/she has not participated (and has not submitted written opinions or filled-in voting bulletins on the issues under consideration) in three (3) and more meetings of the Committee, or two (2) and more testing of the new (updated) trading facilities on the market section where the company represented by the Committee's member operates, within the term of office of current composition of the Committee. The excluded member of the Committee shall not be nominated for election to the Committee's membership in the course of forming the following membership of the Committee.
- 3.11. A member of the Committee may early exit (resign) from the Committee's membership having notified the Committee Chairman to that effect by sending a written application. In such a case, the legal entity that proposed such a member to be elected to the Committee shall be entitled to nominate a new candidate to the Committee as its representative. A member of the Committee may be as well excluded from the Committee by the Executive Board of the Exchange if so proposed by the legal entity that had nominated the Committee member as the representative thereof. In that case, such a legal entity shall be entitled at the same time to nominate a new candidate for election to the Committee's membership.
- 3.12. If the Committee's composition ceases to be in conformity with the requirements provided for by clauses 3.6-3.7 hereof, the Executive Board of the Exchange shall, as soon as practically possible but in any event for a period not exceeding 45 days, take measures for submission of the issue of electing the Committee's membership to the Executive Board for the purpose of bringing it into the conformity with the specified requirements.
- 3.13. The Executive Board shall be entitled to elect an additional member that is an independent expert whose activities are related to the securities market sphere to the Committee, in exceptional events.
- 3.14. For more efficient work, the Committee may create working groups the activity of which shall be focused on consideration of certain issues to the extent of the tasks performed by the Committee.
- 3.15. The Committee's Chairperson and, if necessary, one or several his/her deputies shall be elected by the Executive Board of the Exchange.
- 3.16. The documental and technical support of the Committee activity shall be provided by the Committee Secretary, who shall be assigned by the Chairperson of the Executive Board of the Exchange of the number of the Exchange Employees. In case of absence of the Committee's Secretary, the Chairperson of the Executive Board of the Exchange shall assign a person to function as the Committee's Secretary of the Exchange's employees.

#### **Section 4. Committee Chairperson and Deputies**

4.1. The Committee Chairperson shall organize the Committee work and perform the following functions:

- manage the Committee activity;
- approve the agenda;
- determine the deadline for voting ballot acceptance and voting procedure for the meetings held in absentia (filling in the hard copy of voting ballot and sending it to the Exchange and (or) filling in the voting ballot via electronic or other technical solutions);

- determine the voting procedure for the meetings held in the form of joint presence (open voting by raising hands or voting using electronic or other technical solutions by any way letting one definitely express their position and (or) via e-voting software);
- determine the list of persons invited for participation in the Committee meeting;
- convene the Committee meetings and organize discussion of issues at the Committee meetings;
- take chair at the Committee meetings;
- organize taking of minutes of the Committee meetings and sign the minutes of the same;
- fix the time limits of the Committee working and control the observation thereof;
- allocate duties among the Committee’s members;
- participate in the Committee meetings and have the casting vote right in case of equality of votes;
- represent the Committee when interacting with the Supervisory Board and executive bodies of the Exchange, other bodies and persons;
- perform other functions related to the Committee activity in accordance with this Provision and bylaws of the Exchange.

4.2. In case of absence of the Committee’s Chairperson, the functions thereof shall be performed by the Deputy Committee Chairperson, and in case of election of several deputies — one of the same upon the resolution of the Committee. In case of absence of the Committee’s Chairperson or the deputies thereof at the Committee meeting, the members of the Committee shall elect a person to take the chair of those attending the meeting.

## **Section 5. Rights and Obligations of the Committee’s Members**

5.1. The Committee’s members shall have the right to:

- 5.1.1. propose inclusion of issues into the agenda with regard to the tasks and functions of the Committee specified in Section 2 hereof;
- 5.1.2. submit written opinions on the issues of the agenda with regard to the requirements provided for by clauses 8.5 and 8.6 hereof if their attendance at the meeting is impossible on the basis of valid excuses;
- 5.1.3. participate in the work of the working groups created in accordance with clause 3.12 hereof;
- 5.1.4. review the calendar schedule of implementation (updating) of the means of trading holding obtained from the Exchange and other information subject to compliance with the confidentiality requirements;
- 5.1.5. obtain information on the Committee’s activity;
- 5.1.6. early exit (resign) from the Committee.

