

Issue No. 7 on the agenda of the AGM:

Approval of the Restated Regulation on the Supervisory Board of Sberbank

Decision wording:

«approve the Restated Regulation on the Supervisory Board of Sberbank»

Explanatory note on the item

The Restated Regulation on the Supervisory Board of Sberbank (hereinafter, Regulation, SB) has been drafted to reflect the novel provisions of Federal Law No. 208-FZ "On Joint-Stock Companies" dated 26/12/1995, in force since 01/03/2025.

The main changes in the restated version of the Regulation relate to:

- the possibility for SB to make decisions either at a session (joint presence of SB members, hereinafter also, a session) or by absentee voting;
- the possibility to participate remotely in an SB session. It is permitted to hold a session with remote participation either by making it possible for the participants to be present at the session venue or by not determining such venue;
- the possibility to combine voting at a session with absentee voting. Those SB members who voted in absentia may participate in the session with the possibility to vote thereat. In this event, an earlier received expression of will of the SB member that eventually participated in the session shall not count towards quorum for decision-making or vote counting purposes;
- other matters to be reviewed at sessions (related to preparation for and holding of sessions or absentee votings of the General Meeting of Shareholders).

The SB approved the draft Restated Regulation and proposed to the Annual General Meeting of Shareholders to approve the Restated Regulation.

See the attached change comparison table for a detailed view of changes.

Main changes to the Regulation on the Supervisory Board of Sberbank

The main changes made to the Regulation relate to the coming into effect, from 01/03/2025, of provisions of Federal Law No. 208-FZ "On Joint-Stock Companies" dated 26/12/1995 (hereinafter, the JSC Law) that affect matters of holding Supervisory Board sessions.

<i>Current version</i>	<i>Proposed version</i>	<i>Comments</i>
1.3. The Supervisory Board may establish Supervisory Board committees (hereinafter also committees) from among its members, for a preliminary review of matters falling within the purview of the Supervisory Board. The committees shall operate on the basis of the Regulation on the Committees of the Supervisory Board, approved by the Supervisory Board.	1.3. The Supervisory Board may establish Supervisory Board committees (hereinafter, committees) from among its members, for a preliminary review of matters falling within its purview. The purview and the operating procedures of the committees shall be determined by the Regulation on Committees, approved by the Supervisory Board.	Aligned with Cl. 3 Art. 64 of the JSC Law
4.1. Para. 3. CEO, Chairman of the Executive Board of the Bank may not concurrently act as the Chairman of the Supervisory Board.	Cl. 4.1. para. 3. CEO, Chairman of the Executive Board and members of the Executive Board of the Bank may not occupy the office of the Chairman of the Supervisory Board.	Aligned with Cl. 2 Art. 66 of the JSC Law
4.2. The Chairman of the Supervisory Board shall: - <...> —convene sessions of the Supervisory Board (and in particular, approve the session agenda and date) and preside thereat; - arrange for the taking of minutes at sessions; - take action as necessary for timely provision, to the Supervisory Board members, of information and materials necessary for the making of decisions on the items of the session-agenda; - provide for free discussion of the agenda items; - sign the minutes of the Supervisory Board session; - preside at the meeting of the Bank's shareholders, unless a decision of the Supervisory Board provides otherwise; - <...>.	4.2. The Chairman of the Supervisory Board shall: - <...> - make the decision to hold a session or absentee voting for the making of decisions by the Supervisory Board (in particular, approve the session agenda, the session date and the date for acceptance of the document containing information on the expression of will of a Supervisory Board member who voted in absentia) and preside at the sessions; - arrange for the taking of minutes on the outcomes of the session or absentee voting; - take action as necessary for timely provision, to the Supervisory Board members, of information and materials necessary for the making of decisions on the agenda items; - provide for free discussion of the agenda items; - sign the minutes of the Supervisory Board; - preside at a session of the meeting of shareholders of the Bank, unless a decision of the Supervisory Board provides otherwise; - <...>	Aligned with Cl. 2 Art. 67 of the JSC Law.

