



API AGM Voting Recommendations

Company: **Moscow Exchange (MOEX)**

Meeting date: **April 27, 2017**

Record date: **March 16, 2017**

Company Overview

The Moscow Exchange was established in December 2011 through the merger of two main Russian exchange groups, MICEX Group (established in 1992) and RTS Group (established in 1995). The merged exchange, a vertically integrated marketplace for trading in all main types of assets, was renamed as the Moscow Exchange. The Exchange floated the initial public offering on February 15, 2013 using its own trading facility (the [MOEX](#) ticker).

Moscow Exchange Group manages Russia's only full-featured exchange venue for trading in stocks, bonds, derivatives, currencies, money market instruments, and commodities. The Group includes a central depository (National Settlement Depository / NSD), and a clearing center (NCC Clearing Bank) operating as a central counterparty on markets, which enables the Moscow Exchange to provide the whole range of trading and post-trading services.

The authorized capital of the Moscow Exchange is 2,278,636,493 Russian rubles. It consists of 2,278,636,493 common shares with a face value of 1 ruble each.

No.	AGM agenda item	API recommendation
1.	<u>Approval of the Annual Report of the Moscow Exchange for 2016</u>	FOR
2.	<u>Approval of the Moscow Exchange's accounting (financial) statements for the 2016 reporting year</u>	FOR
3.	<u>Distribution of the profit earned by the Moscow Exchange, including the payment (declaration) of dividends based on the results of the 2016 reporting year</u>	FOR
4.	<u>Election of members of the Moscow Exchange Supervisory Board</u>	API recommends voting FOR Maria Gordon (an independent director supported by the API)* Rainer Riess (senior independent director)
5.	<u>Election of members of the Moscow Exchange Revision Commission</u>	API recommends voting FOR on all candidates

6.	<u>Approval of the auditor of the Moscow Exchange</u>	FOR
7.	<u>Approval of the new (restated) version of the Charter of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»</u>	FOR
8.	<u>Approval of the new (restated) version of the Provisions on the preparation, convening and holding of a General Shareholders Meeting of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»</u>	FOR
9.	<u>Approval of the new (restated) version of the Provisions on the Supervisory Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»</u>	FOR
10.	<u>Approval of the Provisions on the Executive Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»</u>	FOR
11.	<u>Share capital reduction through cancellation of treasury shares of the Moscow Exchange</u>	FOR
12.	<u>Payment of remuneration to the members of the Moscow Exchange Supervisory Board</u>	FOR
13.	<u>Payment of remuneration to the members of the Moscow Exchange Revision Commission</u>	FOR
14.	<u>Consent to making a contract to insure the liability of directors and officers of the Moscow Exchange and its subsidiaries as a related party transaction</u>	FOR
15.	<u>Consent to depositing temporarily available funds with NCC Clearing Bank as related party transactions effected by the Moscow Exchange</u>	FOR
16.	<u>Consent to effecting conversion related party transactions with NCC Clearing Bank</u>	FOR

* The API recommends that the shareholders vote FOR the independent directors Maria Gordon (backed by the API) and senior independent director Rainer Riess. This approach will enable the Moscow Exchange shareholders to elect 3 independent directors (including Duncan Paterson) nominated by the Moscow Exchange institutional shareholders with 100% certainty. Given that Duncan Paterson (as confirmed by EBRD representatives) will be entirely supported by the votes of this shareholder (6.06%), he will be elected to the Supervisory Board with guaranteed certainty. Therefore, we suggest that the shareholders focus on electing the two remaining shareholders and vote for them avoiding dispersion of votes, taking into account election by cumulative voting. A detailed description of the voting balance is provided in this document below.

In-depth AGM agenda review:

1-2.	AGM agenda item	API recommendation
1.	Approval of the Annual Report of the Moscow Exchange for 2016	FOR
2.	Approval of the Moscow Exchange's accounting (financial) statements for the 2016 reporting year	FOR

AGENDA ITEMS 1 AND 2 DETAILS:

The Annual Report of the Moscow Exchange for 2016 presents information on the main results of the Moscow Exchange's business and financial performance, summarizes results of the Supervisory Board's activity and reviews compliance with the corporate governance recommendations.

The accuracy of data provided in the Annual Report is confirmed by the Moscow Exchange Revision Commission.

The accuracy of accounting (financial) statements of the Moscow Exchange is confirmed by an independent auditor report delivered by Ernst & Young Vneshaudit LLC and a report of the Moscow Exchange Revision Commission.

