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AGREED BY:

Deputy Governor
of the Central Bank of the Russian Federation
(position)

M.I. Sukhov
(signature) (name)
July 24, 2015

L.S. (the Bank of Russia)

CHARTER

Sberbank of Russia

Approved by:
Annual General Shareholders' Meeting
Minutes No. 28 dated June 3, 2015

Moscow
2015

Chapter 1. General Provisions

1.1. Sberbank of Russia (Публичное акционерное общество «Сбербанк России»), hereinafter referred to as the "Bank" is a credit institution.

The Bank was established and named "Joint-Stock Commercial Savings Bank of the Russian Soviet Federative Socialist Republic" («Акционерный коммерческий Сберегательный банк РСФСР»), "Sberbank of the Russian Soviet Federative Socialist Republic" («Сбербанк РСФСР») in accordance with General Shareholders' Meeting Resolution dated March 22, 1991 (Minutes No. 1).

Subject to General Shareholders' Meeting Resolution dated May 20, 1992 (Minutes No. 2), the Bank names were replaced with "Joint-Stock Commercial Savings Bank of the Russian Federation" («Акционерный коммерческий Сберегательный банк Российской Федерации») and "Sberbank of Russia" («Сбербанк России»).

Subject to General Shareholders' Meeting Resolution dated May 23, 1996 (Minutes No. 8), the Bank name was changed to "Joint-Stock Commercial Savings Bank of the Russian Federation (Open Joint-Stock Company)" («Акционерный коммерческий Сберегательный банк Российской Федерации (открытое акционерное общество)») and "Sberbank of Russia" («Сбербанк России»).

Subject to General Shareholders' Meeting Resolution dated June 21, 2002 (Minutes No. 14), the short name was changed to "Sberbank of Russia" («Сбербанк России ОАО»).

Subject to General Shareholders' Meeting Resolution dated June 4, 2010 (Minutes No. 23), the Bank names were changed to Sberbank of Russia (Открытое акционерное общество «Сбербанк России») and Sberbank (ОАО «Сбербанк России»).

In accordance with the resolution of the General Shareholders' Meeting dated May 29, 2015 (Minutes No.28), the name of the Bank was changed to "Public Joint-Stock Company Sberbank of Russia" (Публичное акционерное общество «Сбербанк России»), Sberbank (ПАО Сбербанк).

The Bank was established by the Central Bank of the Russian Federation hereinafter referred to as Bank of Russia.

1.2. Full business name of the Bank: Публичное акционерное общество «Сбербанк России».

Short corporate name of the Bank: ПАО Сбербанк.

In English: Full corporate name of the Bank: Sberbank of Russia. Short corporate name of the Bank: Sberbank.

1.3. The Bank has a round seal with its full corporate name in Russian, which specifies the location, stamps, letterheads with its name, as well as trademark and other visual means of information registered in the prescribed manner.

1.4. The Bank has the exclusive right to use its corporate name, trademark, and emblem (logo).

1.5. The Bank forms part of the banking system of the Russian Federation, and it abides in its activity by federal laws and other regulatory legal acts, including regulations of the Bank of Russia and this Charter.

1.6. The Bank is a legal entity, and it has branches and other separate divisions.

The Bank has separate property and is liable with it for its obligations, and may have civil rights and bear civil obligations, required to exercise any activities not forbidden by the law.

1.7. The Bank is a commercial organization aimed mainly at profit earning in performing its activity in accordance with the legislation of the Russian Federation, including banking operations.

1.8. The Bank performs banking operations under appropriate licenses issued by the Bank of Russia in the manner established by federal law.

In cases stipulated by the federal laws, the Bank may carry out certain activities under the appropriate licenses.

1.9. Corporate governance of the Bank is represented by: General Shareholders' Meeting, Supervisory Board of the Bank, collegial executive body (Executive Board of the Bank), one-person executive body (CEO, Chairman of the Executive Board of the Bank).

1.10. Shareholders of the Bank may include legal entities and individuals, including foreign ones, subject to the legislation of the Russian Federation.

1.11. Shareholders of the Bank shall not be liable for the Bank's obligations, and they shall bear the risk of loss associated with its activity to the extent of the value of their shares.

The Bank shall not be liable for the obligations of its shareholders.

1.12. The Bank shall be responsible for its obligations with all of its property.

1.13. The Bank shall not be liable for the obligations of the Government or its authorities. The Bank shall return deposits of individuals in the manner provided by federal laws.

1.14. The Bank shall not be liable for the obligations of the Bank of Russia. The Bank of Russia shall not be liable for the obligations of the Bank, unless the Bank of Russia has assumed such obligations.

1.15. The Bank and its branches are independent of governmental authorities or local authorities when they adopt resolutions.

Legislative and executive bodies, and local authorities have no right to interfere with the Bank's activity unless if stipulated by federal laws.

1.16. The Bank may be a member (founder) of other business partnership or company, both in and outside the Russian Federation, subject to the legislation of the Russian Federation or foreign state where the organization is located unless otherwise stipulated by international treaties of the Russian Federation.

1.17. The Bank may establish branches and open representative offices in the Russian Federation in accordance with the legislation of the Russian Federation.

Branches, representative offices, and other divisions of the Bank are not legal entities.

1.18. Branches are established, and representative offices are opened by the Bank outside the Russian Federation in accordance with the legislation of the Russian Federation and the legislation of the foreign state where branches and representative offices are located unless otherwise stipulated by international treaties of the Russian Federation.

1.19. Details of Bank branches are contained in Appendix 1, and details of representative offices of the Bank are contained in Appendix 2, which are an integral part of this Charter.

1.20. Bank location: Moscow, Russian Federation.

Bank address: 19 Vavilova Street, Moscow, 117997, Russian Federation

Chapter 2. Banking Operations and Other Transactions

2.1. The Bank performs the following banking operations:

1) Attracting funds of legal entities and individuals as deposits (on-demand and term deposits);

2) Allocating funds attracted as specified above in the Bank's name and at the Bank's expense;

3) Opening and maintaining bank accounts of individuals and legal entities;

4) Transferring funds on the instructions of individuals and legal entities, including correspondent banks, over their bank accounts;

5) Cash collection service in respect of funds, bills, payment, and settlement documents and providing cash services to individuals and legal entities;

6) Buying and selling foreign currency in cash and cashless forms;

7) Attracting and allocating precious metals as deposits;

8) Issuing bank guarantees;

9) Transferring funds without bank account opening, including electronic fund transfers (except postal transfers).

The Bank may perform export and import operations of clients using various financial instruments as adopted in international bank practice.

The Bank performs operations involving vouchers in accordance with the legislation of the Russian Federation and in the manner established by the Bank of Russia.

Fund transfers without bank account opening, except electronic fund transfers, are carried out on the instructions of individuals.

2.2. Apart from banking operations, the Bank effects the following transactions:

1) Issuing sureties for third parties that provide for the fulfillment of pecuniary obligations;

2) Acquiring receivables from third parties to fulfill pecuniary obligations;

3) Trust management of funds and other property under an agreement concluded with individuals and legal entities;

4) Operations with precious metals and gems subject to the legislation of the Russian Federation;

5) Leasing out special-purpose premises and their safes for storing documents and valuables to individuals and legal entities;

6) Leasing operations;

7) Providing consultancy and information services.

The Bank may effect other transactions in accordance with the legislation of the Russian Federation.

2.3. All banking operations and transactions are effected both in rubles and in foreign currency in accordance with federal laws.

The Bank provides monetary control of clients' operations, i.e. individuals and legal entities.

2.4. The Bank may issue, acquire, sell, account for, and perform other operations with securities as payment documents, with securities that confirm the raising of funds for deposits and on bank accounts, and with other securities.

2.5. The Bank may carry out professional activity (including brokerage, dealing, and depositary activity) in the securities market in accordance with federal laws.

2.6. The Bank shall ensure, within its cognizance, the protection of details constituting a state secret.

Chapter 3. Authorized Capital

3.1. The authorized capital of the Bank amounts to RUB 67,760,844,000. The authorized capital of the Bank is equal to the total amount of Bank shares at par, which were purchased by shareholders.

3.2. The Bank offered 21,586,948,000 ordinary shares with a par value of RUB 3 and 1,000,000,000 preference shares with a par value of RUB 3.

3.3. The authorized capital determines the minimum amount of property of the Bank to guarantee the interests of its creditors.

3.4. The par value of preference shares offered shall be up to 25 percent of the authorized capital of the Bank, except as otherwise specified by the legislation of the Russian Federation.

3.5. The Bank may offer ordinary shares in addition to those offered (authorized shares).

The limiting quantity of authorized ordinary shares is equal to 15,000,000,000 shares with a par value of RUB 3.

3.6. The authorized capital of the Bank may be increased in the manner provided by the legislation of the Russian Federation and by this Charter through—

1) Increasing the par value of Bank shares using the Bank's property.

2) Offering additional shares by distributing such shares among shareholders using the Bank's property.

3) Offering additional shares by public subscription.

4) Offering additional shares by private subscription.

3.7. Offering of additional shares by the Bank is limited to authorized shares as specified in this Charter.

3.8. The authorized capital of the Bank may be decreased in the manner provided by the legislation of the Russian Federation and by this Charter through—

1) Decreasing the par value of shares offered.

2) Acquisition of a certain part of shares by the Bank in order to reduce the total share quantity.

3) Paying off shares acquired or bought out by the Bank.

