

**JSC VTB Bank AGM Agenda  
and information on persons who proposed Agenda issues.  
Position of JSC VTB Bank Supervisory Council as to  
its AGM Agenda**

Agenda of JSC VTB Bank AGM is made of the following key sets of issues:

- Issues proposed by the Rosimuchshestvo (Letter No.OD-57/7503 dated 28.02.2015) and considered by the Supervisory Council meeting held on 05.03.2015;
- Issues initiated by JSC VTB Bank and related to the Bank's current activities.

The following issues are proposed by the Rosimuchshestvo and added to the AGM Agenda:

1. Approval of JSC VTB Bank Annual Report
2. Approval of JSC VTB Bank Financial Statements including JSC VTB Bank Profit and Loss Statement
3. Approval of JSC VTB Bank profit allocation for the year 2014
4. Amount, terms and form of the 2014 dividend payment and a cut-off date to determine persons eligible for the dividend payment
5. Remuneration payment to the Supervisory Council members who are not state employees in compliance with JSC VTB Bank by-laws
6. Remuneration payment to JSC VTB Bank Statutory Audit Commission members who are not state employees in compliance with JSC VTB Bank by-laws
7. Approval of the number of JSC VTB Bank Supervisory Council members
8. Election of JSC VTB Bank Supervisory Council members
9. Approval of the number of JSC VTB Bank Statutory Audit Commission members
10. Election of JSC VTB Bank Statutory Audit Commission members
11. Approval of JSC VTB Bank's Auditor.

Alongside the above issues proposed by the Rosimuchshestvo, the following issues were initiated by the Bank and added to the AGM Agenda:

12. Approval of the new version of the Charter
13. Approval of the new version of the Regulation on the Procedure for Preparing, Convening and Holding the AGM
14. Approval of the new version of the Regulation on the Supervisory Council
15. Approval of the new version of the Regulation on the Management Board

16. Approval of the new version of the Regulation on the Statutory Audit Commission

17. Termination of JSC VTB Bank membership in Non-Profit Partnership National Payment Council

18. Approval of interested party transactions which may be entered into by JSC VTB Bank in the future course of its standard commercial business

19. Increase of JSC VTB Bank charter capital by placement of JSC VTB Bank registered preference shares.

Participating in the meeting of JSC VTB Bank Supervisory Council held on 15 May 2015 (Minutes No.11 dated 15.05.2015) to consider the agenda issue "JSC VTB Bank AGM Agenda" were 8 members of JSC VTB Bank Supervisory Council, namely: Sergey K. Dubinin, Andrey L. Kostin, Mikhail Yu. Kopeykin, Nikolay M. Kropachev, Shahmar Arif oglu Movsumov, Alexey V. Moiseev, Elena V. Popova and Vladimir V. Chistyukhin), who unanimously voted for the approval of the Agenda proposed. There were no individual or separate opinions of JSC VTB Bank Supervisory Council members.