

## SHAREHOLDERS CONSULTATIVE COUNCIL

The Shareholders Consultative Council (SCC) is an independent advisory body that represents the interests of minority shareholders of VTB Bank. All SCC members are minority shareholders. In Russian practice, such shareholder councils are very rare. At the same time, the *Bank of Russia*,

as the regulator, notes that this practice is an effective way to increase the activity and involvement of shareholders. For eleven years, the SCC has been representing minority shareholders, protecting their interests and playing an active role in the development of VTB Group.



## MEMBERS OF THE SHAREHOLDERS CONSULTATIVE COUNCIL (AS OF 31 DECEMBER 2019)



### Igor Repin

Chairman of the Bank's Shareholders Consultative Council  
Member of the Bank's Supervisory Council  
Member of the Bank's Strategy and Corporate Governance Committee  
Member of the Bank's Staff and Remuneration Committee  
Member of the Bank's Audit Committee

Member of the Bank's Shareholders Consultative Council since 2013



For a detailed biography, see the [Corporate Governance / Supervisory Council section](#).



### Vadim Soskov

Member of the Bank's Statutory Audit Commission  
Member of the Bank's Shareholders Consultative Council since 2013

**Ownership of shares in the Bank** as of 31 December 2019  
% of ordinary shares  
▶ 0.000015431 %  
% of charter capital  
▶ 0.000003072 %



### Sergey Gavrilov

Member of the Bank's Shareholders Consultative Council since 2009

**Ownership of shares in the Bank** as of 31 December 2019  
% of ordinary shares  
▶ 0.000016866 %  
% of charter capital  
▶ 0.000003358 %

#### Education:

Graduated from the *Moscow Lenin State Pedagogical University*, candidate of Economic Sciences

#### Professional activities:

Deputy CEO of *Gazprombank – Asset Management*

#### Achievements:

- Winner of a Russia's *Financial Elite* award for Most Senior Player in the collective investment market
- Included on the list of Russia's *Top 1,000 Managers*
- Was a *TACIS* expert for the *World Bank* on pension reform in Russia

#### Education:

*Lomonosov Moscow State University*, candidate of economic sciences

#### Professional activities:

Chairman of the *Russian State Duma Committee on Civil Society, Public Associations and Religious Organisations*



### Alexander Yenin

Member of the Bank's Shareholders Consultative Council since 2017

#### Ownership of shares in the Bank as of 31 December 2019

% of ordinary shares  
▶ 0.000000772 %  
% of charter capital  
▶ 0.000000154 %

#### Education:

Graduated from the *Financial University under the Government of the Russian Federation and the Russian State Social University*

#### Professional activities:

Head of *Premier BCS* projects at *BCS*



### Vladimir Zotov

Member of the Bank's Shareholders Consultative Council since 2017

Corresponding Member of the *Russian Academy of Engineering*

#### Ownership of shares in the Bank as of 31 December 2019

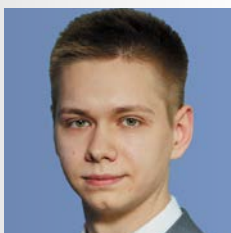
% of ordinary shares  
▶ 0.0000000000772 %  
% of charter capital  
▶ 0.0000000000154 %

#### Education:

Graduated from *Moscow State University of Design and Technology*, candidate of economic sciences

#### Professional activities:

Director of the *Institute of Social Engineering at Kosygin Russian State University*, Associate Professor in the Management Department



### Vladimir Znamensky

Member of the Bank's Shareholders Consultative Council since 2017

Member of *Young International Arbitration Group* and the *Russian Arbitration Association 25*

#### Ownership of shares in the Bank as of 31 December 2019

% of ordinary shares  
▶ 0.000003086 %  
% of charter capital  
▶ 0.000000614 %

#### Education:

Graduated from *Lomonosov Moscow State University* with a bachelor's degree in law and a master's degree in corporate law

#### Professional activities:

Lawyer for the *United Metallurgical Company*, specialising in corporate law



### Stanislav Kleshev

Member of the Bank's Shareholders Consultative Council since 2013

Member of the *Moscow Exchange Index Committee and Listing Council*

#### Ownership of shares in the Bank as of 31 December 2019

% of ordinary shares  
▶ 0.000008102 %  
% of charter capital  
▶ 0.000001613 %

#### Education:

Completed undergraduate and graduate studies at *Lomonosov Moscow State University*

#### Professional activities:

Head of Analytics Division in VTB Bank's Brokerage Services Department



### Valery Petrov

Member of the Bank's Shareholders Consultative Council since 2013

Member of the *Moscow Exchange Index Committee and Listing Council*

#### Ownership of shares in the Bank<sup>as of 31 December 2019</sup>

% of ordinary shares

▶ 0.00000077 %

% of charter capital

▶ 0.00000015 %

#### Education:

Holds several university degrees, as well as a Chartered Financial Analyst (CFA) diploma, candidate of economic sciences