5.2. The Committee’s members shall:

- 5.2.1. not use the powers granted thereto for the purposes contradicting the interests of the Exchange and causing harm of the Exchange’s business reputation;
- 5.2.2. exercise their rights and obligations in respect of the Exchange conscientiously and reasonably, act in the interests of the Exchange when exercising their rights and performing duties;

5.2.3. for the purpose of preventing the conflict of interests in the course of carrying out activity by the Exchange, avoid actions which may cause property loss to the Exchange and/or Exchange's clients;

5.2.4. attend the Committee's meetings, including vote in absentia when adopting resolutions at the meetings held in the form of absentee voting and participate in working groups created under Clause 3.14 hereof;

5.2.5. participate in testing of new (updated) trading facilities through attending personally the tests or through delivery of a written opinion on conducting the tests, and record results of the tests pursuant to the procedure approved by the Committee's resolution in accordance with clause 9.3 hereof;

5.2.6. comply with the requirements of the legislation and bylaws of the Exchange to the extent related to the Committee's activity;

5.2.7. neither disclose, nor use in their own interests or in the interests of the third parties the information became known thereto and comprising the internal information and commercial secret of the Exchange, the list of which is determined by the bylaws of the Exchange, and other information, the access to which is limited in accordance with the bylaws of the Exchange and the Moscow Exchange Group;

5.2.8. fulfil other obligations provided for hereby and other bylaws of the Exchange.

## **Section 6. Procedure for Preparation of the Committee's Meetings**

6.1. The Committee meetings shall be held as and when necessary. The Committee meetings shall be held, as a rule, in the form of joint presence. The decision on the form of holding the meeting is announced to the Committee's members by sending of the meeting agenda by the Committee Secretary.

6.2. Meetings in presentia may be held remotely using electronic or other technical solutions which allow Committee members to participate in the discussion of agenda items and decision-making on issues put to a vote (including conference calls). Participation of the Committee members in a meeting with the use of electronic or other technical solutions shall be equated to their personal attendance, subject to their identification and/or authentication. When convening a meeting of the Committee, the Committee Chairperson shall decide whether electronic or other technical solutions may be used.

6.3. The meeting agenda sent to the Committee's members shall contain:

- the form of holding the meeting (joint presence or absentee voting);
- in case of holding the meeting in the form of joint presence – the date, the place (if applicable) and Moscow time of holding the meeting or, in case of holding the meeting in the form of absentee voting – the closing date of the voting bulletins acceptance, and email and the postal address where the filled-in voting bulletins shall be sent to;
- indication of holding the meeting with the use of electronic or other technical solutions in accordance with Clause 6.2 or Clause 6.9 of the Regulation (if necessary);
- wording of the meeting agenda issues put to vote;
- other information necessary for the meeting holding;
- signature of the Committee Chairperson or the person functioning for him/her.

6.4. The Committee's meetings shall be held, as a rule, at the Exchange's corporate seat.

6.5. The Committee meetings shall be convened by the Committee Chairperson or a person exercising his/her functions, at his/her own initiative, upon request of the Chairperson of the Executive Board of the Exchange, another person supervising the relevant business line of the Exchange (hereinafter, the authorised person), a member the Executive Board or as proposed by a member of the Committee.

6.6. The Committee Chairperson or a person exercising his/her functions shall be entitled to refuse the convocation of the Committee meeting if the issue does not refer to the tasks and functions of the Committee specified in Section 2 hereof.

6.7. When preparing the Committee meeting holding, the Committee's Secretary on behalf of the Committee's Chairperson shall inform the Chairperson of the Executive Board of the Exchange or the authorised person on the date, the agenda and the list of measures necessary for holding of the meeting.

The Chairperson of the Executive Board or the authorised person shall instruct the directors of the interested divisions of the Exchange on taking the necessary measures for preparations of materials for the agenda issues.

It may be resolved to consider particular issues of the agenda without a preliminary preparation of the materials.

6.8. The issues for consideration of the Committee shall be submitted by the Chairperson of the Executive Board (or by the authorised person), by members of the Executive Board, Committee Chairman or members of the Committee. The proposals on agenda issues and the materials on such issues are submitted to the Secretary of the Committee by e-mail.

On the basis of the submitted issues the Committee Secretary shall prepare and submit for approval the Committee meeting agenda to the Committee Chairperson.

