

Item 7

Approval of the new version of the Charter

Draft resolution of the Meeting: Approve the new version of the Charter of Sberbank. Instruct Sberbank's CEO and Chairman of the Executive Board to sign the documents required for state registration of the new version of Sberbank's Charter.

Explanatory information on the item

The draft new version of the Charter of Sberbank proposed for approval was prepared with due regard for the Federal Law "On Joint-Stock Companies" dated December 26, 1995 No. 208-FZ (hereinafter — 'the Law') in the version of Federal Law No. 209-FZ dated July 19, 2018, which came into force on September 1, 2018.

Main changes made to the draft of the Charter:

- 1) The following items are referred to the competence of the Supervisory Board of the Bank (moved from the competence of the General Meeting of Shareholders of the Bank):

- The election of the CEO and Chairman of the Executive Board and early termination of his/her powers.
 - The approval of annual accounting (financial) statements of the Bank.
- The Law makes it possible to move these matters from the competence of the general meeting of shareholders to the board of directors of a company. At the same time, the right to buy back shares allowed by Article 75 of the Law does not arise among the shareholders of a company.

- 2) Provisions on the Audit Commission of the Bank were removed. The Law makes it possible not to create an audit commission in a public joint-stock company if it is not required by the charter of the public company.
- 3) The item on the approval of retail deposit interest rates was removed from the competence of the Executive Board of the Bank. The provisions of the Law and the requirements of the Bank of Russia do not require the executive bodies of a company to address this matter (it is suggested to move this matter to the Bank's Interest Rate Committee).

In accordance with Subclause 4 of Clause 10.2 of the Charter of the Bank, the members of the Supervisory Board adopted the following resolutions at the meeting on April 16, 2019:

- 1) Approve the draft new version of Sberbank's Charter.
- 2) Propose that the Annual General Meeting of Shareholders of Sberbank adopt the following resolution: 'Approve the new version of the Charter of Sberbank. Instruct the Instruct Sberbank's CEO and Chairman of the Executive Board to sign the documents required for state registration of the new version of Sberbank's Charter'.

CHARTER of Sberbank of Russia Sberbank

Approved
by Annual General Meeting of Shareholders

Minutes No.____ dated _____ 2019

Moscow
2019

Chapter 1. General Provisions

- 1.1.** Sberbank of Russia, hereinafter referred to as the “Bank”, is a lending organization. The Bank was established and named “Joint-Stock Commercial Savings Bank of the Russian Soviet Federative Socialist Republic”, “Sberbank of the Russian Soviet Federative Socialist Republic”, in accordance with the General Meeting of Shareholders’ Resolution dated March 22, 1991 (Minutes No. 1). In accordance with the General Meeting of Shareholders’ Resolution dated May 20, 1992 (Minutes No. 2), the Bank’s names were changed to “Joint-Stock Commercial Savings Bank of the Russian Federation” and “Sberbank of Russia”. In accordance with the General Meeting of Shareholders’ Resolution dated May 23, 1996 (Minutes No. 8), the Bank’s name was changed to “Joint-Stock Commercial Savings Bank of the Russian Federation (Open Joint-Stock Company)”, and “Sberbank of Russia”. In accordance with the General Meeting of Shareholders’ Resolution dated June 21, 2002 (Minutes No. 14), the short name was changed to “Sberbank of Russia OJSC”. In accordance with the General Meeting of Shareholders Resolution dated June 4, 2010 (Minutes No. 23), the Bank’s names were changed to “Open Joint-Stock Company Sberbank of Russia” and “Sberbank of Russia OJSC”. In accordance with the General Meeting of Shareholders’ Resolution dated May 29, 2015 (Minutes No. 28), the Bank’s names were changed to “Open Joint-Stock Company Sberbank of Russia” and “Sberbank of Russia OJSC”. The Bank was established by the Central Bank of the Russian Federation hereinafter referred to as the “Bank of Russia”.
- 1.2.** Full company name of the Bank: Публичное акционерное общество «Сбербанк России». Short company name of the Bank: ПАО Сбербанк. Full company name of the Bank in English: 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 identification 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 is part of the banking system of the Russian Federation, and its activity abides 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 owns separate property and is liable for debts with it; can have civil rights and obligations to perform any activities not prohibited by law.
- 1.7.** The Bank is a commercial organization aimed mainly at earning profit by performing its activity in accordance with the law 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. The Bank can perform certain activities under federal laws on the basis of the appropriate licenses, membership in self-regulatory organizations, or a license for a particular activity granted by a self-regulatory organization.
- 1.9.** Corporate governance of the Bank is represented by: the General Meeting of Shareholders, Supervisory Board of the Bank, collegial executive body (Executive Board of the Bank), and one-person executive body (CEO and 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 law 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 bodies. 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 government bodies 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 stipulated by federal laws.
- 1.16.** The Bank may be a member (founder) of another 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 law 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 law of the Russian Federation and the law of the foreign state where branches and representative offices are located, unless otherwise stipulated by international treaties of the Russian Federation.
- 1.19.** Location of the Bank: Moscow, Russian Federation. Address of the Bank: 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 from individuals and legal entities (demand and term deposits).
 - 2) Placing funds attracted as specified above on the Bank's behalf and at its own expense.
 - 3) Opening and managing bank accounts of individuals and legal entities.
 - 4) Transferring funds on the instructions of individuals and legal entities, including correspondent banks, using 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 cash and non-cash foreign currency.
 - 7) Attracting precious metals from individuals and legal entities as deposits (term and demand deposits), except for coins made of precious metals.
- 7.1) Placement of aforementioned precious metals on the Bank's behalf and at its own expense.
- 7.2) Opening and maintaining bank accounts of individuals and legal entities in precious metals, except for coins made of precious metals.
- 7.3) Transferring funds on the instructions of individuals and legal entities, including correspondent banks, using their precious metal bank accounts.
- 8) Issuing bank guarantees.
 - 9) Transferring funds without opening bank accounts, including wire transfers (except postal transfers).
- The Bank may perform export and import operations for clients using various financial instruments as adopted in international banking practice.
- The Bank performs operations with payment cards in accordance with the law of the Russian Federation and in the manner established by the Bank of Russia.
- Fund transfers without opening bank accounts, except for electronic cash transfers, are carried out on the instructions of individuals.
- 2.2.** Apart from banking operations, the Bank carries out the following transactions:
- 1) Issues guarantees for third parties that provide for the fulfillment of pecuniary obligations.
 - 2) Acquires claims from third parties to fulfill pecuniary obligations.
 - 3) Performs trust management of funds and other property under agreements concluded with individuals and legal entities.
 - 4) Performs operations with precious metals and coins made of precious metals in accordance with the law of the Russian Federation.
 - 5) Leases out special-purpose premises or the safes inside them for storing documents and valuables to individuals and legal entities.
 - 6) Performs leasing operations.

7) Provides consultancy and information services.

The Bank may carry out other transactions in accordance with the law of the Russian Federation.

- 2.3.** All banking operations and transactions are carried out both in rubles and in foreign currency in accordance with federal laws.
- The Bank provides currency control for clients' operations, i.e. individuals and legal entities.
- 2.4.** The Bank may issue, acquire, sell, account for, keep, and perform other operations with securities as payment documents, and 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 depository activity, on the securities market in accordance with federal laws.
- 2.6.** The Bank shall ensure, within its competence, the protection of details constituting a state secret.

Chapter 3. Authorized capital

- 3.1.** The authorized capital of the Bank amounts to 67,760,844,000 rubles. The authorized capital of the Bank is comprised of the total amount of the Bank's shares at par purchased by shareholders.
- 3.2.** The Bank offered 21,586,948,000 ordinary shares with a par value of 3 rubles, and 1,000,000,000 preferred shares with a par value of 3 rubles.
- 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 preferred shares offered shall not exceed 25 percent of the authorized capital of the Bank, except as otherwise specified by the law 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 3 rubles.
- 3.6.** The authorized capital of the Bank may be increased in the manner provided by the law of the Russian Federation and by this Charter through:
- 1) Increasing the par value of the Bank's 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 by this Charter.

- 3.8.** The authorized capital of the Bank may be decreased in the manner provided by the law of the Russian Federation and 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 and redeem the acquired shares.
 - 3) Redemption of the acquired shares.
- 3.9.** If the Bank's equity (capital) is below its authorized capital based on the results of a reporting month, the Bank is obliged to align the amount of the authorized capital and the amount of its equity (capital).
- 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 preferred 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 preferred share.
- 4.3.** The Bank may offer bonds and other equity securities as provided by Russian law on securities, including outside the Russian Federation.
The Bank may offer bonds that are convertible into shares, and other equity securities that are convertible 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 a 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 carried out in accordance with the law of the Russian Federation.
- 4.7.** Shares available to the Bank do not carry voting rights, and they are not considered in vote counting, and they are not subject to the distribution of dividends.