#### Professional activities:

Deputy Chairman of the Management Board at the *Institute of Financial Markets*



### Ilya Khersontsev

Member of the Bank's Shareholders Consultative Council since 2017

Member of the *Russian Association of Independent Directors*

#### Ownership of shares in the Bank<sup>as of 31 December 2019</sup>

% of ordinary shares

▶ 0.000021604 %

% of charter capital

▶ 0.000004301 %

#### Education:

Graduated from *Urals State Technical University* (information systems in economics)

#### Professional activities:

Advisor to the Chairman of the Management Board at *Astramed-MS*



### Maxim Sergeyev

Member of the Bank's Shareholders Consultative Council since 2013

#### Ownership of shares in the Bank<sup>as of 31 December 2019</sup>

% of ordinary shares

▶ 0.000000231 %

% of charter capital

▶ 0.00000046 %

#### Education:

Graduated from *Ukhta State Technical University*

#### Professional activities:

Engineer at *St. Petersburg Alferov Academic University*



### Yelena Shafranskaya

Member of the Bank's Shareholders Consultative Council since 2017

#### Ownership of shares in the Bank<sup>as of 31 December 2019</sup>

% of ordinary shares

▶ 0.000027069 %

% of charter capital

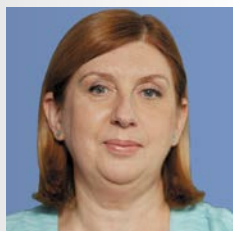
▶ 0.000005389 %

#### Education:

Graduated from of the *Irkutsk Polytechnical Institute* (cybernetics)

#### Professional activities:

Self-employed entrepreneur in the field of construction and real estate



### Elena Shtykanova

Member of the Bank's Shareholders Consultative Council since 2013

#### **Ownership of shares in the Bank** as of 31 December 2019

% of ordinary shares

▶ 0.000002390 %

% of charter capital

▶ 0.000000476 %

#### Education:

Graduated from the *Moscow State Institute of International Relations of the Russian Foreign Ministry* with a degree in international economic relations, candidate of economic sciences

#### Professional activities:

Advisor to the Senior Vice President of *Norilsk Nickel*

**At the AGM in 2019, shareholders once again elected representatives of the Shareholders Consultative Council to the Bank's management and oversight bodies.**

**Igor Repin Chairman of the Bank's Shareholders Consultative Council was re-elected as a member of the Bank's Supervisory Council.**

**Vadim Soskov was re-elected as a member of the Bank's Statutory Audit Commission.**

In 2019, five meetings of the SCC were held.

During Council meetings, members of the SCC meet with representatives of the Bank's top management who oversee various areas of activity. In 2019, meetings were held with the managers of the Finance Department, the Brokerage Services Department,

the Strategy and Corporate Development Department, the Integrated Risk Management Department and the Human Resources Department. In addition, several members of the Bank's Management Board and the Supervisory Council also took part in the meetings

The Shareholders Consultative Council plays an increasingly important role in the work of the Group's subsidiaries. In January 2019, for example, three members of the SCC became independent members of the Board of Directors of *Vozrozhdenie* Bank.

SCC members play an active role in communication with shareholders, including at the AGM, *Investor Days*, seminars and online through electronic channels. Information and suggestions received are reflected in the SCC's proposals for VTB management. In 2019, SCC members presented at all key events for shareholders, including *Investor Days* in Moscow and St. Petersburg.

[The Regulation on VTB's Shareholders Consultative Council](#) (available in Russian language only).

## 2019 SHAREHOLDERS CONSULTATIVE COUNCIL RESULTS

Shareholders' rights	Strategy and management
<ol style="list-style-type: none"> <li>1. High evaluation of the Bank's work with shareholders and SCC by the professional community</li> <li>2. Monitoring of profit target execution</li> <li>3. Development of proposals to the Bank's dividend policy</li> <li>4. Examination of global experience of interaction with shareholders</li> </ol>	<ol style="list-style-type: none"> <li>1. Inclusion of proposed initiatives to the new VTB Group's Development Strategy</li> <li>2. Maintaining minority representatives in the Supervisory Council and in the Statutory Audit Commission</li> <li>3. Election of SCC representatives to the Management Board of <i>Vozrozhdenie Bank</i></li> </ol>
Communications	Products and services of VTB Group
<ol style="list-style-type: none"> <li>1. Participation of SCC members in events for shareholders as well as speakers</li> <li>2. Detailed communication of new strategy to shareholders by SCC members</li> <li>3. Development of communication channels with shareholders</li> <li>4. Clarification of decisions made by the Bank</li> </ol>	<ol style="list-style-type: none"> <li>1. Expansion of the programme of special products and services for shareholders</li> <li>2. Improvement of investment and brokerage products and clients servicing technologies</li> <li>3. Proposals in development of programmes <i>Affordable Bank</i> and <i>Youth Bank</i></li> <li>4. Providing feedback on the results of test purchases</li> </ol>