

# Item 10

## Election of the members of the Audit Commission

### Draft resolution of the Meeting: Elect the Audit Commission with the following members:

- |                              |  |
|------------------------------|--|
| <b>1. Alexey Bogatov</b>     | Senior Managing Director and Director of the Integrated Risk Management Department of Sberbank   |
| <b>2. Natalia Borodina</b>   | Deputy Director of the Internal Audit Department of the Bank of Russia   |
| <b>3. Maria Voloshina</b>    | Director of Accounting and Reporting Department of the Bank of Russia  |
| <b>4. Tatyana Domanskaya</b> | Executive Director and Head of the Section for Interaction with External Supervising Bodies of the Internal Audit Division of Sberbank |
| <b>5. Yulia Isakhanova</b>   | Senior Managing Director and Head of the Financial Control Division of the Finance Department of Sberbank                              |
| <b>6. Irina Litvinova</b>    | Deputy Director of the Internal Audit Department of the Bank of Russia   |
| <b>7. Alexey Minenko</b>     | Managing Director, Deputy Chief Accountant, Head of Accounting and Reporting Division, Accounting and Reporting Department of Sberbank |

If the Meeting approves of the new version of the Charter, which does not provide for the formation of the Audit Commission in the Bank, the voting results on the election of members of the Audit Commission are not summarized (Letter of the Bank of Russia dated April 10, 2019 No.28-4-1/2001 «On some issues of the procedure for applying the legislation of the Russian Federation»).

## Explanatory note on the item

In accordance with Clause 1 of Article 47 of Federal Law No. 208-FZ: “On Joint-Stock Companies” dated December 26, 1995 (hereinafter— the ‘Law’) and Clause 9.8. of the Charter of the Bank, the Annual General Meeting of Shareholders is required to address the matter of electing members of the Audit Commission of the Bank, since the existence of the Audit Commission is mandatory under the Charter of the Bank.

According to Clause 1 of Article 53 of the Law and Clause 9.10. of the Charter of the Bank, shareholders (a shareholder) who collectively own (owns) at least 2% of the voting shares have (has) the right to nominate candidates to the Audit Commission no later than 75 days after the end of the financial year.

In this regard, and taking into account the current provisions of the Charter of the Bank, which provide for the existence of the Audit Commission, as of March 18, 2019 the shareholder (the Bank of Russia) proposed three candidates for election to the Audit Commission, which were included in the list of candidates for voting in the elections to the Audit Commission by the resolution of the Supervisory Board of the Bank of March 19, 2019.

Four more candidates are included in the list on the proposal of the Supervisory Board of the Bank, which is entitled, under Clause 7 of Article 53 of the Law, to include candidates in the list of candidates for voting in the elections to the Audit Commission at its discretion.

The item of election of members of the Audit Commission is included in the agenda of the Annual General Meeting of Shareholders of Sberbank on 2018 performance (hereinafter — the ‘Meeting’).

At the same time, the agenda of the Meeting contains the item of approval of the new version of the Charter, which does not provide for the existence in the Bank of the Audit Commission.

According to Clause 1 of Article 85 of the Law, an Audit Commission shall not be established in a public company if its existence is not provided for by the Charter of the public company.

Accordingly, due to the absence of the Audit Commission in the new version of the Charter of the Bank and taking into account the clarifications of the Bank of Russia on the voting procedure for the related items on the agenda of the Annual General Meeting of Shareholders, the item as to the election of members of the Audit Commission is subject to consideration at the Meeting after the item of approval of the new version of the Charter and, in case of adoption by the Meeting of the resolution on approval of the new version of the Charter, the voting results on the election of members of the Audit Commission are not summarized.

In this case, the members of the Audit Commission are considered not elected, and the Audit Commission — not created.

## Information on candidates for membership in the Audit Commission of Sberbank



### 1. Alexey Bogatov

Senior Managing Director, Director of the Integrated Risk Management Department of Sberbank

Mr. Bogatov was included in the list of candidates to be voted in elections to the Audit Commission on the proposal of the Supervisory Board of the bank in accordance with Article 53 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995.

Year of birth: 1981

#### Education:

- ▶ 2004 — Belarusian-Russian University, expert, major: Economic Information Science
- ▶ 2010 — Moscow University for Industry and Finance "Synergy", major: Financial Risk Management
- ▶ 2018 — IE Business School (Spain), Brown University (USA), MBA Program

#### Work experience in the last five years:

- ▶ Deputy Head of Division of the Integrated Risk Management Department, ZAO Raiffeisenbank (Moscow)
- ▶ Director of the North-Western Regional Center, Director of the branch Severnaya Stolitsa, Managing Director of ZAO Raiffeisenbank (Saint-Petersburg)
- ▶ Chief Operating Officer, Chief Officer for Information Technologies, Chief Risk Officer, member of the Executive Board of Sberbank Europe AG
- ▶ Managing Director, Senior Managing Director of the Department of Risk Methodology and Control of Sberbank

The candidate owns no shares of the bank.