Please see below the key figures representing the Moscow Exchange's financial and economic performance according to IFRS (international financial reporting standards):

Item, million rubles	2015	2016	Change year-on-year, %
Operating income, including	45,990	43,567	-5.3
Fee and commission income	17,784	19,798	11.3
Interest and other finance income	28,085	23,695	-15.6
Other operating income	121	74	-38.4
Operating expenses	11,272	12,259	8.8
Operating profit	34,718	31,308	-9.8
Net profit	27,852	25,183	-9.6
Basic earnings per share	12.5	11.2	-10.3
EBITDA	36,519	33,602	-8.0
EBITDA margin, %	79.4	77.1	-2.3 p.p.

DRAFT RESOLUTION ON AGENDA ITEMS 1-2:

1. Approve the Annual Report of the Moscow Exchange for 2016.
2. Approve the Moscow Exchange's accounting (financial) statements for the 2016 reporting year.

3.	AGM agenda item	API recommendation
	Distribution of the profit earned by the Moscow Exchange, including the payment (declaration) of dividends based on the results of the 2016 reporting year	FOR

AGENDA ITEM 3 DETAILS:

Taking into account the principle net profit distribution items, the shareholders are asked to resolve on the payment of 2016 dividends in the amount of RUB 17,483 million (69.4% of the IFRS net profit earned by the Moscow Exchange).

The Company's dividend policy provides for a target dividend payout ratio of at least 55% in relation to the IFRS net profit earned by the Moscow Exchange Group. According to consolidated IFRS financial statements, the Moscow Exchange's net profit amounted to RUB 27,183 million in 2016.

The amount of dividend per share is estimated at RUB 7.68.

The record date is May 16, 2017 (which means that the list of persons entitled to dividends will be finalized according to the Moscow Exchange's register as of that date).

DRAFT RESOLUTION ON AGENDA ITEM 3:

1. Approve the following distribution of the net profit earned by the Moscow Exchange in the 2016 reporting year:
 - 1.1. Pay out the 2016 dividends on the Moscow Exchange shares (except for shares which passed into the ownership of the Moscow Exchange) for a total amount of **RUB 17,482,763,197.44**.
 - 1.2. Retain the net profit of the Moscow Exchange left after the payment of the dividends.
2. Set the amount of dividend on Moscow Exchange shares as follows:
RUB 7.68 per registered ordinary share of the Moscow Exchange (before dividend tax).
3. Set **May 16, 2017** as the dividend record date.
4. Establish the following form of dividend payments: dividends on Moscow Exchange shares shall be payable in monetary terms by non-cash transfer.
5. Dissolve the following special purpose funds established by resolutions of the General Shareholders Meeting of the Moscow Exchange:
 - Exchange Development Fund
 - FX Market Reserve Fund
 - Securities Market Reserve Fund
 - Standard Contracts Market Reserve Fund
 - Securities Market Clearing Guarantee Fund
 - Derivatives Market Clearing Guarantee Fund
 - FX Market Clearing Guarantee Fund
 - Standard Contracts Market Clearing Guarantee Fund
 - Capital Construction Fund
 - Contingency Fund
 - Financial Risks Coverage Fund
 - Social Development Fund.

4.	AGM agenda item	API recommendation
	Election of members of the Moscow Exchange Supervisory Board	API recommends voting FOR Maria Gordon (an independent director supported by the API) Rainer Riess (senior independent director)

The API recommends that the shareholders vote FOR the independent director Maria Gordon backed by the API members and the senior independent director Rainer Riess.

The API advocates the election of as many independent directors nominated and supported by institutional investors as possible. At the 2017 AGM, institutional investors not affiliated with the Government of Russia nominated 3 independent directors (current Supervisory Board members):

- Duncan Paterson;
- Maria Gordon;
- Rainer Riess

As follows from contacts with representatives of the EBRD which holds 6.06% of the Moscow Exchange shares, Duncan Paterson will be supported by the votes of this shareholder to the full extent at the shareholders meeting in 2017. The election of each independent director requires at least 5.5-5.8% of the votes in his/her support. Accordingly, Duncan Paterson will be elected to the Supervisory Board with guaranteed certainty. Therefore, the API proposes that the Moscow Exchange shareholders vote in support of the 2 remaining independent directors to ensure their guaranteed election to the Supervisory Board in 2017. All the other independent candidates nominated by LLC RDIF Investment Management-6 affiliated with state non-public joint-stock company RDIF Management Company will most likely be elected subject to a decision by the Moscow Exchange's principal shareholders affiliated with the Government. According to our estimates, 2 to 3 such independent directors can be elected to the Supervisory Board, depending on the extent to which the principal shareholders affiliated with the Government are interested in having additional independent directors on the Board at the expense of their representation, among other things.

The approach proposed by the API maximizes election chances for the directors nominated by the minority institutional investors of the Moscow Exchange. The 3 independent directors supported by the API are open to contact with the shareholders, we are ready to arrange a meeting or a conference call with them as necessary.