- 4.8.** The Bank's register of shareholders is maintained and kept by a registrar, which is a professional securities market participant, on the basis of an agreement concluded with the Bank.
- 4.9.** The Bank may acquire shares offered if the General Meeting of Shareholders 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 Meeting of Shareholders 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 who own ordinary shares, subject to federal law and this Charter, may attend the General Meeting of Shareholders with the right to vote on all matters within its competence, receive dividends and, in case of the Bank's liquidation, have the right to receive a share of its property.
- 5.2.** Preferred shares of the same type confer on their holders the same rights and have the same nominal value.
Holders of preferred shares are entitled to dividends in the amount of at least 15 percent of the nominal value of a preferred share.
Holders of preferred shares have no right of vote at the General Meeting of Shareholders, unless otherwise established by federal law.
- 5.3.** Holders of preferred shares attend the General Meeting of Shareholders with the right to vote on issues of reorganization or liquidation of the Bank, making amendments to the Bank's Charter to exclude any references to the Bank being a public company, and on relieving the Bank from the obligation to disclose and provide information provided by the law of the Russian Federation related to securities, as well as on matters that shall be decided unanimously by the shareholders of the Bank according to federal law.
Holders of preferred shares have the right to vote when resolutions are adopted at the General Meeting of Shareholders to introduce amendments and supplements to this Charter restricting the rights of the holders of preferred shares, including cases set out by federal law. The resolution to introduce such amendments and supplements is deemed adopted if

it is voted for by at least three fourths of the holders of voting shares attending the General Meeting of Shareholders, excluding the votes of the holders of preferred shares, for which rights are restricted, and three fourths of all holders of preferred shares, for which rights are restricted.

Holders of preferred shares of a particular type have the right to vote when deciding on an application for the delisting of preferred shares of this type at the General Meeting of Shareholders. 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 Meeting of Shareholders, excluding the votes of the holders of preferred shares of this type, and three fourths of all holders of preferred shares of this type.

- 5.4.** A shareholder or nominee of the Bank may call the registrar to confirm his/her/its share rights and provide him/her/it with an extract from the Register of the Bank's Shareholders, and obtain information provided by the registrar in accordance with Russian law.
- 5.5.** The Bank's shareholders may alienate their shares without any consent on the part of other shareholders or the Bank. Neither the the Bank nor its shareholders are furnished with the preemptive right to acquire shares alienated by Bank's shareholders.
- 5.6.** The Bank's shareholders may request that the Bank buys 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 that are convertible 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 that voted against or did not participate in the voting on offering through private subscription of shares and equity securities that are convertible into shares, have the preemptive right to acquire additional shares and equity securities that are convertible 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 that are convertible 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 that are convertible 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 that are convertible into shares shall be informed in the manner provided for the notification of holding the General Meeting of Shareholders. The procedure for exercising the preemptive right by shareholders is determined by the law of the Russian Federation.
- 5.8.** The Bank's shareholders have the right to obtain information on the Bank's business and inspect its documents in cases and in the manner provided by federal law and the Bank's Charter.

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

- 5.9.** The Bank's shareholders may challenge decisions of the Bank's bodies entailing civil law consequences in cases and according to the procedure stipulated by Russian law.
- 5.10.** The Bank's shareholders acting on behalf of the Bank may demand compensation for losses incurred by the Bank.
- 5.11.** The Bank's shareholders acting on behalf of the Bank may challenge transactions settled by it on the grounds stipulated in federal law, and demand to apply consequences of their invalidity, as well as to apply consequences of invalidity of void transactions of the Bank.
- 5.12.** The Bank's shareholders have other rights as stipulated by the law of the Russian Federation and subject to this Charter. Shareholders, the rights to shares of which are registered with a nominee holder, shall use their rights considering the specifics of Russian law on securities.
- 5.13.** 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.
- 5.14.** Shareholders shall not disclose confidential information concerning the Bank's activities, including information that is its banking, commercial, or official secrets.
- 5.15.** Acquisition of over 30 percent of the Bank's shares shall be carried out pursuant to federal law.
- 5.16.** The Bank's shareholders and nominees of the Bank's securities shall comply with the requirements to provide information and documents to the registrar that maintains the register of security holders according to the rules of register maintenance. Should the shareholder fail to provide information on changes to his/her data, the Bank and the registrar shall bear no responsibility for damages incurred in connection therewith.
- 5.17.** The Bank's shareholders shall participate in the generation of the Bank's property in the required amount according to the procedure, in the manner and within the period provided for by the law of the Russian Federation or the Bank's Charter.
- 5.18.** The Bank's shareholders shall avoid actions deliberately aimed at causing damage to the Bank.
- 5.19.** The Bank's shareholders shall avoid actions (inaction) that materially hinder or make it impossible for the Bank to achieve the goals for which it was founded.
- 5.20.** The Bank's shareholders shall participate in making corporate decisions without which the Bank cannot continue its activity in accordance with the law, if such participation is necessary to make such decisions.
- 5.21.** The Bank's shareholders have other obligations as stipulated by the law 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 by the law of the Russian Federation. As resolved by the General Meeting of Shareholders, net profit is distributed among shareholders in the form of dividends, and is used to form the Reserve Fund. Net profit as of the end of the financial year, which is not used to pay dividends or to form the Reserve Fund, shall be available to the Bank as retained earnings.
- 6.3.** The Bank forms the Reserve Fund according to Russian law in an amount not less than 5 percent of the authorized capital.
The Bank's Reserve Fund is formed through annual deductions in an amount not less than 5 percent of net profit, to achieve the established amount.
The Reserve Fund is used in accordance with the law of the Russian Federation, as decided by the Supervisory Board of the Bank.
- 6.4.** Based on results of the first quarter, first half, nine months of a financial year and/or results of a financial year, the Bank is entitled to adopt resolutions on paying (declare) dividends on placed shares, unless otherwise is stipulated by the law of the Russian Federation.
Resolutions on dividend payment, the date as of which persons eligible for dividend payments are determined, and dividend amounts are adopted by the General Meeting of Shareholders subject to recommendations of the Bank's Supervisory Board. 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 the Interests of the Bank's Clients

- 7.1.** The Bank pays insurance contributions to the Mandatory Individual Deposit Insurance Fund by transferring funds in the manner established by federal law.
The Bank deposits part of funds raised into mandatory provisions with the Bank of Russia, in the amount and in the manner determined by the Bank, in accordance with the rules and standards established by the Bank.
- 7.2.** The Bank guarantees that it will keep secret the 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 law 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, as well as the balance of electronic money 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 law of the Russian Federation.

Chapter 8. Accounting and Reporting

- 8.1.** The Bank maintains record keeping and submits accounting (financial) and other statements according to the procedure stipulated by Russian law and international financial reporting standards.
- 8.2.** The Bank's annual report shall be approved by the Supervisory Board of the Bank at least 30 days prior to the Annual General Meeting of Shareholders.
- 8.3.** The Bank provides obligatory information disclosure to the extent and in the manner established by the law of the Russian Federation.
- 8.4.** The Bank discloses information about itself in accordance with Russian law.
- 8.5.** The financial year of the Bank starts on January 1 and ends on December 31.
- 8.6.** The Bank and its branches are obliged to keep documents in the manner and within the time limit established by Russian law.
Documents of the Bank and its branches are transferred for governmental storage in the manner stipulated by the law 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 Meeting of Shareholders

