

## Supplemental Agreement

This **Supplemental Agreement** is made on April 17, 2012 by and between:

- (1) shareholder, Open Joint-Stock Company "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, ING BANK (Eurasia) ZAO (Closed Joint-Stock Company), OGRN: 1027739329375;
- (12) shareholder, INFINITUM Specialized Depository Open Joint-Stock Company, OGRN: 1027739039283;
- (13) shareholder, KIT Finance (Limited Liability Company), OGRN: 1027809255858;
- (14) shareholder, BANK CREDIT SUISSE (MOSCOW) Closed Joint-Stock Company, OGRN: 1027739526935;
- (15) shareholder, MDM Bank Open Joint-Stock Company, OGRN: 1025400001571;
- (16) shareholder, IFC METROPOL Limited Liability Company, OGRN: 1027739083130;
- (17) shareholder, Morgan Stanley Bank Limited Liability Company, OGRN: 1057711007023;
- (18) shareholder, Joint-Stock Commercial Bank "Bank of Moscow" (Open Joint-Stock Company), OGRN: 1027700159497;
- (19) shareholder, NOMOS-BANK Open Joint-Stock Company, OGRN: 1027739019208;
- (20) shareholder, OTKRITIE Brokerage House Open Joint-Stock Company, OGRN: 1027739704772;
- (21) shareholder, Raiffeisenbank Closed Joint-Stock Company, OGRN: 1027739326449;
- (22) shareholder, Renaissance Broker Limited Liability Company, OGRN: 1027739121981;
- (23) shareholder, Joint-Stock Commercial Bank "ROSBANK" (Open Joint-Stock Company), OGRN: 1027739460737;
- (24) shareholder, Samara Currency Interbank Exchange Open Joint-Stock Company, OGRN: 1026301152910;
- (25) shareholder, BANK SAINT PETERSBURG Open Joint-Stock Company, OGRN: 1027800000140;
- (26) shareholder, Saint Petersburg Currency Exchange Closed Joint-Stock Company, OGRN: 1037843013812;
- (27) shareholder, Sberbank of Russia Open Joint-Stock Company, OGRN: 1027700132195;
- (28) shareholder, Sotsinvestbank Open Joint-Stock Company, OGRN: 1020280000036;
- (29) shareholder, Investment Company "Troika Dialog" Closed Joint-Stock Company, OGRN: 1027739007768;

- (30) shareholder, CentroCredit Joint-Stock Commercial Bank (Closed Joint-Stock Company), OGRN: 1027739198387;
- (31) shareholder, Shlotburg Capital Limited Liability Company, OGRN: 1117847523903;
- (32) shareholder, UniCredit Bank Closed Joint-Stock Company, OGRN: 1027739082106;
- (33) new shareholder, Irkol Closed Joint-Stock Company, OGRN: 1027739042396;
- (34) new shareholder, Novyi Registrator Closed Joint-Stock Company, OGRN: 1037719000384;
- (35) new shareholder, Closed Joint-Stock Company "Computershare Registrar", OGRN: 1027739063087;
- (36) shareholder, Professional Registration Center Closed Joint-Stock Company, OGRN: 1023802254574; and
- (37) shareholder, JSC "DRAGa", OGRN: 1037739162240.

**Recitals:**

- (A) MICEX-RTS 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** Irkol Closed Joint-Stock Company:
    - 3 Begovaya Street, Bldg. 1, 125284 Moscow
    - Fax: (495) 530-20-02
    - E-mail: ircol@ircol.ru
    - Attn.: Director General
  - 3.1.2** Closed Joint-Stock Company "Computershare Registrar":
    - 8 Ivana Franko Street, 121108 Moscow
    - Fax: (495) 926-81-78
    - E-mail: info@nrcreg.ru
    - Attn.: Director General
  - 3.1.3** Novyi Registrator Closed Joint-Stock Company:
    - 30 Buzheninova Street, 107996 Moscow
    - Fax: (495) 964-22-51
    - E-mail: newreg@newreg.ru

Attn.: Director

**3.1.4** Professional Registration Center Closed Joint-Stock Company:

28 «B» Balaklavsky Prospekt, 117452 Moscow

Fax: (495) 318-15-81

E-mail: profrc@profrc.ru

Attn.: Director General

**3.1.5** JSC "DRAGa":

71/32 Novocheremushkinskaya Street, 117420 Moscow

Fax: (495) 719-45-85

E-mail: info@draga.ru

Attn.: Director General

- 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 "MICEX-RTS" by Ruben Aganbegyan, President, acting under the Articles of Association

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

on behalf of ALOR INVEST Closed Joint-Stock Company by Vasily Fedorov acting under Power of Attorney No. 31/06/Д dated June 24, 2011

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

on behalf of ALFA-BANK Open Joint-Stock Company by Denis Soloviev acting under Power of Attorney No. 5/1089Д dated March 28, 2012

