

**SBERBANK  
OF RUSSIA**

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**MINUTES No. 32**  
of the Annual General Meeting of Shareholders

**Full Registered Name of the Company:** Sberbank of Russia (hereinafter referred to as ‘the Company’ or ‘Sberbank’).

**Location of the Company:** Russian Federation, Moscow

**Address of the Company:** Russian Federation, 117997, Moscow, 19 Vavilova Street.

**Type of general meeting:** Annual General Meeting of Shareholders (hereinafter referred to as ‘the Meeting’, or ‘the Meeting of Shareholders’).

**Form of the Meeting:** Meeting (joint meeting of shareholders to discuss agenda items and adopt the resolutions that were put to vote).

**Date on which the persons entitled to participate in the Meeting are determined (fixed):** April 29, 2019 (end of the banking day).

**Date of the Meeting:** May 24, 2019.

**Venue of the Meeting:** Sberbank’s conference hall located at: Russian Federation, Moscow, 19 Vavilova Street

**Start of registration for persons eligible to participate in the Meeting:** 8:00 a.m. Moscow time.

**End of registration for persons eligible to participate in the Meeting:** 12:50 p.m. Moscow time.

**Opening of the Meeting:** 10:00 a.m. Moscow time.

**Start of vote counting:** 1:00 p.m. Moscow time.

**Closing of the Meeting:** 1:40 p.m. Moscow time.

**Postal address for sending filled-out voting ballots:** Russian Federation, 117997, Moscow, 19 Vavilova Street.

**The address of the website where the electronic voting ballot form can be filled out:** [www.sberbank.com/shareholder/](http://www.sberbank.com/shareholder/) (via the electronic services STATUS Online. Shareholder Online Account and E-voting).

**Chairman of the Meeting:** Sergey Ignatiev, Chairman of the Supervisory Board of the Company.

**Secretary of the Meeting:** Evgeny Metelsky, Secretary of the Supervisory Board of the Company.

**Presidium of the Meeting:**

1. Sergey Ignatiev
2. Herman Gref

The Meeting was attended by the members of the Supervisory Board and the Audit Commission, candidates for election to these bodies, a representative of the auditor and the members of the Executive Board of Sberbank.

The functions of the Counting Commission of the Meeting, in accordance with Clause 4 of Article 97 of the Civil Code of the Russian Federation and Article 56 of the Federal Law No. 208-FZ ‘On Joint-Stock Companies’ dated December 26, 1995, were performed by Company «STATUS», the registrar of Sberbank (hereinafter, the ‘Registrar’):

**Full corporate name of the Registrar:** Joint Stock Company «Registry society «STATUS»

**Location of the Registrar:** Moscow, Russia.

**Address of the Registrar:** 23 bldg 1 Novokhokhlovskaya Street, Moscow 109052, Russia.

**Agenda of the Meeting:**

1. Approval of the Annual Report for 2018;
2. Approval of the annual accounting (financial) statements for 2018;
3. Distribution of profit and payment of dividends for 2018;
4. Appointment of an auditing organization;
5. Election of members of the Supervisory Board;

6. Election of CEO and Chairman of the Executive Board;
7. Approval of the new version of the Charter;
8. Approval of the new version of the Regulations on the Supervisory Board;
9. Approval of the new version of the Regulations on the Executive Board;
10. Election of members of the Audit Commission.

### **Opening of the Meeting**

At 10:00 a.m. Moscow time, on May 24, 2019, S. Ignatiev, Chairman of the Meeting of Shareholders, declared the Meeting open and announced the composition of the Presidium of the Meeting, the speaking time limit and the procedure for submitting questions to the speakers.

S. Ignatiev then reminded the shareholders that there was the option of participating remotely in the Meeting by filling in the electronic voting ballot form, and announced the development of a free mobile application *Sberbank Meeting of Shareholders*, which enabled the shareholders to ask questions relating to the agenda of the Meeting, as well as fill in the electronic newsletter. After that, the Chairman of the Meeting informed the persons present that the functions of the Counting Commission were to be performed by Company «STATUS», the registrar of Sberbank.

