



PUBLIC JOINT STOCK COMPANY  
"BANK "SAINT-PETERSBURG"  
(PJSC "Bank "Saint-Petersburg")

## **Notes to item No. 1 of the agenda of the annual sitting of the General Shareholders' Meeting: Allocation of profit of PJSC "Bank "Saint-Petersburg" for 2024.**

Pursuant to Federal Law "On Joint Stock Companies" the issue of allocation of profit in the reporting period shall be considered at the annual General Meeting of Shareholders.

With the purpose of taking by the General Shareholders' Meeting of a decision the Bank presents **the grounds for proposed allocation of net profit of PJSC "Bank "Saint-Petersburg" based on the results of 2024 and assessment of its compliance with the Dividend Policy of PJSC "Bank "Saint-Petersburg", including for payment of dividends and the company's own needs:**

The Bank's net profit determined in accordance with the Russian accounting standards (the "RAS") for 2024 amounted to RUB 50,837,784,740.36, which exceeds the net profit for the previous year by 7.56%. The following order of allocation of the net profit determined in accordance with the RAS has been proposed for consideration to the Annual General Shareholders' Meeting:

- 26.04 % of net profit under the RAS for payment of dividends on ordinary shares (taking into account the dividends paid as a result of the first half of 2024 amounting to RUB 27.26 per one ordinary share, the total amount of dividends for 2024 will be 50% of the net profit under the IFRS);
- 0.01 % of profit for payment of dividends on preference shares pursuant to the Charter;
- 0.18 % for payment of remuneration to the members of the Supervisory Board;
- no allocations are required to be made to the Reserve Fund;
- to allocate 73.78 % of 2024 profit to retained earnings accounts.

The amount of the Bank's unallocated profit under the RAS for 2024 less the amounts allocated for payment of dividends on shares and remuneration to the members of the Supervisory Board will be RUB 37.5 billion, which will allow to ensure the required level of capital adequacy and future growth of the Bank's assets in line with the Bank's Strategy, taking into account the funds accumulated during the previous years.

Thus, the "Allocation of Profit of PJSC "Bank "Saint-Petersburg" for 2024" item has been proposed for consideration to the General Shareholders' Meeting with the following resolution to be made:

*"To approve allocation of the profit of PJSC "Bank "Saint-Petersburg" for 2024 in the amount of RUB 50,837,784,740.36 as follows:*

- *RUB 13,240,774,444.12 for dividend payments;*
- *RUB 91,176,000.00 for remuneration to the members of the Supervisory Board;*
- *RUB 37,505,834,296.24 as retained earnings."*

## **Notes to item No. 2 of the agenda of the annual sitting of the General Shareholders' Meeting: Payout (declaration) of dividends for 2024 (approval of dividend amount and form of dividend payment for 2024) and determination of the Record Date (Dividends).**

PJSC "Bank "Saint-Petersburg" demonstrated record financial performance under the IFRS in 2024: net profit amounted to RUB 50.8 billion, exceeding the profit of the previous year by 7.32%. As at January 01, 2025 the core capital adequacy (N 1.2) amounted to 20.4%, significantly exceeding the target level of 12% set in the Bank's Strategy.

In line with the principles described in the Dividend Policy and based on the Bank's intention to allocate the surplus capital among the shareholders (in accordance with the Strategy approved) it was recommended to the Annual General Shareholders' Meeting to determine the total amount of dividends for 2024 on ordinary shares to be 50% of the net profit under the audited IFRS consolidated financial statements for 2024 as a result of 2024.

The total amount of dividend is RUB 56.98 per one ordinary share, taking into account the dividends paid for the first half of 2024 and assuming the figure of 50% of the profit under the IFRS. Thus, it was recommended to announce at the annual sitting of the General Shareholders' Meeting that the dividends will be paid in the amount of RUB **29.72** per one ordinary share (RUB 56.98 being the total amount for 2024 based on 50% of the profit under the IFRS less RUB 27.26 which is the amount of interim dividends for the first half of 2024).

