

## **Supplemental Agreement No. 4**

This **Supplemental Agreement to the Shareholders Agreement entered into on 30 June 2011 with respect to National Settlement Depository (NSD)** is made on 27 July 2016 **by and between the following shareholders of NSD:**

- (1) Shareholder, Public Joint-Stock Company "Moscow Exchange MICEX-RTS", OGRN: 1027739387411;
- (2) Shareholder, ALOR INVEST Closed Joint-Stock Company, OGRN: 1027700076117;
- (3) Shareholder, ALFA-BANK 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 (Public Joint-Stock Company), OGRN:1027739609391;
- (8) Shareholder, Gazprombank (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 Joint-Stock Company, OGRN: 1027739039283;
- (12) Shareholder, Reestr-RN Limited Liability Company, OGRN: 1027700172818;
- (13) Shareholder, KIT Finance (Limited Liability Company), OGRN: 1027809255858;
- (14) Shareholder, Joint-Stock Company "Independent Registrar Company", OGRN: 1027739063087;
- (15) Shareholder, BANK CREDIT SUISSE (MOSCOW) Joint-Stock Company, OGRN: 1027739526935;
- (16) Shareholder, MDM Bank Public 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 Joint-Stock Company, OGRN: 1037719000384;
- (20) Shareholder, Public Joint-Stock Company "Bank Otkritie Financial Corporation", OGRN: 1027739019208;
- (21) Shareholder, OTKRITIE Brokerage House Joint-Stock Company, OGRN:1027739704772;
- (22) Shareholder, Professional Registration Center Closed Joint-Stock Company, OGRN: 1023802254574;
- (23) Shareholder, Raiffeisenbank Joint-Stock Company, OGRN:1027739326449;
- (24) Shareholder, Renaissance Broker Limited Liability Company, OGRN: 1027739121981;
- (25) Shareholder, Public Joint-Stock Company "ROSBANK", OGRN: 1027739460737;
- (26) Shareholder, BANK SAINT PETERSBURG Public Joint-Stock Company, OGRN:1027800000140;
- (27) Shareholder, Saint Petersburg Currency Exchange Joint-Stock Company, OGRN:1037843013812;

- (28) Shareholder, Sberbank of Russia Public Joint-Stock Company, OGRN: 1027700132195;
- (29) Shareholder, Sotsinvestbank Public Joint-Stock Company, OGRN: 1020280000036;
- (30) Shareholder, JSC "DRAGa", OGRN:1037739162240;
- (31) Shareholder, CentroCredit Joint-Stock Commercial Bank (Joint-Stock Company), OGRN: 1027739198387;
- (32) Shareholder, UniCredit Bank Joint-Stock Company, OGRN:1027739082106;
- (33) Shareholder, JOINT-STOCK COMMERCIAL BANK "EVROFINANCE MOSNARBANK" (Joint-Stock Company), OGRN: 1027700565970;
- (34) Shareholder, Joint-Stock Investment Company "ZERICH Capital Management", OGRN: 1027700066646;
- (35) Shareholder, Clearstream Banking S.A., Registration Number: B9248;
- (36) Shareholder, Euroclear Bank SA/NV, Registration Number: 0429.875.591;
- (37) Shareholder, The Republican Unitary Enterprise "Republican Central Securities Depository", Uniform Registration Number: 100967318;
- (38) new Shareholder, AO Citibank, OGRN: 1027700431296 (the "**New Shareholder**").

**Recitals:**

- (A) 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 the New Shareholder.
- (B) This Supplemental Agreement is entered into in accordance with clause 11.7 (*Supplemental Agreement*) of the Shareholders Agreement dated 30 June 2011, as may be amended from time to time (the "**Shareholders Agreement**").

**THEREFORE, the Parties hereby agree as follows:**

- 1** The New Shareholder acknowledges that it has been provided and have read a copy of the Shareholders Agreement.
- 2** The New Shareholder agrees and acknowledges that it becomes a party to the Shareholders Agreement and, as soon as it is 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 Shareholder's 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** AO Citibank

Telephone number: +7 495 643 1474

Fax number: +7 495 642 7672

E-mail: [larisa.gorbacheva@citi.com](mailto:larisa.gorbacheva@citi.com)

Attention: Ms. Larisa Gorbacheva

- 4 The execution of this Supplemental Agreement will be notified to the Company by Public Joint-Stock Company "Moscow Exchange MICEX-RTS" within 15 days of the date of this Supplemental Agreement.
- 5 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 Public Joint-Stock Company "Moscow Exchange MICEX-RTS" by E. Fetisov acting under Power of Attorney No. МБ-ДБ-2016-0038 date 21 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of ALOR INVEST Closed Joint-Stock Company by N. Plekhova acting under Power of Attorney No. 24/07/Д dated 18 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of ALFA-BANK Joint-Stock Company by A. Subbotin acting under Power of Attorney No. 006/2951Д dated 21 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of ATON Limited Liability Company by I. Kuznetsov under Power of Attorney No. 195 dated 30 June 2016

SIGNED / \_\_\_\_\_ /

on behalf of State Corporation "Bank for Development and Foreign Economic Affairs (Vnesheconombank)" by S. Lykov acting under Power of Attorney No. 394 dated 25 May 2016