The floor was given to Mr. Matveev, a representative of the Counting Commission, to determine the competence of the Meeting. He informed the shareholders that the quorum was present and told them about the procedure for filling in ballots and the rules of cumulative voting.

The total number of votes possessed by the shareholders owning voting shares of the Company was 21,586,948,000.

As of 10:00 a.m. (Moscow time), shareholders holding a total of 16,502,363,257 voting shares attended the Meeting, which accounted for 76.4460% of the total number of voting shares of the Company.

In accordance with Article 58 of the Federal Law No. 208-FZ 'On Joint-Stock Companies' dated December 26, 1995, a quorum was present and the Meeting was deemed competent.

The Chairman of the Meeting declared the Meeting open and the shareholders proceeded to consider the agenda items.

### **On the first agenda item:**

Herman Gref, CEO and Chairman of the Executive Board of Sberbank, delivered a report on the first agenda item informing the Meeting of the key results of Sberbank's operations in 2018.

It was proposed that the shareholders vote on the approval of the Annual Report of Sberbank for 2018.

### **The first item put to the vote:**

Approve the Annual Report of Sberbank for 2018.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the voting shares of the Company determined taking into account the requirements of clause 4.24 of the Regulations on the General Meetings of Shareholders No. 660-P approved by the Bank of Russia on November 16, 2018 (hereinafter referred to as the Regulations): 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236,585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

### **Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes which were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	

16,514,887,382 (99.8951%)	781,533 (0.0047%)	15,056,687 (0.0911%)	1,510,983 (0.0091%)
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**On the first agenda item, the following resolution was adopted by a majority vote:**

Approve the Annual Report of Sberbank for 2018.

**On the second agenda item:**

M. Ratinsky, Senior Managing Director, Chief Accountant – Director of the Accounting and Reporting Department, delivered a report on the second agenda item of Meeting, providing the shareholders with the information about the annual accounting (financial) statements of the Company for 2018 prepared in accordance with the Russian Accounting Standards.

It was proposed that the shareholders make a decision on the approval of the annual accounting (financial) statements for 2018.

**The second item put to the vote:**

Approve Sberbank's annual accounting (financial) statements for 2018.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236,585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

**Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes that were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	
16,514,760,061 (99.8943%)	701,337 (0.0042%)	15,254,221 (0.0923%)	1,520,966 (0.0092%)

**On the second agenda item, the following resolution was adopted by a majority vote:**

Approve Sberbank's annual accounting (financial) statements for 2018.

**On the third agenda item:**

The report on the third agenda item of the Meeting was presented by A. Morozov, Deputy Chairman of the Executive Board of Sberbank, who announced the amount of profit for 2018 and the grounds for profit distribution, particularly for payment of dividends.

According to recommendations of the Supervisory Board of Sberbank (Minutes No.11 as of April 16, 2019), it was suggested that the shareholders of the Company decide on profit distribution and dividend payment for 2018.

**The third item put to the vote:**

1. Approve the following distribution of Sberbank's net profit for 2018 after taxes in the amount of RUB 782,182,015,820.14: RUB 361,391,168,000.00 shall all be allocated for the payment of dividends; profit in the amount of RUB 420,790,847,820.14 shall form part of Sberbank's retained earnings.

2. Pay dividends for 2018 on Sberbank's ordinary shares in the amount of RUB 16.00 per share, and on Sberbank's preferred shares, in the amount of RUB 16.00 per share.

3. Approve June 13, 2019 as the date on which persons entitled to receive dividends for the year 2018 are to be determined.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236,585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

**Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes that were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	
16,530,436,023 (99.9891%)	68,062 (0.0004%)	359,894 (0.0022%)	1,372,606 (0.0083%)

**On the third agenda item, the following resolution was adopted by a majority vote:**

1. Approve the following distribution of Sberbank's net profit for 2018 after taxes in the amount of RUB 782,182,015,820.14: RUB 361,391,168,000.00 shall all be allocated for the payment of dividends; profit in the amount of RUB 420,790,847,820.14 shall form part of Sberbank's retained earnings.