3.9. In the event the amount of equity funds (capital) of the Bank is below its authorized capital based on results of a reporting month, the Bank is obliged to bring the amount of the authorized capital and the amount of equity funds (capital) into line.

3.10. At least 50 percent of voting shares plus one voting share of the Bank (controlling interest) are held by the Bank of Russia.

The Bank of Russia's interest in the authorized capital of the Bank may be reduced or disposed of (where such reduction or disposal is not below 50 percent plus one voting share) by the Bank of Russia as agreed with the Government of the Russian Federation.

The Bank of Russia's interest in the authorized capital of the Bank may be reduced or disposed of (where such reduction or disposal is below 50 percent plus one voting share) under federal law.

Chapter 4. Shares, Bonds, and Other Equity Securities of the Bank

4.1. All shares of the Bank are registered.

4.2. The Bank offers ordinary shares and preference shares of the same type, i.e. with obligatory payment of a certain dividend amounting to no less than 15 percent of the par value of the preference share.

4.3. The Bank may offer bonds and other equity securities as provided by legal acts of the Russian Federation related to securities, including offering outside the Russian Federation.

The Bank may offer bonds converted into shares and other equity securities converted into shares.

4.4. Additional shares and other equity securities of the Bank offered through subscription are offered, provided that they are paid in full.

4.5. The form of payment for additional shares is determined by the resolution to offer such shares. Other equity securities may be paid only in cash.

4.6. Transactions with shares and other equity securities of the Bank shall be effected in accordance with the legislation of the Russian Federation.

4.7. Shares available to the Bank do not carry voting rights, they are not considered in vote counting, and they are not subject to the distribution of dividends.

4.8. The register of the Bank's Shareholders is maintained and kept by the registrar, a professional maker of the securities market, in accordance with the agreement concluded with the Bank.

4.9. The Bank may acquire shares offered if the General Shareholders' Meeting resolves to decrease the amount of the authorized capital by acquiring a certain part of shares offered in order to reduce their total quantity.

The Bank may acquire shares offered by the Bank as resolved by the Supervisory Board of the Bank.

4.10. The Bank shall acquire shares offered in the manner provided by federal law.

4.11. Shares acquired upon the resolution of the General Shareholders' Meeting to reduce the authorized capital by acquiring a certain part of shares offered in order to reduce their total quantity are paid off upon acquisition.

4.12. The Bank is obliged to buy out shares offered in the cases and in the manner provided by federal law.

Chapter 5. Rights and Obligations of Shareholders

5.1. Each ordinary share of the Bank confers on its holder the same rights.

Shareholders holding ordinary shares, subject to federal law and this Charter may attend the General Shareholders' Meeting with the right to vote on all matters within its competence, to receive dividends and, in case of the Bank's liquidation, the right to receive a share of its property.

5.2. Preference shares confer on their holders the same rights.

The holders of preference shares are entitled to dividends in the amount of at least 15 percent of the par value of a preference share.

The holders of preference shares have no right to vote at the General Shareholders' Meeting unless otherwise established by federal law.

5.3. The holders of preference shares attend the General Shareholders' Meeting with the right to vote where deciding on reorganization or liquidation of the Bank and on relieving the Bank from the obligation to disclose and provide information provided by the legislation of the Russian Federation related to securities.

The holders of preference shares have the right to vote where resolutions are adopted at the General Shareholders' Meeting to introduce amendments and supplements to this Charter, which restrict rights of the holders of preference shares. The resolution to introduce such amendments and supplements is deemed taken if it is voted for by at least three fourths of the holders of voting shares attending the General Shareholders' Meeting, except votes of the holders of preference shares, for which rights are restricted, and three fourths of all holders of preference shares, for which rights are restricted.

The holders of preference shares of a particular type have the right to vote where deciding on application for the delisting of preference shares of this type at the General Shareholders' Meeting. The said resolution is deemed adopted if it is voted for by at least three fourths of the holders of voting shares attending the General Shareholders' Meeting, except votes of the holders of preference shares of this type, and three fourths of all holders of preference shares of this type.

5.4. Each shareholder of the Bank may call the registrar to confirm his/her/its share rights and providing him/her/it with an extract from the Register of the Bank's Shareholders, and obtain information provided by the registrar in accordance with regulatory legal acts.

5.5. The Bank's shareholders may alienate their shares without any consent on the part of other shareholders or of the Bank. No preemptive right of the Bank or its shareholders is allowed to acquire shares alienated by Bank's shareholders.

5.6. The Bank's shareholders may request that the Bank buy out all or part of their shares in the manner and in cases stipulated by federal law.

5.7. The Bank's shareholders have the preemptive right to acquire additional shares and equity securities converted into shares, which are offered through public subscription, in the amount proportionate to the quantity of shares of this category held by them.

The Bank's shareholders, who voted against or did not participate in the voting on offering through private subscription of shares and equity securities converted into shares, have the preemptive right to acquire additional shares and equity securities converted into shares, which are offered through private subscription, in the amount proportionate to the quantity of shares of this category (type) that they hold. This right is not applicable to shares and equity securities converted into shares, which are offered through private subscription only among shareholders,

if shareholders may acquire a whole number of offered shares and other equity securities converted into shares in proportion to the quantity of shares of the relevant category (type) held by them.

Persons holding the preemptive right to acquire additional shares and equity securities converted into shares shall be informed in the manner provided for the notification of holding the General Shareholders' Meeting.

The procedure for exercising the preemptive right by shareholders is determined in the legislation of the Russian Federation.

5.8. The Bank's shareholders have the right to obtain information related to the Bank to the extent and in the manner provided by federal law.

The Bank's Charter, internal documents approved by the General Shareholders' Meeting, reports published, documents to be provided to the shareholder in preparation for the General Shareholders' Meeting, the Bank's annual report approved by the Annual General Shareholders' Meeting are made available on the official corporate website of the Bank, specified in the Clause 9.16 of this Charter.

5.9. The Bank's shareholders have other rights as stipulated under the legislation of the Russian Federation and subject to this Charter.

5.10. Authorized shares of the Bank, where such are offered, confer their holders all the rights as provided by federal law and this Charter for holders of the Bank's shares of the relevant category.

5.11. Shareholders and/or their representatives are obliged to ensure non-disclosure of confidential details of the Bank, its transactions, operations, clients, correspondents, partners, and any other information that represents a banking, commercial, or official secret, with which they have become familiar.

5.12. Acquisition of over 30 percent of the Bank's shares shall be effected pursuant to federal law.

5.13. Shareholders and nominal holders of securities of the Bank are obliged to observe rules of information submission to the register maintenance system.

The person registered in the Register of Bank's Shareholders must notify the registrar in good time of changes in his/her/its data, bank details, or other details.

In case of failure to submit information on data changes to the Bank and the registrar, the Bank and the registrar shall not be responsible for losses caused by such failure.

5.14. The Bank's shareholders have other obligations as stipulated by the legislation of the Russian Federation and this Charter.

Chapter 6. Profit of the Bank. Reserve Fund. Dividends

6.1. The Bank has full economic independence in profit distribution after taxation (net profit).

6.2. Net profit is determined in the manner stipulated under the legislation of the Russian Federation. As resolved by the General Shareholders' Meeting, net profit is distributed among shareholders in the form of dividends and used to form the Reserve Fund. Net profit over the financial year, which is not used to pay dividends or form the Reserve Fund, shall be available to the Bank as retained earnings.

6.3. The Bank forms the Reserve Fund according to legislative requirements in an amount that is not less than 5 percent of the authorized capital.

The Bank's Reserve Fund is formed through annual deductions in an amount that is not less than 5 percent of net profit to achieve the established amount.

The Reserve Fund is used in accordance with the legislation of the Russian Federation, as decided by the Supervisory Board of the Bank.

6.4. The Bank may, based on results of the first quarter, six months, nine months of the financial year and/or financial year, decide on (declare) payment of dividends on shares offered unless otherwise specified in the legislation of the Russian Federation.

Resolutions concerning dividend payment, the date, on which persons entitled to dividends, are determined, and the dividend amount shall be adopted by the General Shareholders' Meeting on the recommendation of the Supervisory Board of the Bank. The dividend amount shall not exceed the amount recommended by the Supervisory Board of the Bank.

6.5. Dividends are paid to persons entitled to such dividends in the manner and within the time limit established by federal law.

Chapter 7. Safeguarding Interests of the Bank's Clients

7.1. The Bank pays insurance contributions to the Mandatory Deposit Insurance Fund by transferring funds in the manner established by federal law.

The Bank deposits a part of funds raised into mandatory provisions with the Bank of Russia in the amount and in the manner predetermined by the Bank in accordance with the rules and standards established by the Bank.

7.2. The Bank guarantees that it will keep secret operations, accounts, and deposits of its clients and correspondents.

The Bank provides information and documents related to accounts, deposits, and operations of clients in the cases and in the manner established by the legislation of the Russian Federation.

7.3. Funds and other valuables of legal entities and individuals that are available on accounts, deposits, or in escrow with the Bank may be seized or recovered only in the manner stipulated by federal laws.

7.4. All employees of the Bank must observe strict secrecy in respect of operations, accounts, and deposits of the Bank's clients and correspondents, including the commercial secret of the Bank.

7.5. The list of information that constitutes a commercial secret of the Bank and the procedure for handling such information are determined by the Executive Board of the Bank subject to the legislation of the Russian Federation.