SIGNED / \_\_\_\_\_ /

on behalf of Kompaniya Brokercreditservice Limited Liability Company by S. Danilin acting under Power of Attorney No. 585 dated 19 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of VTB Bank (Public Joint-Stock Company) by N. Ushakova acting under Power of Attorney No. 350000/1561-Д dated 5 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of Gazprombank (Joint-Stock Company) by O. Chernyshova acting under Power of Attorney No. Д-14/757/1 dated 7 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of Commercial Bank "J.P. Morgan Bank International" (Limited Liability Company) by E. Terekhova acting under Power of Attorney No. 010/16 BP dated 21 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of Deutsche Bank Limited Liability Company by E. Kalinina acting under Power of Attorney No. 154/16 dated 20 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of INFINITUM Specialized Depository Joint-Stock Company by S. Zabrodkina acting under Power of Attorney No. 16/92 dated 11 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Reestr-RN Limited Liability Company by V. Filipenko acting under Power of Attorney No. 04013101 dated 31 January 2016

SIGNED / \_\_\_\_\_ /  
on behalf of KIT Finance (Limited Liability Company) by A. Zlobin acting under Power of Attorney No. 25 dated 11 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Joint-Stock Company "Independent Registrar Company" by A. Shevlyagin acting under Power of Attorney No. ДВ/HPK-219/16 dated 7 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of BANK CREDIT SUISSE (MOSCOW) Joint-Stock Company by A. Pozhitkov acting under the Power of Attorney dated 11 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of MDM Bank Public Joint-Stock Company by V. Vlasenko acting under Power of Attorney No. 634 dated 27 June 2016

SIGNED / \_\_\_\_\_ /  
on behalf of IFC METROPOL Limited Liability Company by A. Zhukova acting under Power of Attorney No. 19 dated 7 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Morgan Stanley Bank Limited Liability Company by I. Poluyakhtov acting under Power of Attorney No. 1008-P dated 1 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Novyi Registrator Joint-Stock Company by A. Sazov acting under Power of Attorney No. 393 dated 23 June 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Public Joint-Stock Company "Bank Otkritie Financial Corporation" by N. Starshinova acting under Power of Attorney No. 01/981 dated 4 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Professional Registration Center Closed Joint-Stock Company by V. Agafonova acting under Power of Attorney No. 160720-01 dated 20 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of OTKRITIE Brokerage House Joint-Stock Company by V. Avxentyeva acting under Power of Attorney No. 16.06/22.001 dated 22 June 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Raiffeisenbank Joint-Stock Company by E. Klimova acting under Power of Attorney No. 002071.2016 dated 14 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Renaissance Broker Limited Liability Company by O. Lapina acting under the Power of Attorney dated 20 July 2016

SIGNED / \_\_\_\_\_ /  
on behalf of Public Joint-Stock Company "ROSBANK" by M. Bratanov acting under Power of Attorney No. 573 dated 5 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of BANK SAINT PETERSBURG Public Joint-Stock Company by A. Smirnov acting under Power of Attorney No. 01P/0266д dated 30 June 2016

SIGNED / \_\_\_\_\_ /

on behalf of Saint Petersburg Currency Exchange Closed Joint-Stock Company by A. Smirnov acting under Power of Attorney No. 31/16 dated 8 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of Sberbank of Russia Public Joint-Stock Company by B. Zlatkis acting under Power of Attorney No. 357-Д dated 10 July 2014

SIGNED / \_\_\_\_\_ /

on behalf of Sotsinvestbank Public Joint-Stock Company by O. Kardopoltseva acting under Power of Attorney No. 25-1-06/523 dated 14 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of JSC "DRAGa" by M. Murashov, Director General, acting under the Articles of Association

SIGNED / \_\_\_\_\_ /

on behalf of CentroCredit Joint-Stock Commercial Bank (Joint-Stock Company) by K. Shershun acting under Power of Attorney No. 95 dated 6 July 2016

SIGNED / \_\_\_\_\_ /

on behalf of UniCredit Bank Joint-Stock Company by T. Fomina acting under Power of Attorney No. 756/814 dated 16 June 2016

SIGNED / \_\_\_\_\_ /

on behalf of JOINT-STOCK COMMERCIAL BANK "EVROFINANCE MOSNARBANK" (Joint-Stock Company) by E. Kochemirovskaya acting under Power of Attorney No. 123д dated 14 July 2016

SIGNED / \_\_\_\_\_ /

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

SIGNED / \_\_\_\_\_ /

on behalf of Euroclear Bank SA/NV by Y. Tchernogorova acting under the Power of Attorney dated 10 June 2014

SIGNED / \_\_\_\_\_ /

on behalf of Clearstream Banking S.A. by I. Tabolova acting under the Power of Attorney dated 29 June 2016

SIGNED / \_\_\_\_\_ /

on behalf of Republican Unitary Enterprise "The Republican Central Securities Depository" by A. Smirnov acting under Power of Attorney No. 35 dated 27 June 2016

SIGNED / \_\_\_\_\_ /

on behalf of AO Citibank by L. Gorbacheva acting under Power of Attorney No. 2016/116 dated 24 February 2016