Not later than 4 (four) business days prior to the date of holding the Committee's meeting (or acceptance of voting ballots), the Secretary shall distribute to the Committee's members for preparation for a meeting an agenda approved by the Committee's Chairperson and, not later than 3 (three) business days prior to the date of holding the Committee's meeting (or acceptance of voting ballots), documents and materials necessary for consideration of the issues. An agenda, materials and documents shall be sent to the Committee's members by email or using special software or handled in person against signature.

In the event that pre-reads do not include a draft resolution on the agenda item, the members of the Committee should be notified that the resolution shall be formulated during the meeting.

If earlier sent pre-reads have been substantially amended, such materials should be sent again along with the summary of corrections made thereto.

At the meeting, all Committee members should be provided with a complete set of materials on all agenda items taking account of corrections made thereto during preparation for the meeting. These materials should be provided either in hard copies or should be demonstrated on the screen

6.9. The Committee meetings may be held without joint presence of the Committee's members (i.e. in the form of absentee voting).

If the meeting is held in the form of absentee voting, materials should include voting ballots on agenda items. Voting by ballots can be carried out both in hard copy and using electronic or other technical solutions, if sufficient reliability and security as well as identification and/or authentication of the Committee members participating in the voting are provided.

6.10. A voting bulletin shall contain the following information:



- full or abbreviated corporate name and corporate seat of the Exchange;
  - Committee name;
  - closing date of the voting bulletins acceptance;
  - postal address, a fax number, an email where the filled-in voting bulletins shall be sent to;
  - wording of the agenda issue put for vote;
  - wording of resolution for each issue put for vote and the variants of voting thereon expressed by wordings “for”, “against” and “abstain”;
  - note that the bulletin shall be signed by the Committee’s member.
- 6.11. In case of the necessity to resolve the issues urgently by the Committee, a period for sending all necessary materials and documents established in clauses 6.8 hereof may be reduced. In that case, respective notices of the necessity to make an urgent decision shall be sent to the Committee’s members pursuant to the procedure established by clause 6.8 hereof.
- 6.12. In case of circumstances causing impossibility or difficulty of holding of the Committee meeting on which the Committee’s members are notified, also when a date of the meeting falls on an official holiday, a date of a meeting on the planned agenda may be rescheduled upon decision of the Committee Chairperson.
- 6.13. All members of the Committee shall be notified on a change of a date and/or the time of holding the Committee’s meeting.
- 6.14. The Exchange shall notify the Bank of Russia of holding the Committee’s meetings not later than 2 business days prior to a date of holding a meeting (in case of making a decision on holding the Committee’s meeting in a form of absentee voting – not later than 2 business days prior to a final date of a receipt of voting ballots; in case of the necessity to resolve the issues urgently pursuant to clause 6.11 – not later than 1 business day after making a decision on holding the meeting).

If the date of the Committee meeting falls on a day that is an official holiday, the Exchange shall notify the Bank of Russia of the Committee meetings in the form prescribed at least two (2) calendar days before the date of the meeting (or the deadline for the voting ballots return) and, if the issue requires urgent consideration, not later than the date of the meeting.

Notification should be accompanied with the agenda and materials on agenda items (if available).

If earlier sent pre-reads have been substantially amended, such materials should be sent again along with summary of corrections made thereto.

## **Section 7. Procedure for the Committee Meeting Holding**

7.1. The Committee Chairperson shall organize the Committee meeting holding in accordance with the meeting agenda determined thereby.

7.2. As agreed by all attending Committee’s members, the issues not included in the meeting agenda may be considered at the Committee meeting held in the form of joint presence, subject to the requirements provided for by clause 6.7 hereof.

7.3. The members of the Executive Board of the Exchange, heads of divisions of the Exchange, the persons which prepared the materials and documents on the issues under consideration, employees of the Exchange, other persons may be invited to the Committee’s meeting. The persons who

called the Committee to meet or who initiated an agenda item must be invited to attend the Committee meeting.

7.4. Upon completion of consideration of each issue of the Committee meeting agenda, a person chairing a meeting shall announce the voting results and the resolution adopted on the issue.

7.5 The Committee's meeting shall be deemed quorate if more than a half of its members participated in it. If there is no quorum, the Committee's Chairperson or a person exercising his/her functions shall make a decision on holding the repeated meeting with the same agenda or on inclusion of the issues to be considered at the failed meeting into the next Committee meeting agenda.

7.6. At a meeting of the Committee the audio, video records may be kept or other recording of the meeting proceedings or individual agenda issues considered at the meeting, with the use of technical means of the Exchange.

