

SBERBANK OF RUSSIA

MINUTES No. 33 of the Annual General Meeting of Shareholders

Full Corporate Name of the Company: Sberbank of Russia (hereinafter, the Company or Sberbank).

Location of the Company: Russian Federation, Moscow.

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

Type of General Meeting: Annual General Meeting of Shareholders (hereinafter, the Meeting, or the Meeting of Shareholders).

Form of the meeting: absentee voting.

Date on which the persons entitled to participate in the Meeting are determined (fixed): August 31, 2020 (end of the banking day).

Date of the Meeting (the date by which ballots must be received): September 25, 2020.

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

Address of the website where the electronic voting ballot forms were filled out: 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.

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 Federal Law 208-FZ On Joint Stock Companies dated 26/12/1995, were performed by AO 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: Russia, 109052, Moscow, Novokhokhlovskaya Street, 23, bldg 1.

Authorized representatives of the Registrar (members of the counting commission): Lyudmila Mironova, Maria Pogulyak, Nikita Matveev.

AGM Agenda

1. Approval of the Annual Report for 2019
2. Distribution of profit and payment of dividends for 2019
3. Appointment of the auditing organization
4. Election of the members of the Supervisory Board
5. Approval of a related-party transaction
6. Amendments to the Charter.

Added to the list of persons entitled to participate in the Shareholders' Meeting at the end of the business day on August 31, 2020 are shareholders owning in aggregate 21,586,948,000 ordinary shares of the Company.

As of the date on which the Meeting was held (September 25, 2020) ballots were received from 6,292 shareholders (representatives of shareholders) owning in aggregate 14,614,333,153 outstanding voting shares of Sberbank, which represented 67.6999 % of the total outstanding voting shares of the Company owned by the persons entitled to vote on the Meeting agenda items.

Pursuant to the requirements of paragraph 1 of Article 58 of Federal Law No. 208-FZ "On Joint Stock Companies" dated 26/12/1995, the quorum was present for the Annual General Meeting of Shareholders to legally pass resolutions on all the agenda items.

The first item put to the vote:

Approve the Annual Report of Sberbank for 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 voting shares of the Company determined according to 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, the Regulations): 21,586,948,000.

The number of votes owned by shareholders who voted on this agenda item was 14,614,333,153 which represented 67.6999 % of the number of votes held by persons eligible to vote.

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

Pursuant to Clause 2, Article 49 of Federal Law No. 208-FZ "On Joint Stock Companies" dated 26/12/1995, a resolution on this matter must be passed by a majority vote cast by the shareholders owning voting shares in the Company and participating in the Meeting.

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”	“Abstain”	
14,591,905,772 (99.8465%)	7,595,809 (0.0520%)	14,306,353 (0.0979%)	525,219 (0.0036%)

On the first agenda item, the following resolution was adopted:

Approve the Annual Report of Sberbank for 2019.

The second item put to the vote:

1) Approve the following distribution of Sberbank’s net profit for 2019 after taxes in the amount of RUB 856,245,128,235.47: pay RUB 422,375,927,600.00 as dividends; the profit in the amount of RUB 433,869,200,635.47 shall remain in Sberbank’s retained earnings.

2) Pay dividends for 2019 on Sberbank’s ordinary shares in the amount of RUB 18.70 per share, and RUB 18.70 per share on Sberbank’s preferred shares.

3) Approve October 5, 2020 as the date on which persons entitled to dividends for 2019 are 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 the persons who voted on this agenda item was 14,614,333,153, which represented 67.6999% of the number of votes held by persons eligible to vote.

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

Pursuant to Clause 2, Article 49 of Federal Law No. 208-FZ "On Joint Stock Companies" dated 26/12/1995, a resolution on this matter must be passed by a majority vote cast by the shareholders owning voting shares in the Company and participating in the Meeting.

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”	“Abstain”	
14,612,574,305 (99.9880%)	722,149 (0.0049%)	546,621 (0.0037%)	490,078 (0.0034%)

On the second agenda item, the following resolution was adopted:

1) Approve the following distribution of Sberbank’s net profit for 2019 after taxes in the amount of RUB 856,245,128,235.47: pay RUB 422,375,927,600.00 as dividends; the profit in the amount of RUB 433,869,200,635.47 shall remain in Sberbank’s retained earnings.

