

Risk management:

- The expediency of a separate central counterparty for the clearing of OTC derivatives;
- Approval of the Business Continuity Policy;
- Moscow Exchange's membership in the Guarantee Fund established by NCC Clearing Bank.

**COMMITTEES OF MOSCOW EXCHANGE'S
SUPERVISORY BOARD IN 2015****Audit Committee**

The primary purpose of the Audit Committee is to ensure the efficient work of the Supervisory Board in making decisions on issues concerning oversight of financial and economic operations.

The Committee's key objectives are:

- Oversight, analysis and participation in the consideration of issues in the area of bookkeeping (financial statements);
- Oversight, analysis and assessment in the area of risk management and internal control;
- Maintenance of independence and impartiality in the area of internal and external audit;
- Oversight in the area of the prevention of, and response to, mala fide actions taken by the Company's employees and third parties;
- Support for Moscow Exchange Supervisory Board members in supervising Moscow Exchange and Moscow Exchange Group companies' business activities and their personal awareness of such activities;
- Preview, analysis, preparation and provision of opinions and recommendations to Moscow Exchange's Supervisory Board on issues with regard to functions and objectives of the Audit Committee; and
- Preparation and assessment of the Moscow Exchange auditor's opinion and submission of said assessment as materials for Moscow Exchange's AGM.

Committee members:

- Riess Rainer, Chairman;
- Mikhail Bratanov; and Wang Yuan.

In 2015, the Audit Committee held seven meetings, where 36 agenda items were discussed.

The main issues considered by the Committee in 2015 were: services rendered by the external auditor of the Moscow Exchange Group; consolidated financial statements; reports of the Internal Audit Service; monitoring of compliance with the recommendations

of the Corporate Governance Code and the requirements of the Listing Rules; selection of an external auditor and the auditor's remuneration.

The Committee also reviewed the auditor's report on the 2014 accounting (financial) statements for Moscow Exchange and presented relevant recommendations to the Supervisory Board on bonuses to be paid to the Head and employees of the Internal Audit Service of Moscow Exchange for 2014.

Nomination and Remuneration Committee

The primary purpose of the Nomination and Remuneration Committee is to foster effective decision-making by the Supervisory Board on matters concerning the operations of Moscow Exchange and of other companies directly or indirectly controlled by Moscow Exchange related to the nomination of, and remuneration paid to, members of supervisory boards and executive management bodies, other key executives and members of revision commissions.

The key objective of the Nomination and Remuneration Committee is preliminary review, development and provision of recommendations and conclusions to the Supervisory Board of Moscow Exchange and to supervisory boards of Moscow Exchange Group companies regarding the following matters:

- staff planning (succession planning), enhancement of the professional composition and performance efficiency of supervisory boards;
- efficient and transparent remuneration for members of supervisory boards and the collegial executive body, as well as for the person performing the functions of the sole executive body (hereinafter, the members of executive management bodies) and for other key executives;
- priorities of Moscow Exchange and Moscow Exchange Group activities in relation to the nomination of, and remuneration paid to, the members of supervisory boards and executive management bodies, other key executives and the members of revision commissions;
- policies and standards on choosing nominees for supervisory boards and executive management bodies that are aimed at attracting qualified specialists;
- identifying and measuring key performance indicators for top managers.

Committee members:

- Andrey Golikov, Chairman;
- Mikhail Bratanov;
- Bella Zlatkis; and
- Andrey Sharonov.

In 2015, the Nomination and Remuneration Committee of the Supervisory Board held 13 meetings, where 61 agenda items were discussed.

The main issues considered by the Committee in 2015 were: planning of the personal composition of the supervisory boards of Moscow Exchange, NSD and NCC Clearing Bank; the remuneration system for members of the supervisory boards of Moscow Exchange, NSD and NCC Clearing Bank; verifying the independence of candidates and members of the Supervisory Board of Moscow Exchange; the goals of the Supervisory Board of Moscow Exchange for the corporate year; assessment and training of members of the Supervisory Board of Moscow Exchange; the nomination of candidates to the Supervisory Board and the induction of new directors; issuing recommendations on the identification and measurement of key corporate performance indicators (targets) for Moscow Exchange Group and the key individual performance indicators for members of executive bodies, the Director of the Corporate Governance Department (performing the functions of the Corporate Secretary) of Moscow Exchange, and other key executives of Moscow Exchange Group companies; the succession planning programme, prolongation of the powers of members of the executive bodies and the stock option programme for top managers.

Strategic Planning Committee

The primary purpose of the Strategic Planning Committee is to improve Moscow Exchange's efficiency, as well as that of its subsidiaries and affiliates, including companies under its direct or indirect control in both the medium and the long term.