The Bank must pay dividends on preference shares in the amount at least equal to the amount set forth in the Bank's Charter. The Bank's Charter entitles the owners of preference shares to get dividends in the amount of 11% of the par value of the shares, unless the Bank has declared a bigger amount. As to preference shares, it was recommended to the Annual General Shareholders' Meeting to pay dividends for 2024 in monetary form in the amount of RUB 0.22 per one preference share. Taking into account the dividends paid for the first half of 2024 in the amount of RUB 0.22 per one preference share, the total amount of dividend for 2024 is RUB 0.44 per one preference share.

In accordance with the effective laws the Record Date (Dividends) shall be determined by the resolution of the General Shareholders' Meeting and may not be earlier than in 10 days after the date on which the resolution on payment of dividends has been taken and later than 20 days after such resolution.

Based on the date of the sitting of the General Shareholders' Meeting, i.e. April 24, 2025, the Record Date (Dividends) may not be earlier than the 4th of May 2025 and later than the 14th of May 2025. It is proposed to approve May 05, 2025 as the Record Date (Dividends).

"Payout (declaration) of dividends for 2024 (approval of dividend amount and form of dividend payment for 2024) and determination of the Record Date (Dividends)" item has been proposed for consideration to the General Shareholders' Meeting with the following resolution to be made:

1. *To approve the total amount of dividends for 2024:*
  - *RUB 56.98 per 1 ordinary share;*
  - *RUB 0.44 per 1 preference share.*
2. *Taking into account the dividends paid for the first half of 2024, to pay dividends for 2024 in monetary form:*
  - *RUB 29.72 per 1 ordinary share;*
  - *RUB 0.22 per 1 preference share.*
3. *To approve May 05, 2025 as the dividend record date."*

### **Notes to item No. 3 of the agenda of the annual sitting of the General Shareholders' Meeting: Appointment of the audit firm of PJSC "Bank "Saint-Petersburg" for 2025.**

In accordance with Article 86 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995 the auditor of the company shall audit the annual accounting (financial) statements of the company in accordance with the regulations of the Russian Federation based on the agreement entered into with such an auditor.

Appointment of the company's audit firm is within the exclusive competence of the General Shareholders' Meeting.

Joint Stock Company "Kept" is a legal successor of JSC "KPMG". The company is a member of the auditors' self-regulating organization "Sodruzhestvo" Association, is included in the

Register of Audit Firms which provide audit services to public interest entities at the financial market. The company has skilled personnel to perform the audit.

“Appointment of the audit firm of PJSC "Bank "Saint-Petersburg" for 2025” item has been proposed for consideration to the General Shareholders’ Meeting with the following resolution to be made:

*“To appoint JSC “Kept” as the audit firm of PJSC "Bank "Saint-Petersburg" for 2025.”*

**Notes to item No. 4 of the agenda of the annual sitting of the General Shareholders' Meeting: Remuneration payment to the members of the Supervisory Board of PJSC “Bank “Saint-Petersburg” for the period of their membership in 2024-2025.**

In accordance with Clause 2, Article 64 of Federal Law No. 208-FZ “On Joint Stock Companies” dated December 26, 1995 (hereinafter, the “208-FZ Law”) members of the Supervisory Board may receive remuneration for the period of their membership in accordance with the resolution of the General Shareholders' Meeting.

The Supervisory Board is a body of the Bank which is responsible for general management of the Bank’s activity, except for the issues within the competence of the General Shareholders' Meeting of the Bank according to the Federal Law “On Joint Stock Companies”.

The Supervisory Board sets the strategic directions of the Bank’s activity, forms and supervises the performance of the executive management bodies, appraises the efficiency of the internal control and risk management system, takes part in HR strategy determination.

For the period from September 19, 2024 through March 20, 2025 there were nine meetings and absentee votings of the Supervisory Board and 27 meetings and absentee votings of its committees. In addition, some meetings of the Supervisory Board and its committees are planned for the period before the Annual General Meeting of Shareholders and the members of the Supervisory Board have preliminarily confirmed their participation in such meetings, which was taken into consideration in calculation of remuneration amount.

Conditions for payment of remuneration to the members of the Supervisory Board stated in the Regulations on Remunerations and Compensations Paid to the Members of the Supervisory Board of PJSC “Bank “Saint-Petersburg” have been complied with.