2. Pay dividends for 2018 on Sberbank's ordinary shares in the amount of RUB 16.00 per share, and on Sberbank's preferred shares, in the amount of RUB 16.00 per share.

3. Approve June 13, 2019 as the date on which persons entitled to receive dividends for the year 2018 are to be determined.

**On the forth agenda item:**

The report on the forth agenda item of the Meeting was presented by A. Morozov, Deputy Chairman of the Executive Board of Sberbank, who provided the shareholders with the information on the auditing organization – AO PricewaterhouseCoopers Audit, which had been proposed by the Company's Supervisory Board as the Company's auditor.

It was proposed that the shareholders of the Company approve this organization as Sberbank's auditor for 2019 and the 1st quarter of 2020.

**The forth item put to the vote:**

Appoint AO PricewaterhouseCoopers Audit as the auditing organization of Sberbank for 2019 and the 1st quarter of 2020.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236,585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

**Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes that were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	
12,846,036,265 (77.7030%)	3,332,484,271 (20.1575%)	352,141,953 (2.1300%)	1,574,096 (0.0095%)

**On the fourth agenda item, the following resolution was adopted by a majority vote:**

Appoint AO PricewaterhouseCoopers Audit as the auditing organization of Sberbank for 2019 and the 1st quarter of 2020.

Before proceeding to the consideration of agenda item No. 5 "Election of Members of the Supervisory Board", the members of which are elected by cumulative voting, the Chairman of the Meeting S. Ignatiev, in accordance with point 4.13. of the Regulations, gave the floor to N. Matveev, a representative of the Counting Commission, to inform the persons present at the Meeting of the number of votes cast for each of the candidates to the Supervisory Board by the shareholders whose ballots were received by the Company or whose electronic form was filled in by May 21, 2019 inclusive (2 days prior to the date of the Meeting).

**On the fifth agenda item:**

Information on the fifth agenda item of the Meeting was presented by S. Ignatiev, Chairman of the Meeting, stating that, in accordance with the Company's Charter, 14 members of the Supervisory Board were to be elected for a year until the next Meeting of Shareholders.

Sberbank received proposals from the Company's shareholders concerning the nomination of 13 candidates to the Supervisory Board. At its meeting held on March 19, 2019, the Supervisory Board considered all the proposals received and adopted a resolution to include the recommended persons in a list of candidates for election to the Company's Supervisory Board.

Pursuant to Paragraph 7 of Article 53 of Federal Law No.208-FZ 'On Joint-Stock Companies', the Supervisory Board also adopted a resolution to include N. Kudryavtsev, Rector of Moscow Institute of Physics and Technology, in the List of Candidates to the Supervisory Board of the Bank to be voted on.

The ballot for voting on this item, hence, included 14 candidates. Information about them is available on the Company's official website as part of the information (materials) provided for familiarization purposes to persons eligible to take part in the Meeting ([www.sberbank.com](http://www.sberbank.com)). The written consent of the candidates has been obtained.

**The fifth item put to the vote:**

Elect the following members to the Supervisory Board:

1.	Esko Tapani Aho	Executive Chairman of the Board, East Office of Finnish Industries (Independent Director)
2.	Leonid Boguslavsky	Chairman of the Board of Directors of LLC "ivi.ru" (Independent Director)
3.	Valery Goreglyad	Chief Auditor of the Bank of Russia
4.	Herman Gref	CEO and Chairman of the Executive Board of Sberbank
5.	Bella Zlatkis	Deputy Chairman of the Executive Board of Sberbank
6.	Nadezhda Ivanova	Head of the Main Branch for the Central Federal District of the Bank of Russia