AGENDA ITEM 4 DETAILS:

The newly elected Supervisory Board of the Moscow Exchange shall consist of 12 members.

The following fourteen candidates are proposed for voting:

No.	Name	Candidate office / position (at the primary place of employment)	Nominated by	Status
1.	Valery Goreglyad	Chief Auditor, Bank of Russia	Bank of Russia	Non-executive director
2.	Alexey Kudrin	Dean of the Faculty of Liberal Arts and Sciences, federal state budgetary educational institution of higher professional education Saint Petersburg State University	Bank of Russia	Non-executive director

3.	Bella Zlatkis	Deputy Chair of the Executive Board, Sberbank of Russia	Sberbank of Russia	Non-executive director
4.	Duncan Paterson	Independent consultant	The European Bank for Reconstruction and Development	Independent director
5.	Rainer Riess	Director General, Federation of European Securities Exchanges AISBL (FASE)	PANGAEA TWO ACQUISITION HOLDINGS I LIMITED	Independent director
6.	Alexander Afanasiev	Executive Board Chairman, Moscow Exchange	LLC RDIF Investment Management-6	Executive director
7.	Yuan Wang	Independent consultant	LLC RDIF Investment Management-6	Independent director
8.	Anatoly Braverman	First Deputy CEO, RDIF	LLC RDIF Investment Management-6	Non-executive director
9.	Andrey Golikov	Deputy Executive Board Chairman, Moscow Exchange	LLC RDIF Investment Management-6	Non-executive director
10.	Yury Denisov **	Chairman of the Supervisory Board, NCC Clearing Bank	LLC RDIF Investment Management-6	Non-executive director
11.	Anatoly Karachinsky	Chairman of the Management Board, IBS Limited Liability Company	LLC RDIF Investment Management-6	Independent director
12.	Mikhail Bratanov	Head of Societe Generale Securities Services in Russia and CIS; Head of Securities Services, PJSC ROSBANK	LLC RDIF Investment Management-6	Independent director
13.	Maria Gordon*	Member of the Supervisory Board, PJSC ALROSA	The European Bank for Reconstruction and Development	Independent director
14.	Oleg Viugin	Deputy Chair of the Supervisory Board, National Settlement Depository	LLC RDIF Investment Management-6	Independent director

Members of the Supervisory Board are elected by cumulative voting.

* The API officially supports this candidate at the Annual General Meeting.

** the candidate has been elected as a member of the Moscow Exchange Supervisory Board every year since 2008 (except for 2012), which exceeds the seven-year period stipulated by Annex 4 to the Listing Rules; however, he was recognized, along with the other candidates, as meeting the independence criteria according to the Moscow Exchange Listing Rules subject to a Supervisory Board resolution as of March 2, 2017 (Protocol no. 15).

It should be noted that the form of the Supervisory Board nominee independence declarations (signed by the candidates claiming the independent director status) included in the AGM-related materials omits the criterion of the period of service as member of the Moscow Exchange Supervisory Board, even though this criterion is provided for by Annex 4 to the Moscow Exchange Listing Rules (both the current version and the version taking effect on October 1, 2017).

Details on the API liaison with independent directors are provided on the official API website at: <http://api-russia.org/ru>.

All independent directors backed by the API are open to direct contact with the shareholders; please contact us for further information.

DRAFT RESOLUTION ON AGENDA ITEM 4:

Elect the following persons as members of the Moscow Exchange Supervisory Board for a term of office until the next Annual General Meeting of the Moscow Exchange shareholders in 2018.

5.	AGM agenda item	API recommendation
	Election of members of the Moscow Exchange Revision Commission	API recommends voting FOR on all candidates

AGENDA ITEM 5 DETAILS:

It is proposed to elect the Moscow Exchange Revision Commission consisting of three members. Each of the nominated candidates represents a large shareholder of the Moscow Exchange. The nominees are not different from the previous year's Revision Commission candidates.

No.	Name	Candidate office / position (at the primary place of employment)
1.	Vladislav Zimin	Economic Advisor, General Economic Department, Bank of Russia
2.	Olga Romantsova	Executive Director - Head of the Department for Auditing Transactions on Financial Markets, Internal Control Service, Sberbank of Russia
3.	Mikhail Kireev	Senior Expert, Investment Department, Russian Direct Investment Fund

Members of the Revision Commission are elected by a simple majority of votes.

