

APPROVED BY:

Annul General Shareholders Meeting

Minutes dated April 23, 2021 No. 34

**AMENDMENTS No. 2 to the Regulations on remuneration and compensation payable to  
Members of the Supervisory Board of Sberbank**

1. Add clause 1.6 to Section 1 “General Provisions” to read as follows: “The Regulation does not extend to the members of the Bank’s Supervisory Board being government officials or persons prohibited or restricted by federal laws to receive any payments from commercial organizations.”
2. Clause 2.4. shall be amended as follows: “Should a member of the Supervisory Board of the Bank perform several additional functions (including membership in several Committees, performance of duties of the senior independent director and/or a Committee Chairman), additional remuneration for performance of each one shall be summed up.”
3. The first sentence of Clause 2.6 shall be amended as follows: “The basic and additional remuneration shall be paid out to members of the Bank’s Supervisory Board on the basis of their written consents (applications) within 30 days after the end of the Accounting period.”

APPROVED BY:

Annul General Shareholders Meeting

Minutes dated June 1, 2016 No. 29

**AMENDMENTS**  
**to Regulations on Remuneration and Compensation**  
**Paid to Members of the Supervisory Board**

Introduce the following amendments to Regulations on Remuneration and Compensation Paid to the Members of the Supervisory Board:

a) Amend item 2.3 as follows:

"2.3. Members of the Supervisory Board, depending on their participation in the work of the Supervisory Board, shall be paid the following kinds of additional remuneration:

- for performance of duties of a member of any committee of the Supervisory Board – in the amount of 20% of the base remuneration;
- for performance of duties of Chairman of any committee of the Supervisory Board and senior independent director – in the amount of 30% of the basic remuneration;
- for performance of duties of the Chairman of the Supervisory Board – in the amount of 50% of the basic remuneration".

b) in clause 2.4, replace "30%" with "50%".

c) add clause 2.8 to read as follows:

"Remuneration to a Member of the Supervisory Board of the Bank for the current Pay period shall be calculated as the amounts of basic and additional remuneration fixed at the time of his/her election to the Supervisory Board of the Bank."

# **SBERBANK OF RUSSIA**

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APPROVED BY:

Annual General Shareholders Meeting

Minutes dated June 3, 2015 No. 28

## **REGULATIONS**

**on Remuneration and Compensation**

**Paid to Members of the Supervisory Board**

(With amendments approved by Annual General Shareholders Meeting,  
Minutes No. 29 dated June 1, 2016)

**Moscow**  
**2015**

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## **1. GENERAL PROVISIONS**

1.1. The Regulations on Remuneration and Compensation Paid to Members of the Supervisory Board of Sberbank of Russia (hereinafter, the "Regulations" and the "Bank", respectively) have been developed in accordance with applicable law, the Bank's Charter, the Bank's Regulations on the Supervisory Board, and subject to the provisions of the Code of Corporate Governance as recommended and introduced by the Bank of Russia on April 10, 2014.

The Regulations establish the procedure for determination of the amount of remuneration to the members of the Supervisory Board of the Bank, as well as the list and procedure for compensation of expenses during the term of performance of their duties, namely: from the date of election to the Supervisory Board of the Bank until the date of termination of powers of the member of the Supervisory Board (hereinafter referred to as the "Accounting Period").

1.2. The Regulations are subject to approval by the General Shareholders' Meeting of the Bank pursuant to the Federal Law "On Joint Stock Companies" and is the basis for calculation and payment of remuneration and compensation of expenses to the members of the Bank's Supervisory Board.

1.3. The amounts of remuneration and compensation provided herein shall be subject to tax in accordance with the tax laws of the Russian Federation. The Bank as a tax agent shall assess and withhold taxes in the manner provided by the tax laws of the Russian Federation.

1.4. Remuneration shall be paid to the members of the Bank's Supervisory Board upon their written consent (request).

1.5. Remuneration and compensation shall be paid to the members of the Bank's Supervisory Board in Russian rubles or another currency calculated at the exchange rate of the Bank of Russia as in effect on the date of transfer of funds by the Bank.

## **2. TYPES, DETERMINATION AND PAYMENT OF REMUNERATION TO THE MEMBERS OF THE SUPERVISORY BOARD**

2.1. A member of the Supervisory Board shall be paid remuneration for fulfilling his/her duties in an Accounting Period, consisting of the following:

- basic remuneration;
- additional remuneration.