2) Pay dividends for 2019 on Sberbank’s ordinary shares in the amount of RUB 18.70 per share, and RUB 18.70 per share on Sberbank’s preferred shares.

3) Approve October 5, 2020 as the date on which persons entitled to dividends for 2019 are determined.

The third item put to the vote:

Appoint PricewaterhouseCoopers Audit Joint Stock Company as the auditor of Sberbank for the year 2020 and the 1st quarter of 2021.

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 the persons who voted on this agenda item was 14,614,333,153, which represented 67.6999% of the number of votes held by persons eligible to vote.

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

Pursuant to Clause 2, Article 49 of Federal Law No. 208-FZ "On Joint Stock Companies" dated 26/12/1995, a resolution on this matter must be passed by a majority vote cast by the shareholders owning voting shares in the Company and participating in the Meeting.

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”	“Abstain”	
14,466,128,960 (98.9859%)	144,220,665 (0.9868%)	3,146,687 (0.0215%)	836,841 (0.0058%)

On the third agenda item, the following resolution was adopted:

Appoint PricewaterhouseCoopers Audit Joint Stock Company as the auditor of Sberbank for the year 2020 and the 1st quarter of 2021.

The fourth item put to the vote:

Elect the following members to the Supervisory Board:

1.	Esko Tapani Aho	Senior Advisor, East Office of Finnish Industries
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		(independent director)
2.	Leonid Boguslavsky	Founder and the General Partner, RTP Global (independent director)
3.	Herman Gref	CEO and Chairman of the Executive Board of Sberbank
4.	Bella Zlatkis	Deputy Chairman of the Executive Board of Sberbank
5.	Sergey Ignatiev	Advisor to the Governor of the Bank of Russia
6.	Mikhail Kovalchuk	President of National Research Centre (NRC) Kurchatov Institute (Independent Director)
7.	Vladimir Kolychev	Deputy Minister of Finance of the Russian Federation
8.	Nikolay Kudryavtsev	Rector of Moscow Institute of Physics and Technology (National Research University) (Independent Director)
9.	Aleksander 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	Aide to the President of the Russian Federation
12.	Anton Siluanov	Minister of Finance of the Russian Federation
13.	Dmitry Chernyshenko	Deputy Chairman of the Government of the Russian Federation
14.	Nadya Christina Wells	Independent Investment and Corporate Governance Consultant (independent director)

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 shareholders who voted on this agenda item was 204,600,664,134, which represented 67.6999% of the number of votes held by persons eligible to vote.

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

Number of cumulative votes that were not included in tally of votes due to annulment of the ballots or otherwise in accordance with the Regulations was 4,770,938,541, which represented 2.3318% of the number of votes held by persons eligible to vote on this agenda item.

The number of the cumulative votes counted in voting results on this issue: 199,829,725,593, which represented 97.6682 % of the number of votes held by persons eligible to vote on this agenda item.

The votes at cumulative voting distributed as follows: “FOR” electing as members of the Supervisory Board of Sberbank:

Item	Full Name of the Candidate	Number 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	6 342 901 426	3.1002
2.	Leonid Boguslavsky	6 402 942 587	3.1295
3.	Herman Gref	32 191 808 422	15.7340
4.	Bella Zlatkis	1 688 594 490	0.8253
5.	Sergey Ignatiev	30 905 575 341	15.1053

6.	Mikhail Kovalchuk	1 918 163 253	0.9375
7.	Vladimir Kolychev	30 567 235 929	14.9399
8.	Nikolay Kudryavtsev	5 817 121 908	2.8432
9.	Aleksander Kuleshov	6 468 083 578	3.1613
10.	Gennady Melikyan	6 349 861 213	3.1035
11.	Maksim Oreshkin	31 169 432 464	15.2343
12.	Anton Siluanov	30 570 981 108	14.9418
13.	Dmitry Chernyshenko	1 688 935 490	0.8255
14.	Nadya Christina Wells	7 707 893 448	3.7673