- 9.1.** The General Meeting of Shareholders is the supreme management body of the Bank.
- 9.2.** The following matters are within the competence of the General Meeting of Shareholders:
- 1) Making amendments to the Bank's Charter or approving the new version of the Charter.
 - 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) Determination of the quantity, nominal value, category (type) of the declared shares, and the rights vested by such shares.
 - 6) Increase of the authorized capital by raising the nominal value of shares.
 - 7) Increase of the authorized capital by offering additional shares through private placement.
 - 8) Increase in the authorized capital by public offering of additional shares if the number of shares in the additional public offering is over 25 percent of the ordinary shares previously placed by the Bank.
 - 9) Increase in the authorized capital by public offering of additional shares if the number of shares in the additional public offering does not exceed 25 percent of the ordinary shares previously placed by the Bank, and the Bank's Supervisory Board fails to reach unanimity on this matter.
 - 10) Making a private offering of bonds convertible into ordinary shares and other issue-grade securities that are convertible into ordinary shares.
 - 11) Public offering of bonds that are convertible into ordinary shares and other issue-grade securities that are convertible into ordinary shares which amount to over 25 percent of the ordinary shares previously placed by the Bank.
 - 12) Reducing the Bank's authorized capital by lowering the nominal value of shares, or through the Bank's acquiring a part of shares to diminish the total number of shares, or by redeeming the shares acquired or repurchased by the Bank.
 - 13) Appointing an auditor of the Bank.
 - 14) Paying out (declaring) dividends based on performance in the first quarter, six months, and nine months of the reporting year.
 - 15) Approving annual reports and distributing profit (including the payment (declaration) of dividends other than the profit distributed as dividends for the first quarter, six months, and nine months of the reporting year) and losses of the Bank for the reporting year.
 - 16) Establishing the procedure for the General Meeting of Shareholders.
 - 17) Splitting and consolidating shares, and offering issue-grade securities by conversion.
 - 18) Adopting resolutions on consent to effect non-arm's length transactions or on their subsequent approval where required by federal law.
 - 19) Adopting resolutions on consent to carry out large transactions or on their subsequent approval where required by federal law.
 - 20) Adopting resolutions to become members of associations and other alliances of commercial entities.
 - 21) Approving the Bank's internal documents: Regulations on the General Meeting of Shareholders; Regulations on the Supervisory Board of the Bank; Regulations on the Executive Board, and Regulations on Remuneration and Compensation Payable to the Members of the Supervisory Board of the Bank.
 - 22) Adopting resolutions on submitting an application for delisting of the Bank's shares and (or) the Bank's issue-grade securities that are convertible into its shares.
 - 23) Resolution of other matters stipulated by federal law and this Charter.
- 9.3. Matters that are the competence of the General Meeting of Shareholders may not be transferred for resolution by the Bank's executive bodies, except as otherwise provided by federal law.
Matters that fall under the competence of the General Meeting of Shareholders may not be transferred for resolution by the Bank's Supervisory Board, except to the extent as required by federal law.
 - 9.4. Resolutions on matters provided in Subclauses 2, 6–12, and 17–21 of Clause 9.2 of this Charter shall be adopted by the General Meeting of Shareholders 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 Meeting of Shareholders, 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 Meeting of Shareholders is not entitled to consider or make decisions on matters outside its competence as per federal law and this Charter.
 - 9.6. The General Meeting of Shareholders is not entitled to make decisions on matters that are not included in the agenda of the Meeting, or to change the agenda.
Each matter put to a vote can only be resolved by a separate (independent) resolution.
 - 9.7. The Chairman of the Bank's Supervisory Board, or, in his/her absence, one of his/her deputies, or one of the members of the Supervisory Board, as decided upon by the Bank's Supervisory Board, shall preside over the General Meeting of Shareholders.
 - 9.8. The Bank holds Annual General Meetings of Shareholders to resolve matters concerning the election of the Bank's Supervisory Board, approval of the Bank's auditor, approval of annual reports, and distribution of profits including payment (declaring) of dividends as of the end of the financial year, and other matters within the competence of the General Meeting of Shareholders.
 - 9.9. The General Meeting of Shareholders (when conducted in the form of a joint presence of shareholders to discuss the items on the agenda of the Meeting and making decisions on the items to be voted on) is conducted in the city of Moscow or another city selected by the Supervisory Board of the Bank when deciding on matters relating to the holding of the General Meeting of Shareholders.
The General Meeting of Shareholders shall be held not earlier than 2 months and not later than 6 months after the end of the Bank's financial year.
When holding the General Meeting of Shareholders in the form of a physical meeting, it is allowed to use information and communication technologies that provide for the option of remote participation in the General Meeting of Shareholders, discussion of issues on the agenda and decision-making on items put to vote, without presence at the place of holding the General Meeting of Shareholders.

The possibility of remote participation in the General Meeting of Shareholders, filling in of the electronic form of ballots on the website (on the internet) shall be approved by the Bank's Supervisory Board when addressing matters related to preparations for the General Meeting of Shareholders. The address of the website where shareholders may be registered for participation in the General Meeting of Shareholders, as well as where the electronic form of ballots may be filled in shall be approved by the Bank's Supervisory Board and be specified in the notification on holding the General Meeting of Shareholders.

- 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 Meeting of Shareholders and nominate candidates to the Bank's Supervisory Board, whose number may not exceed the number of its members. Such proposals shall be submitted to the Bank within 75 days after the end of the Bank's financial year.
- 9.11.** Proposals on submitting items to the agenda of the General Meeting of Shareholders and nominating candidates shall be made by specifying the name of shareholders (shareholder) submitting them, amount, and category of shares held by such shareholders and must be signed by the shareholders (shareholder) or their representatives. Shareholders whose rights to shares are registered with a nominal holder may submit items to the agenda of the General Meeting of Shareholders and nominate candidates also by giving instructions (orders) to the person registering their rights to shares in accordance with the law of the Russian Federation.
- 9.12.** A proposal for submitting items to the agenda of the General Meeting of Shareholders shall 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 Meeting of Shareholders may contain the wording of resolutions on each item.
- 9.13.** In the event that the proposal for submitting items to the agenda is made by a shareholder whose share rights are registered with a nominee, such proposal shall be accompanied by the statement of the shareholder's custody account held with the depository.
- 9.14.** The Bank's Supervisory Board shall consider the proposal made, and decide whether to include such proposal in the agenda of the General Meeting of Shareholders or deny such inclusion within 5 days of the period 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 Meeting of Shareholders, or inclusion of a candidate in the list of candidates for voting on election to the Supervisory Board of the Bank shall be sent to the shareholder (or shareholders) who proposed the inclusion of such item in the agenda or such candidate within the time limit envisaged by Russian law.
- 9.16.** The notice of the General Meeting of Shareholders shall be published in the newspaper Rossiyskaya Gazeta and made available on the Bank's official corporate website (www.sberbank.com, hereinafter the 'Bank's website') at least 30 days prior to the date of the Meeting.

- 9.17.** The Extraordinary General Meeting of Shareholders is held by resolution of the Supervisory Board of the Bank at its own initiative, a request of an auditor, as well as by shareholders (a shareholder) who own (owns) at least 10 percent of the bank's voting shares as of the date of submitting such a request.
- 9.18.** An Extraordinary General Meeting of Shareholders convened at the request of an auditor or shareholders (a shareholder) who hold (holds) at least 10 percent of the Bank's voting shares, shall be held during 40 calendar days from the moment of submission of the request to hold an Extraordinary General Meeting of Shareholders.
- 9.19.** If the agenda proposed for the Extraordinary General Meeting of Shareholders contains the election of the Bank's Supervisory Board, the Meeting shall be held within 70 days of submission of the relevant requirement or decision made by the Bank's Supervisory Board on holding the Meeting. The notice of the Meeting shall be published in the period established by federal law. Shareholders (a shareholder) who hold (holds) collectively at least 2 percent of the 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 period stipulated by the Supervisory Board of the Bank.
- 9.20.** Shareholders' proposals concerning the agenda of the Extraordinary General Meeting of Shareholders and candidates for the Bank's Supervisory Board are finalized and considered by the Bank's Supervisory Board in the manner and within the period set out in Clauses 9.11–9.15 of this section of the Charter.
- 9.21.** The list of persons entitled to participate in the General Meeting of Shareholders is compiled according to Russian law on securities in order to make a list of persons realizing their rights granted by securities as of the date set by the Supervisory Board of the Bank in accordance with federal law.
- 9.22.** A shareholder may vote in person or by proxy.
- 9.23.** The General Meeting of Shareholders is duly constituted if it has been attended by shareholders who collectively possess over half of the votes of the placed voting shares. Shareholders registered for participation in the General Meeting of Shareholders, including on the website (on the internet) specified in the notification on holding the General Meeting of Shareholders, as well as shareholders whose ballots were received or the electronic form of ballots was filled in on the website (on the internet) specified in such notification within two days before the date of holding the General Meeting of Shareholders shall be deemed to have attended the General Meeting of Shareholders. Shareholders whose voting ballots were received or the electronic form of ballots was filled in on the website (on the internet) specified in the notification on holding the General Meeting of Shareholders before the final date of acceptance of ballots shall be deemed to have attended the General Meeting of Shareholders held in the form of absentee voting.

- 9.24.** The voting on the items of the agenda of the General Meeting of Shareholders shall be performed through voting ballots. Voting ballots are sent by unregistered mail or handed over against signature to each person specified in the list of persons entitled to attend the General Meeting of Shareholders, at least 20 days prior to the date of the General Meeting of Shareholders. Persons entitled to participate in the General Meeting of Shareholders may fill in the electronic form of voting ballots on the website (on the internet) specified in the notification on holding the General Meeting of Shareholders. The electronic form of ballots on said website may be filled in by shareholders in the course of the General Meeting of Shareholders if they have not exercised their right to participate in such meeting in another way.
- 9.25.** Voting during the General Meeting of Shareholders is on a “one vote per voting share” basis, except cumulative voting.
- 9.26.** A resolution made by the General Meeting of Shareholders is accepted by a majority vote of the holders of voting shares attending the General Meeting of Shareholders, unless otherwise stated by federal law.
- 9.27.** Resolutions on matters stipulated in Subclauses 1–3, 5, 7–8, 10–11, 19, and 22 of Clause 9.2 of the Charter shall be adopted by the General Meeting of Shareholders by three fourths of votes cast by the holders of voting shares attending the General Meeting of Shareholders, unless otherwise stated by federal law.
- 9.28.** The 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 Meeting of Shareholders, determines quorum for the General Meeting of Shareholders, clarifies questions arising in connection with voting rights exercised by shareholders (or their representatives) during the General Meeting of Shareholders, 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 the results of voting, compiles the report on the results of voting, and transfers voting ballots for archiving.
- 9.29.** Decisions taken by the General Meeting of Shareholders and the voting results are announced by the Counting Committee at the General Meeting of Shareholders at which the vote was held, and the Bank shall also notify persons included in the list of persons entitled to participate in the General Meeting of Shareholders on such decisions and results in the form of a report on the results of the vote pursuant to the procedure established by the Charter of the Bank for the notice of convening of a General Meeting of Shareholders, within 4 working days after the closing date of the Meeting or the deadline for the submission of ballots (if the General Meeting of Shareholders was held in the form of absentee vote). Resolutions adopted by the General Meeting of Shareholders shall also be disclosed by the Bank by posting the Minutes of the General Meeting of Shareholders on the Bank’s website.