6.2. Sessions of the Supervisory Board may be held in person (joint presence of the Supervisory Board members, hereinafter also an in-person session) or in absentia (by poll) where decisions shall be made by absentee voting. — The form of the Supervisory Board session shall be determined by the Chairman of the Supervisory Board depending on the nature and/or need for prompt resolution of matters that require review by the Supervisory Board. As the form of a Supervisory Board session is selected, due regard shall be given to the opinion of those who demand convention of the Supervisory Board session, as indicated in Cl. 6.1 of this Regulation.	6.2. Decisions of the Supervisory Board may be made at sessions (joint presence of the Supervisory Board members, hereinafter, a session) or by absentee voting. Where the Supervisory Board makes a decision at a session, voting at the session shall be combined with absentee voting. Participation in a Supervisory Board session may be on a remote basis with the help of electronic or other technical means, provided that the methods used permit to reliably identify the person remotely participating in the session and allow such person to participate in the discussion of the agenda items and vote on any agenda items put to vote. Sessions with remote participation may be held either with a possibility to be present at the session venue or without determining such venue. The method of decision-making by the Supervisory Board (at a session; at a session with remote participation, with a possibility to be present at the session venue or without determining such venue; or by absentee voting) shall be determined by the Chairman of the Supervisory Board depending on the nature and/or the need for prompt resolution of matters that require review by the Supervisory Board. As the method of decision-making by the Supervisory Board is selected, due regard shall be given to the opinion of those who demand the holding of a session or absentee voting, as indicated in Cl. 6.1 of this Regulation.	Aligned with Cl. 1 Sub-Cl. 1.1. Art. 68 of the JSC Law.
6.6. At in-person sessions of the Supervisory Board, the following agenda items, including those brought before the shareholders' meeting, shall be reviewed and discussed on a preliminary basis: —convention of the annual and extraordinary meetings of the Bank's shareholders, with the exceptions of cases stipulated by the Russian law; - matters related to the preparation for and holding of the meeting of shareholders that fall within the purview of the Supervisory Board by operation of the Russian law and the Bank's Charter (including approval of the meeting agenda; determination of the record date for the purposes of	6.6. At the sessions of the Supervisory Board, the following agenda items, including those brought before the shareholders' meeting, shall be reviewed and discussed on a preliminary basis: - holding of the annual and extraordinary sessions of the meeting of shareholders, or of absentee voting, with the exception of cases stipulated by the Russian law; - matters related to preparation for and holding of sessions of the meeting of shareholders or absentee votings that fall within the purview of the Supervisory Board by operation of the Russian law and the Banks' Charter, including: the method of making decisions by the meeting of shareholderes (session or absentee voting); possibility of remote participation in the session, the procedure for	Aligned with Cl. 1 Art. 54 of the JSC Law

determining those entitled to participate in the meeting; recommendaions regarding the size of dividend on the Bank shares; approval of the annual accounting (financial) statements of the Bank); - election of the Chairman of the Supervisory Board and the Senior Independent Director; - establishment of the Bank Executive Board, appointment of Deputy Chairmen of the Executive Board of the Bank and early termination of their powers; - <...>	accessing remote participation in the session, including methods of reliable identification of those participating remotely in the session, possibility to be present at the session venue, or the holding of the session without determining the session venue; approval of the agenda; setting the date of determining (record date) the list of those entitled to vote as decisions are made by the meeting of shareholders; possibility of filling out and submitting the voting ballots in electronic form with the use of electronic or other technical means; recommendations on the size of dividend on the Bank's shares; approval of the annual accounting (financial) statements of the Bank; - election of the Chairman of the Supervisory Board and the Senior Independent Director; - establishment of the Bank Executive Board, election of members of the Executive Board, appointment of Deputy Chairmen of the Executive Board, including first deputy chairmen, from among the candidates nominated by CEO, Chairman of the Executive Board of the Bank, and early termination of their powers; - <...>	Aligned with Sub-Cl. 13) Cl. 10.2 of the Bank's Charter
6.7. As quorum and outcomes of a vote at an in-person session of the Supervisory Board are determined, due regard shall be given to the written opinion of a Supervisory Board member not present at the session. If a copy of such written opinion is not included in the information (materials) of the Supervisory Board session, the written opinion shall be announced by the Chairman of the Supervisory Board before vote is taken on the session agenda items.	6.7. As quorum and outcomes of a vote are determined at a session where voting at the session is combined with absentee voting, due regard shall be given to the document containing the expression of will of the Supervisory Board member that votes in absentia (hereinafter, the expression of will). Acceptance of the expressions of will of the Supervisory Board members who vote in absentia shall be closed at the time and on the date of the session indicated in the session notice, unless an earlier deadline for acceptance of the expressions of will is indicated in such session notice.	Aligned with Cl. 1 Art. 68 of the JSC Law
6.8. If a member of the Supervisory Board whose written opinion was received by the Chairman of the Supervisory Board before the session participates in the session in person, such written opinion shall not be announced at the session and shall not count for the purposes of quorum and vote results.	6.8. If voting at a session is combined with absentee voting, members of the Supervisory Board may exercise their right to vote on the agenda items either by absentee voting or by voting at the Supervisory Board session. Members of the Supervisory Board who voted in absentia (whose expressions of will were received by the Chairman of the Supervisory Board within the time frames indicated in the session	By analogy with Cl. 7 Art. 50.1 of the JSC Law (for voting at GSM) for the purposes of providing an SB member with the possibility to choose a method of voting at a session combined with

