

## COMPENSATION OF THE MEMBERS OF THE SUPERVISORY COUNCIL AND THE MANAGEMENT BOARD

### Compensation of the Members of the Supervisory Council

The amount of remuneration and compensation paid to the members of the Supervisory Council and the procedure for determining the amount thereof is determined in accordance with the Regulation on Remuneration and Compensation Paid to the Members of the Supervisory Council of VTB Bank, approved pursuant to the recommendation of the Supervisory Council's Staff and Remuneration Committee at the Bank's AGM (Minutes No. 47 of 24 June 2016) and posted in the "Charter and bylaws" section on the Bank's website at: <https://www.vtb.com/o-banke/gruppa-vtb/dokumenty/>

The Regulation can be viewed here - [https://www.vtb.com/akcionery-i-investory/raskrytie-informacii/ustav-i-vnutrennie-dokumenty/#tab\\_0\\_1#](https://www.vtb.com/akcionery-i-investory/raskrytie-informacii/ustav-i-vnutrennie-dokumenty/#tab_0_1#)

In accordance with a resolution of the General Meeting of Shareholders, the members of the VTB Bank Supervisory Council may receive remuneration and compensation for expenses incurred in the course of their duties during their term in office.

#### Remuneration of members of the Supervisory Council of VTB Bank for a full working year

<b>Base for work on the Supervisory Council</b>	<b>RUB 4,600,000</b>
<b>Bonuses</b>	
For chairmanship of the Supervisory Council	+ 30% of the base remuneration
For chairmanship of a Supervisory Council Committee	+ 20% of the base remuneration
For membership in a Supervisory Council committee	+ 10% of the base remuneration

**Payment conditions: attendance in person or participation via video conferencing in at least half of the meetings held, as well as participation in at least half of absentee votes held by the Supervisory Council or of a Supervisory Council committee**

The total amount of remuneration paid to a member of the Supervisory Council for work during the corporate year depends on his or her participation in the work of the Supervisory Council and is determined based on actual participation in the work of the Supervisory Council and Supervisory Council committees.

In case of early termination, as well as the re-election of members of the Supervisory Council at an Extraordinary General Meeting of Shareholders, the remuneration of a newly elected (former) member of the Supervisory Council is determined proportionate to the time spent as a member of the Supervisory Council, as Chairman of the Supervisory Council, a member of a Supervisory Council committee or the Chairman of a Supervisory Council committee during the corporate year.

The total remuneration paid to a Supervisory Council member for the performance of their duties during the corporate year includes:

- their base payment: for performing the functions of a member of the Bank's Supervisory Council;
- bonus: for the performance of additional duties.

In accordance with applicable Russian legislation, members of the Supervisory Council who are state employees do not receive any remuneration.

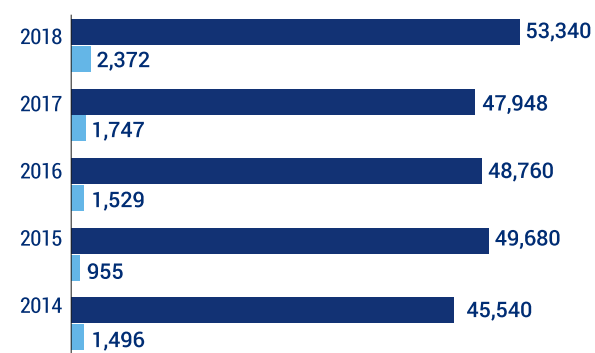
Remuneration is paid by the Bank through bank transfers; no other forms of remuneration are stipulated.

## Remuneration paid to members of the Supervisory Council for 2013–2017

		Remuneration (in RUB)				
		2013	2014	2015	2016	2017 <sup>1</sup>
<b>Base</b>	For work on the Supervisory Council (each)	4,600,000	4,600,000	4,600,000	4,600,000	4,600,000
<b>Bonuses</b>	For chairmanship of the Supervisory Council	1,380,000	1,380,000	1,380,000	1,380,000	1,380,000
	For chairmanship of a Supervisory Council committee (each)	920,000	920,000	920,000	920,000	920,000
	For membership in a Supervisory Council committee (each)	460,000	460,000	460,000	460,000	460,000

Supervisory Council members who are not state employees are compensated for expenses they incur while carrying out their duties, namely: accommodation, food, travel expenses (including VIP lounge services), other duties and fees for air and rail transport.

### Total remuneration for the members of the Supervisory Council, RUB thousand



- The amount of remuneration paid to SC members
- Reimbursement for expenses related to the performance of official duties by members of the Supervisory Council

## Remuneration for Members of the Management Board

The Supervisory Council is responsible for determining the amount of the remuneration and compensation paid to members of the Management Board. Salaries, including compensation and incentive payments, are fixed in the employment contracts of the Management Board members.

### Total remuneration (salary, bonuses) for members of the Management Board, RUB thousand

Period	Amount of remuneration
2018	1,615,834
2017	1,399,794
2016	361,805
2015	399,031
2014	1,597,668

In accordance with the policy of awarding bonuses to key Group executives, the Management Board of VTB Bank receives 60% of the annual bonus in cash, and 40% is deferred for a period of three years. The deferred amount is paid in three equal instalments one, two and three years after the grant date, subject to the achievement of certain non-vesting conditions. Half of the deferred amount is paid in cash, and the other part is paid through a cash-settled, share-based payment plan. The share-based payment expense for 2018 was RUB 0.4 billion (compared to RUB 0.3 billion in 2017). As of 31 December 2018, the liability arising from cash-settled, share-based payment transactions amounted to RUB 0.6 billion.

1. The decision on the payment of remuneration to members of the Supervisory Council based on 2017 results was taken at VTB Bank's AGM on 23 May 2018.