Chapter 8. Accounting and Reporting

8.1. The Bank maintains books and submits accounting (financial) and other reports in the manner established by federal laws and other regulatory legal acts, including regulations of the Bank of Russia.

8.2. The Bank's annual report shall be approved preliminarily by the Supervisory Board of the Bank at least 30 days prior to the Annual General Shareholders' Meeting.

8.3. The Bank provides obligatory information disclosure to the extent and in the manner established by the legislation of the Russian Federation, regulations related to financial markets, and regulations of the Bank of Russia.

8.4. The Bank provides information on the Bank as required by federal laws and other regulatory legal acts.

8.5. The financial year of the Bank starts on January 1st and ends on December 31st.

8.6. The Bank and its branches are obliged to keep documents in the manner and within the time limit established by federal laws and other regulatory legal acts.

Documents of the Bank and its branches are transferred for governmental keeping in the manner stipulated under the legislation of the Russian Federation.

8.7. Executive bodies of the Bank are responsible for the reliability of information contained in the Bank's reports.

Chapter 9. General Shareholders' Meeting

9.1. The General Shareholders' Meeting is the supreme bank management body.

9.2. The terms of reference of the General Shareholders' Meeting cover the following issues:

- 1) Amendment of the Bank's Charter or approval of its new version;
- 2) Reorganization of the Bank;
- 3) Liquidation of the Bank, appointment of a liquidation committee, and approval of intermediary and final liquidation balance sheets;
- 4) Election of the Bank's Supervisory Board members and early termination of their powers;
- 5) Election of the Bank's CEO, Chairman of the Executive Board and early termination of his powers;
- 6) Election of the Bank's Audit Committee members and early termination of their powers;
- 7) Determination of quantity, nominal value, category (type) of declared shares and the rights provided by these shares;
- 8) Increase in the authorized capital by increasing nominal value of shares;
- 9) Increase in the authorized capital by offering additional shares on the basis of private placement;
- 10) Increase in the authorized capital by offering additional shares on the basis of public placement if the number of shares additionally offered by public subscription is over 25 percent of ordinary shares previously placed by the Bank;
- 11) Increase in the authorized capital by offering additional shares under public placement if the number of shares additionally placed by public subscription amounts to no more than 25 percent of ordinary shares previously placed by the Bank, and the Bank's Supervisory Board has failed to reach unanimity on this matter;
- 12) Private offering of bonds convertible into ordinary shares and other issue-grade securities convertible into ordinary shares;
- 13) Public offering of bonds convertible into ordinary shares and other issue-grade securities convertible into ordinary shares of over 25 percent of ordinary shares previously placed by the Bank;
- 14) Reduction of the Bank's authorized capital by decreasing the par value of shares or through the Bank's acquiring a part of shares to reduce their total number or by redeeming the shares acquired or repurchased by the Bank;
- 15) Approval of the Bank's auditing organization;
- 16) Payment (declaration) of dividends for the first quarter, six months, nine months of the financial year;
- 17) Approval of annual reports, including the Bank's annual accounting (financial) statements, and distribution of profits (including payment (declaration) of dividends, except for the profits distributed as dividends for the first quarter, six months, nine months of the financial year) and losses of the Bank as of the end of a financial year;
- 18) Determination of the procedure for conducting the General Shareholders' Meeting;
- 19) Dilution and consolidation of shares, placement of issue-grade securities by conversion;
- 20) Making decisions about approval of related party transactions in instances envisaged by federal law;
- 21) Making decisions about approval of major transactions in instances envisaged by federal law;

22) Making decisions about participation in associations and other alliances of commercial organizations;

23) Approval of the bank's internal documents: Regulations on the General Shareholders' Meeting, Regulations On the Bank's Supervisory Board, Regulations on the Executive Board, Regulations on the Audit Committee, Regulations on Remunerations and Compensations Paid to Members of the Supervisory Board of the Bank;

24) Resolution of other matters stipulated by federal law and this Charter.

9.3. The issues falling under the terms of reference of the General Shareholders' Meeting may not be passed for resolution to the Bank's executive bodies.

The issues falling under the terms of reference of the General Shareholders' Meeting may not be passed for resolution to the Bank's Supervisory Board, except as provided by federal law.

9.4. The resolution on matters provided in sub-clauses 2, 8-13, 19-23, clause 9.2 of this Charter is adopted by the General Shareholders' Meeting only at the suggestion of the Bank's Supervisory Board. In such case, other persons entitled under federal law to table proposals to the agenda of the General Shareholders' Meeting, annual or extraordinary, may not request the Bank's Supervisory Board to table these matters on the agenda of the Meeting.

9.5. The General Shareholders' Meeting is not entitled to consider or make decisions on matters outside its cognizance as per federal law and this Charter.

9.6. The General Shareholders' Meeting is not entitled to make decisions on matters that are not included in the agenda of the Meeting or change the agenda.

9.7. The General Shareholders' Meeting is chaired by the Chairperson of the Supervisory Board of the Bank or by the deputy or one of the members of the Supervisory Board in accordance with the decision of the Supervisory Board if such Chairperson is absent.

9.8. The Bank holds Annual General Shareholders' Meetings to resolve matters concerning election of the Bank's Supervisory Board, Bank's Audit Committee and appointment of the Bank's auditing organization, approval of annual reports, including annual accounting (financial) statements of the Bank, and distribution of profits, including payment (notification) of dividends as of the end of a financial year, and other matters within the cognizance of the General Shareholders' Meeting.

9.9. The General Shareholders' Meeting (where shareholders attend the Meeting collectively to discuss the agenda of the Meeting and take decisions on matters put to a vote) is held in Moscow or in any other city as determined by the Bank's Supervisory Board in addressing matters associated with holding of the General Shareholders' Meeting.

The Bank's Annual General Shareholders' Meeting is held not earlier than 2 months and not later than 6 months after the end of the Bank's financial year.

9.10. Shareholder(s) holding in the aggregate at least 2 percent of voting shares may submit items to the agenda of the annual General Shareholders' Meeting and nominate candidates to the Bank's Supervisory Board and Audit Committee, whose number may not exceed the number of members of the respective body, and the candidate for the position of CEO, Chairman of the Executive Board. Such proposals are submitted to the Bank within 75 days after the end of the Bank's financial year.

9.11. The proposal on submitting items to the agenda of the General Shareholders' Meeting and nomination of candidates are made in writing specifying the name of shareholders (shareholder) submitting them, amount, and category of shares held by such shareholders and must be signed by the shareholders.

9.12. The proposal for submitting items to the agenda of the General Shareholders' Meeting must contain the wording of each proposed item, and the proposal on nominating candidates must contain the information on the candidate as stipulated by federal law. A proposal for submitting items to the agenda of the General Shareholders' Meeting may contain the wording of resolutions on each item.

9.13. In the event the proposal for submitting items to the agenda is made by a shareholder whose share rights are taken into account in the depository, such proposal shall be accompanied by the statement of the shareholder's custody account with the depository.

9.14. The Bank's Supervisory Board shall consider the proposal made and decide to include such proposal in the agenda of the General Shareholders' Meeting or deny such inclusion within 5 days of termination of the timing established by this Charter.

9.15. The reasoned decision of the Supervisory Board to deny inclusion of an item proposed by the shareholder (or shareholders) in the agenda of the General Shareholders' Meeting or inclusion of a candidate in the list of candidates for voting on election to the relevant body of the Bank shall be sent to the shareholder (or shareholders) having proposed the inclusion of such item in the agenda or such candidate within the time limit envisaged by federal law.

9.16. The notice of the General Shareholders' Meeting is published in the newspaper *Rossiyskaya Gazeta* and made available on the Bank's official corporate website (www.sberbank.com – hereinafter, the "website of the Bank") at least 30 days prior to the date of the Meeting.

9.17. An extraordinary General Shareholders' Meeting is held based on a resolution of the Bank's Supervisory Board made at its own initiative, at the request of the Bank's Audit Committee or auditing organization, and at the demand of shareholder(s) holding at least 10 percent of the Bank's voting shares as of the date of such demand.

9.18. An extraordinary General Shareholders' Meeting convened on the request of the Bank's Audit Committee, audit organization, or shareholders (or shareholder) holding at least 10 percent of voting shares of the Bank shall be held within 50 days of submission of the relevant requirement.

9.19. If the agenda proposed for the extraordinary General Shareholders' Meeting contains the election of the Bank's Supervisory Board, such Meeting shall be held within 90-days of submission of the relevant requirement or decision made by the Bank's Supervisory Board on holding such Meeting. The notice of the Meeting shall be published in the time established by federal law.

Shareholders (or shareholder) holding collectively at least 2 percent of voting shares of the Bank may propose candidates for election to the Bank's Supervisory Board, but their number shall not exceed the number of members of the Bank's Supervisory Board. Such proposals shall be delivered to the Bank in the time stipulated under federal law.

9.20. Shareholders' proposals concerning the agenda of the extraordinary General Shareholders' Meeting and candidates for the Bank's Supervisory Board are finalized and considered by the Bank's Supervisory Board in the manner and within the time limit set out in clauses 9.11 to 9.15 of this section of the Charter.

9.21. The list of persons entitled to attend the General Shareholders' Meeting is based on the Register of Bank's Shareholders as of the date set by the Bank's Supervisory Board in accordance with federal law.