	notice) may participate in the session and vote thereat. In this event, an earlier received expression of will of the Supervisory Board member that eventually participated in the session shall not count towards quorum for decision-making or vote counting purposes.	absentee voting (directly at the session or in absentia).
--	--	---

**SBERBANK
OF RUSSIA**

APPROVED BY
decision of the General Meeting of
Shareholders of Sberbank
Minutes No. __ dated __/__/2025

**REGULATION
on the Supervisory Board of Sberbank
(Revision 5)**

**City of Moscow
2025**

IRD Details

Name IRD	Regulation on the Supervisory Board of Sberbank (Revision 5)		
Unit responsible for IRD development	Corporate Secretary Service		
IRD prepared by Telephone number			
IRD type	Underlying / Documents approved by the Supreme Management Body and regulating the operations of the Supreme Management Body		
Customer Journey Code/Process Code	not applicable		
This IRD applies to the following units:	*	Central Head Office	☐ Centrally subordinated units
	☐	Regional banks	☐ Subbranches
	☐	Bank branches	☐ Sberbank Group
	☐	Foreign branches	
Upper-level process IRD			
IRD history			
Revision number	Details of the regulation approving this IRD / amendments to this IRD, date, and position of the approving officer		
1	General Meeting of Shareholders of Sberbank dated 23/05/1996		
2	Minutes of the Annual General Meeting of Shareholders of Sberbank of Russia dated 10/06/2014 No. 27		
3	Minutes of the Annual General Meeting of Shareholders of Sberbank of Russia dated 03/06/2015 No. 28		
4	Minutes of the Annual General Meeting of Shareholders of Sberbank dated 29/05/2019 No. 32		
IRDs superseded by this IRD			
Regulation on the Supervisory Board of Sberbank (Revision 4) No. 1280-4			
Effective date of IRD		IRD effective period	
From the date of approval			

Table of Contents

	Page
1. General Provisions	4
2. Purview of the Supervisory Board	4
3. Procedure for Election of the Supervisory Board	4
4. Chairman of the Supervisory Board. Senior Independent Director	5
5. Corporate Secretary and Secretary of the Supervisory Board	6
6. Decisions of the Supervisory Board	7
7. Rights and Obligations of the Supervisory Board Members	9
8. Identification and Prevention of Conflicts of Interest of Supervisory Board Members	11
9. Liability of Supervisory Board Members	12
10. Final Provisions	13

1. General Provisions

1.1. This Regulation on the Supervisory Board of Sberbank of Russia (hereinafter the “Regulation” and “Bank” respectively) has been developed in accordance with the law of the Russian Federation (hereinafter the “Russian law”), the Bank's Charter, with due account for the provisions of the Corporate Governance Code recommended by the Bank of Russia on 10 April 2014 (hereinafter, the “Corporate Governance Code”).

The Regulation determines the procedure for the establishment and the functioning of the Bank's Supervisory Board (hereinafter, the “Supervisory Board”).

1.2. The Supervisory Board is a collegial management body of the Bank and in its activity it shall take guidance in the Russian law, the Bank's Charter, decisions of the general meetings of the Bank's shareholders (hereinafter, the meeting of shareholders), this Regulation and other internal documents of the Bank approved by the meeting of shareholders or the Supervisory Board.

1.3. The Supervisory Board may establish Supervisory Board committees (hereinafter, the committees) from among its members, for a preliminary review of matters falling within its purview.

The purview and the operating procedures of the committees shall be determined by the Regulation on Committees, approved by the Supervisory Board.

1.4. For the purposes of improving the performance of the Supervisory Board, a specialized electronic document exchange system may be used.