- 9.30.** Should provisions of the Charter be inconsistent with the Bank’s internal documents approved by the General Meeting of Shareholders, the 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 the resolution of matters referred to the competence of the General Meeting of Shareholders under this Charter.
- 10.2.** The competence of the Bank’s Supervisory Board covers the following matters:
- 1) Determining priority areas for activities of the Bank and approving the Development Strategy of the Bank.
 - 2) Convening the annual and extraordinary General Meeting of Shareholders, except where the right to convene and hold the General Meeting of Shareholders is given to bodies and persons in accordance with federal law.
 - 3) Approving the agenda of the General Meeting of Shareholders.
 - 4) Determining the date of drawing up the list of persons entitled to attend the General Meeting of Shareholders and other matters referred to the competence of the Bank’s Supervisory Board in accordance with federal law and associated with the preparation for and holding of the General Meeting of Shareholders.
 - 5) Approval of the annual accounting (financial) statements of the Bank.
 - 6) Increasing the Bank’s authorized capital by issuing additional shares at the expense of the Bank’s property within the number of declared shares established by the Charter.
 - 7) Increasing the Bank’s authorized capital by public offering of additional shares within the number of declared shares if the number of additionally offered shares is not more than 25 percent of the ordinary shares previously placed by the Bank.
 - 8) Issuing additional shares into which the preferred shares of a certain type previously issued by the Bank and convertible into ordinary shares or preferred shares of other types are converted, unless such offering is required by an increase in the Bank’s authorized capital.
 - 9) Placement of bonds and other issue-grade securities in instances envisaged by federal law, except for shares.
 - 10) Public offering of bonds that are convertible into ordinary shares and other issue-grade securities that are convertible into ordinary shares and amount to not more than 25 percent of the ordinary shares previously placed by the Bank.
 - 11) Acquiring shares, bonds, and other securities issued by the Bank where required by federal law.

- 12) Election of the Bank's CEO and Chairman of the Executive Board and early termination of his/her powers.
 - 13) Setting up the Bank's Executive Board, electing the Executive Board members, appointing the Deputy Chairmen of the Executive Board, including vice deputies, from among the candidates proposed by the CEO and Chairman of the Executive Board, and early terminating the powers of these officers.
 - 14) Making recommendations for the size of the dividend on shares and for the date when persons entitled to dividends are to be determined.
 - 15) Approving the Bank's internal documents, including the Regulations on the Internal Control System, Regulations on the Internal Audit Service, Regulations on the Corporate Secretary, Corporate Governance Code, Code of Conduct, Regulations on Dividend Policy, Regulations on the Reserve Fund, Funds for Payment of Dividends and Retained Earnings, and other internal documents of the Bank subject to approval by the Supervisory Board pursuant to the applicable legislation, the Bank's Charter, or the Regulations on the Supervisory Board of the Bank.
 - 16) Opening and closing of branches and representative offices of the Bank.
 - 17) Adopting resolutions on consent to carry out large transactions or on their subsequent approval where required by federal law.
 - 18) Adopting resolutions on consent to carry out non-arm's length transactions or on their subsequent approval where required by federal law.
 - 19) Determining the procedure for transactions with related parties.
 - 20) Approving the Bank's registrar and the terms of their engagement and adopting a resolution to terminate the engagement.
 - 21) Adopting resolutions on the responsibilities assigned to the members of the Supervisory Board, establishing committees of the Supervisory Board for specific matters of the Bank's activities; approving regulations on the committees of the Supervisory Board; appointing the heads and members of the committees and suspending their authority, hearing reports from the chairmen of the committees of the Supervisory Board on the activities of their committees; assessing their own work and presenting work results to the General Meeting of Shareholders.
 - 22) Appointing the Head of the Bank's Internal Audit Service; approving the annual work plan of the Bank's Internal Audit Service; reviewing reports provided by the Internal Audit Service on the execution of the work plan and audits of the Bank; evaluating, based on reports provided by the Internal Audit Service, the compliance by the Bank's executive bodies with strategies and procedures approved by the Bank's Supervisory Board.
 - 23) Approving the Bank's risk and capital management strategy, including the terms of ensuring the capital adequacy and liquidity to cover risks both for the Bank as a whole and for its separate lines of business, approving the procedure for managing the most significant risks, and monitoring the implementation of this procedure.
 - 24) Approving the procedure for applying banking risk management methods and quantitative risk assessment models.
 - 25) Approving the procedure for preventing conflicts of interest, the Financial Stability Recovery Plan in case of substantial deterioration of the Bank's financial standing, a plan of actions intended to ensure continuous activities and/or recovery of the Bank's activities in case of abnormal or emergency situations.
 - 26) Periodic hearing of reports submitted by the CEO and Chairman of the Executive Board of the Bank on the Bank's activity. The procedure for submitting reports by the CEO and Chairman of the Executive Board on the Bank's activities is determined by the Supervisory Board.
 - 27) Approving the terms and conditions of agreements signed by the Bank and CEO and Chairman of the Executive Board, the members of the Bank's Executive Board, including determining amounts of their remuneration and compensation, and approval of the Bank's HR Policy and the Bank's Labor Remuneration Policy.
 - 28) Appointing and dismissing the Bank's corporate secretary and monitoring of the Bank's corporate governance practice.
 - 29) Determining the amount of payment for the auditor's services.
 - 30) Filing an application for the listing of the Bank's shares and/or issue grade securities of the Bank that are convertible into the Bank's shares.
 - 31) Other matters stipulated by Russian law and this Charter.
- 10.3.** Members of the Bank's Supervisory Board are elected by the General Meeting of Shareholders in the manner provided by federal law and this Charter to act until the following Annual General Meeting of Shareholders. If the Annual General Meeting of Shareholders is not held within the period envisaged by federal law and this Charter, the powers of the Bank's Supervisory Board shall be terminated, except for powers to prepare, convene and hold the Annual General Meeting of Shareholders. Members of the Supervisory Board shall meet the qualification requirements and business reputation requirements established by Russian law.
 - 10.4.** The Bank's Supervisory Board consists of 14 members.
 - 10.5.** Members of the Bank's Supervisory Board may only be represented by individuals. Persons who are elected members of the Bank's Supervisory Board may be re-elected an indefinite number of times.
 - 10.6.** Executive Board members may constitute up to a fourth of the membership of the Bank's Supervisory Board. The person acting as CEO and Chairman of the Executive Board, and members of the Executive Board may not simultaneously act as a 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.** The candidates who receive the most votes are elected as members of the Bank's Supervisory Board.
- 10.10.** As decided by the General Meeting of Shareholders, the powers of members of the Bank's Supervisory Board may be terminated early. The resolution adopted by the General Meeting of Shareholders 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 who is elected by the 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 at his/her own initiative, as required by any member of the Bank's Supervisory Board, auditor, head of the Bank's Internal Audit Service, Executive Board of the Bank, as well as the CEO and 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 to hold a meeting of the Bank's Supervisory Board is at least fifty percent of the elected members of the Bank's Supervisory Board. If 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 Meeting of Shareholders to elect new members of the Bank's Supervisory Board.
- 10.14.** In case of determination of quorum 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. The 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 presentio.
- 10.15.** Resolutions are adopted during meetings of the Bank's Supervisory Board by a majority vote, except as stipulated by federal law and this Charter.
- 10.16.** Resolutions to increase the authorized capital, and to give consent to or subsequent approval for large 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 that unanimity is not achieved by the Bank's Supervisory Board during consideration of the matters specified, such matters can be referred to the General Meeting of Shareholders as resolved by the Bank's Supervisory Board. In this case, the resolution is adopted by the General Meeting of Shareholders by a majority vote cast by the holders of voting shares attending the General Meeting of Shareholders.

- 10.17.** Resolutions on the matters specified in Subclauses 1 and 30 of Clause 10.2 of the Charter, as well the following matters:
- Approval of the Regulations on Dividend Policy.
 - Determination of price (monetary estimate) for the property of major transactions.
 - Adopting recommendations on the amount of dividends for the Bank's shares.
 - Adopting recommendations on voluntary or mandatory offers received by the Bank.
 - Submission to the Shareholders' Meetings of items related to amendments to the Charter or approval of the revised Charter, delisting of shares and/or securities of the Bank that are convertible into shares, consent for or subsequent approval of major transactions, increasing or decreasing the authorized capital, and reorganization or liquidation of the Bank are adopted the Bank's Supervisory Board by at least three fourths of the votes; votes of members who are withdrawn from the Bank's Supervisory Board are not counted.
- 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 presentio (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, and 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 the CEO and Chairman of the Executive Board, and the Bank's Executive Board.
- 11.2.** The CEO and Chairman of the Executive Board, and the Bank's Executive Board are accountable to the Bank's Supervisory Board and General Meeting of Shareholders.
- 11.3.** The rights and obligations of the CEO and Chairman of the Executive Board of the Bank, and Executive Board members are determined in accordance with the law 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 the CEO and 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 the CEO and Chairman of the Executive Board.