7.	Sergey Ignatiev	Adviser to the Governor of the Bank of Russia
8.	Nikolay Kudryavtsev	Rector of Moscow Institute of Physics and Technology (National Research University) (Independent Director)
9.	Alexander Kuleshov	President of Skolkovo Institute of Science and Technology (Independent Director)
10.	Gennady Melikyan	Honored Economist of the Russian Federation (Independent Director)
11.	Maksim Oreshkin	Minister of Economic Development of the Russian Federation
12.	Olga Skorobogatova	First Deputy Governor of the Bank of Russia
13.	Nadya Christina Wells	Independent Investment and Corporate Governance Consultant (Independent Director)
14.	Sergei Shvetsov	First Deputy Governor of the Bank of Russia

The number of cumulative votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 302,217,272,000.

The number of cumulative votes attached to the voting shares of the Company calculated in accordance with the requirements of Clause 4.24 of the Regulations: 302,217,272,000.

The number of cumulative votes held by persons who participated in the voting on this agenda item: 231,451,312,190, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

The number of cumulative votes that were not included in the tally of votes on this agenda item due to annulment of the ballots or otherwise in accordance with the Regulations: 4,764,883,954, which accounts for 2.0587% of the total number of votes held by persons who voted on this agenda item.

#### **Voting results for the item put to the vote:**

No.	Full Name of the Candidate	Quantity of cumulative votes cast 'For' the Candidate	% of the total number of votes taken into account when making a decision on this item
1.	Esko Tapani Aho	13,881,245,117	5.9975
2.	Leonid Boguslavsky	14,080,524,793	6.0836
3.	Valery Goreglyad	16,977,203,011	7.3351
4.	Herman Gref	21,979,256,297	9.4963
5.	Bella Zlatkis	7,907,888,891	3.4167
6.	Nadezhda Ivanova	17,050,854,038	7.3669
7.	Sergey Ignatiev	17,094,847,816	7.3859
8.	Nikolay Kudryavtsev	14,369,638,105	6.2085
9.	Alexander Kuleshov	24,812,647,395	10.7205
10.	Gennady Melikyan	13,397,881,576	5.7886
11.	Maksim Oreshkin	16,923,664,594	7.3120
12.	Olga Skorobogatova	16,919,596,681	7.3102
13.	Nadya Christina Wells	14,345,741,994	6.1982
14.	Sergei Shvetsov	16,921,617,264	7.3111

Votes cast against all candidates:	681,814	0.0003
Votes abstained in respect of all candidates:	23,138,850	0.0100

#### **On the fifth agenda item, the following resolution was adopted:**

Elect the following members to the Supervisory Board:

1.	Esko Tapani Aho	Executive Chairman of the Board, East Office of Finnish Industries (Independent Director)
2.	Leonid Boguslavsky	Chairman of the Board of Directors of LLC "ivi.ru" (Independent Director)
3.	Valery Goreglyad	Chief Auditor of the Bank of Russia
4.	Herman Gref	CEO and Chairman of the Executive Board of Sberbank
5.	Bella Zlatkis	Deputy Chairman of the Executive Board of Sberbank
6.	Nadezhda Ivanova	Head of the Main Branch for the Central Federal District of the Bank of Russia
7.	Sergey Ignatiev	Adviser to the Governor of the Bank of Russia
8.	Nikolay Kudryavtsev	Rector of Moscow Institute of Physics and Technology (National Research University) (Independent Director)
9.	Alexander Kuleshov	President of Skolkovo Institute of Science and Technology (Independent Director)
10.	Gennady Melikyan	Honored Economist of the Russian Federation (Independent Director)
11.	Maksim Oreshkin	Minister of Economic Development of the Russian Federation
12.	Olga Skorobogatova	First Deputy Governor of the Bank of Russia
13.	Nadya Christina Wells	Independent Adviser on Investments and Corporate Governance (Independent Director)
14.	Sergei Shvetsov	First Deputy Governor of the Bank of Russia

**On the sixth agenda item:**

The Chairman of the Meeting, S.Ignatiev, reported on the sixth agenda item.