2. Purview of the Supervisory Board

2.1. The Supervisory Board shall exercise overall management of the Bank activities, with the exception of matters reserved for the meeting of shareholders.

2.2. The purview of the Supervisory Board is determined by the Russian law and the Bank's Charter.

Matters reserved for the Supervisory Board may not be delegated to the executive bodies of the Bank.

3. Procedure for Election of the Supervisory Board

3.1. The procedure for election and the term of office of the Supervisory Board are regulated by the Russian law and the Bank's Charter.

3.2. The number of the Supervisory Board members shall be determined in the Charter of the Bank. Independent directors¹ shall make at least one third of the elected members of the Bank's Supervisory Board.

In certain cases, while carrying out the assessment, the Supervisory Board may recognize a director (candidate member of the Supervisory Board) to be independent notwithstanding that they meet any formal criteria of association with the Bank, a material shareholder of the Bank, a material counterparty of the Bank, a competitor of the Bank, the state and/or a municipal entity if such association does not affect the ability of that person to make independent, objective decisions in good faith.

3.3. An independent director shall refrain from any action that could lead to a loss of their independence.

If any circumstances arise after the independent director's election to the Supervisory Board due to which such director ceases to be independent, they shall notify the Chairman of the Supervisory Board about such circumstances via the Bank's Corporate Secretary.

In this case as well as in other cases where the Supervisory Board becomes aware of the loss of independence by an independent director, the Supervisory Board at one of its nearest sessions shall review the

¹ Directors who possess enough professionalism, experience and independence to form their own opinions, are capable of expressing unbiased judgments in good faith, and are independent from the influence of the Bank's executive bodies, certain groups of shareholders or other stakeholders.

Criteria of directors' independence, including criteria of their association with the Bank, a material shareholder of the Bank, a material counterparty of the Bank, a competitor of the Bank, the state and/or a municipal entity are determined in accordance with the Corporate Governance Code and the Listing Rules of the Moscow Exchange.

issue of such Supervisory Board member's non-compliance with the independence criteria and make sure that information about this fact is disclosed on the Bank's official website (www.sberbank.com), in the section containing information about the Supervisory Board memberships.

3.4. Members of the Supervisory Board shall meet the requirements to business reputation stipulated by the Russian law.

Members of the Supervisory Board shall enjoy the shareholders' trust, have high professional, business and personal reputation, knowledge and experience in the areas corresponding to the main areas of the Bank's activities (financial analysis, banking operations and payment systems, information technology, financial stability, banking regulation, strategic planning, corporate governance, risk management, internal control, audit and compliance, etc.) necessary for decision-making and overall management of the Bank.

3.5. The first session of the Supervisory Board after election of new members of the Supervisory Board at a session of the Meeting of Shareholders of the Bank shall be held at the request of any member of the Supervisory Board not later than one month from the date of the general meeting session. Elected at such session shall be the Chairman of the Supervisory Board, their two deputies, the Senior Independent Director; also, members of the Supervisory Board committees shall be appointed, and their chairmen elected.

The preliminary Activity Plan of the Supervisory Board for the period until the next following annual session of the meeting of shareholders shall be approved at the same session.

4. Chairman of the Supervisory Board. Senior Independent Director

4.1. Chairman of the Supervisory Board shall be elected by the members of the Supervisory Board from among them by a majority vote of all Supervisory Board members.

The Supervisory Board may at any time re-elect their Chairman or Deputy Chairmen by a majority vote of all Supervisory Board members.

CEO, Chairman of the Executive Board and members of the Executive Board of the Bank may not occupy the office of the Chairman of the Supervisory Board.

4.2. Chairman of the Supervisory Board shall:

- organize and assure effective functioning of the Supervisory Board and its committees, and in particular, initiate nomination of Supervisory Board members to its committees on the basis of their professional and personal qualities and proposals of the Supervisory Board members regarding establishment of the committees;
- organize development of the Supervisory Board Activity Plan;
- make decisions on holding a session or absentee voting for the making of decisions by the Supervisory Board (in particular, approve the session agenda, the session date, and the date for the acceptance of the document containing the expression of will of a Supervisory Board member that voted in absentia) and shall preside at the sessions;
- provide for the drawing up of minutes recording the outcomes of a session or absentee voting;
- take action as necessary for timely provision, to the Supervisory Board members, of information and materials necessary for the making of decisions on the agenda items;
- provide for free discussion of the agenda items;
- sign the minutes of the Supervisory Board;
- preside at a session of the meeting of shareholders of the Bank, unless a decision of the Supervisory Board provides otherwise;
- sign, on behalf of the Bank, the agreement with CEO, Chairman of the Executive Board of the Bank;
- provide for the follow-up on the Supervisory Board decisions;
- perform other functions envisaged by the Russian law, the Charter and internal documents of the Bank approved by the meeting of shareholders or the Supervisory Board.

