**APPROVED**

by the resolution of the Supervisory Board
of OJSC Moscow Exchange MICEX-RTS
March 29, 2013, Minutes No. 35

**PROVISIONS**

**ON THE RISK MANAGEMENT COMMISSION**

**OF THE SUPERVISORY BOARD OF**

**OJSC MOSCOW EXCHANGe MICEX-RTS**

Moscow

2013

1. **General**
	1. The Provisions on the Risk Management Commission of the Supervisory Board of Open Joint-Stock Company Moscow Exchange MICEX-RTS (hereinafter the Provisions) has been prepared in accordance with the laws of the Russian Federation and the Charter of Open Joint-Stock Company Moscow Exchange MICEX-RTS (hereinafter, the Moscow Exchange, or the Exchange).
	2. The Provisions sets forth the manner of formation and the status of the Risk Management Commission of the Supervisory Board of OJSC Moscow Exchange MICEX-RTS (hereinafter, the Risk Management Commission, or the Commission), defines its tasks and duties, as well as its powers, proceedings and decision making procedures.
	3. The Risk Management Commission is a standing advisory body of the Exchange Supervisory Board established to advise the Exchange Supervisory Board on the decisions it makes on the matters referred to its jurisdiction.
	4. The Risk Management Commission shall operate in accordance with the laws of the Russian Federation, the Exchange’s Charter, the Provisions on the Exchange Supervisory Board, resolutions of the Exchange Supervisory Board, these Provisions, and other documents adopted by the General Shareholders Meeting and the Exchange Supervisory Board.
	5. Unless provided otherwise in these Provisions, the undefined terms used herein shall have the meaning given to them in the Exchange’s Charter, and the Provisions on the Exchange Supervisory Board.
	6. The Risk Management Commission shall act within the scope of its powers granted to it by the Exchange Supervisory Board, to which it shall report.
	7. The Risk Management Commission may not act on behalf of, or bind, the Exchange, its executive bodies, or its Supervisory Board.
	8. These Provisions and any supplements and amendments hereto are subject to the approval of the Exchange Supervisory Board.

**2. Tasks and Duties of the Risk Management Commission**

2.1. The primary task of the Risk Management Commission shall be to assist with the improvement of the existing system for management of operating, legal, reputational, strategic and other business non-financial risks that the Exchange and the Moscow Exchange Group entities may face, with the view to enhance stability and operating efficiency of the Exchange.

2.2. In order to achieve this objective, the Commission shall perform the following duties:

2.2.1. preparing recommendations that the Exchange Supervisory Board should follow in defining the priority areas for the development of the system for management of non-economic risks that the Exchange and the Moscow Exchange Group entities may face;

2.2.2. reviewing the internal procedures of the Exchange and the Moscow Exchange Group entities for the management of operating, legal, reputational, strategic and other business non-financial risks, and preparing recommendations for their improvement, as instructed by the Exchange Supervisory Board;

2.2.3. reviewing separate elements and / or parameters of the risk management system, and preparing reports on their adequacy and efficient use, as may be required;

2.2.4. reviewing reports on the risk management system performance prepared by the management of the Exchange and the Moscow Exchange Group, as may be required;

2.2.5. preparing reports on the matters that the Exchange Management Board referred to its review;

2.2.6. reviewing preliminary the following documents referred to it by the Supervisory Board:

- documents defining the principles of non-economic risks management (concepts, strategies, policies);

- documents setting key non-economic risk indicators, including risk appetite and risk tolerance indicators;

- reports on the performance of the risk management system.

2.2.7. resolving other issues as instructed by the Supervisory Board.

**3. Commission Composition and Formation**

3.1. Members of the Commission are elected by a simple majority of votes of all elected members of the Exchange Supervisory Board, at one of the first meetings after the election of the new Supervisory Board of the Exchange.

3.2. The tenure of the Commission shall correspond to the tenure of the Exchange Supervisory Board, up to the election of the new Supervisory Board at the General Shareholders Meeting, or an Extraordinary General Shareholders Meeting, should the tenure of the Supervisory Board be early terminated.

3.3. The size of the Commission shall be determined by the Exchange Supervisory Board. The number of its members may not be less than five (5). The Commission may include members of the Supervisory Board of OJSC Moscow Exchange MICEX-RTS, CJSC JSCB National Clearing Centre, the National Settlement Depository, as well as representatives of the Exchange shareholders.

