

Item 8. Amendments to the Regulations on Remuneration and Compensation Payable to Members of the Supervisory Board

Draft Resolution of the Meeting:

Approve Amendments No. 2 to the Regulations on Remuneration and Compensation Payable to Members of the Supervisory Board of Sberbank.

Explanatory information on the item:

The existing system of remuneration for members of the Supervisory Board of

the Bank was approved by an Annual General Meeting of Shareholders resolution in 2016, in particular, in accordance with the Regulations on remuneration and compensation payable to

members of the Supervisory Board of Sberbank (hereinafter, the Regulations), the following amounts of additional remuneration were set:

- for performance of duties of a member of any of the Supervisory Board Committees – 20% of the base remuneration;
- for performance of duties of Chairperson of any

of the Supervisory Board Committees and of a Senior Independent Director – 30% of the base remuneration;

- for performance of duties of Chairperson of the Supervisory Board – 50% of the base remuneration.

The Regulations also stipulated that additional remuneration amounts for performance

of each of the aforementioned duties can be combined but may not exceed 50% of the base remuneration amount.

Given that the level of remuneration payable to the Supervisory Board members needs to be sufficient to attract, retain and motivate for effective work in the Supervisory Board professionals and experts of a high international caliber and taking into account the need to keep the remuneration in line with the current market

conditions, risks assumed by the Supervisory Board members, their responsibilities, and the scale of the Bank's operations, it is proposed to bring the remuneration into line with the practices of comparable companies and banks: increase the amount of base remuneration to RUB 7.7 mn (+30% to the current amount) and make amendments to the Regulations, including the lifting of a limitation on the aggregate amount of additional remuneration.

At its meeting on March 19, 2021 the Supervisory Board of the Bank considered the matter "On Reviewing Amendments to the Regulations on Remuneration and Compensation Payable to Members of the Supervisory Board" and resolved to propose that the Annual General Meeting of Shareholders approve amendments No. 2 to the Regulations on remuneration and compensation payable to members of the Supervisory Board of Sberbank.

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), ad-

ditional 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.”

Amendments to the Regulations on remuneration and compensation payable to members of the Supervisory Board of Sberbank

No.	Current version	Proposed amendments	Comments
1.	<p>Section – General provisions</p> <p>None</p>	<p>Clause 1.6 shall read as follows:</p> <p>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.</p>	<p>The clause complies with the requirements of Article 17 of the Federal Law “On Civil Service of the Russian Federation” No. 79-FZ and Article 90 of the Federal Law “On the Central Bank of the Russian Federation” (with regard to the participation in management of a commercial/credit institutions against compensation)</p>
2.	<p>Clause 2.4.</p> <p>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 shall not exceed 50% of the basic remuneration.</p>	<p>Clause 2.4 shall read as follows:</p> <p>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.</p>	<p>It is suggested to remove the limit of the total amount of the additional remuneration to bring the remuneration in line with market conditions, the nature and the scope of the Bank’s activities, its performance, the level and the mix of risks taken by the Supervisory Board members.</p>

<p>3.</p>	<p>The first sentence of Clause 2.6.</p> <p>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.</p>	<p>The first sentence of Clause 2.6 shall read as follows:</p> <p>“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.</p>	<p>It is suggested to specify the remuneration payout method while removing duplicated provisions already existing in Clause 1.3 of the Regulation (with regard to taxation of remuneration and compensations).</p>
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