9.22. A shareholder may vote in person or by proxy.

9.23. The General Shareholders' Meeting is qualified if it is attended by shareholders holding collectively more than fifty percent of the votes of voting shares offered. Attendees of the General Shareholders' Meeting are shareholders who have been registered for attending such Meeting and shareholders, whose ballots are obtained at least two days prior to the date of the General Shareholders' Meeting. Attendees of the General Shareholders' Meeting held through absentee voting are shareholders, whose ballots are received prior to the ballot submission deadline.

9.24. Voting on items on the agenda of the Bank's General Shareholders' Meeting is through voting ballots.

Voting ballots are sent as a simple letter or handed over against signature to each person specified in the list of persons entitled to attend the General Shareholders' Meeting, at least 20 days prior to the date of the General Shareholders' Meeting.

9.25. Voting during the General Shareholders' Meeting is on a "one vote per voting share" basis, except cumulative voting.

9.26. A resolution made by the General Shareholders' Meeting is accepted by a majority vote of the holders of voting shares attending the General Shareholders' Meeting unless otherwise stated in federal law.

9.27. Resolutions on matters stipulated in sub-clauses 1 to 3, 7, 9, 10, 12, 13, clause 9.2 of the Charter shall be adopted by the General Shareholders' Meeting by three fourths of votes cast by the holders of voting shares attending the General Shareholders' Meeting.

9.28. Functions of the Counting Commission are performed by the registrar under an agreement concluded with the Bank.

The registrar checks powers and registers persons attending the General Shareholders' Meeting, determines quorum for the General Shareholders' Meeting, clarifies questions arising in connection with voting rights exercised by shareholders (or their representatives) during the General Shareholders' Meeting, clarifies the voting procedure for matters put to a vote, ensures the voting procedure established and shareholders' rights to participate in voting, counts the votes and summarizes vote returns, compiles the report on vote returns, and transfers voting ballots for archiving.

9.29. The resolutions adopted by the General Shareholders' Meeting, and the results of voting are announced at the General Shareholders' Meeting, where the voting was held, as well as communicated by the Bank to the persons entitled to participate in the General Shareholders' Meeting in the form of a report on voting results in accordance with the procedure provided by the Charter of the Bank for the Notice of General Shareholders' Meeting no later than 4 working days after the date of closing the General Shareholders' Meeting or the date of the deadline set for accepting the ballots (when holding the General Shareholders' Meeting in the form of absentee voting).

The resolutions adopted by the General Shareholders' Meeting shall be also disclosed by the Bank by posting the Minutes of the General Shareholders' Meeting on the website of the Bank.

9.30. Should provisions of the Charter be inconsistent with the Bank's internal documents approved by the General Shareholders' Meeting, provisions of the Charter shall prevail.

Chapter 10. Supervisory Board of the Bank

10.1. The Bank's Supervisory Board performs overall management of the Bank's activity, except for resolution of issues referred to the terms of reference of the General Shareholders' Meeting under this Charter.

10.2. The terms of reference of the Bank's Supervisory Board cover the following issues:

1) Determining priority areas of activities of the Bank and approving the Bank Development Strategy;

2) Convocation of annual and extraordinary General Shareholders' Meetings, save where the right to convene and conduct the General Shareholders' Meeting is given to bodies and persons in accordance with federal law;

3) Approval of the agenda of the General Shareholders' Meeting;

4) Determining the date of the list of persons entitled to participate in the General Shareholders' Meeting and other issues that refer to the terms of reference of the Bank's Supervisory Board in accordance with federal law and connected with preparation and holding of the General Shareholders' Meeting;

- 5) Increasing the Bank's authorized capital by placing additional shares at the expense of the Bank's property within the quantity of the declared shares established by this Charter;
- 6) Increasing the Bank's authorized capital by way of public offering of additional shares within the quantity of declared shares if the number of additionally offered shares is more than 25 percent of ordinary shares previously placed by the Bank;
- 7) Placement of additional shares in which the preferred shares, previously placed by the Bank, of a certain type convertible into ordinary shares or preferred shares of other types are converted, unless such offering is connected with an increase in the Bank's capital;
- 8) Placement of bonds and other issue-grade securities in instances envisaged under federal law, except for shares;
- 9) Public offering of bonds convertible into ordinary shares and other issue-grade securities convertible into ordinary shares of up to 25 percent of ordinary shares previously placed by the Bank;
- 10) Acquisition of shares, bonds, and other securities placed by the Bank in instances envisaged by federal law;
- 11) Establishment of the Executive Board of the Bank, appointment of the Executive Board members, Deputy Chairpersons of the Executive Board, including first deputies, from among the nominees proposed by the CEO, Chairman of the Executive Board, and early termination of their powers;
- 12) Recommendations for the amount of the dividend on shares and in terms of setting the date, on which persons entitled to dividends are determined;
- 13) Approval of the Bank's internal documents, including Regulations on the Internal Control System, Regulations on the Internal Audit Service, Regulations on the Corporate Secretary, Corporate Governance Code, Ethics Code, Regulations on Dividend Policy and the Regulations on the Reserve Fund, funds for payment of dividend and retained earnings, other internal documents of the Bank, the approval of which falls under the terms of reference of the Supervisory Board under the Bank's Charter or the Regulation on the Bank's Supervisory Board;
- 14) Opening and closing of affiliates and representative offices of the Bank, making amendments to this Charter relating to such opening and closing of the Bank's branches and representative offices;
- 15) Approval of major transactions in instances envisaged by federal law;
- 16) Approval of related party transactions in instances envisaged by federal law;
- 17) Determining the procedure of transactions with affiliated persons;
- 18) Approval of the Bank's registrar and the terms of the agreement with it and termination of the agreement with the registrar;
- 19) Adopting resolutions on obligations of members of the Supervisory Board, including establishment of committees of the Bank's Supervisory Board for certain matters of the Bank's activities; approval of provisions on committees of the Supervisory Board; holding the hearings of reports provided by Chairpersons of committees of the Supervisory Board on the activity of Committees that they are heading; evaluating own work; and providing deliverables to the Bank's General Shareholders' Meeting;
- 20) Appointing and dismissing the Head of the Bank's Internal Audit Service, approval of the Annual Inspection Plan of the Bank's Internal Audit Service, reviewing reports provided by the Internal Audit Service on implementation of the Inspection Plan and Bank inspection findings, evaluating, based on reports provided by the Internal Audit Service, compliance by the Bank's executive bodies with strategies and procedures approved by the Bank's Supervisory Board;
- 21) Approval of the Bank's risk and capital management strategy, including in terms of ensuring adequacy of own capital and liquidity for risk coverage, approval of the risk management procedure, and monitoring implementation of the procedure specified;

22) Approval of the procedure for applying bank's risk management methods and quantitative risk assessment models;

23) Approval of the procedure for preventing conflicts of interest, Financial Stability Recovery Plan in case of considerable worsening of the Bank's financial standing, plan of actions intended to ensure continuous activity, and/or recovery of the Bank's activities in case of abnormal or emergency situations;

24) Periodically holding the hearings of reports provided by the CEO, Chairman of the Executive Board of the Bank on the activities of the Bank. Procedure of providing the reports by the CEO, Chairman of the Executive Board of the Bank about the bank's activity shall be determined by the Supervisory Board;

25) Approval of terms and conditions of agreements signed by the Bank and CEO, Chairman of the Executive Board, members of the Bank's Board, determining amounts of their remunerations and compensations, and approval of the Bank's Human Resources Policy and Bank's Wages and Salaries Policy;

26) Making a decision about suspension of powers of the CEO, Chairman of the Executive Board and formation of the Bank's temporary one-person executive body. A resolution to that effect is made in the manner provided for by federal law;

27) Appointing the Bank's corporate secretary and his/her dismissal and monitoring of the Bank's corporate management practice;

28) Recommendations on the amount of fees and compensations payable to the members of the Bank's Audit Committee;

29) Submitting an application for the listing of the Bank's shares and/or issue grade securities convertible into the Bank's shares;

30) Other matters envisaged by federal law and this Charter.

10.3. Members of the Bank's Supervisory Board are elected by the General Shareholders' Meeting in the manner provided by federal law and this Charter to act until the following Annual General Shareholders' Meeting. If the Annual General Shareholders' Meeting has not been held within the time period envisaged by federal law and this Charter, powers of the Bank's Supervisory Board shall terminate, except powers to prepare, convene, and hold the Annual General Shareholders' Meeting.

Members of the Bank's Supervisory Board shall meet qualification and business reputation requirements established by federal laws and regulations of the Bank of Russia adopted in accordance therewith.

10.4. The Bank's Supervisory Board consists of 14 members.

10.5. Members of the Bank's Supervisory Board may be represented only by individuals. Persons elected members of the Bank's Supervisory Board may be re-elected an indefinite number of times.

10.6. Board members may constitute up to a fourth of the membership of the Bank's Supervisory Board. The person acting as CEO, Chairman of the Executive Board may simultaneously act as Chairperson of the Bank's Supervisory Board.

10.7. Members of the Bank's Supervisory Board are elected by cumulative voting.

10.8. In the event of cumulative voting, the number of votes owned by each shareholder shall be multiplied by the number of persons to be elected to the Supervisory Board of the Bank, and a shareholder may either cast all votes, to which he/she is thus entitled, for one candidate or distribute these votes among two or more candidates.

10.9. Candidates having most votes are elected members of the Bank's Supervisory Board.

10.10. As decided by the General Shareholders' Meeting, powers of members of the Bank's Supervisory Board may be terminated early.