3.4. Where necessary, the Commission may invite heads of departments and employees of the Exchange and Moscow Exchange Group entities, as well as other persons having the required professional skills and competencies to its meetings, to resolve the matters reviewed by the Commission.

3.5. Any member of the Commission may file its resignation by not less than one month notice in form of a written letter sent to the Chairman of the Exchange Supervisory Board, and the Chairman of the Commission.

3.6. The Supervisory Board may dismiss any or all members of the Commission. In this case the Supervisory Board at the same meeting where it has made the decision to dismiss, elects a new Commission, or a new member thereof, or passes a resolution to reduce the size of the Commission.

3.7. If the size of the Commission becomes less than the quorum required by the Provisions for its meetings, the Chairman of the Exchange Supervisory Board shall convene an extraordinary meeting of the Exchange Supervisory Board, as advised by the Chairman of the Commission, in order to elect new members to the Commission, or include the matter of such election into the agenda of the nearest scheduled meeting of the Exchange Supervisory Board.

3.8. The Chairman of the Commission who shall be elected by a simple majority of votes of all members of the Exchange Supervisory Board present at the meeting shall manage and supervise the Commission’s proceedings.

3.9. Where necessary in the absence of the Chairman, members of the Commission may elect the Chairman by majority of votes of all members of the Commission present at its meeting.

**4. Commission’s Proceedings**

4.1. The Chairman of the Commission shall organize the Commission’s proceedings as follows:

- convenes the meetings of the Commission and chairs the same;

- determines the format of a meeting and approves its agenda;

- determines the list of persons invited to take part in the Commission’s meeting held in praesentia;

- arranges the discussion at the Commission’s meetings, and hearing of the opinions offered by the persons invited to attend the meeting;

- arranges taking of the minutes of the Commission’s meeting, and signs the same;

- where required, develops a schedule of meetings for the current year, taking into account the schedule of meetings of the Supervisory Board;

- distributes responsibilities among the Commission members;

- represents the Commission in its interaction with the executive bodies of the Exchange and the Moscow Exchange Group entities, other bodies, and persons;

- maintains the Commission’s official correspondence, signs requests, letters, and other documents on its behalf;

- ensures the compliance of the Commission’s proceedings with the requirements of the laws of the Russian Federation, the Exchange’s Charter, other internal documents of the Exchange, and this Provisions;

- performs other duties provided by the applicable laws, the Exchange’s Charter, its other internal documents and this Provisions.

4.2. The Secretary of the Exchange Supervisory Board shall act as the Commission’s Secretary, and as such shall be responsible for preparation and holding of the Commission’s meetings, collection and organization of materials for them, timely dispatch of notices, agendas and materials on the items thereof to members of the Commission and invitees, recording of any proceedings at the meetings, and preparation of their minutes, as well as maintaining of all the relevant materials.

4.3. Meetings of the Commission are generally held in praesentia (joint attendance). Any Commission meeting held in praesentia may review matters not included in the agenda, upon the consent of all the members present thereat.

4.4. The Chairman of the Commission may decide to hold any Commission meeting in absentia.

Various technical communications means (conference calls, etc.) may be used during the Commission’s meetings. Persons invited to take part in a meeting held in praesentia, including members who are unable to take part thereat, may file their written opinions on the items of the agenda. Such written opinions shall be announced at the meeting by the Chairman of the Commission. If the Commission makes its decision taking into account a written opinion of an absent member, such written opinion shall be attached to the minutes of the meeting.

4.5. Where required, the Chairman of the Commission shall prepare a plan of the Commission’s proceedings taking into account the similar plan of the Supervisory Board, as well as the proposals of the Chairman of the Supervisory Board, members of the Exchange Supervisory Board, Chairman of the Management Board, the Management Board, and any interested departments of the Exchange.

4.6. On convening a Commission’s meeting, its Chairman shall determine the date, the time, and the agenda, the place and the format of the meeting, as well as the list of persons invited to take part therein.

On convening an extraordinary meeting of the Commission its Chairman makes the relevant decision relying on the requests and proposals to convene the same, submitted by the persons specified in Clause 5.5 hereof.

A decision to convene an extraordinary meeting, or to include any item of the agenda into the plan of the Commission’s proceedings, shall be made by the Chairman of the Commission within five (5) business days from the receipt of any demand or proposal, subject to the importance and urgency of the matter proposed for consideration.

4.7. The Chairman of the Commission may dismiss the request for convocation of a meeting, if the matters proposed to be included into the agenda are not referred to its jurisdiction by this Provisions. The substantiated dismissal shall be communicated to the initiating person within five (5) business days after the receipt of the request, or the proposal.