- 11.4.** The Bank's Supervisory Board may at any time resolve to terminate the powers of the Executive Board members early.
- 11.5.** The competence of the Bank's Executive Board includes matters of management of the Bank's daily activities, except matters that fall within the competence of the General Meeting of Shareholders and the Supervisory Board of the Bank.
- 11.6.** Pursuant to its responsibilities, the Executive Board of the Bank:
 - 1) Discusses in advance the issues to be considered by the General Meeting of Shareholders and the Supervisory Board of the Bank, including annual reports and annual accounting (financial) statements of the Bank, prepares relevant draft resolutions thereupon, and ensures implementation of resolutions passed by the General Meeting of Shareholders and the Supervisory Board of the Bank.
 - 2) Reviews and approves reports submitted by the heads of units of the Bank's Central Office and heads of regional banks, branches and representative offices of the Bank on their activities in relevant periods and performance in specific areas of banking activities.
 - 3) Determines the risk management policy of the Bank, ensures the conditions for its effective implementation, organizes the risk management process in the Bank.
 - 4) Ensures technological development of the Bank, organizes integration of the most advanced banking technologies into operations of the Bank's units, ensures implementation of projects for all-round automation of banking processes, builds a modern banking infrastructure, organizes creation of efficient information communication and exchange systems.
 - 5) Ensures development of the Bank's branch network and the Bank's network of separate business units, their technological improvement and enhancement of the quality of the services they provide.
 - 6) Adopts resolutions on the participation and termination of participation, including the change of the participatory interest of the Bank in other entities, except for entities the participation and termination of participation in which is referred to the competence of other management bodies of the Bank by federal law or the present Charter.
 - 7) Implements the strategy and policy of the Bank concerning the organization and implementation of internal control, considers the state of accounting and reporting, materials and results of periodic assessments of the Bank's internal control efficiency, organizes creation of a system of control over elimination of identified violations and drawbacks of the internal control and mitigation measures, hears reports of heads of branches and other separate units of the Bank following assessment and inspection of their activities, and makes passes resolutions on these matters.
 - 8) Controls compliance with federal laws and other laws and regulations by the Bank's units, controls the compliance of the Bank's activities with internal documents, including

those determining the procedure for internal control, and assesses correspondence of their content to the nature and scale of the Bank's transactions.

- 9) Establishes the system of remuneration in the Bank.
- 10) Approves candidates for chairpersons of regional banks, approves dismissal of chairpersons of regional banks, considers proposals on recommending the Bank's most distinguished employees for state awards of the Russian Federation.
- 11) Approves internal documents regulating the Bank's daily activities, including those that determine the Bank's policy in different lines of business, management of banking risks, activities of the Bank's collegial working bodies, except for the internal documents the approval of which is in the competence of the General Meeting of Shareholders and the Supervisory Board of the Bank.
- 12) Adopts resolutions on creation and termination of collegial working bodies of the Bank, including the Bank's panels, commissions and committees, approves regulations on them and establishes their functions, including those related to approval of the Bank's internal documents.
- 13) Approves regulations on the Bank's branches and representative offices, introduces changes to them, adopts resolutions on the change of the status and name of branches.
- 14) Adopts resolutions on the appointment of temporary administration or an authorized representative of the Bank to manage the branch (regional bank and branch).
- 15) Considers and resolves other matters related to the Bank's activity.
- 11.7.** The procedure for convening and holding meetings of the Executive Board, quorum for meetings, and number of votes required to adopt a resolution are established by the Regulations on the Bank's Executive Board and Regulations on the Bank's Executive Board Activities.
- 11.8.** The CEO and Chairman of the Executive Board is elected by the Supervisory Board for 4 years.
- 11.9.** The Supervisory Board may at any time resolve to terminate the powers of the CEO and Chairman of the Executive Board.
- 11.10.** The CEO and Chairman of the Executive Board of the Bank heads the Bank's Executive Board and organizes its work, chairs the meetings of the Executive Board, and signs minutes of the meetings of the Executive Board of the Bank.
- 11.11.** The competence of the Bank's CEO and Chairman of the Executive Board comprises all matters related to the Bank's current operations, including the CEO and Chairman of the Executive Board:
 - 1) Ensures the implementation of the Bank's Development Strategy and resolutions adopted by the General Meetings of Shareholders and the Supervisory Board of the Bank.
 - 2) Submits proposals to the Supervisory Board of the Bank on the number and membership of the Executive Board of the Bank, including on the candidates for First Deputy Chairmen of the Executive Board and Deputy Chairmen of the Executive Board.
 - 3) Ensures the Executive Board's review of the annual report, annual accounting (financial) reports, and proposals on distribution of the Bank's profits.

- 4) Manages the Bank's property in the limits established by Russian law and the Charter.
 - 5) Distributes duties among the first deputy chairpersons and deputy chairpersons of the Executive Board of the Bank.
 - 6) Represents the Bank with full authority in state and local authorities, in relations with individuals and legal entities, and also carries out transactions and other legal actions on behalf of the Bank both in the Russian Federation and abroad.
 - 7) Approves the Bank's internal documents not included in the competence of the General Meeting of Shareholders, Supervisory Board and Executive Board of the Bank.
 - 8) Exercises in relation to the Bank's employees rights and duties of the employer set forth by labor law, and applies measures of reward and punishment to employees.
 - 9) Enters into, amends, and terminates employment agreements with workers of the Central Office, heads of branches, and representative offices of the Bank under the established nomenclature.
 - 10) Exercises on the Bank's behalf the rights and obligations of the founder, shareholder, interest holder in legal entities where the Bank has ownership interest.
 - 11) Approves the organizational structure, staff schedule and arrangement of official salaries, provisions on structural business units of the Bank's Central Office, and the staff schedule of the Bank's representative offices.
 - 12) Approves the quarterly report on securities.
 - 13) Approves a summary report on the issue (additional issue) of issue-grade securities.
 - 14) Reviews reports, opinions, applications and other documents prepared by the Bank's internal control bodies and, when needed, implements prompt measures aimed at eliminating revealed violations and fulfilling recommendations.
 - 15) Adopts resolutions on the opening date of bond placements, on purchasing bonds upon bondholders' demands and (or) upon agreement with bondholders, on stipulating bond yield; determines the payment price for bonds that are not convertible into the Bank's shares or stipulates the procedure for its determination, as well as adopts resolutions on other bond circulation issues not included by law in the competence of other management bodies of the Bank.
 - 16) Stipulates the procedure for handling confidential information, including information classified as the Bank's commercial secret, and of the liability for violating such procedure.
 - 17) Addresses other matters related to the day-to-day activities of the Bank that are not part of the competence of the General Meeting of Shareholders, the Supervisory Board, or the Executive Board of the Bank.
- 11.12.** The CEO and Chairman of the Executive Board of the Bank has the right to delegate other separate official powers, and also entrust the temporary execution of his/her obligations to his/her subordinates.
The person acting as the CEO and Chairman of the Executive Board of the Bank, shall act on the basis of this Charter and a relevant order of the CEO and Chairman of the Board.

- 11.13.** The CEO and Chairman of the Executive Board of the Bank carries out transactions on the Bank's behalf within the limits established by the Executive Board of the Bank.
The CEO and Chairman of the Executive Board of the Bank issues orders and gives instructions that are obligatory for all employees of the Bank.
The CEO and Chairman of the Executive Board of the Bank may issue Powers of Attorney to other persons.
- 11.14.** The First Deputy Chairmen of the Executive Board and Deputy Chairmen of the Executive Board issue directives and carry out transactions based on a Power of Attorney issued by the CEO and 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 Executive Board.
- 11.15.** The Bank's Executive Board considers carrying out transactions with amounts exceeding the limits that it establishes for the CEO and Chairman of the Executive Board of the Bank, First Deputy Chairmen of the Executive Board, and Deputy Chairmen of the Executive Board.

Chapter 12. Major Transactions of the Bank

- 12.1.** Major transactions are determined by federal law, and are carried out in the manner established thereby.
- 12.2.** A resolution to give consent to or on subsequent 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, is adopted by all members of the Bank's Supervisory Board unanimously; in such case, votes of members who are withdrawn from the Bank's Supervisory Board are not counted.
- 12.3.** A resolution to give consent to or on subsequent 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, is adopted by the General Meeting of Shareholders by a majority vote, i.e. three fourths of votes cast by the holders of voting shares attending the Meeting.

Chapter 13. Non Arm's-Length Transactions of the Bank

- 13.1.** The decision to agree to a related-party transaction shall be made in accordance with federal law.
- 13.2.** Before being executed, related-party transactions may require preliminary approval of the Supervisory Board of the Bank or the General Meeting of Shareholders, in accordance with federal law, by request of the CEO and Chairman of the Executive Board, a member of the

Executive Board, a member of the Supervisory Board, or shareholders (a shareholder) who own (owns) at least one percent of voting shares of the Bank.

The Bank shall provide information on related-party transaction to members of the Supervisory Board of the Bank, members of the Executive Board of the Bank, and, if all members of the Supervisory Board of the Bank are related to the transaction, to the shareholders under the procedure of informing the latter about the General Meeting of Shareholders.