2.2. The amount of the basic remuneration shall be expressed in Russian rubles and determined by the resolution of the General Shareholders' Meeting of the Bank.

2.3. Members of the Supervisory Board, depending on their participation in the work of the Supervisory Board shall be paid the following kinds of additional remuneration:

- for performance of duties of a member of any committee of the Supervisory Board – in the amount of 20% of the basic remuneration;
- for performance of duties of Chairman of any committee of the Supervisory Board and senior independent director - in the amount of 30% of the basic remuneration;
- for performance of duties of the Chairman of the Supervisory Board – in the amount of 50% of the basic remuneration.

2.4. Should a member of the Supervisory Board of the Bank perform several additional functions (including membership in several Committees, performance of duties of the senior independent director), additional remuneration for performance of each one shall be summed up, but it shall not be more than 50% of the basic remuneration amount.

2.5. The basic remuneration shall be payable to a member of the Bank's Supervisory Board provided he/she has participated in at least a half of the meetings of the Bank's Supervisory Board held in the Accounting Period.

2.6. The basic and additional remuneration shall be paid to the members of the Bank's Supervisory Board within 30 days upon the end of the Accounting Period, subject to deduction of the personal income tax. Should the Bank be unable to pay remuneration within the timeframe determined above due to the lack of the necessary payment details to make a transfer, remuneration may be paid by the Bank subsequently upon receipt of the relevant information from the respective member of the Supervisory Board.

2.7. In the event of early termination and election of members of the Supervisory Board at an extraordinary General Shareholders' Meeting of the Bank, the basic and additional remuneration shall be paid in an amount proportionate to the actual tenure of a member of the Bank's Supervisory Board counted in calendar days. In this case the Accounting Period shall be deemed equal to 365 days.

2.8. Remuneration to a Member of the Supervisory Board of the Bank for the current Pay period shall be calculated as the amounts of basic and additional remuneration fixed at the time of his/her election to the Supervisory Board of the Bank.

### **3. COMPENSATION OF EXPENSES TO THE MEMBERS OF THE SUPERVISORY BOARD**

3.1. Each member of the Bank's Supervisory Board shall be reimbursed for the following permitted expenses associated with performance of their duties of members of the Supervisory Board / Supervisory Board Committees of the Bank:

3.1.1. Travel to the destination and back to the place of permanent employment or residence (including a compulsory passenger insurance policy, services associated with issuance of travel documents, etc.) – at cost, subject to submission of original travel documents:

- air travel – business class rate;
- railway travel – business class car (SV);
- sea and river travel – at carrier's rates, but not higher than the cost of a luxe cabin;
- road travel – a transfer from the airport (railway station, sea or river port) located in the community where the Meeting is held, or closest to such community, and from the hotel to the Meeting venue and back;

3.1.2. VIP lounge charges - at cost, as stated in the original confirmation documents;

3.1.3. Accommodation expenses for the period of holding a meeting of the Supervisory Board / Supervisory Board Committees, including the arrival/departure day of a member of the Supervisory Board – at cost, as stated in the original confirmation documents;

3.1.4. The cost of liability insurance policies relating to performance of duties of a member of the Supervisory Board;

3.1.5. Expenses related to getting professional advice of experts on the issues considered at the meetings (including legal fees), as well as other documented expenses related to exercise of rights and performance of duties of the members of the Supervisory Board of the Bank and its Committees.

3.2. In order to be compensated for the expenses incurred, a member of the Supervisory Board shall send a request to the Secretary of the Supervisory Board with the original documents attached confirming such expenses (original ticket/electronic ticket, boarding pass, hotel invoice, consultancy agreement, a payment document confirming payment for the relevant service, etc.).

3.3. The Secretary of the Supervisory Board shall, no later than 3 business days of receipt of the document specified in clause 3.2. hereof, send a memorandum to the Bank's Accounting and Reporting Department on compensation of the expenses incurred by the member in relation to holding the meeting, with the documents received from such member attached.

3.4. Compensation shall be paid by the Bank no later than the 20th day of the month following the month of receipt from the Secretary of the Supervisory Board of the documents described in clause 3.2. hereof.

3.5. The Bank may on its own account order and payment for the services specified in cause 3.1. hereof. In this case the members of the Supervisory Board shall not be paid a monetary compensation for the expenses specified in clause 3.1. hereabove.