## 2. Natalia Borodina

Deputy Director of the Internal Audit Department of the Bank of Russia

Ms. Borodina was nominated to the Audit Commission by a shareholder — the Central Bank of the Russian Federation (the Bank of Russia).

Year of birth: 1962

### Education:

- ▶ 1984 — Plekhanov Moscow Institute of the National Economy, economist, major: National Economic Planning

Work experience in the last five years (the following positions were held in the Bank of Russia):

- ▶ Head of the Audit Division for Moscow Region Units, Internal Audit Department
- ▶ Head of the Financial Operations Audit and Credit Institutions Engagement Division, Internal Audit Department

The candidate owns no shares of the bank.



## 3. Maria Voloshina

Director of the Accounting Regulation Department of the Bank of Russia

Ms. Voloshina was nominated to the Audit Commission by a shareholder — the Central Bank of the Russian Federation (the Bank of Russia).

Year of birth: 1984

### Education:

- ▶ 2006 — Financial Academy under the Government of the Russian Federation, Manager, major: State and Municipal Administration

Work experience in the last five years:

- ▶ Senior Manager, PricewaterhouseCoopers Audit
- ▶ Head of the Division for Insurance and Leasing, Basic Element LLC
- ▶ Head of the Division for Development of Industry Standards for Accounting and Preparation of Accounting (Financial) Statements for Credit Institutions and Non-Bank Financial Institutions of the Accounting and Reporting Department of the Bank of Russia
- ▶ Deputy Chief Accountant of the Bank of Russia, Deputy Director of the Accounting and Reporting Department

The candidate owns no shares of the Bank.



#### 4. Tatyana Domanskaya

Executive Director, Head of the Section for Interaction with External Control Bodies of the Internal Audit Division of Sberbank

Ms. Domanskaya was included on the list of candidates to be voted on for election in the Audit Commission on the proposal of the Supervisory Board of the bank in accordance with Article 53 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995.

Year of birth: 1974

Education:

- ▶ 1995 — Plekhanov Russian Academy of Economics, economist, major: Finance and Credit

Work experience in the last five years (the following positions were held in Sberbank):

- ▶ Head of the Section for Interaction with External Control Bodies of the Division for Internal Control, Inspections, and Audit

The candidate owns no shares of the Bank.



#### 5. Yulia Isakhanova

Senior Managing Director, Head of the Financial Control Division of the Finance Department of Sberbank

Ms. Isakhanova was included on the list of candidates to be voted on for election in the Audit Commission on the proposal of the Supervisory Board of the bank in accordance with Article 53 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995.

Year of birth: 1968

Education:

- ▶ 1990 — Moscow Financial Institute, economist, major: Finance and Credit
- ▶ 2007 — State University, Higher School of Economics, MBA

Work experience in the last five years (the following positions were held in Sberbank):

- ▶ Head of Financial Control Division of the Finance Department

Owns shares of the bank (stake in the charter capital: 0.001%; ordinary shares owned: 0.0006%).



## 6. Irina Litvinova

Deputy Director of the Internal Audit Department of the Bank of Russia

Ms. Litvinova was nominated to the Audit Commission by a shareholder — the Central Bank of the Russian Federation (the Bank of Russia).

Year of birth: 1968

### Education:

- ▶ 1991 — Khabarovsk Institute of National Economy, economist, major: Economic and Social Planning

Work experience in the last five years (the following positions were held in the Bank of Russia):

- ▶ Deputy Director of the Internal Audit Department
- ▶ Head of the Audit Division for Moscow Region Units of the Internal Audit Department
- ▶ Head of the Accounting and Financial-Economic Activities Audit Division of the Internal Audit Department

The candidate owns no shares of the Bank.



## 7. Alexey Minenko

Senior Managing Director, Deputy Chief Accountant and Head of the Accounting and Reporting Division, Accounting and Reporting Department of Sberbank.

Mr. Minenko was included on the list of candidates to be voted on for election in the Audit Commission on the proposal of the Supervisory Board of the Bank in accordance with Article 53 of Federal Law No. 208-FZ “On Joint Stock Companies” dated December 26, 1995.

Year of birth: 1968

### Education:

- ▶ 1993 — M.V. Lomonosov Moscow State University, physicist, major: Physics
- ▶ 1996 — Plekhanov Russian Academy of Economics, economist, major: Finance and Credit
- ▶ 2004 — State University, Higher School of Economics, MBA

Work experience in the last five years (the following positions were held in Sberbank):

- ▶ Deputy Chief Accountant, Deputy Director of the Accounting and Reporting Department
- ▶ Managing Director, Deputy Chief Accountant, Deputy Director of the Accounting and Reporting Department

The candidate owns shares of the Bank (stake in the share capital: 0.00001%; ordinary shares owned: 0).

Candidates have expressed their consent to be elected to the Audit Commission of the bank.