

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

National Settlement Depository (NSD), a legal entity formed and acting pursuant to Russian Federation laws, Primary State Registration Number 1027739132563, located at 12 Spartakovskaya St., Moscow, Russia, announces that the Annual General Meeting of NSD shareholders has been called and will be conducted 30 May 2019.

The format of the Annual General Meeting of Shareholders will be an in-person meeting (simultaneous attendance by the shareholders to discuss agenda items and to adopt resolutions put to a vote), hereinafter referred to as the Meeting.

Date of the Meeting: 30 May 2019.

Time of the Meeting: 11.00 am Moscow time 30 May 2019.

Place of the Meeting: Office 7.100, 4/7 Vozdvizhenka Street, Bldg. 1, 7th Floor, Moscow, Russian Federation.

Start time to register persons attending the Meeting: 10.00 am (Moscow time), 30 May 2019, at the place of the Meeting.

Mailing address to which completed voting ballots may be submitted: 23, Novokhokhlovskaya Street, Bldg. 1, Moscow 109052, Russian Federation.

The Internet address to which the electronic ballot may be submitted: <https://www.e-vote.ru/ru>.

Record date: 5 May 2019.

Categories (types) of shares of which the owners are entitled to vote on all or some of the Meeting agenda items: registered, uncertified ordinary shares, State registration number of the issue: 10103294C, State registration date of the issue: 28 June 1996; ISIN: RU000A0JR068.

### **Meeting agenda:**

1. Approval of NSD's Annual Report for 2018 Comprising NSD's Annual Financial Statements and Consolidated Financial Statements.
2. NSD's Profit Distribution (Including Payment (Declaration) of Dividends) for Financial Year 2018.
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 NSD's Amended and Restated Rules of Procedure of the General Meetings of Shareholders.
10. Approval of NSD's Amended and Restated Supervisory Board Members' Remuneration and Expenses Reimbursement Regulations.

Starting 10 May 2019, information (materials) connected with the preparation of the Meeting will be made available to persons entitled to attend the Meeting, at the offices of NSD's sole executive body – the Chairman of the Executive Board: Room 1.9, 12 Spartakovskaya Street, Moscow, Monday to Thursday from 9.00 am to 6.00 pm, and Friday from 9.00 am to 4.45 pm.

Information (materials) will be sent in electronic format to NSD's registrar for further communication to persons entitled to attend the Meeting, in accordance with Russian Federation securities laws.

### **Shareholders may exercise their rights to attend the Meeting:**

- By sending a completed voting ballot with enclosed powers of attorney in relevant cases to the following mailing address: JSC Status, 23, Novokhokhlovskaya Street, Bldg. 1, Moscow 109052, Russian Federation;
- By giving the relevant organization keeping records of the rights to shares a voting instruction in accordance with Russian Federation securities laws (for any organization entitled to attend the Meeting, but not recorded in NSD's share register). The possibility to give voting instructions and the procedure for giving them must be provided for in an agreement between the shareholder and the organization keeping records of the rights to the shares;
- By completing an electronic voting ballot on NSD's website at <https://www.e-vote.ru/ru> from 10 to 27 May 2019, inclusively, and also during the Meeting. To access the e-voting service, a shareholder shall:
  - Have an approved account on the Unified Public Services Portal ([www.gosuslugi.ru](http://www.gosuslugi.ru)) for a person who performs the functions of the shareholder's sole executive body; or
  - Receive a special login and password from JSC Status, NSD's registrar ([www.rostatus.ru](http://www.rostatus.ru), telephone hotline: + 7 (495) 974-8350)<sup>1</sup>.

A shareholder or the shareholder's representative shall have a passport or any other identification document, as well as documents verifying his/her powers, conforming to Russian Federation laws to enter the premises where the Meeting is held, to register, and to attend the Meeting.

During the period of Meeting preparation, a person entitled to attend the Meeting may get additional information from the following sources:

- Regarding issues relating to the proper preparation of powers of attorneys that authorize voting, and issues related to the completion of voting ballots:

telephone: + 7 (495) 974-8350 (JSC Status, Issuer Relations Division);
- Regarding any issues relating to access to the premises where the Meeting will be held, or access to information (materials) for the Meetings - Ms. Anna Panchenkova, lead specialist at NSD's Legal Department, telephone +7 (495) 232-02-74, e-mail: [panchenkova.ag@nsd.ru](mailto:panchenkova.ag@nsd.ru).

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<sup>1</sup> A special login / password will be provided to shareholders on 30 May 2019 when they register to participate in the Meeting at the place of the Meeting.

SAMPLE FORM

**POWER OF ATTORNEY**

(issuance date)

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*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

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*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 2019**, 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.

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(Position)

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(Signature)

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(Full name)