

Supplemental Agreement

This **Supplemental Agreement** is made on **June 24, 2014** by and between:

- (1) shareholder, Open Joint-Stock Company "Moscow Exchange MICEX-RTS", Principal State Registration Number (OGRN): 1027739387411;
- (2) shareholder, ALOR INVEST Closed Joint-Stock Company, OGRN: 1027700076117;
- (3) shareholder, ALFA-BANK Open Joint-Stock Company, OGRN: 1027700067328;
- (4) shareholder, ATON Limited Liability Company, OGRN: 1027739583200;
- (5) shareholder, State Corporation "Bank for Development and Foreign Economic Affairs (Vnesheconombank)", OGRN: 1077711000102;
- (6) shareholder, Kompaniya Brokercreditservice Limited Liability Company, OGRN: 1025402459334;
- (7) shareholder, VTB Bank (Open Joint-Stock Company), OGRN: 1027739609391;
- (8) shareholder, Gazprombank (Open Joint-Stock Company), OGRN: 1027700167110;
- (9) shareholder, Commercial Bank "J.P. Morgan Bank International" (Limited Liability Company), OGRN: 1027739606245;
- (10) shareholder, Deutsche Bank Limited Liability Company, OGRN: 1027739369041;
- (11) shareholder, INFINITUM Specialized Depository Open Joint-Stock Company, OGRN: 1027739039283;
- (12) shareholder, Irkol Closed Joint-Stock Company, OGRN: 1027739042396;
- (13) shareholder, KIT Finance (Limited Liability Company), OGRN: 1027809255858;
- (14) shareholder, Closed Joint-Stock Company "Computershare Registrar", OGRN: 1027739063087;
- (15) shareholder, BANK CREDIT SUISSE (MOSCOW) Closed Joint-Stock Company, OGRN: 1027739526935;
- (16) shareholder, MDM Bank Open Joint-Stock Company, OGRN: 1025400001571;
- (17) shareholder, IFC METROPOL Limited Liability Company, OGRN: 1027739083130;
- (18) shareholder, Morgan Stanley Bank Limited Liability Company, OGRN: 1057711007023;
- (19) shareholder, Novyi Registrator Closed Joint-Stock Company, OGRN: 1037719000384;
- (20) shareholder, Financial Corporation Otkritie Bank Joint-Stock Company, ORGN: 1027739019208;
- (21) shareholder, OTKRITIE Brokerage House Open Joint-Stock Company, OGRN: 1027739704772;
- (22) shareholder, Professional Registration Center Closed Joint-Stock Company, OGRN: 1023802254574;
- (23) shareholder, Raiffeisenbank Closed Joint-Stock Company, OGRN: 1027739326449;

- (24) shareholder, Renaissance Broker Limited Liability Company, OGRN: 1027739121981;
- (25) shareholder, Joint-Stock Commercial Bank "ROSBANK" (Open Joint-Stock Company), OGRN: 1027739460737;
- (26) shareholder, BANK SAINT PETERSBURG Open Joint-Stock Company, OGRN: 1027800000140;
- (27) shareholder, Saint Petersburg Currency Exchange Closed Joint-Stock Company, OGRN: 1037843013812;
- (28) shareholder, Sberbank of Russia Open Joint-Stock Company, OGRN: 1027700132195;
- (29) shareholder, Sotsinvestbank Open Joint-Stock Company, OGRN: 1020280000036;
- (30) shareholder, JSC "DRAGa", OGRN: 1037739162240;
- (31) shareholder, CentroCredit Joint-Stock Commercial Bank (Closed Joint-Stock Company), OGRN: 1027739198387;
- (32) shareholder, UniCredit Bank Closed Joint-Stock Company, OGRN: 1027739082106;
- (33) JOINT-STOCK COMMERCIAL BANK "EVROFINANCE MOSNARBANK" (Open Joint-Stock Company), OGRN: 1027700565970;
- (34) Open Joint-Stock Investment Company "ZERICH Capital Management", OGRN: 1027700066646;
- (35) new shareholder, Euroclear Bank SA/NV, registration number 0429.875.591;
- (36) new shareholder, Clearstream Banking S.A., registration number B 9248; and
- (37) new shareholder, The Republican Unitary Enterprise "Republican Central Securities Depository", registration number 100967308.