The resolution adopted by the General Shareholders' Meeting for early termination of powers may be taken only in respect of all members of the Bank's Supervisory Board.

10.11. The Bank's Supervisory Board is headed by the Chairperson to be elected by members of the Bank's Supervisory Board from among such members by a majority vote of the total number of members of the Bank's Supervisory Board.

10.12. Meetings of the Bank's Supervisory Board are convened by its Chairperson on his/her own initiative, as required by any member of the Bank's Supervisory Board, Audit Committee, audit organization, Board of the Bank, and CEO, Chairman of the Executive Board of the Bank.

The procedure for convening and holding meetings of the Bank's Supervisory Board is established by this Charter, the Regulations on the Bank's Supervisory Board, and Regulations for Meetings of the Bank's Supervisory Board.

10.13. Quorum required holding a meeting of the Bank's Supervisory Board is at least fifty percent of the elected members of the Bank's Supervisory Board. Where the number of members of the Bank's Supervisory Board falls below the quorum specified, the Bank's Supervisory Board must resolve to hold an extraordinary General Shareholders' Meeting to elect new members of the Bank's Supervisory Board.

10.14. In case of determination of quorum presence and voting results, the written opinion expressed by the member of the Bank's Supervisory Board who is not present during the Meeting is taken into account when the resolution is adopted. Such written opinion of the absent member of the Bank's Supervisory Board shall be delivered to the Bank not later than the day preceding the date of the meeting held by the Bank's Supervisory Board in praesentia.

10.15. Resolutions are adopted during meetings of the Bank's Supervisory Board by a majority vote, except as stipulated under federal law and this Charter.

10.16. Resolutions to increase the authorized capital and to approve major transactions are adopted unanimously by all members of the Bank's Supervisory Board; in such case, votes of members withdrawn from the Bank's Supervisory Board are not counted.

In the event unanimity is not achieved by the Bank's Supervisory Board in the consideration of the matters specified, such matters can be referred to the General Shareholders' Meeting as resolved by the Bank's Supervisory Board. In this case, the resolution is adopted by the General Shareholders' Meeting by a majority vote cast by the holders of voting shares attending the General Shareholders' Meeting.

10.17. Resolutions on issues provided for by Sub-Clauses 1, 29 of Clause 10.2 of the Charter, as well as on the following issues:

- Approving the Regulations on Dividend Policy;
- Determining the price (monetary assessment) of the property in a major transaction;
- Adopting the recommendations on the amount of dividends on shares of the Bank;
- Adopting the recommendations with regard to voluntary or mandatory offer received by the Bank;
- Submitting to the Shareholders' Meeting the issues related to the introduction of changes to the Charter or approval of new version of the Charter, delisting of shares and/or securities of the Bank convertible into shares, approval of major transactions, increase or decrease of the authorized capital of the Bank, reorganization or liquidation of the Bank

shall be adopted by the Supervisory Board of the Bank by a majority of no less than three quarters of votes, excluding the votes of departed members of the Supervisory Board of the Bank

10.18. Each member of the Bank's Supervisory Board has a single vote. In the event of a tied vote, the casting vote is cast by the Chairperson of the Bank's Supervisory Board. No member of the Bank's Supervisory Board may assign his/her voting right to any other person, including any other member of the Bank's Supervisory Board.

10.19. Supervisory Board resolutions may be adopted during meetings in praesentia (where members of the Supervisory Board attend the meeting collectively) or through absentee voting (polling).

10.20. Members of the Bank's Supervisory Board are obliged to ensure non-disclosure of confidential details of the Bank, its transactions, operations, clients, correspondents, partners, and any other information that represents a banking, commercial, or official secret, with which they have become familiar.

Chapter 11. Executive Bodies of the Bank

11.1. The Bank's current operations are managed by CEO, Chairman of the Executive Board, and the Executive Board of the Bank.

11.2. CEO, Chairman of the Executive Board, and the Executive Board of the Bank are accountable to the Bank's Supervisory Board and General Shareholders' Meeting.

11.3. Rights and obligations of CEO, Chairman of the Executive Board of the Bank, and Executive Board members are determined in accordance with the legislation of the Russian Federation, subject to this Charter, and the agreement concluded by the Bank with each of them under terms and conditions approved by the Bank's Supervisory Board (standard form of agreement).

The agreement concluded with CEO, Chairman of the Executive Board is signed, on behalf of the Bank, by the Chairperson of the Bank's Supervisory Board or by the person duly authorized by the Bank's Supervisory Board, and agreements with the Board members are signed by CEO, Chairman of the Executive Board of the Bank.

11.4. The Bank's Supervisory Board may at any time resolve to terminate powers of the Executive Board members ahead of time.

11.5. The terms of reference of the Executive Board of the Bank includes the issues of management of the Bank's daily activities, save for the matters falling within the terms of reference of the General Shareholders' Meeting and the Supervisory Board of the Bank.

11.6. In accordance with the tasks vested in it, the Executive Board of the Bank—

1) Discusses in advance the issues to be considered by the General Shareholders' Meeting and the Supervisory Board of the Bank, in particular, annual reports, including the Bank's annual-accounting (financial) statements, prepares draft resolution thereupon, and ensures the fulfillment of resolutions passed by the General Shareholders' Meeting and the Supervisory Board of the Bank.

2) Discusses the reports presented by the heads of units of the Bank's central head office and the heads of regional head offices on the performance for the relevant periods and the performance in particular areas of banking activities.

3) Determines the bank's policy in risk management, ensures conditions for its efficient implementation, organizes the risk management process in the bank, and determines the units responsible for management of separate kinds of risks.

4) Organizes practical implementation of the most advanced banking technologies in the bank's units, implements projects on complex banking works automation, and ensures creation of present-day banking infrastructure.

5) Organizes and duly conducts work related to improvement of a network of affiliates and other separate bank units and makes decisions about a change of the branch's status and name.

6) Considers and resolves the issues of participation and termination of the Bank's participation in other organizations, except for making a decision on participation in associations and other alliances of commercial organizations.

7) Approves interest rates on deposits of natural persons.

8) Considers the state of accounting, reporting, and internal control at the Bank, hears reports of heads of affiliates and other separate bank units after inspections, checks of their activity, and makes decisions on these matters.

9) Controls adherence to federal laws and other regulatory legal acts by the Bank's units.

10) Establishes the system of labor remuneration at the Bank.

11) Approves candidates for the chairpersons of regional head offices, considers the dismissal of the chairpersons of regional head offices; considers proposals on granting state awards of the Russian Federation to the Bank's most distinguished employees.

12) Approves internal documents regulating the Bank's daily activity, including those that determine the Bank's policy in different lines of business, management of bank risks, the work of the Bank's collective working bodies, except for the internal documents the approval of which lies within the terms of reference of the General Shareholders' Meeting and the Supervisory Board of the Bank.

13) Forms collective working bodies, including panels and bank committees, approves provisions on them, and establishes their terms of reference, including that related to approval of the bank's internal documents, which determine the rules, procedures, order of conducting banking and other transactions, and the procedure of interaction between structural units of the bank's head office and its affiliates.

14) Approves regulations on the Bank's affiliates and representative offices.

15) Makes a decision about appointment of temporary management or the bank's authorized representative to manage an affiliate (regional head office and division).

16) Considers and resolves other matters relating to the Bank's activity.

11.7. The procedure for convening and holding meetings of the Board, quorum for meetings, number of votes required to adopt the resolution are established by the Regulations on the Bank's Executive Board and Regulations for the Bank's Executive Board Activities.

11.8. CEO, Chairman of the Executive Board of the Bank is elected by the General Shareholders' Meeting for 4 years.

11.9. The General Shareholders' Meeting may at any time resolve to terminate the powers of CEO, Chairman of the Executive Board of the Bank.

11.10. CEO, Chairman of the Executive Board of the Bank heads the Executive Board of the Bank and manages its activities.

11.11. The terms of reference of the CEO, Chairman of the Executive Board of the Bank include resolution of all matters related to the Bank's day-to-day activities, including:

1) Ensuring execution of decisions of the General Shareholders' Meetings and the Bank's Supervisory Board;

2) Tabling of proposals to the Bank Supervisory Board on the members of the Executive Board of the Bank, including on the candidates to the first deputies of the Chairman of the Executive Board and deputies of the Chairman of the Executive Board of the Bank;

3) Organization of work of the Executive Board of the Bank;

4) Presiding at meetings of the Executive Board of the Bank, signature of minutes from the meetings and decisions made by the Executive Board of the Bank;

5) Distribution of obligations among the First Deputy Chairman of the Executive Board, Deputies of the Chairman of the Executive Board of the Bank, and members of the Executive Board of the Bank;

6) The Bank's representation without a power of attorney in all institutions, enterprises, and organizations within the Russian Federation and abroad;

7) Performance of transactions and other legal actions on the Bank's behalf without a power of attorney;

8) Approval of the Bank's internal documents which are not referred to the terms of reference of the General Shareholders' Meeting, Supervisory Board, and Executive Board of the Bank;

9) Exercising employer's rights and obligations envisaged by labor laws in respect of the Bank's employees;

10) Conclusion, change, and termination of employment agreements with the workers of the head office, heads of affiliates, bank's representative offices under the established nomenclature;

11) Incentives paid to the Bank's employees for diligent and efficient work and bringing the employees to material and disciplinary liability;

12) Approval of organizational structure, staff schedule, and arrangement of official salaries, provisions on structural units of the Bank's head office, and the staff schedule of the Bank's representative offices;

13) Approval of the quarterly report on securities;

14) Approval of a report about results of issue (additional issue) of issue-grade securities;

15) Making decisions about the starting date of bond placement, acquisition of bonds upon demand of owners and (or) upon agreement with their owners, about determining income on bonds, as well as about other matters related to circulation of bonds not falling under the terms of reference of other bank management bodies by the bank;

16) Determining the procedure for working with information qualified as the bank's commercial secret and liability for violation of the procedure of working with it;

17) Resolution of other questions of the bank's current activity that are not referred to the terms of reference of the General Shareholders' Meeting, Supervisory Board, or Executive Board of the Bank.