DRAFT RESOLUTION ON AGENDA ITEM 5:

Elect the following persons to the Moscow Exchange Revision Commission for a term of office until the next Moscow Exchange AGM in 2018:

1. ZIMIN, Vladislav
2. KIREEV, Mikhail
3. ROMANTSOVA, Olga

6.	AGM agenda item	API recommendation
	Approval of the auditor of the Moscow Exchange	FOR

AGENDA ITEM 6 DETAILS:

The mandate of the previous auditor, CJSC Ernst & Young Vneshaudit, providing auditing services for six successive years, expired in 2016.

The Audit Commission of the Moscow Exchange Supervisory Board held a competitive selection of the auditor for 2017-2019. The selection was made out of three candidates: JSC PricewaterhouseCoopers Audit, ZAO Deloitte & Touche CIS and JSC KPMG.

After evaluating the bids, ZAO Deloitte & Touche CIS was recognized as the winner.

The cost of services related to auditing the Moscow Exchange's annual accounting (financial) statements and Moscow Exchange Group's consolidated statements for 2017 shall be RUB 9,600 thousand (net of VAT).

DRAFT RESOLUTION ON AGENDA ITEM 6:

Approve Deloitte&Touche CIS as the auditing firm to audit the Moscow Exchange's financial and business operations in 2017.

7.	AGM agenda item	API recommendation
	Approval of the new (restated) version of the Charter of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»	FOR

AGENDA ITEM 7 DETAILS:

The restated Charter takes into account amendments to the legislation which took effect in the past year, including:

- amendments to the procedure for agreeing major transactions and related party transactions which took effect on January 1, 2017;
- amendments to the Federal Law "On Joint-Stock Companies" as regards electronic voting at annual general shareholders meetings which took effect on July 1, 2016 and the announced launch of an electronic voting (e-voting) platform by Russia's National Settlement Depository on the Internet in 2017. The Charter provides shareholders with appropriate opportunities and formalizes the legal and organizational conditions for such voting;
- the Bank of Russia's new requirements for disclosing information on the current state of corporate governance in annual reports of public companies.

The following matters are added to the terms of reference of the Supervisory Board:

- consent to taking material corporate actions determined in the Corporate Governance Code of the Moscow Exchange that could entail material changes to the rights and interest of the shareholders (material transactions, restructuring, changes to the authorized capital, delisting, etc.);
- recommendations regarding voluntary or mandatory offers;
- decisions on a subsequent disposal of the Moscow Exchange's placed securities acquired by it;
- proposal of candidates for the positions of sole executive body of NSD and NCC Clearing Bank.

The following matters subject to resolution by a majority vote of the total number of elected directors are included in the Charter:

- approval of the dividend policy and recommendations on the dividend amount;
- appointment and termination of the Company's sole executive body;
- determination of the price of assets contributed in payment for shares;
- recommendations regarding voluntary or mandatory offers;
- consent to effecting material corporate transactions as defined in the Corporate Governance Code of the Moscow Exchange.

As a result of including this item, the requirement for a qualified majority or a majority vote of the elected

Supervisory Board members is provided for in relation to 8 out of the 10 issues recommended by the 2014 Corporate Governance Code.

As a new version of the Moscow Exchange Listing Rules has taken effect, it is proposed that the Corporate Secretary functions be assigned to a dedicated structural unit. The proposed version of the Charter specifies the procedure for appointing the head of such unit and the procedure for paying remuneration to him/her. The head of this unit, along with the head of the internal audit division, the Chairman and members of the Board are entitled to participate in the Company's long-term motivation program (including stock incentives) subject to a resolution of the Supervisory Board. This program supersedes the previous long-term management incentive program of the Moscow Exchange. The matters related to branch and representative office activities are transferred from the terms of reference of the Supervisory Board to the terms of reference of the Executive Board.

No innovations prejudicing the position or restricting the rights of shareholders are proposed in the restated version of the Charter.

DRAFT RESOLUTION ON AGENDA ITEM 7:

Approve the new version of the Charter of Public Joint-Stock Company «Moscow Exchange MICEX-RTS» proposed by the Moscow Exchange Supervisory Board's resolution dated March 2, 2017.

8.	AGM agenda item	API recommendation
	Approval of the new (restated) version of the Provisions on the preparation, convening and holding of a General Shareholders Meeting of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»	FOR

AGENDA ITEM 8 DETAILS:

The new version of the document brings it in compliance with the recent amendments to the current legislation and the amendments to the Charter proposed for approval at the general meeting.

In connection with amendments to the Federal Law "On Joint-Stock Companies" as regards electronic voting at annual general shareholders meetings which took effect on July 1, 2016 and the announced launch of an electronic voting (e-voting) platform by Russia's National Settlement Depository on the Internet in 2017, the proposed Provisions formalize the opportunity of electronic voting at general shareholders meetings by filling in electronic ballots on the website specified in the notice on the General Shareholders Meeting. The relevant information on such an opportunity will be provided in the meeting notice.