Taking into account the significant contribution of the members of the Supervisory Board to the Bank’s high financial results, the General Shareholders' Meeting is proposed to take a resolution on payment of the remuneration to the members of the Supervisory Board for the period of their membership in 2024-2025 in the total amount of RUB 91,176,000.

“Remuneration payment to the members of the Supervisory Board of PJSC “Bank “Saint-Petersburg” for the period of their membership in 2024-2025” item has been proposed for consideration to the General Shareholders’ Meeting with the following resolution to be made:

*“To approve remuneration payment to the members of the Supervisory Board of PJSC “Bank “Saint-Petersburg” for the period of their membership in 2024-2025 as follows:*

1. Director 1	RUB 10,218,000 in a lump sum;
2. Director 2	RUB 11,004,000 in a lump sum;
3. Director 3	RUB 11,790,000 in a lump sum;
4. Director 4	RUB 9,432,000 in a lump sum;
5. Director 5	RUB 9,432,000 in a lump sum;
6. Director 6	RUB 9,432,000 in a lump sum;
7. Director 7	RUB 10,218,000 in a lump sum;
8. Director 8	RUB 9,432,000 in a lump sum;
9. Director 9	RUB 10,218,000 in a lump sum.

**Notes to item No. 5 of the agenda of the annual sitting of the General Shareholders' Meeting: Compensation to the members of the Supervisory Board of PJSC "Bank "Saint-Petersburg" of the costs incurred while acting in their professional capacities.**

In accordance with paragraph 2 of Article 64 of the 208-FZ Law, the members of the Supervisory Board may receive compensation of the costs incurred while acting in their professional capacities in accordance with the resolution of the General Shareholders' Meeting.

As the professional capacities of the members of the Bank's Supervisory Board imply regular business trips, it is proposed to compensate the costs incurred by them in the total amount not exceeding RUB 5,000,000 (Five million roubles).

The General Shareholders' Meeting is proposed to take a resolution to compensate actual costs incurred by the members of the Supervisory Board of PJSC "Bank "Saint-Petersburg" while acting in their professional capacities in 2025-2026 until the next annual sitting of the General Shareholders' Meeting within the amount specified.

"Compensation to the members of the Supervisory Board of PJSC "Bank "Saint-Petersburg" of the costs incurred while acting in their professional capacities" item has been proposed for consideration to the General Shareholders' Meeting with the following resolution to be made:

*"To compensate to the members of the Supervisory Board of PJSC "Bank "Saint-Petersburg" the actual costs incurred while acting in their professional capacities as members of the Supervisory Board for the period of holding office in 2025-2026 until the next annual sitting of the General Shareholders' Meeting in the total amount not exceeding RUB 5,000,000 (Five million roubles)."*

**Notes to item No. 6 of the agenda of the annual sitting of the General Shareholders' Meeting: Determination of the number of members of the Supervisory Board of PJSC "Bank "Saint-Petersburg".**

In accordance with Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995 (hereinafter, the "208-FZ Law") the board of directors (the supervisory board) of the company having more than ten thousand shareholders who own voting shares shall consist of nine members, unless more members of the board of directors (supervisory board) of the company is determined by its charter or by resolution of the general shareholders' meeting.

At present the number of the Bank's shareholders who own voting shares exceeds ten thousand. The Bank's Charter does not provide for the number of members of the Supervisory Board.

Based on consideration by the Bank's Supervisory Board (Minutes No. 6 dated February 06, 2025) of the matter of structure of the Supervisory Board it has been decided that the number of members of the Supervisory Board being nine is in line with the needs of the company and interests of the shareholders.

"Determination of the number of members of the Supervisory Board of PJSC "Bank "Saint-Petersburg" item has been proposed for consideration to the General Shareholders' Meeting with the following resolution to be made:

*"To determine that the Supervisory Board of PJSC "Bank "Saint-Petersburg" shall consist of 9 (Nine) members".*

**Notes to item No. 7 of the agenda of the annual sitting of the General Shareholders' Meeting: Election of the members of the Supervisory Board of PJSC "Bank "Saint-Petersburg".**

In accordance with Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995 (hereinafter, the "208-FZ Law") the General Shareholders' Meeting competences include consideration of the issue of election of the members of the Bank's Supervisory Board.