11.12. CEO, Chairman of the Executive Board of the Bank has the right to delegate other separate official powers and also entrust temporary execution of his obligations to his subordinates.

The person acting as CEO, Chairman of the Executive Board, shall act on the basis of this Charter and a relevant order of CEO, Chairman of the Executive Board.

11.13. CEO, Chairman of the Executive Board of the Bank without Power of Attorney acts on behalf of the Bank, represents its interests, and effects transactions on behalf of the Bank within amounts specified by the Executive Board of the Bank, issues orders and instructions, and gives instructions that are binding upon all employees of the Bank.

CEO, Chairman of the Executive Board of the Bank may issue Powers of Attorney to other persons.

11.14. First deputies of Chairman of the Executive Board, deputies of Chairman of the Executive Board issue directives, effect transactions based on a Power of Attorney issued by CEO, Chairman of the Executive Board of the Bank, and conclude agreements on behalf of the Bank in accordance with the functional distribution of obligations and within the amounts specified by the Bank's Board.

11.15. The Bank's Board considers effecting transactions with amounts exceeding limits established by the Bank's Board for CEO, Chairman of the Executive Board of the Bank, first deputies of Chairman of the Executive Board, and deputies of Chairman of the Executive Board.

Chapter 12. Major Transactions of the Bank

12.1. Major transactions are determined by federal law and effected in the manner established thereby.

12.2. As regards a resolution on approval of a major transaction where the subject is property, the cost of which ranges from 25 to 50 percent of the book value of the Bank's assets, such resolution is adopted by all members of the Bank's Supervisory Board unanimously; in such case, votes of members withdrawn from the Bank's Supervisory Board are not counted.

12.3. As regards a resolution on approval of a major transaction where the subject is property, the cost of which exceeds 50 percent of the book value of the Bank's assets, such resolution is adopted by the General Shareholders' Meeting by a majority vote, i.e. three fourths of votes cast by the holders of voting shares attending the Meeting.

Chapter 13. Related Party Transactions of the Bank

13.1. Related party transactions are effected in accordance with federal law.

13.2. A related party transaction is approved prior to its completion by the Bank's Supervisory Board or by the General Shareholders' Meeting in the manner stipulated under federal law.

13.3. The resolution on approval of a related party transaction is adopted by the Bank's Supervisory Board by a majority vote taking into account votes cast by independent members of the Bank's Supervisory Board who have no interest in its completion.

13.4. In instances stipulated under federal law, a resolution on approval of a related party transaction is adopted by the General Shareholders' Meeting by a majority vote taking into account votes cast by the holders of voting shares who have no interest in the transaction.

Chapter 14. Organizational Chart of the Bank

14.1. The Bank's branches (regional banks, divisions) operate on the basis of provisions approved by the Bank's Board and have seals with the Bank's emblem (logo), details set out in regulations of the Bank of Russia, and other seals and stamps.

14.2. The Bank's branches are provided with property accounted for both on their separate balance sheets and on the Bank's balance sheet.

Seals and block titles, letterheads, and sign-boards may specify the Bank's (branch's) name both in Russian and in the official language of appropriate states in accordance with the legislation of such states.

14.3. Changes in the Charter associated with the opening or closing of branches and representative offices, changes in their status, name, and location are introduced upon resolution of the Bank's Supervisory Board once a year at least.

When a Bank's branch is closed or if its status is changed, the Bank duly notifies foreign lenders, i.e. individuals who have allocated their funds on deposit accounts with such branch, by publishing the relevant message in mass media, placing the relevant message on the official corporate website of the Bank, and placing the relevant message in the office of the given branch and in all of its internal divisions in locations accessible to clients.

14.4. The Bank's branches (regional banks) are headed by Chairpersons appointed by CEO, Chairman of the Executive Board of the Bank, and branches (departments) are headed by executives appointed as per list predetermined. Collegial corporate governance is provided in the Bank's branches (Board of the regional bank, Department Board) to act subject to standard provisions approved by the Executive Board of the Bank.

14.5. Chairpersons of regional banks and department executives act on the basis of Powers of Attorney.

Activities, including employment and dismissal of branch personnel and conclusion of employment agreements with such personnel are performed by Heads of branches as per an established nomenclature.

14.6. Internal divisions of a regional bank are opened or closed, their location is changed, and they are re-subordinated as decided by the executive board of the regional bank; as for internal divisions of a department, such actions are carried out as decided by the Board of the regional bank, to which this department is subordinate; as regards internal divisions of the head office, such actions are performed as ordered by CEO, Chairman of the Executive Board of the Bank.

Chapter 15. Monitoring of Financial and Economic Activities of the Bank

15.1. Audit Committee of the Bank

15.1.1. To monitor financial and economic activities of the Bank, the Annual General Shareholders' Meeting appoints the Audit Committee consisting of 7 members.

The Audit Committee is elected to act until the following Annual General Shareholders' Meeting.

15.1.2. Members of the Audit Committee cannot be members of the Bank's Supervisory Board or hold any other positions in the corporate governance of the Bank at the same time.

15.1.3. Persons elected members of the Audit Committee may be re-elected an indefinite number of times.

15.1.4. As decided by the General Shareholders' Meeting, powers of members of the Audit Committee may be terminated early.

15.1.5. Shares held personally by members of the Bank's Supervisory Board or by persons holding positions in the corporate governance of the Bank cannot be used in voting where members of the Bank's Audit Committee are elected.

15.1.6. Should members of the Audit Committee fail to fulfill their obligations properly, they shall be held liable in the manner established by the legislation of the Russian Federation.

15.1.7. The operating procedure and terms of reference of the Audit Committee are specified in the Regulations on the Bank's Audit Committee approved by the General Shareholders' Meeting.

15.1.8. Inspection (or audit) of financial and economic activities of the Bank is carried out at the end of a financial year and at any time on the initiative of the Audit Committee as decided by the General Shareholders' Meeting, Bank's Supervisory Board or as required by a shareholder (or shareholders) holding collectively at least 10 percent of voting shares of the Bank.

15.1.9. The Audit Committee provides the General Shareholders' Meeting with a conclusion on findings obtained during the inspection (or audit) of financial and economic activities of the Bank over a year.

15.1.10. The Audit Committee may call for convening an extraordinary General Shareholders' Meeting or meetings of the Bank's Supervisory Board where breaches revealed during the audit in financial and economic activities or a real threat to the Bank's interests (or depositors) require adopting resolutions on matters that fall within the cognizance of such bodies of the Bank.

15.1.11. Documented inspection findings are submitted by the Audit Committee to the Bank's Supervisory Board, Executive Board and CEO, Chairman of the Executive Board for review and taking appropriate actions.

15.2. Auditor of the Bank

15.2.1. In order to check and verify reliability of annual (interim) accounting (financial) statements compiled in accordance with the legislation of the Russian Federation and financial statements drawn up in accordance with the International Accounting Standards, the Bank commissions audit organizations performing audit activities pursuant to the legislation of the Russian Federation and subject to the International Auditing Standards.

15.2.2. The audit organization is recommended to the General Shareholders' Meeting by the Bank's Supervisory Board based on a tender held to select audit organizations in accordance with the effective legislation of the Russian Federation, this Charter, and internal documents of the Bank.

15.2.3. Audit organizations and members of the Audit Committee are obliged to ensure non-disclosure of confidential details of the Bank, its transactions, operations, clients, correspondents, partners, and any other information that represents a banking, commercial, or official secret, with which they have become familiar during inspections.

Chapter 16 Internal Control at the Bank

16.1. The Bank provides internal control in accordance with the legislation of the Russian Federation, regulations of the Bank of Russia, and rules and procedures established by the Bank to ensure—

- Effective and efficient financial and economic activities when performing banking operations and other transactions, and efficient management of both assets and liabilities, including asset integrity and bank risk management.
- Reliable, complete, objective, and timely compilation and submission of financial, accounting, statistical, and other statements, (for external and internal users), as well as information security (protection of the interests (objectives) of the Bank in the information area which represents the aggregate of information, information infrastructure, entities exercising collection, preparation, dissemination and use of information, as well as the systems to regulate relations arising therein);
- Compliance with regulatory legal acts, standards of self-regulating organizations, this Charter, and internal documents of the Bank.
- Prevention of involvement of the Bank or its employees in unlawful activities, including legitimization (laundering) of proceeds obtained as a result of criminal actions or financing of terrorism and timely submission of appropriate details to governmental authorities and the Bank of Russia in accordance with the legislation of the Russian Federation.