In connection with amendments to the procedure for agreeing major and related-party transactions which took effect on January 1, 2017, it is proposed that an obligation for the Moscow Exchange to include the Supervisory Board's opinion on a major transaction and a report on related party transactions concluded by the Exchange in the reporting year in meeting materials be added to the Provisions. Besides, the new version stipulates an additional reason for non-consideration of a request to convene a meeting for approving such a transaction in case the decision to give or deny consent to the said transaction has already been made at the moment of its review.

The proposed version of the Provisions recognizes the right (recommended by the Corporate Governance Code) of each meeting participant to demand, before the meeting is closed, a copy of the ballot they filled in, duly certified by the registrar performing the Counting Board functions.

No innovations prejudicing the position or restricting the rights of shareholders are proposed in the restated version of the document.

DRAFT RESOLUTION ON AGENDA ITEM 8:

Approve the new version of the Provisions on the preparation, convening and holding of a General Shareholders Meeting of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" proposed by a resolution of the Moscow Exchange Supervisory Board dated March 2, 2017.

9.	AGM agenda item	API recommendation
	<u>Approval of the new (restated) version of the Provisions on the Supervisory Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»</u>	FOR

AGENDA ITEM 9 DETAILS:

In connection with amendments to the Federal Law "On Joint-stock Companies" as regards the procedure for agreeing major and related party transactions which took effect on January 1, 2017 and to ensure that the Supervisory Board approves such a transaction before its date, the new version of the Provisions proposes that the period given to directors for submitting a request to convene a meeting to decide on giving consent to such a transaction should be set equal to 15 days after receiving a notice on the proposed transaction from the Exchange (in a way similar to the 15-day period given to the Exchange for sending a notice on a proposed transaction).

The new version also formalizes a number of the Corporate Governance Code recommendations, establishing, in particular, that the Senior Independent Director should communicate the position or decision of independent directors on material corporate actions to the other directors before the Supervisory Board starts considering relevant items. Besides, with the aim of preventing conflicts of interests of Supervisory Board members, the new version provides for additional responsibilities of directors:

- to notify the Supervisory Board (or its commissions) of a conflict of interests before the discussion of the relevant agenda item starts;
- to provide information on the intention to take positions in governance bodies of other legal entities to the Exchange.

The new version also takes into consideration the Corporate Governance Code recommendation on distant (remote) participation in meetings and provides for a possibility of voting at meetings, including absentee meetings, via special electronic voting (e-voting) software, provided that proper identification (authentication) of the directors participating in e-voting is ensured.

The draft Provisions propose that the right to sign documents subject to registration with the Bank of Russia (trading rules, trading admission rules, listing rules, etc.) should be granted not only to the Supervisory Board Chairman, but also to the Executive Board Chairman.

No innovations prejudicing the position or restricting the rights of shareholders are proposed in the restated version of the document.

DRAFT RESOLUTION ON AGENDA ITEM 9:

Approve the new version of the Provisions on the Supervisory Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS» proposed by a resolution of the Moscow Exchange Supervisory Board dated March 2, 2017.

10.	AGM agenda item	API recommendation
	Approval of the Provisions on the Executive Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS»	FOR

AGENDA ITEM 10 DETAILS:

The Provisions proposed for approval at the meeting are not a follow-on version of the currently effective Provisions dated 2014. It is proposed that the currently effective document should be canceled and the Provisions on the Executive Board of Public Joint-Stock Company «Moscow Exchange MICEX-RTS» should be adopted instead. The new Provisions give recognition to a number of other documents of the Moscow Exchange.

Just as the new Provisions on the Supervisory Board, the document proposes the use of special e-voting software for voting at physical and absentee meetings (provided that proper identification (authentication) of the directors participating in e-voting is ensured).

The clauses on termination of the Executive Board Chairman's powers by a resolution of the Supervisory Board are aligned with the Moscow Exchange's Charter. It is proposed that the Corporate Secretary functions should be vested in a separate structural unit rather than in a certain officer.

DRAFT RESOLUTION ON AGENDA ITEM 10:

1. Approve the Provisions of the Executive Board of Public Joint-Stock Company "Moscow Exchange MICEX-RTS" in the wording proposed by a resolution of the Supervisory Board dated March 2, 2017.
2. Recognize that the Provisions of the Executive Board of Open Joint-Stock Company "Moscow Exchange MICEX-RTS" approved by the AGM of the Moscow Exchange shareholders on June 26, 2014 (Minutes No.52) are no longer in force.

