

SBERBANK OF RUSSIA

APPROVED BY
Resolution of the Supervisory Board
of Sberbank
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REGULATION on the Committees of the Supervisory Board (Version 2)

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1. General Provisions

1.1. This Regulation on the Committees of the Supervisory Board of Sberbank (hereinafter “the Regulation” and “the Bank” respectively) is a document governing the activities of the committees of the Supervisory Board of the Bank (hereinafter “the committee”) and determining the goals, tasks and functions thereof, as well as the procedure for forming thereof.

1.2. Committees are the advisory and consultative bodies of the Bank’s Supervisory Board (hereinafter, “the Supervisory Board”). Their purpose is to conduct preliminary reviews of matters related to the Bank’s activities which are within the competence of the Supervisory Board and to develop recommendations for the Supervisory Board to make decisions on these matters. The Committees are not the management bodies of the Bank and may not act on behalf of the Bank or its Supervisory Board.

1.3. Committee decisions are recommendatory. The Committees report to the Supervisory Board. The Committees ensure performance of legally established obligations by all Supervisory Board members, as well as working cooperation with the Bank’s management bodies.

1.4. The Committees operate within the powers granted to them by the Supervisory Board in accordance with this Regulation and are guided by the laws of the Russian Federation (hereinafter, “the Russian laws”), regulatory documents of the Bank of Russia, the Bank’s Charter and internal documents regulating the activities of the Supervisory Board. The Supervisory Board may decide to submit other matters not stipulated in this Regulation for review to the Committees.

1.5. The matters within the competence of the Committees stipulated in this Regulation are submitted to the Supervisory Board after their preliminary review by the relevant Committees.

1.6. In order to form opinions on any matters requiring special expertise, Committees may engage independent consultants (experts). The procedure for their engagement and remuneration meets the requirements of the Russian laws and the Bank’s internal documents.

1.7. The Supervisory Board establishes the following standing Committees:

- Audit Committee
- HR and Remuneration Committee
- Strategic Planning Committee
- Risk Management Committee

If and where necessary, the Supervisory Board may establish other committees, either standing or ad hoc.

2. Committee establishment procedure

2.1. The number of Committee members is determined by the Supervisory Board. A Committee must include no less than 3 (three) Supervisory Board members.

2.2. All members of the Audit Committee, the HR and Remuneration Committee and the Risk Management Committee must be independent Supervisory Board members (hereinafter, “independent directors”). If this requirement cannot be reasonably met, the majority of Committee members must be independent directors, and other Committee members may be Supervisory Board members who are not members of the Bank’s executive bodies (hereinafter, “non-executive directors”).

The Strategic Planning Committee must also include independent directors.

2.3. When Committee members are elected, the following must be taken into account: professional background, knowledge and expertise in the areas within the competence of respective Committees; other specialist knowledge necessary for Committee members to perform their duties; opportunities and time for serving in several Committees.

2.4. No Supervisory Board member may be elected to more than 3 (three) Committees.

2.5. The powers of Committee members terminate simultaneously with re-election of new Supervisory Board members. The Supervisory Board may prematurely terminate the powers of one or several members of any Committee (taking into account the minimum Committee membership referred to in clause 2.1. of this Regulation). Persons elected to the Committees may be re-elected without limitation.

3. Chairmen of the Committees

3.1. At the first meeting after the General Meeting of Shareholders at which the Supervisory Board was elected, the Supervisory Board establishes Committees consisting of its members and approves their Chairmen. The key objectives of the Chairmen include: managing the work of a relevant Committee, ensuring efficient and unbiased work of the Committee and ensuring that Committee members form a collective opinion on the matters under review. Chairmen are individually responsible for the performance of their Committees.

3.2. The Chairmen of the Audit Committee and the Risk Management Committee must be independent directors.

The HR and Remuneration Committee and the Strategic Planning Committee must be chaired by independent or non-executive directors. The Chairman of the Supervisory Board must not chair any Committee.