In accordance with Clause 9.2.9. of the Charter the shareholder(s) of the Bank who collectively own at least 2% of the Bank's voting shares may nominate candidates for the Supervisory Board. In accordance with Clause 9.1.9. of the Bank's Charter, such nominations must be received by the Bank no later than in 60 days after the end of the reporting year.

Persons with impeccable business and personal reputation, professional knowledge and expertise required for decision making within the competences of the Supervisory Board may be elected as members of the Supervisory Board.

The Human Resources and Remuneration Committee of the Supervisory Board considered the proposals received from the shareholders, prepared recommendations to the Supervisory Board about the list of candidates for election as members of the Supervisory Board and appraised whether the nominated candidates meet the following criteria:

- business reputation (Federal Law No. 395-1 "On Banks and Banking Activities" dated December 02, 1990);

- independence criteria (requirements of the Listing Rules of PJSC "MICEX");
- demands of the Supervisory Board in additional competences.

Based on the appraisal, the Human Resources and Remuneration Committee of the Supervisory Board resolved that there are no grounds for declaration that the candidates fail to meet the requirements set for professional knowledge and expertise as well as personal and business reputation and that all candidates provided their consents to be elected to the Bank's Supervisory Board.

"Election of the members of the Supervisory Board of PJSC "Bank "Saint-Petersburg" item has been proposed for consideration to the General Shareholders' Meeting with the following resolution to be made:

*"To elect the following persons as members of the Supervisory Board of PJSC "Bank "Saint-Petersburg":*

1. Director 1
2. Director 2
3. Director 3
4. Director 4
5. Director 5
6. Director 6
7. Director 7
8. Director 8
9. Director 9

**Notes to item No. 8 of the agenda of the annual sitting of the General Shareholders' Meeting: Decrease of the share capital of PJSC "Bank "Saint-Petersburg" through redemption of shares acquired by the company** (the item was included in the agenda of the annual sitting of the General Shareholders' Meeting as proposed by the Supervisory Board).

In 2022 PJSC "Bank "Saint-Petersburg" acquired its own ordinary shares at on-exchange trading in accordance with Part 1 Article 21 of Federal Law No. 46-FZ "On Amendments to Certain Statutes of the Russian Federation" dated March 08, 2022 on the basis of the Resolution of the Supervisory Board of PJSC "Bank "Saint-Petersburg" (Minutes of the Meeting No. 4 dated April 07, 2022). The Bank acquired 11,715,510 ordinary registered shares in book-entry form.

**The shares acquired were not sold during two years from the date of their acquisition, and thus in accordance with Clause 3 Article 72 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1996 (as amended by Clause 2, Article 7 of Federal Law No. 292-FZ dated July 14, 2022) the Bank must decrease its share capital through redemption of the shares acquired.**

That is why the "Decrease of the share capital of PJSC "Bank "Saint-Petersburg" through redemption of shares acquired by the company" item has been included in the agenda of the annual sitting of the General Shareholders' Meeting of PJSC "Bank "Saint-Petersburg".

As a result of redemption of 11,715,510 ordinary shares with a par value of RUB 1 each, the Bank's share capital will amount to RUB 465,928,521 and will consist of:

- 445,828,521 ordinary share with a par value of RUB 1 (one) each;
- 20,100,000 preference shares with a par value of RUB 1 (one) each.

Similar procedures to decrease the share capital through redemption of the shares acquired by the Bank were taken in 2020, 2021, 2023, and 2024:

- 11,999,833 ordinary shares acquired in 2018 were redeemed on June 08, 2020 according to the resolution of the General Shareholders' Meeting dated May 27, 2020.

- 11,999,935 ordinary shares acquired in 2019 were redeemed on June 11, 2021 according to the resolution of the General Shareholders' Meeting dated May 27, 2021.

- 13,674,401 ordinary shares acquired in 2021 were redeemed on May 15, 2023 according to the resolution of the General Shareholders' Meeting dated April 27, 2023.

- 4,335,800 ordinary shares acquired in 2022 were redeemed on May 15, 2024 according to the resolution of the General Shareholders' Meeting dated April 25, 2024.