In accordance with clause 11.8 of the Company's Charter, the CEO and the Chairman of the Executive Board is elected by the Meeting for a term of 4 years.

The term of office of CEO and Chairman of the Executive Board of the Bank expires on November 28, 2019.

In accordance with paragraph 7 of Article 53 of the Federal Law "On Joint Stock Companies", the Supervisory Board at its meeting held on March 19, 2019 considered the proposal made by the Supervisory Board's HR and Remuneration Committee and decided to include Herman Gref in the list of candidates for voting on the election of CEO and Chairman of the Company's Executive Board.

Written consent of the candidate is available. Information about the candidate is available on the Company's official website as part of the information (materials) provided for familiarization purposes to persons eligible to take part in the Meeting ([www.sberbank.com](http://www.sberbank.com)).

**The sixth item put to the vote:**

Elect Herman Gref as CEO and Chairman of the Executive Board of Sberbank for a new term of office starting from November 29, 2019.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236 585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

**Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes that were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	
16,507,118,867 (99.8481%)	22,070,576 (0,1335%)	1,501,196 (0.0091%)	1,545,946 (0.0093%)

**On the sixth item on the agenda, the following resolution was adopted by a majority vote:**

Elect Herman Gref as CEO and Chairman of the Executive Board of Sberbank for a new term of office starting from November 29, 2019.

**On the seventh item on the agenda:**

The report on the seventh item on the agenda of the Meeting was presented by I. Kondrashov, Vice-President and Director of the Legal Department of Sberbank, who informed the Meeting of the purposes of preparing the new edition of the Company's Charter and key amendments made to its provisions.

**The seventh item put to the vote:**

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.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236,585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

**Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes that were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	
12,410,135,321 (75.0663%)	4,118,833,027 (24.9139%)	1,716,291 (0.0104%)	1,551,946 (0.0094%)

**The following resolution was passed on the seventh agenda item by a majority exceeding three quarters of the votes:**

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.

**On the eighth item on the agenda:**

The report on the eighth item on the agenda of the Meeting was presented by I. Kondrashov, Vice-President and Director of the Legal Department of Sberbank, who informed the Meeting of the purposes of preparing the new edition of the Company's Charter and key amendments made to its provisions.



**The eighth item put to the vote:**

Approve the new version of the Regulations on the Supervisory Board of Sberbank.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236,585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

**Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes that were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	
12,410,057,190 (75.0658%)	4,108,038,701 (24.8487%)	12 575,738 (0.0761%)	1,564,956 (0.0094%)

**The following resolution was passed on the eighth agenda item by a majority of votes:**

Approve the new version of the Regulations on the Supervisory Board of Sberbank.

**Regarding the ninth item on the agenda:**

The report on the ninth item on the agenda of the Meeting was presented by I. Kondrashov, Vice-President and Director of the Legal Department of Sberbank, who informed the Meeting of the purposes of preparing the new edition of the Regulations on the Executive Board of Sberbank and key amendments made to its provisions.

**The ninth item put to the vote:**

Approve the new version of the Regulations on the Executive Board of Sberbank.

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,586,948,000.

The number of votes held by persons who participated in the voting on this agenda item: 16,532,236,585, which accounted for 76.5844% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

**Voting results for the item put to the vote:**

The number of votes out of all voting shares to be included into the tally of votes when adopting the resolution on this agenda item, cast in favor of each of the voting options			The number of votes that were not included in the tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations
"For"	"Against"	"Abstained"	
12,882,812,252 (77.9254%)	3,635,219,949 (21.9887%)	12,639,328 (0.0765%)	1,565,056 (0.0094%)

**The following resolution was passed on the ninth agenda item by a majority of votes:**

Approve the new version of the Regulations on the Executive Board of Sberbank.

**On the tenth item on the agenda:**

The Chairman of the Meeting, S.Ignatiev, reported on the tenth agenda item.