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

on behalf of ATON Limited Liability Company by Andrey Shemetov, 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 Natalia Mezentseva acting under Power of Attorney No. 575 dated April 5, 2012

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

on behalf of VTB Bank (Open Joint-Stock Company) by Nadezhda Ushakova acting under Power of Attorney No. 350000/708-Д dated April 5, 2012

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

on behalf of Gazprombank (Open Joint-Stock Company) by Olga Chernyshova acting under Power of Attorney No. Д-11/498 dated April 3, 2012

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

on behalf of Commercial Bank "J.P. Morgan Bank International" (Limited Liability Company) by Marina Presnyakova acting under Power of Attorney No. 001/12 BP dated March 27, 2012

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

on behalf of Deutsche Bank Limited Liability Company by Maria Langush acting under Power of Attorney No. 53/12 dated March 30, 2012

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

on behalf of ING BANK (Eurasia) ZAO (Closed Joint-Stock Company) by Natalia Sidorova acting under Power of Attorney No. 48A-C/12 dated April 2, 2012

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

on behalf of INFINITUM Specialized Depository Open Joint-Stock Company by Ekaterina Pechyonkina acting under Power of Attorney No. 77 AA 3869285 dated December 30, 2011

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

on behalf of KIT Finance (Limited Liability Company) by Alexander Svintsov, Director General, acting under the Articles of Association

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

on behalf of BANK CREDIT SUISSE (MOSCOW) Closed Joint-Stock Company by Sergey Monakhov acting under Power of Attorney dated April 4, 2012

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

on behalf of MDM Bank Open Joint-Stock Company by Vladislav Vlasenko acting under Power of Attorney No.163 dated March 23, 2012

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

on behalf of IFC METROPOL Limited Liability Company by Alexander Kravtsov acting under Power of Attorney No. 77 AA 4243071 dated December 26, 2011

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

on behalf of Morgan Stanley Bank Limited Liability Company by Andrey Volkovsky acting under Power of Attorney No. 804-P dated March 19, 2012

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

on behalf of Joint-Stock Commercial Bank "Bank of Moscow" (Open Joint-Stock Company) by Andrey Germanov acting under Power of Attorney No. 810 dated June 28, 2011

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

on behalf of NOMOS-BANK Open Joint-Stock Company by Natalia Starshinova acting under Power of Attorney No. 260 dated March 20, 2012

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

on behalf of OTKRITIE Brokerage House Open Joint-Stock Company by Valeriya Avksentieva, Director General, acting under the Articles of Association

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

on behalf of Raiffeisenbank Closed Joint-Stock Company by Yulia Umnova acting under Power of Attorney No. 2003 dated April 12, 2012

SIGNED / \_\_\_\_\_/  
on behalf of Renaissance Broker Limited Liability Company by Vasily Frolovich acting under the Articles of Association

SIGNED / \_\_\_\_\_/  
on behalf of Joint-Stock Commercial Bank "ROSBANK" (Open Joint-Stock Company) by Mikhail Bratanov acting under Power of Attorney No. 470 dated June 10, 2011

SIGNED / \_\_\_\_\_/  
on behalf of Samara Currency Interbank Exchange Open Joint-Stock Company by Vladimir Gusakov acting under Power of Attorney dated June 29, 2011

SIGNED / \_\_\_\_\_/  
on behalf of BANK SAINT PETERSBURG Open Joint-Stock Company by Vladimir Gusakov acting under Power of Attorney No. 87 dated April 10, 2012

SIGNED / \_\_\_\_\_/  
on behalf of Saint Petersburg Currency Exchange Closed Joint-Stock Company by Vladimir Mikityuk acting under Power of Attorney No. 25/11 dated June 16, 2011

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 Sergey Kozlovsky acting under Power of Attorney No. 06-1-05/144 dated March 30, 2012

SIGNED / \_\_\_\_\_/  
on behalf of Investment Company "Troika Dialog" Closed Joint-Stock Company by Irina Ikonnikova, President, acting under the Articles of Association

SIGNED / \_\_\_\_\_/  
on behalf of CentroCredit Joint-Stock Commercial Bank (Closed Joint-Stock Company) by Kirill Shershun acting under Power of Attorney No. 61 dated April 3, 2012

SIGNED / \_\_\_\_\_/  
on behalf of Shlotburg Capital Limited Liability Company by Pavel Golev acting under Power of Attorney dated April 12, 2012

SIGNED / \_\_\_\_\_/  
on behalf of UniCredit Bank Closed Joint-Stock Company by Tatiana Fomina acting under Power of Attorney No. 707/814 dated May 27, 2011

SIGNED / \_\_\_\_\_/  
on behalf of Irkol Closed Joint-Stock Company by Vladimir Moskalchuk, 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 Novyi Registrator Closed Joint-Stock Company by Rushaniya Barkhatova, Director, acting under the Articles of Association

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 JSC "DRAGa" by Alexander Karavayev, Director General, acting under the Articles of Association