“Decrease of the share capital of PJSC “Bank “Saint-Petersburg” through redemption of shares acquired by the company” item has been proposed for consideration to the General Shareholders’ Meeting with the following resolution to be made:

*“To decrease the share capital of PJSC “Bank “Saint-Petersburg” through redemption of ordinary shares acquired by PJSC “Bank “Saint-Petersburg” in accordance with Part 1 Article 21 of Federal Law No. 46-FZ “On Amendments to Certain Statutes of the Russian Federation” dated March 08, 2022 on the basis of the Resolution of the Supervisory Board of PJSC “Bank “Saint-Petersburg” (Minutes of the Meeting No. 4 dated April 07, 2022) on the following terms:  
Category (type) and form of the redeemed shares: ordinary shares in book-entry form;  
State registration number of issue of the shares: 10300436B;  
Number of shares redeemed — 11,715,510 shares;  
Nominal value of one redeemed share — RUB 1;  
Nominal value of all redeemed shares — RUB 11,715,510;  
The amount of the share capital before redemption of shares — RUB 477,644,031;  
The amount of the share capital after redemption of shares — RUB 465,928,521;  
The number of ordinary shares before decrease of the share capital – 457,544,031 share;  
The number of ordinary shares after decrease of the share capital – 445,828,521 share”.*

**Notes to item No. 9 of the agenda of the annual sitting of the General Shareholders' Meeting: Approval of the restated Charter of PJSC “Bank “Saint-Petersburg”** (the item has been included in the agenda of the annual sitting of the General Shareholders' Meeting as proposed by the Supervisory Board).

A draft of the restated Charter of PJSC “Bank “Saint-Petersburg” has been proposed for approval by the General Shareholders’ Meeting, according to which amendments shall be made to the Bank’s Charter due to the following reasons:

1. Federal Law “On Joint Stock Companies” has been amended as to specification of the form of decision-making by the Bank’s bodies (the General Shareholders’ Meeting, the Supervisory Board, the Management Board).

The previous law provided for two forms of decision-making: the first one, by joint presence for discussion of agenda items and making resolutions on items put to vote, and the second one, by absentee voting.

From March 01, 2025 the Bank’s bodies are entitled to make resolutions in the following forms:

- a sitting combined with the absentee voting. One can participate in the sitting remotely.
- absentee voting.

The above amendments to the law have been reflected in Clauses 9.1.11, 9.1.12, 9.2.18, 9.4.9 of the Charter.

2. Federal Law “On Joint Stock Companies” changes the timing of making proposals to the agenda of the annual sitting of the General Shareholders’ Meeting and candidates to be elected to the Bank’s Supervisory Board.

Previously, the timing was “no later than in 30 days after the end of the company’s financial year, unless the company’s charter provides for the later term”.

From March 01, 2025 the law envisages that the proposals shall be received by the company no earlier than the 1<sup>st</sup> of July of the reporting year and no later than the 31<sup>st</sup> of January of the year following the reporting year, unless the company’s charter provides for the later date.

Subject to the above amendments to the law the Bank’s Charter specifies that the proposals to the agenda of the annual sitting of the General Shareholders’ Meeting and regarding candidates to be elected to the Supervisory Board shall be received by the Bank no earlier than the 1<sup>st</sup> of July of the reporting year and no later than the 1<sup>st</sup> of March of the year following the reporting year (Clause 9.1.9 of the Charter).

3. In connection with the amendments to the Federal Law “On Banks and Banking Activity” transactions with polished natural diamonds, numismatic sets of coins and commemorative coins of the Bank of Russia made of non-precious metals are added to the list of transactions which the Bank is entitled to perform (Clause 2.3.4 of the Charter).

4. Amendments have been made to the section of the Charter stipulating the specification of the amount of the share capital. In 2022 the Bank acquired its own 11,715,510 ordinary

registered shares for a total nominal value of RUB 11,715,510. Legislation provides for the obligation of public joint stock companies to make a resolution on decrease of the share capital through redemption of the shares acquired in case the shares acquired were not sold during two years from the date of their acquisition. Taking into account such norms, the amount of the Bank's share capital was decreased by an amount equal to a par value of ordinary registered shares acquired by the Bank in 2022. At present the share capital amounts to RUB 477,644,031, after making amendments it will amount to RUB 465,928,521 (the number of outstanding ordinary registered shares (acquired by the shareholders) is now 457,544,031, after amendments there will be 445,828,521 share).