Voted against all candidates:	2 672 098	0.0013
Abstained (in respect of all candidates):	37 522 838	0.0183

The following resolution was passed on the fourth agenda item:

Elect the following members to the Supervisory Board:

1.	Esko Tapani Aho	Senior Advisor, East Office of Finnish Industries (independent director)
2.	Leonid Boguslavsky	Founder and the General Partner, RTP Global (independent director)
3.	Herman Gref	CEO and Chairman of the Executive Board of Sberbank
4.	Bella Zlatkis	Deputy Chairman of the Executive Board of Sberbank
5.	Sergey Ignatiev	Advisor to the Governor of the Bank of Russia
6.	Mikhail Kovalchuk	President of National Research Centre (NRC) Kurchatov Institute (Independent Director)
7.	Vladimir Kolychev	Deputy Minister of Finance of the Russian Federation
8.	Nikolay Kudryavtsev	Rector of Moscow Institute of Physics and Technology (National Research University) (Independent Director)
9.	Aleksander 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	Aide to the President of the Russian Federation
12.	Anton Siluanov	Minister of Finance of the Russian Federation
13.	Dmitry Chernyshenko	Deputy Chairman of the Government of the Russian Federation
14.	Nadya Christina Wells	Independent Investment and Corporate Governance Consultant (independent director)

The fifth item put to the vote:

In accordance with Clause 1 of Article 81 and Clauses 3.1 and 4 of Article 83 of Federal Law 208-FZ “On Joint-Stock Companies” dated 26/12/1995, adopt a resolution on approval of the following related-party transaction:

Insurance Agreement:

Parties to the transaction: Insured - Sberbank of Russia (Sberbank), Insurer – Insurance Company of Gaz Industry SOGAZ (SOGAZ Insurance).

Subject matter of the transaction: The Insurer undertakes to pay the insurance coverage (indemnification) under the Insurance Agreement to (as the case may be) the relevant Insured and/or any third party entitled to such indemnification should any of the insured events listed in the Insurance Agreement occur.

Insured parties:

1) any Company (the Insured and/or any Subsidiary of the Insured); and/or
2) any Insured Person: any individual who (a) at any time prior to the Insured Period was; and/or (b) at the time when the Insured Period opens, is; and/or (c) at any time during the Insured Period will become:

a) a Director (a member of the Supervisory Board or the Board of Directors) / Officer (including the sole executive body, a deputy of the sole executive body, a member of the collegiate executive body, a senior vice-president, a vice-president, the chief accountant, etc.)/ other Company Employee as stated in the Insurance Agreement; and/or

b) any other person indicated in the Insurance Agreement.

The Beneficiaries: with reference to covering Company's and Insured Persons' liability for financial losses incurred by third parties: third parties incurring such financial losses; with reference to covering any costs and expenses borne by Insured Companies and persons: the Insured Companies and persons.

The insured objects:

Cover A: Material interests of the Insured Person related to (1) an obligation to indemnify a financial loss sustained by a third party in relation to a legal claim; (2) the incurrance of and/or the necessity to incur any costs in association with a legal claim;

Cover B: Material interests of any Company related to such Company's indemnification of any losses associated with a legal claim filed against an Insured Person;

Cover C: Material interests of any Company related to (1) their obligation to indemnify financial losses sustained by a third party in relation to a securities claim; (2) the incurrance of and/or the necessity to incur any costs in association with a securities claim.

The insured events:

Cover A: (1) the onset of all of the following circumstances: the incurrance by any Insured Person of an obligation to indemnify financial losses sustained by third parties thorough a wrongful act of that Insured Party and the filing of a legal claim related to such losses against that Insured Person; (2) the filing of a legal claim against an Insured Person that may result in any expenses for that Insured Party or the necessity to incur such expenses in relation to that claim;

Cover B: Any costs / expenses for the Company exclusively in relation to the indemnification by that Company of losses to any Insured Person and/or another party in the interest of any Insured Party in association with any claim against any Insured Person and/or the liability of any Insured Person for any financial loss sustained by third parties;

Cover C: (1) the onset of all of the following circumstances: the duty of any Company to indemnify any financial loss incurred by any third parties in connection with any wrongful act of the Company, and any securities claim made against such Company in connection with the financial loss; (2) any securities claim made against such Company which in the incurrance of or the necessity to incur any costs and expenses by such Company in connection with such a securities claim.