4.3. In cases of temporary absence of the Chairman of the Supervisory Board, their functions shall be exercised by one of the Deputy Chairmen of the Supervisory Board, or, failing them, one of the Supervisory Board members pursuant to a decision of the Supervisory Board.

4.4. The Senior Independent Director shall be elected by decision of the Supervisory Board from among the independent directors by a majority vote of all Supervisory Board members.

At the proposal of the independent directors, the Supervisory Board may at any time re-elect the Senior Independent Director by a majority vote of all Supervisory Board members.

4.5. The main objective of the Senior Independent Director shall be to coordinate interaction among independent directors and to act as an advisor to the Supervisory Board, facilitating effective organization of the activities of the Supervisory Board and its committees.

The Senior Independent Director shall:

- ensure that independent directors contribute effectively to the proceedings of the Supervisory Board, and in particular, shall convene, as necessary, and preside at, meetings of independent directors;
- in case of material disagreements within the Supervisory Board, take action to resolve the conflict by interacting with the Chairman of the Supervisory Board, other members of the Supervisory Board, and the shareholders of the Bank, with a view to ensure that the Supervisory Board operates in an efficient and stable manner.

4.6. The Corporate Secretary of the Bank shall provide for the interaction of the Bank shareholders with the Chairman of the Supervisory Board and the Senior Independent Director.

5. Corporate Secretary and Secretary of the Supervisory Board

5.1. The Corporate Secretary of the Bank shall ensure compliance of the procedures followed by the Supervisory Board with the requirements of the Russian law and the provisions of the Bank's internal documents that guarantee the exercise of rights and valid interests of the shareholders; support efficient proceedings of the Supervisory Board; disclose information about the Supervisory Board's activities; and prepare proposals for improvement of the corporate governance practices in the Bank.

The Corporate Secretary shall be appointed by decision of the Supervisory Board and shall report, and be accountable, to the same in their activities.

The Corporate Secretary shall act in accordance with the Regulation on the Corporate Secretary, approved by the Supervisory Board of the Bank.

5.2. The Secretary of the Supervisory Board appointed by the Supervisory Board shall support the activities of the Supervisory Board during its sessions or absentee votings and in between sessions and absentee votings.

In the absence of the Secretary of the Supervisory Board, their functions shall be performed by an employee of the Bank appointed at the relevant session of the Supervisory Board.

6. Decisions of the Supervisory Board

6.1. The decision to hold a session or absentee voting shall be made by the Chairman of the Supervisory Board at their own initiative, at the request of a Supervisory Board member, the Bank's auditing organization, the head of the Bank Internal Audit Service, the Executive Board, or the CEO, Chairman of the Executive Board.

6.2. Decisions of the Supervisory Board may be made at sessions (joint presence of the Supervisory Board members, hereinafter, a session) or by absentee voting.

If a decision of the Supervisory Board is made at a session, voting at the session shall be combined with absentee voting.

Participation in a Supervisory Board session may be on a remote basis with the help of electronic or other technical means, provided that the methods used permit to reliably identify the person remotely

participating in the session and allow such person to participate in the discussion of the agenda items and vote on any agenda items put to vote.

Sessions with remote participation may be held either with a possibility to be present at the session venue or without determining such venue.

The method of decision-making by the Supervisory Board (at a session; at a session with remote participation, with a possibility to be present at the session venue or without determining such venue; or by absentee voting) shall be determined by the Chairman of the Supervisory Board depending on the nature and/or the need for prompt resolution of matters that require review by the Supervisory Board.

As the method of decision-making by the Supervisory Board is selected, due regard shall be given to the opinion of those who demand the holding of a session or absentee voting, as indicated in Cl. 6.1 of this Regulation.

6.3. The quorum for a session of the Supervisory Board shall be at least one half of the number of elected members of the Supervisory Board.

6.4. Decisions on agenda items shall be made by a majority vote of the Supervisory Board members participating in the session or in absentee voting, with the exception of cases provided for in the Russian law and the Bank's Charter.