13.3. The resolution on approval of a non arm's-length transaction is adopted by the Bank's Supervisory Board by a majority vote cast by directors who have no interest in its completion and who are not and have not been for a year preceding the resolution:

- 1) The CEO and Chairman of the Executive Board of the Bank; member of the Executive Board of the Bank;
- 2) The person controlling the Bank or having the right to give compulsory instructions to the Bank.

13.4. In instances stipulated by federal law, a resolution on consent to carrying out a non arm's-length transaction is adopted by the General Meeting of Shareholders 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 Structure of the Bank

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

14.2. The Bank vests its branches with property. Seals and block titles, letterheads and signs 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. In case of closure of the Bank's branch or change of its status or address, the Bank shall notify thereof all creditors of the Bank who receive services at the branch, including foreign customers, by publishing a relevant notification in the mass media, posting a message on the Bank's official corporate website on the internet, as well as by placing a message in the office of the branch and in all its internal structural units in places that can be accessed by customers.

14.4. The Bank's branches (regional banks) are headed by chairpersons appointed by CEO and Chairman of the Executive Board of the Bank, and branches (departments) are headed by executives appointed as per an established nomenclature. The branches have their own collegial bodies: executive board of the regional bank — as decided by the Executive Board

of the Bank, and the board of the branch — as decided by the executive board of the regional bank, to which the branch and other collegial bodies (commissions, committees) are subordinated. The collegial bodies of the branches act based on the regulations 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 structural units of a regional bank are opened or closed, or re-subordinated as ordered by the head of the regional bank; internal structural units of a branch — as ordered by the head of the branch; internal structural units of the Central Office — as ordered by the CEO and Chairman of the Executive Board of the Bank.

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

15.1. In order to check and verify the reliability of accounting (financial) statements compiled in accordance with the law of the Russian Federation, and financial statements drawn up in accordance with International Financial Reporting Standards (IFRS), the Bank commissions audit organizations that perform audit activities pursuant to the law of the Russian Federation and subject to the International Auditing Standards.

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

15.3. Audit organizations 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 and official secret, with which they become familiar during inspections.

Chapter 16. Internal Control in the Bank

16.1. The Bank carries out internal control in accordance with the law of the Russian Federation and rules and procedures established by the Bank to ensure:

- Effective and efficient financial and business activities when performing banking operations and other transactions, efficient management of both assets and liabilities, including asset integrity and bank risk management.
- The accuracy, completeness, objectivity, and timeliness in preparing and submitting the financial, accounting, statistical, and other reports (for internal and external users) as well as the information security (protection of the interests (goals) of the Bank in the information area, which is an aggregate of information, information infrastructure, entities that collect, prepare, distribute, and use information, and the systems for regulating the relations arising in this process).
- Compliance with Russian law, the 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 from criminal activities and financing of terrorism, and timely submission of information to governmental bodies and the Bank of Russia in accordance with the law of the Russian Federation.

16.2. Internal control in the Bank subject to the powers established by this Charter and internal documents of the Bank is carried out by:

- 1) The Bank's management bodies as provided by this Charter.
- 2) The Chief Accountant (and his/her deputies) of the Bank.
- 3) Heads (and their deputies) and Chief Accountants (and their deputies) of the Bank's branches.
- 4) The Internal Audit Service of the Bank.
- 5) The Internal Control Office of the Bank.
- 6) The structural unit (responsible employee) for counteraction of legitimization (laundering) of proceeds from criminal activities and financing of terrorism.
- 7) The inspector of the professional participant of the securities market.
- 8) Other business units and employees of the Bank that exercise internal controls within the scope of their powers as defined by the Bank's internal documents.

The powers of internal control bodies, procedure for their establishment and functioning are determined by Russian law, this Charter, and the Bank's internal documents adopted in the manner established by the Bank.

16.3. The Internal Control Service is a set of structural business units and employees of the Bank that act according to the law of the Russian Federation, this Charter, resolutions of the Bank's management bodies, and Statute on the Internal Control Service approved by the CEO and Chairman of the Executive Board of the Bank, as well as according to other internal documents of the Bank.

The Statute on the Internal Control Service determines the aims, functions, organizational structure, accountability, rights and responsibilities of the employees of Internal Control Service and other matters.

16.4. The main functions of the Internal Control Service are:

- Identifying and monitoring the risk of non-compliance with legislative and regulatory requirements, i.e. the risk of the Bank suffering losses due to non-compliance with the law of the Russian Federation, internal documents of the Bank, standards of self-regulatory organizations and/or application of sanctions and/or other corrective actions by the supervisory bodies.
- Accounting of events associated with the risk of non-compliance with legal and regulatory requirements, determination of the probability of their occurrence and quantification of possible consequences.
- If required, provision of guidelines for managing the risk of non-compliance with legal and regulatory requirements to the heads of structural business units and management bodies of the Bank.
- Coordination and participation in the development of a set of measures aimed at mitigation of the risk of non-compliance with legal and regulatory requirements in the Bank.
- Identification of conflicts of interest in the Bank's activities and those of its employees, participation in the development of internal documents aimed at its minimization.
- Participation in the development of internal documents aimed at combating commercial bribery and corruption.
- Participation in the development of internal documents and the organization of activities aimed at compliance with the rules of corporate conduct, and standards of professional ethics.

16.5. The Head of the Internal Control Service is appointed and dismissed by the CEO and Chairman of the Executive Board of the Bank.

The number of personnel, structure and material and technical provision of the Internal Control Service is determined by the CEO and Chairman of the Executive Board according to the character and scale of the operations performed and the level of the risk of non-compliance with legal and regulatory requirements assumed by the Bank.

16.6. The Internal Control Service operates on a continuous basis, is independent in its activities and has the powers and rights of access to all documents, databases and any information necessary for the performance of its functions under applicable law.

16.7. The Internal Audit Service is a combination of the Bank's structural business units (Internal Audit Division in the Central Office and the correspondent units of the Internal Audit Service in branches) that act in accordance with the law and Provisions on the Bank's Internal Audit Service.

16.8. The Internal Audit Service is granted the powers to check all areas of the Bank's activity, including:

- Assessment of the efficiency of the internal control system in general, including control of the use of automated information systems, internal control processes and procedures.
- Checking the efficiency of the method for assessing banking risks and the procedures for management of banking risks established in the Bank.
- Checking the accuracy, completeness and timeliness of accounting and reporting.

- Checking the ways (methods) for ensuring preservation of the Bank's property.
- Evaluation of the economic feasibility and efficiency of transactions and other deals performed by the Bank.
- Other powers according to the law, regulations of the Bank of Russia, and the Bank's internal documents.

- 16.9.** The Internal Audit Service reports to the Supervisory Board of the Bank and acts under its direct control, submits to the Supervisory Board reports on implementing work plans and results of inspections within the Bank, informs the Supervisory Board on identified performance drawbacks in the systems of internal control, risk management, and corporate governance, as well as corrective measures that are taken.
- 16.10.** The Head of the Internal Audit Service reports to the Bank's Supervisory Board. The structure and staff size of the Internal Audit Service shall be approved by the Bank's CEO and Chairman of the Executive Board. The Internal Audit Service carries out its activity independently of other structural units of the Bank.
- 16.11.** The Risk Management Service and Head of the Risk Management Service shall act based on the Bank's Charter and the Bank's internal documents, including the strategy for managing the Bank's risks and capital approved by the Bank's Supervisory Board.
- 16.12.** The Bank's Risk Management Service is granted the powers to arrange, implement and maintain the risk management system in the Bank, including the following powers to:
- Take measures aimed at prevention and (or) mitigation of risk impact on the Bank's financial standing, competitiveness and reputation.
 - Permanently control the limits restricting the impact of risks on the Bank's financial results.
 - Forecast the Bank's exposure to various types of risks in the future based on different scenarios.
 - Consolidate information on risks for disclosure purposes.
 - Exercise other powers according to the law of the Russian Federation, regulations of the Bank of Russia, and the Bank's internal documents.
- 16.13.** The Head of the Bank's Risk Management Service is appointed to the position and dismissed by the Bank's CEO and Chairman of the Executive Board, and exercises his/her powers in compliance with the law, the Bank's Charter and internal documents.
- 16.14.** When appointed to their respective positions and throughout the entire period of exercising their respective powers in these positions, the Heads of the Bank's Internal Audit Service, Internal Control Service, and Risk Management Service shall comply with the qualification and business reputation requirements stipulated by the law of the Russian Federation and regulations of the Bank of Russia.
- 16.15.** Implementation of the Internal Control Rules for combating the legalization (laundering) of income obtained by criminal means and financing of terrorism is performed by the special officer of the Bank who is responsible for combating the legalization (laundering) of income obtained by criminal means and financing of terrorism (AML/FT) — the AML/FT Officer.