16.2. Internal control is ensured at the Bank subject to powers determined by this Charter and internal documents of the Bank:

- 1) Corporate governance of the Bank as provided by this Charter;
- 2) Audit Committee;
- 3) Chief Accountant (and his/her deputies) of the Bank;
- 4) Heads (and their deputies) and Chief Accountants (and their deputies) of the Bank's branches;
- 5) Internal Audit Service of the Bank;
- 6) Internal Control Service of the Bank;
- 7) Division (person in charge) for counteraction of legitimization (laundering) of proceeds obtained as a result of criminal actions or financing of terrorism;
- 8) Inspector of the professional securities market maker;
- 9) Other divisions and employees of the Bank exercising internal control within the scope of powers defined by the Bank's internal documents.

Powers of internal control bodies and the procedure for their establishment and functioning are determined by federal laws and other regulatory legal acts, including regulations of the Bank of Russia, this Charter, and the Bank's internal documents adopted in the manner established by the Bank.

16.3. The Internal Audit Service is a collection of the Bank's divisions (Internal Audit Administration of the Bank's head office and relevant units of the Internal Audit Service with branches), which carry out their activities in accordance with the Regulations on the Bank's Internal Audit Service.

16.4 The Internal Control Service is the collection of structural units and employees of the Bank exercising their activities in accordance with the requirements of the law and Regulations on Internal Control Service.

15.3.4. The Bank's activities are supervised and monitored by the Bank of Russia and by bodies duly authorized by federal laws and other regulatory legal acts.

Chapter 17. Re-Organization and Liquidation of the Bank

17.1. Reasons, procedure, forms of re-organization of the Bank are determined in accordance with the legislation of the Russian Federation.

17.2. Reasons and procedure of liquidation of the Bank are established in accordance with the legislation of the Russian Federation.

ANNEX 1

to the Charter of Sberbank of Russia

**Information on the Branches
as of February 1, 2015**

No.	Serial number of the branch in accordance with the Book of State Registration of Credit Institutions	Branch name	Branch location
1	2	3	4
1	1481/422	Baikalsky Bank of Sberbank	10 Nizhnaya Naberezhnaya, Irkutsk, Irkutsk Region, 664011, Russian Federation
2	1481/230	Buryat Branch No. 8601 of Sberbank	3b Tereshkovoy St., Ulan-Ude, Republic of Buryatia, 670031, Russian Federation
3	1481/1945	Irkutsk Branch No. 8586 of Sberbank	122 Piskunova St., Irkutsk, Irkutsk Region, 664011, Russian Federation
4	1481/1727	Chita Branch No. 8600 of Sberbank	40 Imeni Poliny Osipenko St., Chita, Zabaikalskiy Krai, 672010, Russian Federation
5	1481/1753	Yakutsk Branch No. 8603 of Sberbank	17 Oktyabrskaya St., Yakutsk, Sakha (Yakutia) Republic, 677980, Russian Federation
6	1481/937	Volgo-Vyatsky Bank of Sberbank	35 Oktyabrskaya St., Nizhny Novgorod, Nizhny Novgorod Region, 603005, Russian Federation
7	1481/261	Vladimir Branch No. 8611 of Sberbank	36 Lenina Prospect, Vladimir, Vladimir Region, 600015, Russian Federation
8	1481/558	Kirov Branch No. 8612 of Sberbank	25 Derendyaeva St., Kirov, Kirov Region, 610997, Russian Federation
9	1481/853	Mordoviya Branch No. 8589 of Sberbank	86, 70 Let Oktyabrya Prospect, Saransk, Republic of Mordoviya, 430033
10	1481/1466	"Bank Tatarstan" Branch No. 8610 of Sberbank	44 Burlerova St., Kazan, Republic of Tatarstan, 420012, Russian Federation
11	1481/796	Mariy-El Branch No. 8614 of Sberbank	109b, Karla Marksa St., Yoshkar-Ola 424000, Mari El Republic
12	1481/1747	Chuvashiya Branch No. 8613 of Sberbank	3 Moskovskiy Prospect, Cheboksary, Chuvash Republic - Chuvashiya, 428032, Russian Federation
13	1481/1654	East Siberian Bank of Sberbank	46 Svobodnyy Prospect, Krasnoyarsk, Krasnoyarsk Krai, 660028
14	1481/1662	Abakan Branch No. 8602 of Sberbank	Offices 2N and 3N, 165 Pushkina St., letter A, Abakan, Republic of Khakasiya, 655017, Russian Federation
15	1481/1542	Kyzyl Branch No. 8591 of Sberbank	34a Kochetova St., Kyzyl, Republic of Tyva, 667000
16	1481/1654	Dalnevostochny Bank of Sberbank	12 Gamarnika St., Khabarovsk, Khabarovsk Krai, 680020, Russian Federation
17	1481/1643	Birobidzhan Branch No. 4157 of Sberbank	16 Sholom-Aleykhem St., Birobidzhan, Jewish Autonomous Region, 679016, Russian Federation
18	1481/70	Blagoveschensk Branch No. 8636 of Sberbank	240 Zeyskaya St., Blagoveschensk, Amur Region, 675000, Russian Federation
19	1481/1897	Kamchatka Branch No. 8556 of Sberbank	30 Naberezhnaya St., Petropavlovsk-Kamchatskiy, Kamchatskiy Krai, 683001, Russian Federation
20	1481/1160	Primorskoye Branch No. 8635 of Sberbank	18 Fontannaya St., Vladivostok, Primorskiy Krai, 690091, Russian Federation
21	1481/787	Severo-Vostochny Branch No. 8645 of Sberbank	11/11 Pushkina St., Magadan, Magadan Region, 685000, Russian Federation
22	1481/1806	Yuzhno-Sakhalinsk Branch No. 8567 of Sberbank	61 Amurskaya St., Yuzhno-Sakhalinsk, Sakhalinskaya Region, 693020, Russian Federation
23	1481/1597	Zapadno-Sibirsky Bank of Sberbank	61 Rizhskaya St., Tyumen, Tyumen Region, 625023, Russian Federation
24	1481/1583	Nizhnevartovsk Branch No. 5939 of Sberbank	10 Internationalnaya St., Nizhnevartovsk, Khanty-Mansi Autonomous District - Yugra, Tyumen Region, 628615, Russian Federation
25	1481/1924	Noviy Urengoy Branch No. 8369 of Sberbank	4 Mirny Building Estate, building 4, Noviy Urengoy, Yamalo-Nenets Autonomous District, Tyumen Region, 629300, Russian Federation
26	1481/1009	Omsk Branch No. 8634 of Sberbank	4/1 Marshala Zhukova St., Omsk, Omsk Region, 644024, Russian Federation
27	1481/1590	Salekhard Branch No. 1790 of Sberbank	41 Respubliki St., Salekhard, Yamalo-Nenets Autonomous District, Tyumen Region, 629008, Russian Federation
28	1481/1594	Surgut Branch No. 5940 of Sberbank	5 Dzerzhinskogo St., Surgut, Khanty-Mansi Autonomous District - Yugra, Tyumen Region, 628400, Russian Federation
29	1481/1598	Tyumen Branch No. 29 of Sberbank	61 Rizhskaya St., Tyumen, Tyumen Region, 625023, Russian Federation
30	1481/1603	Khanty-Mansi Branch No. 1791 of Sberbank	16 Dzerzhinskogo St., Khanty-Mansiysk, Khanty-Mansi Autonomous District - Yugra, Tyumen Region, 628012, Russian Federation
31	1481/1132	Zapadno-Uralsky Bank of Sberbank	66/1 Kuibysheva St., Perm, Perm Krai, 614990, Russian Federation
32	1481/596	Komi Branch No. 8617 of Sberbank	18 Sovetskaya St., GSP-1, Syktyvkar, Republic of Komi, 167981, Russian Federation
33	1481/1115	Perm Branch No. 6984 of Sberbank	4 Monastyrskaya St., Perm, Perm Krai, 614990, Russian Federation
34	1481/1625	Udmurtiya Branch No. 8618 of Sberbank	105 Krasnaya St., Izhevsk, Udmurtskaya Republic, 426057, Russian Federation