7.7. A member of the Committee present at the meeting shall have the right to keep records of the meeting proceedings or particular issues with the use of technical means (hereinafter referred to as the "records of meeting proceedings"), subject to authorization obtained before the start of the meeting in accordance with the procedures set forth herein.

7.8. A member of the Committee having intention to record meeting proceedings should not later than 2) working days before the meeting date address the Chairperson and the Secretary of the Committee via e-mail with the request for the permit to keep records of meeting proceedings indicating the agenda issues he/she intends to record.

The Secretary of the Committee shall submit the request to the Managing Director of the Exchange in charge of the IT development. The Managing Director in charge of IT development shall consult Legal and Security Departments on the matter and formulate Exchange's position regarding possibility for the Committee's member to record meeting proceedings.

7.9. When a request from the Committee's member is received, the person chairing the meeting before the start of discussion on agenda issues shall ask information on the position of the Exchange on the possibility to keep records of the meeting proceedings, and if Exchange's decision is positive, shall ask all members of the Committee attending the meeting on possibility to keep records of the meeting by the member of the Committee.

7.10. Use of technical means for records keeping is acceptable only provided that:

- 1) materials considered at a meeting contain no confidential information;
- 2) the Exchange agreed to keep records during a meeting (such decision shall be communicated to a person chairing the meeting by an authorized employee of the Exchange);
- 3) all Committee's members attending the meeting unanimously agreed to records keeping during a meeting.

7.11. A member of the Committee authorized to keep records of the meeting shall not:

- Disclose the information obtained using technical means to the third parties, and make it available to the public (publish on Internet, in mass media etc);
- Use the information obtained using technical means for the purposes in conflict with the Exchange interests.

7.12. If a member of the Committee uses technical means for records keeping without an authorization obtained in accordance with the procedures set in item 7.10, a person chairing a meeting may ask him/her to leave a meeting.

## **Section 8. Procedure for Resolutions Adoption by the Committee**

8.1. At the Committee's meeting the resolutions shall be adopted by the majority of votes of the members taking part in the meeting, except for the case specified in Clause 8.2 hereof.

8.2. Members of the Committee who have a conflict of interest in relation to the issue under consideration shall not vote on agenda items that involve decision-making with respect to a particular issuer or a trading member.

A conflict of interest arises if the issue under consideration affects the personal interests of Committee members and/or the interests in favour of a third party, including due to their business, employment, friendship, family and other connections and relations, their or their associated persons<sup>1</sup> holding positions, ownership of shares in the legal entity in relation to which the issue is being considered, a conflict between their duties as a Committee member and their duties towards another person.

Members of the Committee who have a conflict of interest in relation to the issue under consideration shall inform the person presiding at the meeting thereof prior to consideration insofar as it does not breach the confidentiality of the information disclosed.

Resolutions on the issues referred to herein shall be adopted by a majority vote of the members of the Committee taking part in the voting on the relevant issue who do not have a conflict of interest in relation to the issue under consideration.

However, a resolution shall be deemed adopted only if more than  $\frac{1}{4}$  of the elected members of the Committee vote in its favour

8.3. When solving the issues at the Committee meeting, each member of the Committee shall have one vote. Transfer of the voting right by the Committee's member to a third person, including to another member of the Committee shall not be allowed. In case of equality of votes of the Committee's members, the vote of the Chairperson shall be casting, and another person presiding at the meeting does not have the right of casting vote.

8.4. When making decisions, members of the Committee present at the meeting, as a rule, express their opinion (vote on agenda items) by open voting by raising their hands or by voting using electronic or other technical solutions in any way that allows them to clearly express their position, or using special e-voting software.

8.5. The Committee's member absent at the Committee's meeting in a form of joint presence shall be entitled to send a written opinion thereof on the issues of the Committee meeting agenda which shall be taken into account when determining quorum and voting provided that the conditions specified in clause 8.6 hereof are observed.

8.6. When determining quorum and the voting results on an issue of agenda the written opinion of the Committee's member absent at the meeting shall be accounted if the following conditions are observed:

- a written opinion on the issue has been submitted prior to the start of the meeting in the form of the original document, a dispatch of the scanned document with a signature by email or by facsimile communication followed by sending of the original document;
- the Committee member has expressly determined his/her position on the issue having specified in the written opinion one of the voting variants on the proposed resolution draft — "for", "against" or "abstain";

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<sup>1</sup> Associated persons shall mean: individual's spouse, parents, children, adoptive parents, adopted children, siblings (including half-sisters and half-brothers), grandparents, and any other individual residing together with such first individual and having a common household with him/her.