11.	AGM agenda item	API recommendation
	Share capital reduction through cancellation of treasury shares of the Moscow Exchange	FOR

AGENDA ITEM 11 DETAILS:

The Moscow Exchange currently owns 2,235,035 own shares acquired from the shareholders who requested a repurchase due to the Company's restructuring through the takeover of CJSC MICEX Stock Exchange and MB Technologies Limited Liability Company.

In accordance with the Federal Law on Joint-Stock Companies, any shares repurchased by the company shall be sold at a price equal to or exceeding their market value no later than one year after the date of transfer of the title to the repurchased shares to the company; otherwise, the general shareholders meeting must resolve to reduce the company's share capital by cancelling such shares. At the same time, the law allows making the decision to reduce the share capital before the expiration of this one-year period.

After due consideration of potential options for the sale of treasury shares, the Budget Commission of the Supervisory Board resolved that it would be expedient to reduce the share capital before the expiration of the one-year period, seeing as this would not entail any tax, reputational or financial impacts.

The proposed reduction of the charter capital does not restrict the shareholders' rights and does not have any negative consequences for the Moscow Exchange and its shareholders.

DRAFT RESOLUTION ON AGENDA ITEM 11:

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1. Reduce the authorized share capital of the Moscow Exchange by cancelling repurchased ordinary registered uncertified shares of the Moscow Exchange on the following terms:

Category (type) and form of shares: registered ordinary uncertified shares

Share issue state registration number: 1-05-08443-H;

Number of shares to be cancelled: 2,235,035;

Par value of one share: RUB 1;

Par value of all shares to be cancelled: RUB 2,235,035;

Authorized share capital before the cancellation: RUB 2,278,636,493;

Authorized share capital after the cancellation: RUB 2,276,401,458;

Number of shares before the authorized share capital reduction: 2,278,636,493;

Number of shares after the authorized share capital reduction: 2,276,401,458.

2. Make (approve) amendments to the Charter of the Moscow Exchange in connection with the authorized share capital reduction by canceling treasury shares, stating the first paragraph of clause 6.1 of Article 6. AUTHORIZED CAPITAL as follows:

"6.1. The amount of the Company's Authorized Capital shall be 2,276,401,458 (two billion two hundred and seventy six million four hundred and one thousand four hundred and fifty eight) rubles and is divided into 2,276,401,458 (two billion two hundred and seventy six million four hundred and one thousand four hundred and fifty eight) ordinary registered shares with a par value of 1 (one) ruble per share (outstanding shares)".

2.1. Determine that these amendments shall enter into force from the date of their state registration.

12.	AGM agenda item	API recommendation
	Payment of remuneration to the members of the Moscow Exchange Supervisory Board	FOR

AGENDA ITEM 12 DETAILS:

The procedure for determining the amount of remuneration payable to members of the Moscow Exchange Supervisory Board is stipulated by the Provisions on Compensation and Expenses Reimbursement of the Members of the Supervisory Board of Public Joint Stock Company «Moscow Exchange MICEX-RTS» as follows:

basic component of remuneration payable to a non-independent director: RUB 4,000,000.

basic component of remuneration payable to an independent director: RUB 5,500,000.

Additional remuneration:

- RUB 6,000,000 payable to the Chair of the Supervisory Board;
- RUB 3,000,000 payable to the Deputy Chair of the Supervisory Board;
- RUB 2,500,000 payable to a Commission Chair;
- RUB 1 250,000 payable to a Commission member.

Remuneration for the service as a member of the Supervisory Board is not paid to employees or executive officers of the Exchange or its subsidiaries, as well as public officers or the Bank of Russia officers.

DRAFT RESOLUTION ON AGENDA ITEM 12:

1. Determine the size of the individual remuneration payable to each member of the Moscow Exchange Supervisory Board elected at the AGM on April 27, 2016 (Minutes No.54), for the performance of their functions during the period from the date of election to the termination of their office on April 27, 2017 (the AGM date in 2017), in accordance with the procedure set forth in the Provisions on Compensation and Expenses Reimbursement of the

Members of the Supervisory Board of Public Joint Stock Company «Moscow Exchange MICEX-RTS», as approved by the AGM on April 27, 2016 (Minutes No.54), taking into account individual commitments of each Supervisory Board member to the management.

1.1. The amount of remuneration payable to Yury Denisov to be determined considering the period of his service as an independent director of the Moscow Exchange, proceeding from the actual date of status change from October 18, 2016.

1.2. The amount of remuneration payable to Yury Denisov and Anatoly Karachinsky to be determined considering the period of their service on the Nomination and Remuneration Commission of the Moscow Exchange Supervisory Board, proceeding from the actual date of membership change from October 28, 2016.