Recitals:

- (A) OJSC Moscow Exchange intends to transfer the ownership of one ordinary share in the share capital of National Settlement Depository (the "**Company**") with the par value of RUB 1,000 (One Thousand) to each of the New Shareholders.
- (B) This Supplemental Agreement is entered into in accordance with clause 11.7 (*Supplemental Agreement*) of the Shareholders Agreement dated June 30, 2011, as may be amended from time to time (the "**Shareholders Agreement**").

NOW, THEREFORE, the parties hereby agree as follows:

1. The New Shareholders acknowledge that they have been provided and have read a copy of the Shareholders Agreement.
2. The New Shareholders agree and acknowledge that they become a party to the Shareholders Agreement and, as soon as they are registered in the Company's share register, will acquire the same rights and obligations under the Shareholders Agreement, as the Shareholders have thereunder as at the date of this Supplemental Agreement or will have in the future.

3. The New Shareholders' addresses, e-mails, and fax numbers for the purposes of clause 17.1 of the Shareholders Agreement (*Notices*) shall be as follows:

3.1.1. The Republican Unitary Enterprise "Republican Central Securities Depository":

2 Melnikajte Street, 4th Floor, 220004 Minsk, Republic of Belarus

Tel.: +375 (17) 306-32-22

Fax: +375 (17) 306-32-20

E-mail: info@centraldepo.by

Attn.: Valentina Timoshenko, Director

3.1.2 Euroclear Bank SA/NV

1 Boulevard du Roi Albert II, 1210 Brussels

Tel.: +32 2 326 1211

Fax: +32 23 26 26 27

Attn.: Ioulia Tchernogorova, Sales and Relationship Manager

E-mail: ioulia.tchernogorova@euroclear.com

Philippe Laurensy, Regional Head Commercial Division - Central, Eastern & Northern Europe

E-mail: philippe.laurency@euroclear.com

3.1.3 Clearstream Banking S.A.

42 Avenue JF Kennedy, L-1855 Luxembourg

Tel.: +352 243 3 63 61

Fax: +352 2 43-63 23 61

E-mail: jan.willems@clearstream.com

4. Article 15 of the Shareholders Agreement (*Governing Law and Dispute Resolution*) shall apply to this Supplemental Agreement as if set out in full herein.

IN WITNESS WHEREOF, this Supplemental Agreement is signed on the date first above written.

SIGNED / _____ /

on behalf of Open Joint-Stock Company "Moscow Exchange MICEX-RTS" by Alexander Afanasiev, Chairman of the Executive Board, acting under the Articles of Association

SIGNED / _____ /

on behalf of ALOR INVEST Closed Joint-Stock Company by Svetlana Anoshkina acting under Power of Attorney No. 05/06/Д dated June 17, 2014

SIGNED / _____/
on behalf of ALFA-BANK Open Joint-Stock Company by Galina Palekhova acting under Power of Attorney No. _____ dated June 24, 2014

SIGNED / _____/
on behalf of ATON Limited Liability Company by Andrey Zvezdochkin, Director General, acting under the Articles of Association

SIGNED / _____/
on behalf of State Corporation "Bank for Development and Foreign Economic Affairs (Vnesheconombank)" by Sergey Lykov acting under Power of Attorney No. 392/150000 dated June 29, 2011

SIGNED / _____/
on behalf of Kompaniya Brokercreditservice Limited Liability Company by Anatoly Lukashov acting under Power of Attorney No. 361 dated June 17, 2014

SIGNED / _____/
on behalf of VTB Bank (Open Joint-Stock Company) by Nadezhda Ushakova acting under Power of Attorney No. 350000/1240-Д dated June 20, 2014

SIGNED / _____/
on behalf of Gazprombank (Open Joint-Stock Company) by Olga Chernyshova acting under Power of Attorney No. _____ dated June 23, 2014

SIGNED / _____/
on behalf of Commercial Bank "J.P. Morgan Bank International" (Limited Liability Company) by Dmitry Zaliznyak acting under Power of Attorney No. 006/14BP dated June 18, 2014

SIGNED / _____/
on behalf of Deutsche Bank Limited Liability Company by Dmitry Ishutin acting under Power of Attorney No. 486/14 dated June 16, 2014

SIGNED / _____/
on behalf of INFINITUM Specialized Depository Open Joint-Stock Company by Pavel Prass, Managing Director, acting under the Articles of Association

SIGNED / _____/
on behalf of Irkol Closed Joint-Stock Company by Vladislav Moskalchuk, Director General, acting under the Articles of Association

SIGNED / _____/
on behalf of KIT Finance (Limited Liability Company) by Mikhail Shabanov, Director General, acting under the Articles of Association