The AML/FT Officer is appointed and dismissed by the CEO and Chairman of the Executive Board of the Bank and carries out their activities and is empowered in accordance with the law of the Russian Federation, regulatory legal acts and the internal documents of the Bank. The AML/CFT officer has the following powers to:

- Request and receive required executive, accounting and other documents from managers and other employees of the Bank's units.
- Copy received documents, receive copies of files and copies of any entries in the local computer networks and autonomous computer systems.
- Physically enter the premises of the Bank's units and premises used to store documents (archives), cash, and valuables (vaults), compute and process data (computer rooms) and used for hard drive storage of data.
- Give instructions to the heads and employees of the Bank's business units related to conducting a transaction, including an order to suspend it for obtaining additional information or verifying available information about a client or a transaction within the period stipulated by the law of the Russian Federation for carrying out a transaction.
- Other powers in accordance with the recommendations of the Bank of Russia and the Bank's internal documents.

16.16. Control of compliance of the activity of the Bank as a professional participant of the securities market with the law of the Russian Federation on the securities market, regulations of the Bank of Russia, regulations of the federal executive body for the securities market, law of the Russian Federation on the protection of rights and legitimate interests of investors on the securities market, law of the Russian Federation on advertising, as well as compliance with internal documents of the Bank related to the activities of a professional participant on the securities market, is performed by the Officer of a professional participant of securities market, who is appointed and dismissed by the CEO and Chairman of the Executive Board. The Officer of a professional participant of the securities market operates and is empowered in accordance with the regulations of regulatory bodies and internal documents of the Bank.

16.17. 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. Liquidation or reorganization of the Bank shall be carried out according to the law of the Russian Federation. The Bank may be reorganized in the form of merger, acquisition, division, spinout, and transformation. Liquidation of the Bank is performed on a voluntary basis

subject to the decision of the General Meeting of Shareholders or by enforcement subject to a court ruling according to the procedure established by the law of the Russian Federation. If after the Bank's General Meeting of Shareholders makes the decision to liquidate the Bank, the Bank of Russia makes a decision subject to Federal Law "On Banks and Banking Activity" to revoke the banking license of the Bank, the decision of the Bank's General Meeting of Shareholders on its liquidation and other related decisions of the Bank's shareholders or decisions of the liquidation commission (liquidator) appointed by the Bank's shareholders become null and void. The Bank is subject to liquidation at the initiative of the Bank of Russia by enforcement according to the procedure stipulated by the law of the Russian Federation.

17.2. In case of reorganization of the Bank, its rights and obligations are passed to its legal successors.

In case of the Bank's reorganization, relevant amendments shall be made to the Unified State Register of Legal Entities; and all the documents with an unexpired retention period shall be transferred to the Bank's successor according to the established procedure.

Liquidation entails termination of the Bank's activity without transfer of its rights and obligations by way of universal succession.

17.3. The Bank's General Meeting of Shareholders that makes the decision on the Bank's liquidation shall appoint the liquidation commission (liquidator), and approve the interim liquidation balance sheet and the liquidation balance sheet of the Bank by agreement with the

Bank of Russia. From the moment of its appointment, all powers for the management of the Bank's affairs are transferred to the liquidation commission.

17.4. The liquidation commission shall submit the documents formed during the activity of the Bank to be deposited in the manner prescribed by federal laws and other regulations of the Russian Federation, in accordance with the list approved by the federal executive body authorized by the government of the Russian Federation and the Bank of Russia, with indication of periods of storage of these documents.

17.5. Liquidation shall be deemed complete and the Bank's activities terminated once the respective entry is added to the Unified State Register of Legal Entities by an authorized registration authority.

CEO and Chairman of the Executive Board of Sberbank

Herman Gref

Main proposed amendments to the Charter of Sberbank

No.	Current version	Proposed version	Comments
1.	<p>Clause 5.3, first paragraph The holders of preference shares attend the General Meeting of Shareholders with the right to vote on issues of <...> and on relieving the Bank from the obligation to disclose and provide information provided by the law of the Russian Federation related to securities.</p>	<p>In Clause 5.3 add <i>' , as well as on matters that shall be decided unanimously by the shareholders of the Bank according to federal law.'</i> after 'by the law of the Russian Federation related to securities'.</p>	<p>Amended to comply with the wording in Part 1 of Clause 4 of Article 32 of the Law on Joint-Stock Companies¹.</p>
2.	<p>Clause 9.2 The competence of the General Shareholders' Meeting 5) Election of the Bank's CEO and Chairman of the Executive Board and early termination of his powers;</p>	<p>Remove Subclause 5 of Clause 9.2 and change the numbering of the Subclauses of Clause 9.2 accordingly.</p>	<p>It is suggested to move the items on the election and early termination of powers of the CEO and Chairman of the Executive Board to the competence of the Supervisory Board (SB). In line with Subclause 8) of Clause 1 of Article 48 of the Law on Joint-Stock Companies, the creation of an executive body of a company and early termination of its powers relates to the competence of the General Meeting of Shareholders, <i>if the charter of a company does not relate these items to the competence of the board of directors (BoD) of a company.</i></p>
3.	<p>Clause 9.2 6) election of the Bank's Audit Commission members and early termination of their powers;</p>	<p>Remove Subclause 6 of clause 9.2 and change the numbering of the subclauses of clause 9.2 accordingly.</p>	<p>It is suggested to remove the information related to the Audit Commission (AC) from the Charter of the Bank. In accordance with Clause 1 of Article 85 of the Law on Joint-Stock Companies, a company's charter does not have to stipulate the creation of an AC.</p>
4.	<p>Clause 9.2 17) Approving annual reports, including the Bank's annual accounting (financial) statements, and distributing profit (including the payment (declaration) of dividends, <...></p>	<p>Subclause 17 (subclause 15 in the new version) of Clause 9.2 shall read as follows: 15) Approving annual reports and distributing profit (including the payment (declaration) of dividends, <..></p>	<p>Due to the fact that the item on the approval of the annual accounting (financial) statements of the Bank was moved from the competence of the General Meeting of Shareholders to that of the SB. In accordance with Subclause 11) of Article 48 of the Law on Joint-Stock Companies, the approval of annual accounting (financial) statements of a company is within the competence of the General Meeting of Shareholders, unless the charter of the company stipulates that this item shall be within the competence of the company's BoD.</p>
5.	<p>Clause 9.2. 23) Approving 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, <..>;</p>	<p>In Subclause 23 (Subclause 21 in the new version) of Clause 9.2, remove the words 'Regulations on the Audit Committee'</p>	<p>Due to the removal of the information on the AC from Charter.</p>

¹ Federal Law dated December 26, 1995 No. 208-FZ 'On Joint-Stock Companies', the version of the Federal Law dated July 19, 2018 No. 209-FZ (came into force on September 1, 2018)

<p>6. Clause 9.8. The Bank holds Annual General Meetings of Shareholders to resolve matters concerning the election of the Bank's Supervisory Board, and the Bank's Audit Committee, approval of the Bank's auditor, approval of annual reports including annual financial statements of the Bank, and distribution of profits, <..>.</p>	<p>In the new version, Clause 9.8. shall read as follows: The Bank holds Annual General Meetings of Shareholders to resolve matters concerning the election of the Bank's Supervisory Board, approval of the Bank's auditor, approval of annual reports, and distribution of profits, <..>.</p>	<p>Due to the removal of the information on the AC from Charter. Due to the fact that the item on the approval of the annual accounting (financial) statements of the Bank was moved to the competence of the Supervisory Board.</p>
<p>7. Clause 9.10. Shareholder(s) holding in the aggregate at least 2 percent of voting shares may <..> nominate candidates to the Bank's Supervisory Board and Audit Commission, whose number may not exceed the number of members of the respective body, and the candidate for the position of CEO and Chairman of the Executive Board. <..></p>	<p>In the new version, Clause 9.10. shall read as follows: Shareholder(s) holding in the aggregate at least 2 percent of voting shares may <..> nominate candidates to the Bank's Supervisory Board, whose number may not exceed the number of its members. <..></p>	<p>Due to the fact that the creation of an Audit Commission and the provisions thereon were removed from the Charter of the Bank. Due to the fact that the item related to the election of the CEO and Chairman of the Executive Board was transferred from the competence of the General Meeting of Shareholders to that of the SB.</p>
<p>8. Clause 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 Meeting of Shareholders, or inclusion of a candidate in the list of candidates for voting on election to the relevant body <..></p>	<p>In the new version, Clause 9.15. shall read as follows: 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 Meeting of Shareholders, or inclusion of a candidate in the list of candidates for voting on election to the Supervisory Board <..></p>	<p>Due to the removal of the information on the AC from Charter.</p>
<p>9. Subclause 9.17. The Extraordinary General Meeting of Shareholders is held by resolution of the Supervisory Board of the Bank at its own initiative, a request of the Audit Commission or auditor of the Bank, as well as by shareholders <..>.</p>	<p>In Subclause 9.17. remove the words 'the Audit Commission or <..> of the Bank'.</p>	<p>Due to the fact that the creation of an Audit Commission and the provisions thereon were removed from the Charter of the Bank.</p>
<p>10. Clause 9.18 Extraordinary General Meeting of Shareholders convened at request of the Bank's Audit Commission, the Bank's auditor, or shareholder(s) <..>, shall be held during 40 calendar days from the moment of submission of the request to hold Extraordinary General Meeting of Shareholders.</p>	<p>In Clause 9.18. remove the words 'the Audit Commission, the Bank's'.</p>	<p>Due to the removal of the information on the AC from Charter.</p>
<p>11. Clause 10.2. competence of the Supervisory Board. Subclauses 5 and 12 are absent in the proposed version.</p>	<p>Add the amended Subclauses 5 and 12 to Clause 10.2 (and change the numbering of Subclauses of Clause 10.2 accordingly): 5) Approval of the annual accounting (financial) statements of the Bank. 12) Election of the Bank's CEO and Chairman of the Executive Board and early termination of his/her powers.</p>	<p>Due to the fact that the items were moved from the competence of the General Meeting of Shareholders to that of the SB.</p>
<p>12. Clause 10.2 19) Adopting resolutions on the responsibilities assigned to the members of the Supervisory Board, establishing committees of the Supervisory Board for specific issues of the Bank's activities; approving regulations on the committees of the Supervisory Board; <..></p>	<p>Subclause 19 (Subclause 21 in the new version) of Clause 10.2 shall read as follows: 21) Adopting resolutions on the responsibilities assigned to the members of the Supervisory Board, establishing committees of the Supervisory Board for specific matters of the Bank's activities; approving regulations on the committees of the Supervisory Board; appointing the heads and members of the committees and suspending their authority <..></p>	<p>In accordance with Clause 9.1 of Article 65 of the Law on Joint-Stock Companies</p>