As decisions are made by the Supervisory Board, every Supervisory Board member shall have one vote.

On a split vote, the Chairman of the Supervisory Board shall have the casting vote, provided that the Chairman of the Supervisory Board participates in the voting.

Members of the Supervisory Board may not transfer their right to vote to another person, including another member of the Supervisory Board.

6.5. If the agenda includes matters with different voting qualifications as to the number of votes, quorum for the making of decisions on such matters shall be determined separately. Decisions of the Supervisory Board or absentee vote shall be deemed passed on those agenda items in respect of which quorum is present for decision-making purposes.

6.6. The following agenda items, including those to be brought before the meeting of shareholders, shall be subject to review and preliminary discussion at the Supervisory Board sessions:

- holding of the annual and extraordinary sessions of the meeting of shareholders, or of absentee voting, with the exception of cases provided for in the Russian law;
- matters related to preparation for and holding of sessions of the meeting of shareholders or absentee votings that fall within the purview of the Supervisory Board by operation of the Russian law and the bank Charter, including: the method of making decisions by the meeting of shareholders (session or absentee voting); possibility of remote participation in the session, the procedure for accessing remote participation in the session, including methods of reliable identification of the persons participating remotely in the session, possibility to be present at the session venue, or the holding of the session without determining the session venue; approval of the agenda; setting the date of determining (record date) the list of those entitled to vote as decisions are made by the meeting of shareholders; possibility of filling out and submitting the voting ballots in electronic form with the use of electronic or other technical means; recommendations on the size of dividend on the Bank shares; approval of the annual accounting (financial) statements of the Bank;
- election of the Chairman of the Supervisory Board and the Senior Independent Director;
- establishment of the Bank's Executive Board, election of members of the Executive Board, appointment of Deputy Chairmen of the Executive Board, including first deputy chairmen, from among the candidates nominated by the CEO, Chairman of the Executive Board of the Bank, and early termination of their powers;
- election of the CEO, Chairman of the Executive Board of the Bank and early termination of their powers;

- approval of the registrar of the Bank and the terms and conditions of their contract, making of a decision to terminate the contract with them;
- matters related to an increase of the Bank's charter capital as determined in the Charter;
- approval of the Bank's Development Strategy;
- approval of the Bank's Risk and Capital Management Strategy;
- review of the financial results of the Bank's operations in the reporting period;
- filing of an application for the listing of the Bank's shares and/or equity securities of the Bank that are convertible into the Bank's shares;
- approval of the terms and conditions of the contracts between the Bank and the CEO, Chairman of the Executive Board, members of the Executive Board, in particular, determination of the size of their remuneration and compensations;
- review of the results of self-assessment and external assessment of performance of the Bank's Supervisory Board and its committees;
- approval of the Regulation on the Dividend Policy of the Bank;
- approval of the Bank's HR policy and the Bank's labor remuneration policy;
- making of decisions on consent to enter into major transactions or on their subsequent approval in cases provided for in the federal law.

Upon proposal of the persons referred to in Clause 6.1 of this Regulation, other matters falling within the purview of the Supervisory Board may be included in the agenda of a session.

6.7. As quorum and outcomes of a vote are determined at a session of the Supervisory Board where voting is combined with absentee voting, due regard shall be given to the document containing the expression of will of the Supervisory Board member that votes in absentia (hereinafter, the expression of will). Acceptance of the expressions of will of the Supervisory Board members who vote in absentia shall be closed at the time and on the date of the session indicated in the session notice, unless an earlier deadline for acceptance of the expressions of will is indicated in such session notice.

6.8. If voting at a session is combined with absentee voting, members of the Supervisory Board may exercise their right to vote on the agenda items either by absentee voting or by voting at the Supervisory Board session.

Members of the Supervisory Board who voted in absentia (whose expressions of will were received by the Chairman of the Supervisory Board within the time frames indicated in the session notice) may participate in the session and vote thereat. In this event, an earlier received expression of will of the SB member that eventually participated in the session shall not count towards quorum for decision-making or vote counting purposes.

6.9. The expression of will of a member of the Supervisory Board shall not count for quorum and vote results purposes, if such written opinion:

- arrived after the deadlines for the acceptance of the expressions of will of the Supervisory Board members who vote in absentia, indicated in the session notice;
- is not signed by the Supervisory Board member;
- does not permit to reliably determine the Supervisory Board member's decision on the session agenda item (the draft decision proposed).