3.3. Chairmen organize the work of their Committees, convene and chair Committee meetings, ensure that the minutes are taken and submit decisions made by their Committees to the Supervisory Board.

3.4. On behalf of their Committees, Chairmen may request and receive the necessary information on the matters within the Committees' competence from the members of the Bank's collegial executive body (the Executive Board), and Chairmen and members of the Bank's Group Risk Committee and the Bank's Asset and Liability Management Committee. The requested information must be provided within no more than 5 (five) business days from the date of receiving the query, and this period may be extended depending on the complexity of the query.

3.5. Chairmen annually submit progress reports of their Committees to the Supervisory Board.

4. Committee meetings

4.1. Committee meetings are held in accordance with the schedules approved by these Committees.

Committee schedules are prepared by the Chairmen of the relevant Committees on the basis of the Supervisory Board's schedules and in accordance with the proposals of Committee members, and by specific business units of the Bank based on the tasks of each Committee described in this Regulation.

Committee meetings may also be initiated by the Chairman of the relevant Committee or its members, based on the resolution of the Supervisory Board and in accordance with proposals of the Chairman of the Supervisory Board or his/her deputies.

4.2. The meetings of the Committees are usually held in person (joint attendance, a conference call or a video conference).

The Audit Committee must hold meetings in the form of joint attendance at least 4 (four) times a year.

The HR and Remuneration Committee, the Strategic Planning Committee and the Risk Management Committee must hold meetings in the form of joint attendance at least 3 (three) times a year.

Certain decisions may be made by the Committees at absentee meetings (members of relevant Committees fill in and sign voting ballots (questionnaires)).

4.3. If needed, Committees may invite Supervisory Board members (who are not members of a relevant Committee), Audit Commission members and representatives of the Bank's auditing organization, members of the Bank's collegial executive body (the Executive Board), heads of the Bank's structural business units and other persons to Committee meetings held in the form of joint attendance. Such invited persons have no voting rights when Committees make decisions.

If agenda items of Committee meetings contain confidential information, Committee members and persons invited to the meetings are liable for disclosing this information in accordance with the Russian laws.

4.4. Decisions on convening the meeting, its date, time and venue, agenda and the list of invited persons are made by the Chairman of the relevant Committee.

4.5. The Secretary of the Supervisory Board (hereinafter, the Secretary) is responsible for notification of Committee members (and, if necessary, invited persons) about meetings to be held and delivery of relevant materials to them within the time frame and in the ways stipulated by the Bank's internal documents for convening and holding the Supervisory Board meetings.

4.6. Meetings are quorate (have the quorum) if they are attended by at least a half of members of relevant Committees. Written opinions from Committee members who are absent, personally signed by them and presented before the opening of the meetings, are taken into account when the quorum and the voting results regarding matters under review are determined.

If Committee members have vested interests or conflict of interest defined in accordance with the Russian laws regarding agenda items, information on this must be communicated to the Committees in accordance with the procedure established by the Russian laws. Committee members who have vested interests or conflict of interest regarding any matter must not participate in reviewing such a matter or making decisions on it.

4.7. Committee decisions are made by the majority of votes of the Committee members taking part in meetings. Committee decisions are made as recommendations and are recorded in the minutes of Committee meetings. Dissenting opinions of Committee members (if any) are also recorded in the minutes.

Recommendations made by Committees are included in the minutes of the Supervisory Board meeting which discussed the matter for which the relevant Committee made its recommendation.

4.8. The minutes of Committee meetings are taken by the Secretary and signed by Chairmen of relevant Committees. Supervisory Board members may review any materials and minutes of Committee meetings.

4.9. The Secretary is responsible for organizational, technical and documentary support of Committee meetings and keeping the minutes.