13.	<p>Clause 10.2 26) Adopting the resolution on the suspension of powers of the CEO and Chairman of the Executive Board and formation of the Bank's temporary sole executive body with simultaneous resolution on convening an extraordinary General Meeting of Shareholders to decide on early cessation of the powers of CEO and Chairman of the Executive Board of the Bank and formation of a new sole executive body.</p>	<p>Remove Subclause 26 of Clause 10.2 and change the numbering of the Subclauses of Clause 10.2 accordingly.</p>	<p>Due to the fact that the items related to the election and early termination of powers of the CEO and Chairman of the Executive Board were transferred from the competence of the General Meeting of Shareholders to that of the Supervisory Board.</p>
14.	<p>Clause 10.2. 28) Recommending the amount of fees and compensation payable to the members of the Bank's Audit Commission and determining the amount of payment for the auditor services</p>	<p>Subclause 28 (Subclause 29 in the new version) of Clause 10.2 shall read as follows: 28) Determining the amount of payment for the auditor's services.</p>	<p>Due to the removal of the information on the AC from Charter.</p>
15.	<p>Clause 10.12. Meetings of the Bank's Supervisory Board are convened by its Chairperson at his/her own initiative, as required by any member of the Bank's Supervisory Board, Audit Commission, the Bank's auditor, Executive Board of the Bank, as well as the CEO and Chairman of the Executive Board of the Bank.</p>	<p>In the new version, Clause 10.12. shall read as follows: Meetings of the Bank's Supervisory Board are convened by its Chairperson at his/her own initiative, as required by any member of the Bank's Supervisory Board, auditor, head of the Bank's Internal Audit Service, Executive Board of the Bank, as well as the CEO and Chairman of the Executive Board of the Bank.</p>	<p>Due to the removal of the information on the AC from Charter. Brought in accordance with Clause 1 of Article 68 of the Law on Joint-Stock Companies: '<i>...at the request of... an officer responsible for the arrangement and delivery of internal audit (head of a structural unit responsible for the arrangement and delivery of internal audit)...</i>'.</p>
16.	<p>Clause 11.6 <i>The competence of the Executive Board</i> 7) Approves interest rates on deposits of individuals.</p>	<p>Remove Subclause 7 of Clause 11.6 and change the numbering of the Subclauses of Clause 11.6 accordingly.</p>	<p>It is suggested to refer this function to the competence of the collegial bodies of the Bank (Interest Rate Committee). There are no regulatory restrictions.</p>
17.	<p>Clause 11.8. The CEO and Chairman of the Executive Board is elected by the General Meeting of Shareholders for 4 years.</p>	<p>In the new version, Clause 11.8. shall read as follows: The CEO and Chairman of the Executive Board is elected by the Supervisory Board for 4 years.</p>	<p>Due to the fact that the item related to the election of the CEO and Chairman of the Executive Board was transferred to the competence of the SB.</p>
18.	<p>Clause 11.9. The General Meeting of Shareholders may at any time resolve to terminate the powers of the CEO and Chairman of the Executive Board.</p>	<p>In the new version, Clause 11.9. shall read as follows: The Supervisory Board may at any time resolve to terminate the powers of the CEO and Chairman of the Executive Board.</p>	<p>Due to the fact that the item related to the early termination of powers of the CEO and Chairman of the Executive Board was transferred to the competence of the SB.</p>
19.	<p>Clause 14.4. second sentence The Bank's branches have their own collegial bodies (Executive Board of the regional bank, the Board of the branch) and other collegial bodies (commissions, committees) acting on the basis of regulations approved by the Bank's Executive Board.</p>	<p>In the new version, the second sentence of clause 14.4. shall read as follows: The branches have their own collegial bodies: executive board of the regional bank — as decided by the Executive Board of the Bank, and the board of the branch — as decided by the executive board of the regional bank, to which the branch and other collegial bodies (commissions, committees) are subordinated. The collegial bodies of the branches act based on the regulations approved by the Executive Board of the Bank.</p>	<p>It is suggested to move the item on the creation of the board of a branch to the competence of the executive board of a regional bank to which the branch is subordinated. There are no regulatory restrictions.</p>

<p>20. Clause 14.6. Internal structural units of a regional bank are opened or closed, or re-subordinated as decided by the executive board of the regional bank; internal structural units — as decided by the executive board of the regional bank, to which this branch is subordinate; <..></p>	<p>In the new version, Clause 14.6. shall read as follows: Internal structural units of a regional bank are opened or closed, or re-subordinated as ordered by the head of the regional bank; internal structural units of a branch — as ordered by the head of the branch; <...></p>	<p>It is suggested to open, close and change the subordination of the internal structural units of regional banks or internal structural units of branches as ordered by the head of the regional bank or the head of the branch respectively. Does not contradict Clause 12.1 of Instructions 135-I².</p>
<p>21. Clause 15.1. Audit Commission of the Bank <..></p>	<p>Remove Clause 15.1 and change the numbering of the Subclauses of chapter 15 accordingly.</p>	<p>Due to the removal of the information on the AC from Charter.</p>
<p>22. Clause 15.2.3. 15.2.3. Audit organizations and members of the Audit Commission are obliged to ensure nondisclosure of confidential details <..>.</p>	<p>Remove the words ‘members of the Audit Commission’ from Clause 15.2.3 (15.3 in the new version).</p>	<p>Due to the removal of the information on the AC from Charter.</p>
<p>23. Clause 16.2. Internal control in the Bank <..> is exercised by: 1) The Bank’s management bodies as provided by this Charter. 2) The Audit Commission. 3) The Chief Accountant (and his/her deputies) of the Bank.</p>	<p>Remove Subclause 2 from Clause 16.2 and change the numbering of the Subclauses of Clause 16.2 accordingly.</p>	<p>Due to the removal of the information on the AC from Charter.</p>
<p>24. Clause 16.3. The statute on the Internal Control Service determines the aims, functions (rights and responsibilities), status, work methods, accountability of the Head of Internal Control Service and other matters.</p>	<p>In the new version, Clause 16.3. shall read as follows: The statute on the Internal Control Service determines the aims, functions, organizational structure, accountability, rights and responsibilities of the employees of Internal Control Service and other matters.</p>	<p>Brought in compliance with Statute³ on the Internal Control Service of the Bank</p>
<p>25. Clause 16.15. Powers of the AML/FT Officer Paragraph 4 – Receive required executive and accounting documents from managers and other employees of the Bank’s units. Paragraph 7 – Give temporary instructions, within the time deadlines specified by Russian law for transactions (deals) (before the resolution of the head of the credit institution) concerning a transaction (deal) (including direction to suspend the transaction (deal)) in order to receive additional information or verify existing information on the client or transaction (deal).</p>	<p>In the new version, Paragraphs 4 and 7 of Clause 16.15. shall read as follows: — Request and receive required executive, accounting and other documents from managers and other employees of the Bank’s units. — Give instructions to the heads and employees of the Bank’s business units related to conducting a transaction, including an order to suspend it for obtaining additional information or verifying available information about a client or a transaction within the period stipulated by the law of the Russian Federation for carrying out a transaction.</p>	<p>Brought in compliance with cl. 2.7. of Bank of Russia Regulation No.375-P (375-П)⁴.</p>

² Instructions of the Bank of Russia ‘On the Procedure for the Bank of Russia to Make Decisions on the State Registration and Licensing of Credit Institutions’ dated April 2, 2010 No. 135-I (version as of October 5, 2018).

³ Statute on Sberbank’s Internal Control Service No. 3497 dated September 25, 2014.

⁴ ‘On the Requirements for a Credit Institution’s Internal Control Rules Designed to Counter the Legalization (Laundering) of Criminally Obtained Incomes and the Financing of Terrorism’ (approved by the Bank of Russia on March 02, 2012 No. 375-P (375-П) (version as of March 30, 2018).