SIGNED / _____/
on behalf of Closed Joint-Stock Company "Computershare Registrar" by Vadim Protasenko, Director General, acting under the Articles of Association

SIGNED / _____/
on behalf of BANK CREDIT SUISSE (MOSCOW) Closed Joint-Stock Company by Andrey Pozhitkov acting under a Power of Attorney dated June 18, 2014

SIGNED / _____/
on behalf of MDM Bank Open Joint-Stock Company by Vladislav Vlasenko acting under Power of Attorney No. 390 dated June 17, 2014

SIGNED / _____/
on behalf of IFC METROPOL Limited Liability Company by Anastasia Zhukova acting under Power of Attorney No. 28 dated June 17, 2014

SIGNED / _____/
on behalf of Morgan Stanley Bank Limited Liability Company by Ilya Poluyakhtov acting under Power of Attorney No. 928-P dated June 17, 2014

SIGNED / _____/
on behalf of Novyi Registrator Closed Joint-Stock Company by Rushaniya Barkhatova, Director, acting under the Articles of Association

SIGNED / _____/
on behalf of Financial Corporation Otkritie Bank Joint-Stock Company by Natalia Starshinova acting under a Power of Attorney dated June 10, 2014

SIGNED / _____/
on behalf of Professional Registration Center Closed Joint-Stock Company by Oleg Savitsky, Director General, acting under the Articles of Association

SIGNED / _____/
on behalf of OTKRITIE Brokerage House Open Joint-Stock Company by Valeriya Avksentieva acting under Power of Attorney No. 112/114-O dated June 24, 2014

SIGNED / _____/
on behalf of Raiffeisenbank Closed Joint-Stock Company by Eugenia Klimova acting under Power of Attorney No. 000394.2014 dated June 16, 2014

SIGNED / _____/
on behalf of Renaissance Broker Limited Liability Company by Svetlana Kireeva acting under a Power of Attorney dated June 16, 2014

SIGNED / _____/
on behalf of Joint-Stock Commercial Bank "ROSBANK" (Open Joint-Stock Company) by Mikhail Bratanov acting under Power of Attorney No. 272 dated June 7, 2013

SIGNED / _____/
on behalf of BANK SAINT PETERSBURG Open Joint-Stock Company by Antonina Kozik acting under Power of Attorney No. 0IP/0305д dated June 18, 2014

SIGNED / _____/

on behalf of Saint Petersburg Currency Exchange Closed Joint-Stock Company by Antonina Kozik acting under Power of Attorney No. 23/14 dated June 19, 2014

SIGNED / _____/

on behalf of Sberbank of Russia Open Joint-Stock Company by Bella Zlatkis acting under Power of Attorney No. 01-1/656 dated July 5, 2011

SIGNED / _____/

on behalf of Sotsinvestbank Open Joint-Stock Company by Olga Kardopoltseva acting under Power of Attorney No. 06-2-07/193 dated June 17, 2011

SIGNED / _____/

on behalf of JSC "DRAGa" by Dmitry Koloskov acting under Power of Attorney No. И/22/853 dated June 16, 2014

SIGNED / _____/

on behalf of CentroCredit Joint-Stock Commercial Bank (Closed Joint-Stock Company) by Antonina Kozik acting under a Power of Attorney dated June 17, 2014

SIGNED / _____/

on behalf of UniCredit Bank Closed Joint-Stock Company by Sergey Troshin acting under a Power of Attorney dated June 17, 2014

SIGNED / _____/

on behalf of JOINT-STOCK COMMERCIAL BANK "EVROFINANCE MOSNARBANK" (Open Joint-Stock Company) by Elena Kochemirovskaya acting under Power of Attorney No. 72Д dated June 16, 2014

SIGNED / _____/

on behalf of Open Joint-Stock Investment Company "ZERICH Capital Management" by Andrey Zaitsev, Director General, acting under the Articles of Association

SIGNED / _____/

on behalf of The Republican Unitary Enterprise "Republican Central Securities Depository" by Valentina Timoshenko, Director, acting under the Articles of Association

SIGNED / _____/

on behalf of Euroclear Bank SA/NV by Ioulia Tchernogorova acting under a Power of Attorney dated June 10, 2014

SIGNED / _____/ and / _____/

on behalf of Clearstream Banking S.A. by Mark Stefan Bosquet and Jan Dirk A. Willems, respectively, acting together under a Power of Attorney dated June 12, 2014