The key objectives of the Strategic Planning Committee are:

- Endorsement of strategic objectives, oversight over strategy implementation and amending the existing strategy;
- Endorsement of priority business areas;
- Issuing recommendations on the dividend policy;
- Performance evaluation in the medium and long term;
- Preliminary review and issuing recommendations on membership in other companies;
- Review of voluntary and mandatory offers to acquire shares in Moscow Exchange;
- Consideration of the financial model and the business and business segments valuation model;
- Consideration of reorganisation and liquidation matters;
- Consideration of changes in the organisational structure;
- Consideration of reorganisation of business processes.

Committee members:

- Nicola Jane Beattie, Chairwoman;
- Wang Yuan;
- Sean Glodek;
- Andrey Golikov;
- Yuriy Denisov; and
- Riess Rainer.

In 2015, the Strategic Planning Committee held seven meetings, where 58 agenda items were discussed.

The main issues considered by the Committee in 2015 were: Moscow Exchange Group's strategy and new Corporate Values; the Group's dividend policy; identifying and monitoring the implementation of Moscow Exchange's priority projects; review of competitors' actions; risk analysis and determination of risk appetite; the Group's strategy in the CIS countries; the Group's marketing strategy; IT strategy implementation; the information policy; formation of the Moscow Exchange Council.

Risk Management Committee

The primary purpose of the Risk Management Committee is to assist in improving management of operating, legal, reputational, strategic and other nonfinancial risks that Moscow Exchange and Moscow Exchange Group entities may face, with a view to enhancing Moscow Exchange's stability and operating efficiency.

Committee members:

- Yuriy Denisov, Chairman;
- Valery Goreglyad; and
- Rainer Riess.

In 2015, the Risk Management Committee held five meetings, where 24 agenda items were discussed.

In 2015, the Committee considered the following main issues and provided recommendations on them to the Supervisory Board: risk management strategy; improving clearing services of NCC Clearing Bank; determining approaches for protecting the CCP's capital; determining Group's risk appetite; reports on economic risks and non-financial risks; Moscow Exchange's business continuity plan and a anti-money laundering programme.

Budget Committee

The Budget Committee's primary purpose is to ensure oversight on the part the Supervisory Board's over the accumulation and spending of funds intended for financial support for Moscow Exchange and companies that are part of Moscow Exchange Group.

The Committee's key objectives are:

- Determining the key principles for Moscow Exchange's and the Group's budgeting and budget spending;
- Preparing a timely and accurate target budget for Moscow Exchange and Moscow Exchange Group;
- Ensuring day-to-day management in budget-related matters for Moscow Exchange and Moscow Exchange Group; and
- Assessing the effectiveness of budgeting at Moscow Exchange and Moscow Exchange Group.

Committee members:

- Mikhail Bratanov, Chairman;
- Sean Glodek;
- Andrey Golikov; and
- Valery Goreglyad.

In 2015, the Budget Committee held eight meetings, where 59 agenda items were discussed.

The main issues considered by the Committee in 2015 were: planning and performance of the consolidated budget; reviewing the dividend policy; setting tariffs for all Moscow Exchange markets; recommendations regarding the property owned by Moscow Exchange; budgetary oversight in relation to Moscow Exchange's priority projects.

Technical Policy Committee

The Committee's primary purpose is to develop and enhance the efficiency of Moscow Exchange and Moscow Exchange Group operations by preparing recommendations and expert opinions for the Supervisory Board of Moscow Exchange and for the Boards of Directors (Supervisory Boards) and their committees of Moscow Exchange Group companies regarding technical policy and the development of IT and software solutions at Moscow Exchange and Moscow Exchange Group companies.

The Committee's key objectives are:

- Fostering efficient collaboration between Moscow Exchange and Moscow Exchange Group companies with Securities and Commodities Markets participants using Moscow Exchange's software and hardware facilities on matters regarding technical policy and the development of IT and software solutions;
- Optimising the processes for conducting a complete and comprehensive assessment of the needs of Securities and Commodities Markets participants in terms of the development of IT and software solutions; and
- Coordinating activities related to technical policy matters within Moscow Exchange Group and ensuring a centralised policy on matters falling within the Committee's competence.

Committee members:

- Anatoly Karachinsky, Chairman;
- Mikhail Bratanov;
- Vladimir Gibenko;
- Andrey Golikov;
- Nikolay Kolodeev;
- Andrey Popov;
- Alexander Chetverukhin;
- Vladimir Kurlyandchik;
- Mikhail Khasin; and
- Yury Yartsev.

In 2015, the Supervisory Board's Technical Policy Committee held four meetings, where nine agenda items were discussed.

The main issues considered by the Committee in 2015 were: planned reconstruction of Moscow Exchange's trading and clearing system; changes in the methods for deploying, configuring and testing software; the Company's IT strategy implementation; the stability and reliability of Moscow Exchange IT systems; and the creation of an integrated IT platform for Moscow Exchange.