At present, the existence of the Audit Commission within the Company is mandatory in accordance with the Charter. At its meeting held on March 19, 2019, the Supervisory Board resolved to include 7 candidates in the voting ballot on this item. The written consent of the candidates has been obtained. Information about the candidates for the Audit Commission is available on the Company's official website as part of the information (materials) provided to persons eligible to take part in the Meeting ([www.sberbank.com](http://www.sberbank.com)).

**The tenth item put to the vote:**

Elect the Audit Commission with the following members:

<b>No.</b>	<b>Full name</b>	<b>Position</b>
1.	Alexey Bogatov	Senior Managing Director and Director of the Integrated Risk Management Department of Sberbank
2.	Natalia Borodina	Deputy Director of the Internal Audit Department, Bank of Russia
3.	Maria Voloshina	Director of Accounting and Reporting Department of the Bank of Russia
4.	Tatyana Domanskaya	Executive Director and Head of the Section for Interaction with External Supervising Bodies of the Internal Audit Division of Sberbank
5.	Yulia Isakhanova	Senior Managing Director and Head of the Financial Control Division of the Finance Department of Sberbank
6.	Irina Litvinova	Deputy Director of the Internal Audit Department, Bank of Russia
7.	Alexey Minenko	Managing Director, Deputy Chief Accountant, Head of Accounting and Reporting Division, Accounting and Reporting Department of Sberbank

The number of votes held by persons listed as eligible to participate in the Meeting and to vote on this agenda item: 21,586,948,000.

The number of votes attached to the Company's voting shares calculated in accordance with the requirements of Clause 4.24 of the Regulations: 21,585,708,009.

The number of votes held by persons who participated in the voting on this agenda item: 16,530,996,594, which accounted for 76.5831% of the total number of votes held by persons eligible to vote.

The quorum necessary for adopting the resolution on this agenda item was present.

According to paragraph 1 of Article 85 of the Federal Law "On Joint-Stock Companies", an Audit Commission may not be established in a public company unless its existence is provided for in the charter of that public company.

Therefore, given that the Meeting has adopted a resolution to approve the new version of the Charter which does not provide for an Audit Commission to be established in the Company, the voting results are not tallied for the matter of electing members to the Audit Commission.

When all the agenda items had been discussed, S. Ignatiev, Chairman of the Meeting, gave the floor to Anton Danilov-Danilyan, Chairman of Sberbank's Committee for Minority Shareholder Relations, who informed the shareholders of the Committee's performance in 2018 and 2019.

S. Ignatiev, Chairman of the Meeting, gave the floor to N. Matveev, a representative of the Counting Commission, to inform the shareholders of the number of votes held by persons who had registered and participated in the Meeting by the time the registration was closed.

After that, the Chairman of the Meeting S. Ignatiev gave the floor to those shareholders who wished to speak. The following persons spoke and participated in the discussion of the agenda items:

1. A. Filatov
2. A. Branis
3. I. Lakhtin
4. D. Zakharov
5. V. Lapenkov
6. V. Zhomnir
7. D. Volovikov
8. V. Vasiliev

Herman Gref, the Company's CEO and Chairman of the Executive Board, answered the questions of the shareholders and their representatives.

After the Q&A session, Chairman of the Meeting S. Ignatiev proposed the shareholders who had not voted on the items of the agenda to fill in paper ballots or vote electronically.

Voting results and resolutions adopted by the Meeting were read out by N. Matveev, Chairperson of the Counting Commission prior to closing the meeting.

S. Ignatiev, Chairman of the Meeting, stated that all items of the Meeting's agenda had been reviewed, resolutions on them adopted, and the Meeting of Shareholders on the Company's performance in 2018 was declared closed.

These minutes were drawn up on May 29, 2019 in two copies of equal legal force.

Chairman of the Meeting

Sergey Ignatiev

Secretary of the Meeting

Evgeny Metelsky