The term of the Insurance Agreement / the insured period: 01/07/2020 – 30/06/2021 with extension option for next period from 01.07.2021 to 30.06.2022 in case of preserving general Policy terms

Transaction amount: the premium shall equal of RUB 66,000,000 (sixty-six million rubles) for each insurance period.

Amount of coverage:

Total for all insurance covers and extensions other than the Independent Director extension: RUB 6,000,000,000 (six billion rubles).

- Independent Director excess limit of liability: RUB 30,000,000 (thirty million rubles). Independent Director aggregate excess limit of liability: RUB 150,000,000 (one hundred fifty million rubles).

Deductibles (for each insured event):

Cover A: Not applicable;

Cover B: RUB 15,000,000 (fifteen million rubles) for Legal Claims filed in the US or Canada, RUB 6,000,000 (six million rubles) for Legal Claims filed in any other country;

Cover C: RUB 30,000,000 (thirty million rubles) for Legal Claims filed in the US or Canada, RUB 15,000,000 (fifteen million rubles) for Legal Claims filed in any other country;

Free-of-charge detection period: 60 (sixty) calendar days.

Territory of insurance: worldwide.

Other material terms: correspond to the Insurance Agreement.

Persons who have a material interest in the transaction and the grounds on which they are such:

- Members of the Executive Board;
- Sole executive body;
- Members of the Supervisory Board of the Bank.

The said persons are insured persons under the Insurance Agreement.

The number of votes held by persons listed as eligible to participate in the Meeting not interested in approving the transaction: 21,585,251,029.

Number of votes attached to the voting shares of the Company held by persons not interested in the Company approving the transaction calculated subject to requirements of Clause 4.24 of the Regulations: 21,585,251,029.

The number of votes held by persons not interested in approving the transaction who voted on this agenda item was 14,612,642,382, which represented 67.6973% of the number of votes held by persons eligible to vote.

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

Pursuant to Clause 4, Article 83 of Federal Law No. 208-FZ "On Joint Stock Companies" dated 26/12/1995, a resolution on this matter must be passed by a majority vote cast by the shareholders owning voting shares in the Company, participating in the Meeting and not interested in approving the transaction.

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”	“Abstain”	
14,561,293,549 (99.6486%)	19,334,807 (0.1323%)	31,203,800 (0.2136%)	810,226 (0.0055%)

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

In accordance with Clause 1 of Article 81 and Clauses 3.1 and 4 of Article 83 of Federal Law 208-FZ “On Joint-Stock Companies” dated 26/12/1995, adopt a resolution on approval of the following related-party transaction:

Insurance Agreement:

Parties to the transaction: Insured - Sberbank of Russia (Sberbank), Insurer – Insurance Company of Gaz Industry SOGAZ (SOGAZ Insurance).

Subject matter of the transaction: The Insurer undertakes to pay the insurance coverage (indemnification) under the Insurance Agreement to (as the case may be) the relevant Insured and/or any third party entitled to such indemnification should any of the insured events listed in the Insurance Agreement occur.

Insured parties:

- 1) any Company (the Insured and/or any Subsidiary of the Insured); and/or
- 2) any Insured Person: any individual who (a) at any time prior to the Insured Period was; and/or (b) at the time when the Insured Period opens, is; and/or (c) at any time during the Insured Period will become:
 - a) a Director (a member of the Supervisory Board or the Board of Directors) / Officer (including the sole executive body, a deputy of the sole executive body, a member of the collegiate executive body,

a senior vice-president, a vice-president, the chief accountant, etc.)/ other Company Employee as stated in the Insurance Agreement; and/or

b) any other person indicated in the Insurance Agreement.

The Beneficiaries: with reference to covering Company's and Insured Persons' liability for financial losses incurred by third parties: third parties incurring such financial losses; with reference to covering any costs and expenses borne by Insured Companies and persons: the Insured Companies and persons.