2. Pay remuneration to members of the Moscow Exchange Supervisory Board elected at the AGM of the Moscow Exchange on April 27, 2016 (Minutes No.54), for the performance of their functions during the tenure, for a total amount of RUB 87,083,414.

13.	AGM agenda item	API recommendation
	Payment of remuneration to the members of the Moscow Exchange Revision Commission	FOR

AGENDA ITEM 13 DETAILS:

At its meeting on March 1, 2017, the Nomination and Remuneration Commission recommended that the Supervisory Board of the Moscow Exchange propose that the Annual General Meeting of the Moscow Exchange shareholders approve the following amount of remuneration payable to the Revision Commission members elected in 2016, namely:

- Vladislav Zimin;
- Olga Romantsova;
- Mikhail Kireev;

RUB 375,000 to the members, RUB 500,000 to the Chairman of the Revision Commission for the service in the corporate year 2016/2017.

DRAFT RESOLUTION ON AGENDA ITEM 13:

1. Determine the amount of individual remuneration payable to the members of the Moscow Exchange Revision Commission elected at the AGM of the Moscow Exchange on April 27, 2016 (Minutes No.54) for the period of their office starting from the date of election until April 27, 2017 (the AGM date in 2017) to be RUB 375,000 for Olga Romantsova, RUB 375,000 for Mikhail Kireev and RUB 500,000 for Vladislav Zimin.

2. Pay remuneration to the members of the Revision Commission elected at the AGM of the Moscow Exchange on April 27, 2016 (Minutes No.54) for the performance of their functions during the tenure, for a total amount of RUB 1,250,000.

14.	AGM agenda item	API recommendation
	Consent to making a contract to insure the liability of directors and officers of the Moscow Exchange and its subsidiaries as a related party transaction	FOR

AGENDA ITEM 14 DETAILS:

In 2016, the Moscow Exchange concluded a directors and officers liability insurance contract (D&O insurance contract) with Ingosstrakh. The term of the contract shall expire on June 30, 2017.

The contract covers the liability of members of the Boards of Directors (Supervisory Boards) and officers of the Moscow Exchange and the Moscow Exchange group of companies for losses incurred by third parties. Following a tendering procedure on December 27, 2016, the Procurement Commission of the Moscow Exchange chose Ingosstrakh as the insurer to award the contract.

Seeing as all the Supervisory Board members, the Executive Board Chairman and members are the beneficiaries under the contract and are deemed to be related parties, the contract is subject to approval as a related party transaction.

DRAFT RESOLUTION ON AGENDA ITEM 14:

Give consent for the conclusion of a contract for liability insurance of members of the Boards of Directors (Supervisory Boards) and officers of the Moscow Exchange and the Moscow Exchange subsidiaries (hereinafter referred to as "the Insurance Contract") as a related party transaction, on the following terms and conditions:

Parties to the transaction: the Moscow Exchange (the Policyholder) and Ingosstrakh (the Insurer).

Subject matter: Insurance of liability of the insured persons related to the indemnity for damage caused by an insured event A, B or C. Should any of the insured events occur, the Insurer undertakes to pay the insurance indemnity to the relevant insured person and/or any other person entitled to such indemnity (the party who suffered the damage).

Insured events are as follows:

A: Liability of the insured person to indemnify for the losses incurred by other persons, which arises from a claim filed against the insured person in relation to such losses.

B: Expenses incurred by the Policyholder or a subsidiary of the Policyholder in relation to paying indemnity to the insured person and/or any other person for the benefit of the insured person in relation to a claim filed against the insured person and/or liability of any insured person for losses incurred by other persons.

C: Liability of the Policyholder or a subsidiary of the Policyholder to indemnify for the losses caused to other persons by an incorrect action, which arises from a securities claim brought against them in relation to other persons' losses.

Transaction price: The price of services procured shall be defined by the amount of insurance premium paid under the Insurance Contract. The insurance premium is USD 88,300 (eighty eight thousand and three hundred).

Other material terms of the transaction:

The insurance premium shall be paid in Russian rubles according to the Bank of Russia's exchange rate on the date of payment.

Insurance period: from July 1, 2017 through May 31, 2018.

Insurance Contract term: from the date of signing until the date of fulfillment by the parties of their respective obligations.

Insurance coverage: USD 50,000,000 (fifty million). The Contract provides for an additional insurance coverage of USD 5,000,000 (five million) for independent directors.

Unconditional franchise deductible, depending on the insured event type:

A: not applicable,

B, C: USD 150,000 (for claims filed in the USA or Canada),

B, C: USD 100,000 (for claims filed elsewhere worldwide).

Insured persons: the Policyholder, the subsidiaries of the Policyholder, members of the Boards of Directors (Supervisory Boards) and officers of the Policyholder and the subsidiaries of the Policyholder.