6.10. The manner of preparation for, and holding of, sessions and absentee votings for the making of decisions by the Supervisory Board shall be determined by the Supervisory Board Rules of Procedure, approved by the Supervisory Board.

6.11. Provided that quorum is present for the purposes of making decisions at a session of the Bank's Supervisory Board and subject to a unanimous decision of the members of the Bank's Supervisory Board present at the session, amendments may be made to the agenda of the current session.

7. Rights and Obligations of the Supervisory Board Members

7.1. Members of the Supervisory Board shall have the right to:

- demand to hold a session or absentee voting for the making of decisions by the Supervisory Board;
- propose matters for inclusion in the agenda of a session or absentee vote;
- discuss, at the Supervisory Board sessions, matters of the Bank operations, make proposals and vote on all agenda items of the session, subject to the requirements of Section 8 of this Regulation;
- demand that their dissenting opinion be recorded in the minutes of the Supervisory Board as decisions are made on the matters under review, subject to the requirements of Section 8 of this Regulation;
- obtain professional advice of subject matter experts on matters reviewed by the Supervisory Board, demand that experts be engaged for matters under review, if necessary for making a decision;
- participate remotely in a session with the help of electronic or other technical means, and vote in absentia by submitting an expression of will;
- access internal documents of the Bank, the Bank's statements and other financial documents, as well as auditors' opinions and decisions of the Bank's executive bodies;
- receive remuneration for the performance of their duties, as well as compensation of expenses associated with the performance of the functions of members of the Supervisory Board/committees, in amounts and in the manner prescribed by the meeting of shareholders or an internal document of the Bank approved by the meeting of shareholders;
- exercise other rights provided for by the Russian law, the Bank's Charter, the Bank's internal documents, and this Regulation.

7.2. Members of the Supervisory Board may request documents and information necessary for the performance of their duties from executive bodies and employees of the Bank as well as request additional information when such information is needed for making an informed decision.

The documents and information shall be provided to the member of the Supervisory Board by the persons who received the request within five (5) business days after its receipt (the period may be extended depending on the volume of requested documents and information) via the Secretary of the Supervisory Board of the Bank.

Presence of confidential information (banking secret, trade secret of the Bank and trade secret of the Bank's customers, counterparties, partners and other third parties known to the Bank, or personal data) and insider information in the documents requested by the Supervisory Board member, as well as the fact that such documents/information are not related to the agenda or the purview of the Supervisory Board, shall not be an obstacle to their provision.

A member of the Supervisory Board may access insider information only after their inclusion in the Insiders List of the Bank² in accordance with the requirements of the Russian law on counteracting illegal use of insider information and market manipulation.

7.3. Members of the Supervisory Board shall:

- be proactive in their participation in the work of the Supervisory Board;
- exercise their rights and perform their duties reasonably and in good faith in the interests of the Bank as a whole and of its shareholders;
- avoid taking actions and making decisions in the interests of individual shareholders, employees of the Bank, or other persons;
- promptly notify the Supervisory Board of their interest or any conflict of interest in decision-making and the grounds of such interest or conflict of interest;
- refrain from doing anything that will or may result in a conflict between their interests and the interests of the Bank;

² The Insiders List of the Bank means a list of individuals and legal entities having access to the insider information of the Bank and of third parties.

- comply with the requirements of the Russian law and this Regulation set out in Section 8 aimed at identifying and preventing conflicts of interest;
- not disclose or use for personal ends or in the interests of any third parties the information that they became aware of and that constitutes confidential information and insider information during their tenure on the Supervisory Board and for three (3) years after the end of their tenure as members of the Supervisory Board;
- comply with requirements of the Russian law and other applicable law on counteracting illegal use of insider information and market manipulation, in particular, on counteracting financial market abuse;
- keep their knowledge up to date and develop their professional skills required for enhancing their personal contribution to the overall performance of the Supervisory Board;
- report the following information to the Supervisory Board in written form:
 - on the actual possession as well as on every new purchase and/or disposal by a member of the Supervisory Board and their related persons³ of the Bank's securities specifying their type and quantity;
 - on their related persons;
 - on their interest in the performance, by the Bank, of transactions to the extent and within the time frames provided for in Article 82 of the Federal Law "On Joint-Stock Companies";
 - on the Supervisory Board member's qualifications and working experience to the extent required by the Russian law;
 - on performance of transactions with the Bank's financial instruments in accordance with the Russian law and other applicable legislation on counteracting illegal use of insider information and market manipulation, in particular, on counteracting financial market abuse;
 - other information essential for the Bank to comply with requirements of the Russian law.