4.10. Information on the number of each Committee meetings, their form and information on Committee members' attendance is disclosed in the Bank's annual report published on a website, including the Bank's official corporate website stipulated by the Bank's Charter (www.sberbank.com).

5. Rights and obligations of Committee members

5.1. Committee members may:

- submit matters within the competence of the Committees for their consideration;
- express dissenting opinions on matters reviewed by the Committees;
- suggest that Committee Chairmen invite to the meetings the persons who are not members of relevant Committees; return the reviewed materials for revision and

give the reasons for that; prepare requests for persons indicated in clause 3.4. of this Regulation for providing information necessary for more detailed and full consideration of matters by the Committees;

- if it is impossible to participate in the meetings in person, take part in the meetings using means of communication (conferences) or send written opinions on the matters under review;
- give clarifications and comments on agenda items of a Committee meeting.

5.2. Committee members must:

- be actively involved in the work of the Committees;
- make informed and rational decisions on the matters under review;
- inform the Committees of any vested interest or conflict of interest when the Committees make decisions, in accordance with the Russian laws;
- not create situations which may call into question their competence and professionalism;
- not disclose and use for personal interest or in the interests of any third parties the confidential information which they have learnt about (banking secrecy, a trade secret of the Bank and its partners, persons or entities controlled by the Bank, insider information, personal data).

6. Purpose of creation, tasks and functions of the Audit Committee

6.1. The main purpose of establishing the Committee is to ensure effective control of the Supervisory Board over the financial and business operations of the Bank.

6.2. The key objectives of the Committee are as follows: monitoring completeness and accuracy of accounting (financial) statements and consolidated financial statements of the Bank; monitoring reliability and efficiency of risk management and internal control systems, and the corporate governance system, and improving their efficiency; ensuring that the Supervisory Board manages and controls the functioning of these systems; ensuring independence and objectivity of internal and external audit.

6.3. The main functions of this Committee include:

6.3.1. accounting/ financial reporting and consolidated financial statements:

a) ensuring that the Bank's accounting (financial) statements and consolidated financial statements are complete and accurate, including preliminary review of the Bank's statements submitted for approval at the Bank's General Meeting of Shareholders;

b) analyzing material aspects of the accounting policy used by the Bank for preparation of accounting (financial) statements;

c) participating in consideration of material matters and judgments regarding the accounting (financial) statements and consolidated financial statements.

6.3.2. risk management, internal control and corporate governance:

a) monitoring the reliability and efficiency of the risk management and internal control systems, including:

- assessing whether the controls in place are adequate to ensure preparation and submission of accounting (financial) statements, compliance with the requirements of the Russian laws, regulatory documents of the Bank of Russia, the Bank's internal documents, effectiveness of transactions conducted and other transactions, and safety of assets;
- assessing the effectiveness of the Bank's risk management and internal control procedures, whether they match the nature and scope of the transactions conducted, level and combination of the accepted risks, and preparing proposals for their improvement;

b) monitoring the reliability and efficiency of the corporate governance system, including assessment of the corporate governance practices and preparation of proposals for their improvement;

c) analyzing and assessing the execution of the Bank's risk management and internal control policy;

d) monitoring the procedures ensuring the Bank's compliance with the requirements of the Russian laws, the Bank's internal documents and requirements of stock exchanges;

e) analyzing and assessing the execution of the policy for managing conflict of interest by the Bank.

6.3.3. internal and external audit:

a) ensuring the independence and objectivity of external and internal audit;

b) conducting preliminary review and giving preliminary approval for changes in the Regulation on the Internal Control System, Regulation on the Internal Audit Service, considering annual plans for work and budget of the Internal Audit Service and analyzing the results of inspections conducted by the Internal Audit Service;

c) reviewing matters regarding appointment (relieving of duties) of the head of the Internal Audit Service and the amount of his/her remuneration, assessing the performance of the head of the Internal Audit Service;

d) reviewing the existing limitations on authority or budget for performing the internal audit function that may have a negative impact on effective performance of the internal audit function;