- the written opinion shall be signed by the Committee member specifying his/her surname and initials.

The written opinion containing corrections and remarks on the proposed resolution draft shall not be subject to accounting when determining quorum and the voting results. In case the corrections in the resolution draft have been made at the Committee meeting, the written opinion shall not be as well accounted when determining quorum and the voting results.

When determining quorum and the voting results, the written opinions shall be accounted for each issue of the meeting agenda separately, which shall be recorded in the minutes of the Committee meeting.

8.7. Those members of the Committee whose bulletins were received in hard copy (on postal address of the Exchange) or received by the Exchange via e-mail (followed by submission of the original bulletin to the Committee Secretary) or those who voted using electronic or other technical solutions prior to or at the closing date of the voting bulletins acceptance shall be deemed having participated in the Committee meeting held in the form of absentee voting.

8.8. In case of voting on the issues put to vote using the bulletins, the votes on the issues for which only one of possible answers ("for", "against", "abstain") is left, shall be counted. Inapplicable variants of voting shall be crossed out.

In case there is left more than one voting variants on one or several issues specified in the bulletin, the votes on such issues shall not be counted.

In case when counting the votes, one or more bulletins are revealed filled-in, in which on one issue different voting variants are left, such bulletins shall be recognized as invalid to the extent of voting on such issue.

In case a voting bulletin contains records and corrections on one or several issues put to vote, the votes on such issues shall not be counted.

Recognition of a voting bulletin invalid to the extent of voting on one, several or all issues, the voting on which shall be performed with this bulletin, shall not be the basis for exclusion of votes on the specified bulletin when determining quorum of the Committee meeting held in a form of absentee voting.

The voting bulletin shall be signed by the Committee's member (specifying a surname and initials).

## **Section 9. Participation in Testing of the Launched (Updated) Trading Facilities**

9.1. The Committee's members shall participate in the testing of the new (updated) trading facilities held pursuant to the calendar schedule of implementation (updating) of trading tools composed by the Exchange as well as the schedule for testing of facilities.

9.2. The Committee's members shall be entitled to recommend to the Exchange holding of a full-scale loading testing of trading facilities and the supporting infrastructure not directly related to the scheduled launching (updating) of the means for trading holding.

9.3. The membership of the Committee working groups on testing of the new (updated) trading facilities as well as the regulation for their work and procedure for composition of the Committee's members' reports upon the results of the testing shall be approved at the Committee meeting.

9.4. The results of testing of the means for trading holding and the recommendations composed on the basis thereof by the Committee shall be published on the Internet website of the Exchange after summing up the results of testing and not later than 3 trading days after making the Committee's recommendations on the basis of such results.

9.5. The resolution of the Exchange on introduction or deferral of commissioning of the means for trading holding shall be published on the Internet website of the Exchange not later than the trading day following the day of adoption thereof.

### **Section 10. Minutes of the Committee Meeting**

10.1. The minutes of the Committee meeting shall be executed by the Committee Secretary not later than in 10 business days from the date of holding thereof in two original copies and signed by the person having taken the chair at the Committee meeting. The minutes may be signed both with the handwritten signature of the Committee Chairman and with an electronic signature produced according to the requirements of Federal Law No. 63-FZ of 06.04.2011 *On Electronic Signature*.

10.2. The audio and video recording of the Committee meeting shall be kept by the Secretary of the Committee for 1 (one) year from the date of the meeting. During the specified period, any member of the Committee may, upon a written request addressed to the Chairperson of the Committee or a person acting as the Chairperson of the Committee, listen to the audio at the Exchange's premises at 13 Bolshoy Kislovsky pereulok, Moscow, Russian Federation.

10.3. The minutes of the Committee meeting shall specify:

- full or abbreviated corporate name and corporate seat of the Exchange;
- Committee name;
- a form of holding the Committee's meeting;
- the meeting's agenda;
- instruction that the meeting shall be held using electronic or other technical solutions in accordance with Clause 6.2 or Clause 6.9 of the Regulation (if necessary);
- information on the quorum for the Committee meeting and for each item on the agenda;
- issues put to vote and voting results thereon;
- adopted resolutions;
- date of the minutes;
- other information required.