Information (amendments to previously provided information) shall be submitted by a member of the Supervisory Board to the Chairman of the Supervisory Board via the Corporate Secretary of the Bank, subject to the time frames prescribed by the Russian law, and otherwise, within five (5) business days after the election, and within five (5) business days after amendments of any kind.

In cases provided for by the Russian law, the Corporate Secretary of the Bank shall make information received from a member of the Supervisory Board known to the Bank's auditing organization.

8. Identification and Prevention of Conflict of Interest of Supervisory Board Members

8.1. Members of the Supervisory Board shall refrain from doing anything that will or may result in a conflict between their interests and the interests of the Bank.

8.2. If a conflict of interest arises in respect of a Supervisory Board member, in particular, if they have personal interest in a transaction about to be made by the Bank, such member of the Supervisory Board shall forthwith notify the Bank's Supervisory Board thereof by giving notice to its Chairman via the Corporate Secretary of the Bank, or verbally during the Supervisory Board session before the relevant matter is reviewed. The notice shall include information about the fact of the conflict of interest and the reasons for its occurrence.

Information about a conflict of interest, including information about interest in a transaction, shall be included in the materials of the Supervisory Board session and recorded in the Supervisory Board minutes.

The said information shall in any case be provided before the matter in respect of which the member of the Supervisory Board has a conflict of interest is reviewed at the session of the Bank's Supervisory Board.

³ For the purposes of this Regulation, related persons of an individual shall mean: spouses, parents, children, adopting parents, adopted children, full and half siblings, grandparents, grandchildren, and other persons who live together and share household with a member of the Supervisory Board.

The Chairman of the Supervisory Board shall at the start of a session announce any disclosed conflicts of interest or that no conflicts of interest were disclosed by the Supervisory Board members in respect of the agenda items.

8.3. A member of the Supervisory Board shall refrain from voting, in particular, from submission of their expression of will to the Bank, if they vote in absentia on any agenda items in respect of which they have a conflict of interest.

The member of the Supervisory Board shall also refrain from discussing and expressing their opinion on such agenda items.

8.4. In cases where the nature of the matter being reviewed or the specific features of the conflict of interest so require, the Supervisory Board Chairman may propose that the member of the Supervisory Board having a conflict of interest should not be present during the discussion of the matter at the session, and should refrain from voting on that matter.

8.5. Members of the Supervisory Board and their related persons shall not accept gifts from persons interested in decisions related to the performance of duties by the Supervisory Board members and shall not enjoy any other direct or indirect benefits provided by such persons (other than symbolic tokens of hospitality in accordance with the generally accepted rules of politeness or souvenirs in the context of official events) or in other cases if it might affect the impartial performance of duties by a Supervisory Board member.

8.6. Members of the Supervisory Board shall notify the Supervisory Board about their intent to be elected to/assume a position in management bodies of other organizations, in public and municipal bodies, or the Bank of Russia and shall notify the Supervisory Board about their election (appointment) immediately after such election (appointment).

The notice shall be sent to the Chairman of the Supervisory Board of the Bank via the Corporate Secretary within five (5) business days before the date when the member of the Supervisory Board consented to be so elected (appointed) to the management bodies/position referred to in this clause.

9. Liability of Supervisory Board Members

9.1. Members of the Supervisory Board shall, if the Bank or its shareholders acting in the interests of the Bank so request, reimburse the Bank for any losses caused by members of the Supervisory Board.

At the same time, members of the Supervisory Board who voted against the decision that caused losses for the Bank or a shareholder of the Bank, or, acting in good faith, refrained from voting, shall be relieved from liability.

9.2. The grounds for and the extent of liability of the Supervisory Board members shall be determined with due regard to business custom and other circumstances of relevance to the case.

9.3. If in accordance with requirements of the Russian law liability rests with several members of the Supervisory Board, their liability to the Bank or the shareholder shall be on a joint and several basis.

9.4. Members of the Supervisory Board shall be liable for their failure to comply with any requirements and duties imposed on them by the Russian law and other applicable legislation on counteracting illegal use of insider information and market manipulation.

10. Final Provisions

This Regulation shall be approved by the Meeting of Shareholders and shall be subject to regular revision to ensure that it remains compliant with the Russian law, the Charter of the Bank and development trends in corporate governance.