No.	Serial number of the branch in accordance with the Book of State Registration of Credit Institutions	Branch name	Branch location
1	2	3	4
35	1481/1948	Moscow Bank of Sberbank	6 Bolshaya Andronyevskaya St., Moscow, 109544, Russian Federation
36	1481/1258	Povolzhsky Bank of Sberbank	305 Novo-Sadovaya St., Samara, Samara Region, 443011, Russian Federation
37	1481/112	Astrakhan Branch No. 8625 of Sberbank	41 Kirova St., Astrakhan, Astrakhan Region, 414000, Russian Federation
38	1481/264	Volgograd Branch No. 8621 of Sberbank	40 Kommunisticheskaya St., Volgograd, Volgograd Region, 400005, Russian Federation
39	1481/1042	Orenburg Branch No. 8623 of Sberbank	16 Volodarskogo St., Orenburg, Orenburg Region, 461300, Russian Federation
40	1481/1100	Penza Branch No. 8624 of Sberbank	81 Suvorova St., Penza, Penza Region, 440000, Russian Federation
41	1481/1272	Samara Branch No. 6991 of Sberbank	2/144 Sovetskaya St., Samara, Samara Region, 443077, Russian Federation
42	1481/1344	Saratov Branch No. 8622 of Sberbank	1/7 Vavilova St., Saratov, Saratov Region, 410012, Russian Federation
43	1481/1639	Ulyanovsk Branch No. 8588 of Sberbank	40A Goncharova St., Ulyanovsk, Ulyanovsk Region, 432017, Russian Federation
44	1481/1800	Severny Bank of Sberbank	34 Sovetskaya St., Yaroslavl, Yaroslavl Region, 150028, Russian Federation
45	1481/88	Arkhangelsk Branch No. 8637 of Sberbank	137 Lomonosova Prospect, Arkhangelsk, Arkhangelsk Region, 163000, Russian Federation
46	1481/297	Vologda Branch No. 8638 of Sberbank	33 Predtechenskaya St., Vologda Region, 160000, Russian Federation
47	1481/412	Ivanovo Branch No. 8639 of Sberbank	159 Lezhnevskaya St., Ivanovo, Ivanovo Region, 153009, Russian Federation
48	1481/623	Kostroma Branch No. 8640 of Sberbank	33 Nikitinskaya St., Kostroma, Kostroma Region, 156005, Russian Federation
49	1481/101	Nenets Branch No. 1582 of Sberbank	38 Lenina St., Naryan-Mar, Arkhangelsk Region, 166000, Russian Federation
50	1481/1932	Yaroslavl Branch No. 17 of Sberbank	57/17 Saltykova-Schedrina St., Yaroslavl, Yaroslavl Region, 150014, Russian Federation
51	1481/1309	Severo-Zapadny Bank of Sberbank	2 Krasnogo Tekstilschika St., St. Petersburg, 191124, Russian Federation
52	1481/463	Kaliningrad Branch No. 8626 of Sberbank	24 Moskovskiy Prospect, Kaliningrad, Kaliningrad Region, 236006, Russian Federation
53	1481/512	Sberbank Kareliya Branch No. 8628 of Sberbank	2 Antikaynena St., Petrozavodsk, Republic of Kareliya, 185035, Russian Federation
54	1481/1939	Murmansk Branch No. 8627 of Sberbank	37 Lenina Prospect, Murmansk, Murmansk Region, 183038, Russian Federation
55	1481/960	Novgorod Branch No. 8629 of Sberbank	32 Mira Prospect, b/ 1, Velikiy Novgorod, Novgorod Region, 173021, Russian Federation
56	1481/1184	Pskov Branch No. 8630 of Sberbank	23/25 Oktyabrskiy Prospect, Pskov, Pskov Region, 180000
57	1481/1425	North Caucasian Bank of Sberbank	361 Lenina St., Stavropol, Stavropol Krai, 355035, Russian Federation
58	1481/1947	Dagestan Branch No. 8590 of Sberbank	11a, Korkmasova St., Makhachkala 367000, Republic of Dagestan
59	1481/1802	Ingush Branch No. 8633 of Sberbank	27 Moskovskaya St., Nazran, Republic of Ingushetiya, 366720, Russian Federation
60	1481/447	Kabardino-Balkariya Branch No. 8631 of Sberbank	33-a/72 Pushkina/Keshokova St., Nalchik, Kabardino-Balkarian Republic, 360051, Russian Federation
61	1481/1943	Kalmyk Branch No. 8579 of Sberbank	305 V.I. Lenina St., Elista, Republic of Kalmykiya, 358000, Russian Federation
62	1481/1946	Karachai-Circassian Branch No. 8585 of Sberbank	66 Krasnoarmeyskaya St., Cherkessk, Karachay-Cherkess Republic, 369000, Russian Federation
63	1481/1371	North-Ossetia Branch No. 8632 of Sberbank	68 Kotsoyeva St., Vladikavkaz, Republic of North Ossetia - Alaniya, 362003, Russian Federation
64	1481/1426	Stavropol Branch No. 5230 of Sberbank	361 Lenina St., Stavropol, Stavropol Krai, 355035, Russian Federation
65	1481/1950	Chechen Branch No. 8643 of Sberbank	A. Mitaeva St., Leninskiy District, Grozny, Chechen Republic, 364024, Russian Federation
66	1481/982	Sibirsky Bank of Sberbank	20, Serebrennikovskaya St., Central District, Novosibirsk 630007, Novosibirsk Region
67	1481/16	Altai Branch No. 8644 of Sberbank	106a Komsomolskiy Prospect, Barnaul, Altai Krai, 656038, Russian Federation
68	1481/1810	Gorno-Altai Branch No. 8558 of Sberbank	2 V.I. Chaptynova St., Gorno-Altaysk, Altai Republic, 649000, Russian Federation
69	1481/528	Kemerovo Branch No. 8615 of Sberbank	53 Oktyabrskiy Prospect, Kemerovo, Kemerovo Region, 650066, Russian Federation

No.	Serial number of the branch in accordance with the Book of State Registration of Credit Institutions	Branch name	Branch location
1	2	3	4
70	1481/976	Novosibirsk Branch No. 8047 of Sberbank	66 Gorsky Building Estate, Novosibirsk, Novosibirsk Region, 630032, Russian Federation
71	1481/1535	Tomsk Branch No. 8616 of Sberbank	90/1 Frunze Prospect, Tomsk, Tomsk Region, 634061, Russian Federation
72	1481/880	Srednerussky Bank of Sberbank	8 Bolshaya Andronyevskaya St., Moscow, 109544, Russian Federation
73	1481/207	Bryansk Branch No. 8605 of Sberbank	10b Lenina Prospect, Bryansk, Bryansk Region, 241050, Russian Federation
74	1481/488	Kaluga Branch No. 8608 of Sberbank	21a Kirova St., Kaluga, Kaluga Region, 248001, Russian Federation
75	1481/1246	Ryazan Branch No. 8606 of Sberbank	19 Pozhalostina St., Ryazan, Ryazan Region, 390000, Russian Federation
76	1481/1389	Smolensk Branch No. 8609 of Sberbank	23 Imeni Polka "Normandia Neman" St., Smolensk, Smolensk Region, 214025, Russian Federation
77	1481/1527	Tver Branch No. 8607 of Sberbank	8 Trekhsvyatskaya St., Tver, Tver Region, 170100, Russian Federation
78	1481/1558	Tula Branch No. 8604 of Sberbank	1 Krestovozdvizhenskaya Square, Tula, Tula Region, 300000, Russian Federation
79	1481/366	Uralsky Bank of Sberbank	67 Kuybysheva St., Yekaterinburg, Sverdlovsk Region, 620026, Russian Federation
80	1481/130	Bashkir Branch No. 8598 of Sberbank	5 Rikharda Zorge St., Ufa, Republic of Bashkortostan, 450059, Russian Federation
81	1481/717	Kurgan Branch No. 8599 of Sberbank	98 Gogolya St., Kurgan, Kurgan Region, 640022, Russian Federation
82	1481/373	Sverdlovsk Branch No. 7003 of Sberbank	11 Moskovskaya St., Yekaterinburg, Sverdlovsk Region, 620014, Russian Federation
83	1481/1700	Chelyabinsk Branch No. 8597 of Sberbank	9a Entuziastov St., Chelyabinsk, Chelyabinsk Region, 454048, Russian Federation
84	1481/314	Tsentrarno-Chernozemny Bank of Sberbank	28 9th Yanvaryaya St., Voronezh, Voronezh Region, 394006, Russian Federation
85	1481/188	Belgorod Branch No. 8592 of Sberbank	52 Grazhdanskiy Prospect, Belgorod, Belgorod Region, 308000, Russian Federation
86	1481/739	Kursk Branch No. 8596 of Sberbank	67 Lenina St., Kursk, Kursk Region, 305004, Russian Federation
87	1481/782	Lipetsk Branch No. 8593 of Sberbank	2 Pervomayskaya St., Lipetsk, Lipetsk, 398910, Russian Federation
88	1481/1067	Orel Branch No. 8595 of Sberbank	8 Brestskaya St., Orel, Orel Region, 302028, Russian Federation
89	1481/1449	Tambov Branch No. 8594 of Sberbank	130 Karla Marksa St., Tambov, Tambov Region, 392036, Russian Federation
90	1481/1190	Yugo-Zapadny Bank of Sberbank	37 Evdokimova St., Voroshilovskiy District, Rostov-on-Don, Rostov Region, 344068, Russian Federation
91	1481/7	Adygeya Branch No. 8620 of Sberbank	2 Dimitrova St., Building 2, Maykop, Republic of Adygeya, 385011, Russian Federation
92	1481/638	Krasnodar Branch No. 8619 of Sberbank	34 Krasnoarmeyskaya St., Central District, Krasnodar, Krasnodar Krai, 350000, Russian Federation
93	1481/662	Central Branch No. 1806 of Sberbank	2, Voykova St., Central District, Sochi 354000, Krasnodar Krai
94	1481/1898	Rostov Branch No. 5221 of Sberbank	41 Bratskiy Pereulok, Rostov-on-Don, Rostov Region, 344082, Russian Federation
95	1481/1951	The branch of Sberbank of Russia in India	Top level of the ground floor, Gopal Das Bhawan, 28 Barakhamba Road, Connaught Place 110001, New Delhi, India

ANNEX 2
to the Charter of Sberbank of Russia

Information on the Representative Offices

No.	Representative office name	Representative office location
1	Representative Office in Germany	Bockenheimer Anlage 35, 60322 Frankfurt am Main, Germany
2	Representative Office in Beijing	Lufthansa Centre, office C305/306A, 50 Liangmaqiao Road, Chaoyang District, 100125 Beijing, China