5. In accordance with Regulations of the Bank of Russia No. 716-P "On the requirements to the system of management of operational risk in a credit institution and banking group" the competence of the Bank's Management Board has been updated to include the power to approve the Bank's operational risk management policy (Clause 9.4.2.8. of the Charter) as these Regulations of the Bank of Russia envisage that this item shall be considered by collegial executive bodies within their competences.

6. Certain provisions have been made to the Charter of the Bank with the purpose of ensuring the Bank's ability to continue as a going concern during the mobilisation period, which provide for the Bank's capability to take part in the measures aimed at mobilisation training and mobilisation (Clause 2.12. of the Charter).

"Approval of the restated Charter of PJSC "Bank "Saint-Petersburg" item has been proposed for consideration to the General Shareholders' Meeting with the following resolution to be made:

*"To approve the restated Charter of PJSC "Bank "Saint-Petersburg" in accordance with the draft put to vote".*

**Notes to item No. 10 of the agenda of the annual sitting of the General Shareholders' Meeting: Approval of the authorised signatory who will sign the request for state registration of the restated Charter of PJSC "Bank "Saint-Petersburg"** (the item was included in the agenda of the annual sitting of the General Shareholders' Meeting as proposed by the Supervisory Board).

In accordance with paragraph 16.1 of Instruction of the Bank of Russia No. 135-I dated April 02, 2010 "Procedure for passing resolutions concerning state registration of credit institutions and issuance of banking licenses by the Central Bank of the Russian Federation" the set of documents filed with the Bank of Russia for state registration of the Bank's Charter shall include the request for state registration of the Bank's Charter signed by the Bank's authorized signatory and the minutes of the sitting of the Bank's General Shareholders' Meeting which contains the resolution to approve the Bank's Charter and full name of the signatory authorized to sign the request for state registration of the Bank's Charter.

Subject to the aforementioned "Approval of the authorised signatory who will sign the request for state registration of the restated Charter of PJSC "Bank "Saint-Petersburg" item has been proposed for consideration to the General Shareholders' Meeting with the following resolution to be made:

*"To approve [Name] as the authorised signatory who will sign the request for state registration of the restated Charter of PJSC "Bank "Saint-Petersburg".*

**Notes to item No. 11 of the agenda of the annual sitting of the General Shareholders' Meeting: Approval of restated Regulations on Supervisory Board of PJSC "Bank "Saint-Petersburg"** (the item has been included in the agenda of the annual sitting of the General Shareholders' Meeting as proposed by the Supervisory Board).

A draft of restated Regulations on the Supervisory Board of PJSC "Bank "Saint-Petersburg" has been proposed for approval by the General Shareholders' Meeting, which was amended in line with the amendments made to the Charter (in part relating to the procedure of decision-making by the Bank's Supervisory Board).

“Approval of the restated Regulations on the Supervisory Board of PJSC “Bank “Saint-Petersburg” item has been proposed for consideration to the General Shareholders’ Meeting with the following resolution to be made:

*“To approve the restated Regulations on the Supervisory Board of PJSC “Bank “Saint-Petersburg” in accordance with the draft put to vote”.*

**Notes to item No. 12 of the agenda of the annual sitting of the General Shareholders' Meeting: Approval of the restated Regulations on the Management Board of PJSC “Bank “Saint-Petersburg”** (the item has been included in the agenda of the annual sitting of the General Shareholders' Meeting as proposed by the Supervisory Board).

A draft of restated Regulations on the Management Board of PJSC “Bank “Saint-Petersburg” has been proposed for approval by the General Shareholders' Meeting, which was amended in line with the amendments made to the Charter (in part relating to the procedure of decision-making by the Bank’s Management Board and competence of the Management Board to approve the Bank’s operational risk management policy).

“Approval of the restated Regulations on the Management Board of PJSC “Bank “Saint-Petersburg” item has been proposed for consideration to the General Shareholders’ Meeting with the following resolution to be made:

*“To approve the restated Regulations on the Management Board of PJSC “Bank “Saint-Petersburg” in accordance with the draft put to a vote.”*