If the meeting is held in person, the minutes of the Committee shall also indicate:

- date, place (if applicable) and time of the Committee meeting;
- members of the Committee present at the meeting;
- members of the Committee who did not participate in the meeting;
- members of the Committee who submitted written opinions;
- list of invitees;
- speakers on the agenda items.

If the meeting is held in absentia, the minutes of the Committee shall also indicate:

- date of summing up the results of absentee voting (date of the meeting);
- members of the Committee who took part in absentee voting;
- members of the Committee who did not participate in absentee voting.

If the meeting is not quorate, the minutes of the Committee shall indicate:

- full or abbreviated corporate name and address of corporate seat of the Exchange;
- Committee name;
- a form of the Committee meeting;
- information that the meeting is not quorate;
- members of the Committee present at the meeting (taking part in absentee voting);

- members of the Committee who did not participate in the meeting (did not take part in absentee voting);
- members of the Committee who submitted written opinions (if the meeting was in presentia);
- date of the minutes;
- other information required.

10.4. The original minutes of the Committee meetings shall be kept by the Committee Secretary and in the archive of the Exchange. The minutes of the Committee meetings shall be continuously numbered in chronological order. The minutes and materials to the Committee meeting shall be generated into a single file and kept in accordance with the procedure established by the internal documents of the Exchange.

10.5. Upon the inquiry of interested persons, the Secretary of the Committee shall sign and provide extracts from the minutes and copies of the minutes of the Committee's meetings, verification of those shall be confirmed by him/her.

10.6. Copies of the minutes of the Committee's meetings shall be dispatched by the Committee's Secretary to the Committee's members in an electronic format not later than three (3) business days after a signature thereof.

10.7. Copies of the minutes of the Committee's meetings shall be provided to the Bank of Russia not later than two (2) business days after a signature thereof.

### **Section 11. Liability of the Committee's Members**

11.1. The Committee's members shall be liable for failure to fulfil or improper fulfilment of the obligations imposed thereupon having caused losses the Exchange in accordance with the laws of the Russian Federation.

**Appendix No 1  
to the Regulation on the IT Committee  
of Public Joint-Stock Company  
Moscow Exchange MICEX-RTS**

to the Chairperson of the Executive Board  
of Moscow Exchange

**APPLICATION<sup>2</sup>**

**for inclusion in the list of candidates for election to the IT Committee of Public Joint-Stock Company  
“Moscow Exchange MICEX-RTS”**

You are requested to include me, \_\_\_\_\_

*(Full Name)*

in the list of candidates for election to the IT Committee of Moscow Exchange.

**Brief Data:**

- Date of birth:

\_\_\_\_\_

- Education (specifying the educational institutions):

\_\_\_\_\_

- Duration of employment (specifying companies and positions held for the last three years):

-

\_\_\_\_\_

-

\_\_\_\_\_

-

\_\_\_\_\_

- Membership in the management bodies of other legal entities:

\_\_\_\_\_

- Miscellaneous (at discretion of the applicant):

\_\_\_\_\_

- Contact telephone number, fax, e-mail address:

\_\_\_\_\_

I undertake:

- to observe the requirements of the Regulation on the IT Committee and other bylaws of Moscow Exchange regulating its activity;
- not to disclose and not to use in my own interests the information having becoming available to me in view of my office as a member of the Committee
- I acknowledge the right of Moscow Exchange to authorize or restrict the access to the information in connection with Committee meetings, inclusive of the right to permit or restrict records keeping of meeting proceedings using technical means.

\_\_\_\_\_ 20\_\_ (date)

\_\_\_\_\_ / \_\_\_\_\_

*(Full Name)*

<sup>2</sup> Jointly with an application, it is necessary to provide a letter – proposal from a company, interest of which a candidate presents, except for independent experts (Appendix 2).

In addition to that, if one candidate into the Committee’s membership is a representative of two or more trading participants, letters from companies, which interests a candidate presents, should be provided.

**Appendix No 2  
to the Regulation on the IT Committee  
of Public Joint-Stock Company  
Moscow Exchange MICEX-RTS**

*on the company's letterhead*

to the Chairperson of the Executive Board  
of Moscow Exchange

**PROPOSAL**

of inclusion into the list of candidates for election to the IT Committee of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" (hereinafter referred to as the "Committee")

[Full name, OGRN (Primary State Registration Number) and location of the organization nominating the candidate] in accordance with clause 3.7 hereof proposes to include its representative into the list of candidates for election to the Committee:

*[Full name and position of the representative]*

Full Name

*signature*