The insured objects:

Cover A: Material interests of the Insured Person related to (1) an obligation to indemnify a financial loss sustained by a third party in relation to a legal claim; (2) the incurrence of and/or the necessity to incur any costs in association with a legal claim;

Cover B: Material interests of any Company related to such Company's indemnification of any losses associated with a legal claim filed against an Insured Person;

Cover C: Material interests of any Company related to (1) their obligation to indemnify financial losses sustained by a third party in relation to a securities claim; (2) the incurrence of and/or the necessity to incur any costs in association with a securities claim.

The insured events:

Cover A: (1) the onset of all of the following circumstances: the incurrence by any Insured Person of an obligation to indemnify financial losses sustained by third parties through a wrongful act of that Insured Party and the filing of a legal claim related to such losses against that Insured Person; (2) the filing of a legal claim against an Insured Person that may result in any expenses for that Insured Party or the necessity to incur such expenses in relation to that claim;

Cover B: Any costs / expenses for the Company exclusively in relation to the indemnification by that Company of losses to any Insured Person and/or another party in the interest of any Insured Party in association with any claim against any Insured Person and/or the liability of any Insured Person for any financial loss sustained by third parties;

Cover C: (1) the onset of all of the following circumstances: the duty of any Company to indemnify any financial loss incurred by any third parties in connection with any wrongful act of the Company, and any securities claim made against such Company in connection with the financial loss; (2) any securities claim made against such Company which in the incurrence of or the necessity to incur any costs and expenses by such Company in connection with such a securities claim.

The term of the Insurance Agreement / the insured period: 01/07/2020 – 30/06/2021 with extension option for next period from 01.07.2021 to 30.06.2022 in case of preserving general Policy terms

Transaction amount: the premium shall equal of RUB 66,000,000 (sixty-six million rubles) for each insurance period.

Amount of coverage:

Total for all insurance covers and extensions other than the Independent Director extension: RUB 6,000,000,000 (six billion rubles).

- Independent Director excess limit of liability: RUB 30,000,000 (thirty million rubles). Independent Director aggregate excess limit of liability: RUB 150,000,000 (one hundred fifty million rubles).

Deductibles (for each insured event):

Cover A: Not applicable;

Cover B: RUB 15,000,000 (fifteen million rubles) for Legal Claims filed in the US or Canada, RUB 6,000,000 (six million rubles) for Legal Claims filed in any other country;

Cover C: RUB 30,000,000 (thirty million rubles) for Legal Claims filed in the US or Canada, RUB 15,000,000 (fifteen million rubles) for Legal Claims filed in any other country;

Free-of-charge detection period: 60 (sixty) calendar days.

Territory of insurance: worldwide.

Other material terms: correspond to the Insurance Agreement.

Persons who have a material interest in the transaction and the grounds on which they are such:

- Members of the Executive Board;
- Sole executive body;
- Members of the Supervisory Board of the Bank.

The said persons are insured persons under the Insurance Agreement.

The sixth item put to the vote:

Approve Amendments No. 1 to the Charter of Sberbank. Entrust the CEO and Chairman of the Executive Board of Sberbank with the signing of documents required for state registration of Amendments No. 1 to the Charter 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 shareholders who voted on this agenda item was 14,614,333,153, which represented 67.6999% of the number of votes held by persons eligible to vote.

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

Pursuant to Clause 4, Article 49 of Federal Law No. 208-FZ "On Joint Stock Companies" dated 26/12/1995, a resolution on this matter must be passed by a $\frac{3}{4}$ majority vote cast by the shareholders owning voting shares in the Company and participating in the Meeting.

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”	“Abstain”	
14,539,152,007 (99.4856%)	4,176,338 (0.0286%)	69,871,323 (0.4781%)	1,133,485 (0.0077%)

On the sixth agenda item, the following resolution was adopted:

Approve Amendments No. 1 to the Charter of Sberbank. Entrust the CEO and Chairman of the Executive Board of Sberbank with the signing of documents required for state registration of Amendments No. 1 to the Charter of Sberbank.

These minutes were prepared on September 25,2020 in two copies of equal legal force.

Chairman of the Meeting

Sergey Ignatiev

Secretary of the Meeting

Evgeny Metelsky