e) monitoring and analyzing the performance of the Internal Audit Service;

f) assessing independence and objectivity of the work of the Bank's auditing organization, including assessment of candidates for being an auditor, preparing recommendations for the Supervisory Board regarding selection of the auditing organization to be approved by the Bank's General Meeting of Shareholders based on the terms of the agreement concluded with the auditing organization and its reappointment;

g) monitoring the external audit process, assessing the quality of audit and auditor's opinions, including preliminary review of auditor's opinions and provision of results of their review (assessment) as the information (materials) provided for the persons entitled to participate in the Bank's Annual General Meeting of Shareholders so that they familiarize themselves with it;

h) ensuring effective interaction between the Internal Audit Service and the Bank's auditing organization;

i) preparing recommendations for prompt elimination of deficiencies in the internal control system and violations of the Russian laws, the requirements Bank's internal documents, and other deficiencies identified by regulatory bodies, the auditing organization and the Internal Audit Service;

j) assessing compliance of the Bank's executive bodies with the internal documents of the Bank approved by the Supervisory Board based on the reports of the Internal Audit Service;

k) developing principles for the auditing organization to provide and combine audit and non-audit services and monitoring compliance with them.

6.3.4. combating acts in bad faith of the Bank's employees and third parties:

a) assessing and monitoring the efficiency of the system signaling potential acts in bad faith by the Bank's employees (including improper use of insider or confidential information) and third parties, and other violations at the Bank;

b) monitoring the implementation of measures taken by the Bank's executive bodies in response to reported potential acts in bad faith by employees and other violations;

c) monitoring the progress of special investigations into potential fraud and improper use of insider or confidential information.

6.4. Functions of the Audit Committee also include:

- review of the Audit Commission’s opinions on the results of audit of the Bank’s financial and business operations, as well as other information and documents provided by the Audit Commission which are not related to the results of the annual audit of the Bank’s financial and business operations;
- development of recommendations for amending and supplementing the Bank’s internal documents regulating the activities of the Audit Commission;
- interaction with the Audit Commission, companies that provide auditing services for the Bank, the Internal Audit Service of the Bank to produce joint recommendations regarding financial and business operations of the Bank;
- reviewing the information about cases when heads of the business units and the executive bodies of the Bank assumed risks which are unacceptable for the Bank
- monitoring compliance with the Bank’s Information Policy.

7. Purpose of creation, tasks and functions of the HR and Remuneration Committee

7.1. The main purpose of the Committee is to facilitate the engagement of qualified specialists for managing the Bank and creation of incentives required for their good performance.

7.2. The main objectives of the Committee are to strengthen the staff and improve the performance of the Supervisory Board, prepare proposals for creating an effective remuneration system for the Supervisory Board members, the Bank’s executive bodies and other employees of the Bank¹.

7.3. The main functions of this Committee include:

7.3.1. succession planning and the establishment of a professional Supervisory Board, executive bodies and other top executives² of the Bank:

a) assessing the membership of the Supervisory Board in terms of expertise, experience, independence and involvement of its members in the work of the Supervisory Board, determining priority areas for strengthening the Supervisory Board staff; regular analysis of compliance of the independent Supervisory Board members with the criteria of independence and ensuring immediate disclosure of information about discovered circumstances due to which a particular member of the Supervisory Board is no longer independent;

b) establishing the criteria for selection of candidates for the Supervisory Board and executive bodies of the Bank;

c) analyzing professional qualification and independence of candidates for the Supervisory Board, forming opinions on their independence and professionalism; interaction with shareholders which should not be limited to major shareholders, in order to produce recommendations regarding voting to elect candidates for the Bank’s Supervisory Board; notifying the shareholders about these recommendations;

d) producing recommendations regarding the duties of the Supervisory Board members and the Chairman of the Supervisory Board;

e) determining the methodology for self-assessment and recommendations for selecting an independent consultant to carry out external assessment of the performance of the Supervisory Board and its Committees;

¹The criteria for making a list of other employees of the Bank for which the HR and Remuneration Committee creates the effective remuneration system are established in the Bank’s internal regulatory document approved by the Supervisory Board.