Beneficiaries: the Policyholder, the subsidiaries of the Policyholder, members of the Boards of Directors (Supervisory Boards) and officers of the Policyholder and the subsidiaries of the Policyholder, as well as any persons who may suffer damage.

Parties related to transactions and grounds for recognizing related party interest: the Executive Board Chairman, the Executive Board members and the Supervisory Board members are deemed to be related parties because they are

beneficiaries of the transaction.

15-16.	AGM agenda item	API recommendation
15.	Consent to depositing temporarily available funds with NCC Clearing Bank as related party transactions effected by the Moscow Exchange	FOR
16.	Consent to effecting conversion related party transactions with NCC Clearing Bank	FOR

AGENDA ITEMS 15-16 DETAILS:

The Moscow Exchange Group Assets and Liabilities Management Policy assumes the possibility of concluding the following types of transactions:

- placement of temporarily available funds of the Moscow Exchange;
- conversion transactions (purchase or sale of one currency for another currency).

NCC Clearing Bank shall be deemed as the counterparty to these transactions.

The above transactions are supposed to be concluded one or more times in the normal course of business of the Moscow Exchange in the period from the date of the Annual General Meeting of the Moscow Exchange shareholders in 2017 until the next Annual General Meeting of the Moscow Exchange shareholders in 2018.

In transactions concluded with NCC Clearing Bank, Andrey Golikov, Yury Denisov, Alexander Afanasiev, members of the Moscow Exchange Supervisory Board, are deemed to be the related parties, seeing as they simultaneously serve as members of the Supervisory Board of NCC Clearing Bank.

DRAFT RESOLUTION ON AGENDA ITEMS 15-16:

15. Give consent to the conclusion by the Moscow Exchange of a number of similar transactions for depositing temporarily available funds with NCC Clearing Bank, qualifying as related party transactions, on the following terms:

Parties: the Moscow Exchange and NCC Clearing Bank.

Subject matter: placement of temporarily available funds of the Moscow Exchange on deposits with NCC Clearing Bank.

The maximum amount (price) per deposit transaction with NCC Clearing Bank shall be RUB 20,000,000,000 (Twenty billion), including the deposit amount and the interest calculated on the basis of the interest rate set by NCC Clearing Bank; the total amount of funds held in several deposits at any time shall not exceed RUB 20,000,000,000 (Twenty billion). Should the deposit be denominated in a foreign currency, the transaction amount shall be determined proceeding from the Bank of Russia's exchange rate effective on the deposit transaction date.

The above transactions may be entered into, amended and terminated in accordance with the procedures established by the parties during the period until the next Annual General Meeting of the Moscow Exchange shareholders.

The maximum number of transactions for depositing temporarily available funds shall not exceed 50 transactions per year.

Other material terms: none.

Parties related to transactions and grounds for recognizing their related-party interest: Andrey Golikov, Yury Denisov, Alexander Afanasiev, members of the Moscow Exchange Supervisory Board (Mr. Afanasiev also serving as Chairman of the Moscow Exchange Executive Board), are deemed to be related parties since they hold positions in the management bodies of NCC Clearing Bank, a party to the transaction, being members of its Supervisory Board.

Beneficiaries: none.

This resolution shall be valid until the Annual General Meeting of the Moscow Exchange shareholders in 2018.

16. Give consent to a number of similar conversion transactions between the Moscow Exchange and NCC Clearing Bank, qualifying as related party transactions, on the following terms:

Parties: the Moscow Exchange and NCC Clearing Bank.

Subject matter: purchase of one currency for another currency (conversion transactions).

The maximum amount (price) per conversion transaction shall be the ruble equivalent of USD 100,000,000 (One hundred million) proceeding from NCC Clearing Bank's exchange rate on the transaction date.

The number of conversion transactions shall not exceed 50 per year.

Within the said period of time, the above transactions may be entered into, amended and terminated in accordance with the procedures established by the parties.

Other material terms: none.

Parties related to transactions and grounds for recognizing their related-party interest: Andrey Golikov, Yury Denisov, Alexander Afanasiev, members of the Moscow Exchange Supervisory Board (Mr. Afanasiev also serving as Chairman of the Moscow Exchange Executive Board), are deemed to be related parties since they hold positions in the management bodies of NCC Clearing Bank, a party to the transaction, being members of its Supervisory Board.

Beneficiaries: none.

This resolution shall be valid until the Annual General Meeting of the Moscow Exchange shareholders in 2018.

The AGM Voting Recommendations are based on the Annual General Meeting reference materials published on the website of Moscow Exchange. For questions and/or comment, please contact us at: +7 (495) 510-5306 or via email: polovnev@api-russia.org