

**Notice of the Annual General Meeting of Shareholders
of National Settlement Depository**

Company's full name and registered office	National Settlement Depository (hereinafter referred to as "NSD") Registered office: 12 Spartakovskaya Street, Moscow
Format of the Annual General Meeting of Shareholders	In-person meeting (simultaneous attendance by the shareholders to discuss agenda items and to adopt resolutions put to the vote)
Date, place, and time of the Annual General Meeting of Shareholders (the "Meeting")	<p>Date of the Meeting: 30 May 2017.</p> <p>Place of the Meeting: Office 7.100, 4/7 Vozdvizhenka Street, Bldg. 1, 7th Floor, Moscow, Russian Federation</p> <p>Start time for registration of persons attending the Meeting: <u>10.30 am (Moscow time), 30 May 2017</u>, at the place of the Meeting.</p> <p>Start time of the Meeting: <u>11.00 am (Moscow time), 30 May 2017</u></p> <p>A corporate shareholder's representative attending the Meeting (or signing the voting ballot submitted) without a power of attorney by virtue of law or other regulations or shareholder's constitutional documents, is required to have at hand (or to enclose with the voting ballot submitted) a duly certified copy of the shareholder's constitutional documents, and a document(s) supporting his/her authority (in particular, a duly certified copy of the resolution (or an extract from the resolution) to elect or appoint him/her to the relevant position).</p> <p>A shareholder's representative attending the Meeting (or signing the voting ballot submitted) on the basis of a power of attorney is required to have at hand (or to enclose with the voting ballot submitted) the original Power of Attorney authorizing him/her to vote or a notarized copy thereof (the Power of Attorney form is provided along with this Notice).</p>
Mailing address to which completed voting ballots may be submitted	<p>Voting ballots shall be sent to the shareholders of record entitled to attend the Meeting by registered mail, by 10 May 2017. Also, by the same deadline, NSD will send voting ballots and the wordings of the resolutions for the Meeting agenda items in electronic format to the nominee holders recorded in NSD's shareholders register.</p> <p>Mailing address to which completed voting ballots may be submitted: Status JSC, 32 Novorogozhskaya Street, Bldg. 1, 109544 Moscow, Russia.</p> <p>Any person entitled to attend the Meeting, but not recorded in NSD's shareholders register, may vote also by giving the relevant organization keeping records of the rights to the shares a voting instruction in accordance with the securities laws of the Russian Federation. The possibility to give voting instructions and the procedure for giving them must be provided for by the agreement between the shareholder and the organization keeping records of the rights to the shares.</p> <p>Completed voting ballots and information regarding the voting of any organization entitled to attend the Meeting, but not recorded in NSD's share register, must be submitted to Status JSC by 27 May 2017 at the latest. Any voting ballots and information on the voting received after that deadline will be disregarded for quorum and vote counting purposes.</p>
Record date	7 May 2017
Meeting agenda	<ol style="list-style-type: none"> 1. Approval of NSD's Annual Report for 2016 Comprising NSD's Annual Financial Statements and Consolidated Financial Statements. 2. Profit Distribution NSD (Including Payment (Declaration) of Dividends) for Financial Year 2016. 3. Approval of NSD's Auditor. 4. Approval of the Number of NSD's Supervisory Board Members. 5. Election of NSD's Supervisory Board Members. 6. Election of NSD's Internal Audit Commission Members. 7. Remuneration of NSD's Supervisory Board Members. 8. Remuneration of NSD's Internal Audit Commission Members. 9. Approval of the Amended and Restated Regulations on NSD's Supervisory Board. 10. Approval of the Amended and Restated Regulations on the NSD's Executive

	Board.
Procedure for getting access to the information (materials) to be provided in connection with the preparation of the Meeting, and the address where such information (materials) can be accessed	<p>Information (materials) will be provided starting from 10 May 2017.</p> <p>Information (materials) will be made available at the offices of NSD's CEO (Chairman of the Executive Board): Room 1.9, 12 Spartakovskaya Street, Moscow, Monday to Thursday from 9.00 am to 6.00 pm, Friday from 9.00 am to 4.45 pm.</p> <p>Information (materials) will be sent in electronic format to NSD's registrar for further communication to the persons entitled to attend the Meeting, in accordance with the securities laws of the Russian Federation.</p> <p>In case of any questions relating to access to the premises where the Meeting will be held, or access to information (materials) for the Meetings, or any other questions that may arise in connection with the Meeting, please contact Ms. Anna Panchenkova, lead specialist at NSD's Legal Department (tel.: (495) 232-02-74, fax: (495) 956-09-38, e-mail: panchenkova.ag@nsd.ru).</p>
Categories (types) of shares the owners of which are entitled to vote on all or some of the Meeting agenda items	Registered, uncertificated ordinary shares, state registration number of the issue: 10103294C, state registration date of the issue: 28 June 1996; ISIN: RU000A0JR068.

SAMPLE FORM

POWER OF ATTORNEY

(issuance date)

full name, registration number, registered office

(the "Principal"), as the registered owner of _____ registered ordinary shares in the share capital of National Settlement Depository, represented by _____ acting under _____, hereby authorizes

full name and passport details

to attend the annual General Meeting of Shareholders of National Settlement Depository (registered office: 12 Spartakovskaya Street, Moscow) on **30 May 2017**, and in particular, amongst other things, to speak and vote on behalf of the Principal on any and all agenda items; to ask questions, to give explanations; to participate in discussions; to provide, to request, and to receive any documents and materials; to sign any documents to be signed by a Principal's authorized representative; and make any other actions required in connection with this authorization.

(Position)

(Signature)

(Full name)