²Other top executives of the Bank mean senior managers for whom the Bank of Russia is entitled to set qualifying requirements and requirements for business reputation in accordance with Article 60 of the Federal Law No. 86-FZ dated 10.07.2002 “On the Central Bank of the Russian Federation (Bank of Russia)”.

f) conducting annual detailed and formalized self-assessment or external assessment of the Supervisory Board and its Committees in terms of their overall performance, as well as the individual contribution of each member to the work of the Supervisory Board and its Committees; producing recommendations for the Supervisory Board regarding improvement of the procedures related to the work of the Supervisory Board and its Committees, including determining the priority areas for strengthening the staff of the Bank's Supervisory Board; making recommendations regarding professional development of certain members of the Supervisory Board; preparing a report on the results of self-assessment or external assessment to be included in the annual report of the Bank;

g) developing the introductory course for newly elected members of the Supervisory Board, so that directors can familiarize themselves with the key assets of the Bank, its strategy, corporate governance system, business practice, organizational structure of the Bank, as well as the procedures of the Supervisory Board's work; overseeing implementation of the course;

h) developing a training and advanced training program for the Supervisory Board members, taking into account the individual needs of each of them, and monitoring the implementation of this program;

i) analyzing the Bank's current and expected needs related to professional qualification of members of executive bodies and other top executives of the Bank, and planning appointments of these persons, including ensuring continuity of activities;

j) conducting preliminary assessment of candidates for becoming members of executive bodies and other top executives of the Bank, candidates for the position of the Corporate Secretary, and producing recommendations for the Supervisory Board regarding such candidates;

k) conducting regular performance assessment of the members of the Bank's executive bodies.

7.3.2. development of an efficient remuneration system for the Supervisory Board members, executive bodies and other employees of the Bank:

a) development and periodic review of the Bank's policy on remuneration for members of the Supervisory Board, executive bodies and other employees of the Bank, control over its introduction and implementation, compliance with the requirements of the Russian laws for the policy of credit institutions on remuneration of members of the Supervisory Board, executive bodies and other employees of the Bank;

b) development of criteria and procedure for determining the amount of remuneration of the members of the Supervisory Board and executive bodies of the Bank, development of criteria of the long-term remuneration program for the members of executive bodies of the Bank;

c) analysis and development of recommendations for the Supervisory Board regarding each part of remuneration of the members of executive bodies and other employees of the Bank, as well as their proportion;

d) preliminary performance assessment of the executive bodies and other employees of the Bank based on the results of the year in accordance with the criteria included in the policy on remuneration of members of the Supervisory Board and executive bodies and other employees of the Bank, as well as preparation of proposals for the Supervisory Board regarding the adjustment of remuneration under the long-term remuneration program for the members of executive bodies of the Bank;

e) elaboration of proposals for determining material terms and conditions of the agreements with the members of executive bodies of the Bank, including the conditions of their early termination (including all financial obligations of the Bank and the conditions of their provision);

f) elaboration of proposals for selecting an independent consultant on remuneration of the members of executive bodies and other employees of the Bank;

g) elaboration of recommendations for the Supervisory Board for determining the amount of remuneration and principles of giving bonuses to the Corporate Secretary of the Bank, as well as preliminary performance assessment of the Corporate Secretary based on the results of the

year and preparation of proposals regarding the amount of additional remuneration of the Corporate Secretary according to the results of the year;

h) control over disclosure of information about the policy and practices of remuneration and the Bank's shares held by the members of the Supervisory Board, executive bodies of the Bank and other employees in the annual report of the Bank.