4.8. Any meeting of the Commission shall be attended by its Chairman or his/her Deputy. If they are absent, members of the Commission shall elect the chairman of the meeting from among those members who are present, by a simple majority of votes.

4.9. A meeting of the Commission shall be quorate if not less than half of its members having the right to vote are present thereat. The Chairman of the Commission shall determine if the meeting is quorate upon its opening. Should the meeting have no quorum, the Chairman shall make a decision to reconvene the meeting with the same agenda, or to include the matters that should have been considered at the failed meeting, into the agenda of the next scheduled meeting of the Commission.

4.10. Each member of the Commission, including its Chairman shall have one vote. No transfer of votes from one member of the Commission to another shall be possible.

4.11. A member of the Commission must disclose and inform other members of his/her interest in reviewing certain matters at the relevant meeting.

4.12. The Commission shall make its decisions by a simple majority of votes of the members taking part in the meeting. In case of a tie, the Chairman of the meeting shall have the decisive vote.

4.13. In case of a meeting in absentia members of the Commission shall receive voting ballots simultaneously with the materials (information) on the items of the agenda for such meeting in absentia.

4.14. Members of the Commission on completing a voting ballot (or members unable to take part in a meeting in praesentia on completing a questionnaire), shall leave only one option (“for”, “against”, or “abstained”) for each issue put to voting, by striking out the others. A completed voting ballot shall be signed by each member who shall also indicate his/her last name and initials, and shall be submitted either as the original, or by fax with subsequent dispatch of the original to the address specified in the questionnaire, by the deadline established for their submission.

A questionnaire completed by members unable to take part in a meeting in praesentia shall be signed by each member who shall also indicate his/her last name and initials, and shall be submitted either as the original, or by fax with subsequent dispatch of the original to the address specified in the questionnaire, by the time the relevant meeting commences.

4.15. Decisions made by the Commission shall be reflected in the minutes of its meeting prepared in two (2) counterparts by the Commission Secretary within ten (10) business days after the meeting takes place. The minutes shall be signed by the Chairman of the meeting who shall be responsible for its accuracy, and by the Secretary of the Commission.

In case of no Secretary the Chairman, its Deputy, or the Chairman of the meeting shall appoint a person to act as the Secretary of the meeting, from among the Exchange employees.

4.16. The minutes of the meeting shall state the format, the place, the date and the time of the meeting (the deadline for submission of the completed ballots in case of a meeting in absentia), the persons attending the meeting, its agenda, the items put to voting, the proposed wording of the decisions, the voting results, the highlights of the addresses made on the items of the agenda, the decisions made, the written opinions of the absent members of the Commission, as well as the opinions and recommendations of the invitees.

A personal opinion of any member of the Commission who has voted against a decision, or abstained from voting on any of the items of the agenda, may be entered into the minutes of the meeting, should such member wish to do so.

4.17. A recommended decision for the meeting of the Exchange Supervisory Board that the Commission should prepare when reviewing any item of its own agenda shall have a form of an extract from the minutes of such meeting to be attached to the materials that the meeting of the Exchange Supervisory Board is to review when making a decision on the relevant matter.

4.18. Both counterparts of the minutes of the Commission’s meeting shall be kept by the Exchange Department of Corporate Governance.

4.19. The Secretary of the Commission shall send copies of the minutes of the Commission’s meetings, or extracts therefrom, to members of the Commission and members of the Exchange Supervisory Board upon their request. The Exchange departments may receive the same only subject to the consent of the Chairman of the Management Board, or his/her authorised representative.

4.20. Members of the Commission shall refrain from any actions that may lead, or potentially lead to conflicts between their interests and the interests of the Exchange, and shall not disclose or use to their or any third party benefit confidential information on the Exchange or any insider information. Thus, members of the Commission shall sign a written confidentiality undertaking.

**5. Miscellaneous**

5.1. Any issues that are not regulated by these Provisions shall be regulated by the Exchange’s Charter, Provisions on the Exchange Supervisory Board, other internal documents of the Exchange, and the applicable laws.

5.2. Should certain provisions of this Provisions come into conflict with the laws, the Exchange’s Charter, Provisions on the Supervisory Board, or any internal documents of the Exchange approved by its General Shareholders Meeting because of any amendments introduced therein, such provisions shall become inoperable, and the Commission shall use the provisions of the abovementioned statutes and internal documents up to the time this Provisions is amended accordingly.