8. Purpose of creation, tasks and functions of the Strategic Planning Committee

8.1. The main purpose of the Committee is the comprehensive study of matters considered by the Supervisory Board and related to strategic development of the Bank, and making informed decisions on them aimed at improving the Bank's performance in the long term.

8.2. The main objective of the Committee is to prepare and present recommendations (opinions) to the Supervisory Board on the matters related to strategic development of the Bank which are within the competence of the Supervisory Board or are considered by the Supervisory Board in order to monitor the activities of the Bank's executive bodies.

8.3. The main functions of this Committee include:

a) elaboration, together with the executive bodies of the Bank, of recommendations to the Supervisory Board of the Bank related to defining strategic goals of the Bank, control over implementation of the Bank's Development Strategy and to development, together with the executive bodies of the Bank, of measures aimed at the Strategy adjustment;

b) elaboration of recommendations to the Supervisory Board regarding priority areas of the Bank's activities;

c) organization of crisis management in the course of the Bank's financial and business operations;

d) elaboration of recommendations to the Supervisory Board regarding the dividend policy;

e) elaboration of recommendations to the Supervisory Board for determining measures aimed at increasing efficiency of activities related to monitoring the implementation of the Bank's Development Strategy;

f) elaboration of recommendations to the Supervisory Board for making the list of priority industries for developing new business models (including by acquiring businesses which are promising for the Bank);

g) assessment of voluntary and mandatory offers of the Bank's securities submitted to the Bank in accordance with the Federal Law "On Joint-Stock Companies";

h) review of the financial model and the model for valuation of the Bank's business and its business segments.

8.4. On the initiative of CEO, Chairman of the Executive Board of the Bank, in order to inform the Supervisory Board on matters within the competence of the executive bodies of the Bank, the Strategic Planning Committee conducts preliminary review of the following matters:

- reorganization and liquidation of the Bank and subsidiary organizations of material importance for the Bank³;

- changing the organizations structure of the Bank and subsidiary organizations of material importance for the Bank;

- reorganization of business processes of the Bank and subsidiary organizations of material importance for the Bank

³ For the Purposes of this Regulation, these organizations mean organizations controlled by the Bank which, according to the Bank, have a significant influence on the financial standing, financial results and changes in the financial standing of a group of organizations which includes the Bank and its controlled legal entities.

9. Purpose of creation, tasks and functions of the Risk Management Committee

9.1. The main purpose of the Risk Management Committee is to conduct a comprehensive study of the matters reviewed by the Supervisory Board and related to the risk management strategy of the Bank, as well as other matters related to risk management of the Bank within the competence of the Supervisory Board, and to make informed decisions on such matters in order to ensure that the Bank's activities are sustainable in the long term.

9.2. The primary task of the Committee is preparation and provision of recommendations (opinions) to the Supervisory Board on matters related to the Bank's risk management and the Bank's capital adequacy within the competence of the Supervisory Board.

9.3. The main functions of this Committee include:

a) supervision of the elaboration and preliminary review of the matters related to managing risks and capital of the Group⁴, including:

- The Group's risk and capital management strategies, including the procedure for managing the most significant risks and capital of the Bank and the Group;
- review and control over compliance with the risk appetite of the Group and the Bank;
- approving the planned level of capital adequacy, the planned level of capital and the planned structure of capital;
- approving stress testing scenarios for the Group and the Bank;
- approving key documents for the purposes of regulatory assessment of capital adequacy;
- approving documents specifying approaches to accounting of risks in the remuneration system;

b) review of reports, including as part of the internal capital adequacy assessment procedures;

c) ensuring compliance with the Russian laws in the area of risk management;

d) interaction with other Committees of the Supervisory Board on matters related to risk management.

⁴The Group (Sberbank Group) is the banking group defined according to the Federal Law No. 395-1 dated 02.12.1990 "On Banks and Banking Activities", in which Sberbank is the parent credit institution.