



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

Notes to Item No. 1 of the agenda of the absentee voting for making resolutions by the General Shareholders' Meeting: Payout (declaration) of dividends for the half of 2025 (approval of dividend amount and form of dividend payment for the half of 2025) and determination of the Record Date (Dividends) (the item was included in the agenda as proposed by the Supervisory Board).

Taking into account the Bank's strong performance in the half of 2025 and significant capital cushion, the Supervisory Board recommends to the General Shareholders' Meeting to make a resolution to pay dividends for the half of 2025 in monetary form in the following amount:

- RUB 16.61 per 1 ordinary share;
- RUB 0.22 per 1 preference share.

The amount of dividend per one ordinary share has been calculated as follows:

The Dividend Policy Regulations (enacted in March 2024) stipulate that the Bank strives to make so that the amount of money applied for payment of dividend on ordinary shares for the reporting year would be 20% - 50% of the net profit for the reporting year in accordance with the audited consolidated financial statements prepared under the International Financial Reporting Standards (IFRS).

Market conditions of banking services provision have been worsening due to the general slowdown of the economy influenced by high real interest rates. The quality of borrowers has been worsening, the actually observed defaults have been growing. It is difficult to forecast pressure of macroeconomic conditions. Payment of dividend in the amount of 30% of the net profit under the IFRS for the half of the year will help to prepare the Bank better to such scenario.

Taking into account the intermediate nature of the dividends to be paid, the Bank will be able to return to payment of dividends at the highest level at the end of the year in case the probability of the stress scenario implementation will reduce.

The net profit under the IFRS for the half of 2025 amounts to RUB 24,652 million.

The amount attributable to payment of dividend on the ordinary shares in the amount of 30% of the net profit under the IFRS for the half of 2025 is RUB 7,395,600,000. This amount is divided into the total amount of outstanding ordinary shares less the treasury shares amounting to 445,368,521 share. The rounding has been made to kopecks according to the mathematical rounding rules, which is RUB 16.61.

The Bank's Charter provides for dividend payment in the amount of RUB 0.11 per one preference share. At favorable times, when the Bank's financial performance was essentially better than the estimated one, the Bank paid dividends in the amount which twice exceeded that stipulated by the Bank's Charter.

Based on the strong financial performance of the Bank in the half of 2025 it is proposed to pay the dividend in the amount of RUB 0.22 per one preference share.

The Bank has sufficient equity to pay dividends in the said amount and subsequent growth of business.

We propose to make payment from retained earnings in order to save costs for intermediate audit review.

In accordance with the effective legislation the dividend record date shall be determined by the resolution of the General Shareholders' Meeting and shall be between the 10th and the 20th day after making the resolution on dividend payment.

Based on the date of absentee voting for making resolutions by the General Shareholders' Meeting, i.e. September 25, 2025, the dividend record date shall be between October 06, 2025 and October 15, 2025. It is proposed to approve October 06, 2025 as the dividend record date.

"Payout (declaration) of dividends for the half of 2025 (approval of dividend amount and form of dividend payment for the half of 2025) 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:

"To pay the dividends for the half of 2025 in monetary form:

- *RUB 16.61 per 1 ordinary share;*
- *RUB 0.22 per 1 preference share.*

The dividends shall be paid from the retained earnings.

To approve October 06, 2025 as the dividend record date."

Notes to Item No. 2 of the agenda of the absentee voting for making resolutions by 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 as proposed by the Supervisory Board).

In 2024 the Programme of Acquisition by the Bank of ordinary shares in book-entry form placed by it (the "Programme") was approved by the resolution of the Supervisory Board of PJSC "Bank "Saint-Petersburg" (Minutes No. 4 dated July 25, 2024), which was effective from July 29, 2024 to January 29, 2025. As a result of the Programme implementation, the Bank acquired 460,000 of its own ordinary shares in book-entry form.

The shares acquired were not sold during three months from the expiry date of the Programme (January 29, 2025), and thus in accordance with Clause 8 Article 72.1 of Federal Law "On Joint Stock Companies" 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 absentee voting for making resolutions by the General Shareholders' Meeting of PJSC "Bank "Saint-Petersburg".

As a result of redemption of 460,000 ordinary shares with a par value of RUB 1 each, the Bank's share capital will amount to RUB 465,468,521 and will consist of:

- 445,368,521 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, 2024 and 2025:

- 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 share 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 2022-2023 were redeemed on May 15, 2024 according to the resolution of the General Shareholders' Meeting dated April 25, 2024.
- 11,715,510 ordinary shares acquired in 2022 were redeemed on May 15, 2025 according to the resolution of the General Shareholders' Meeting dated April 24, 2025.

"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 Article 72.1 of Federal Law No. 208-FZ dated 26 December 1995 “On Joint-Stock Companies” on the basis of the Resolution of the Supervisory Board of PJSC “Bank “Saint-Petersburg” (Meeting Minutes No. 4 dated July 25, 2024) on the following terms and conditions:

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 — 460,000 shares;
Nominal value of one redeemed share — RUB 1;
Nominal value of all redeemed shares — RUB 460,000;
The amount of the share capital before redemption of shares — RUB 465,928,521;
The amount of the share capital after redemption of shares — RUB 465,468,521;
The number of ordinary shares before decrease of the share capital – 445,828,521 share;
The number of ordinary shares after decrease of the share capital – 445,368,521 share.”.

Notes to Item No. 3 of the agenda of the absentee voting for making resolutions by the General Shareholders' Meeting: Approval of Amendments No. 1 to the Charter of PJSC “Bank “Saint-Petersburg” (the item was included in the agenda as proposed by the Supervisory Board).

A draft of Amendments No. 1 to the 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. The article of the Charter providing for the indication to the amount of the share capital has been amended. In 2024, the Bank acquired 460,000 of its own ordinary shares (with the total nominal value of RUB 460,000). Legislation provides for the obligation of public joint stock companies to make a resolution to decrease the share capital by redemption of the shares acquired, in case the shares acquired were not sold within three months from the expiry date of the program of acquisition by the public company of the shares placed by it at organized auction in order to reach certain goals. Taking into account the above norms, the amount of the Bank's share capital has been decreased by the amount equal to the nominal value of the ordinary shares acquired by the Bank in 2024. Currently, the share capital amounts to RUB 465,928,521, it will be RUB 465,468,521 following the amendments (currently, the number of ordinary shares placed (acquired by the shareholders) is 445,828,521, the number of ordinary shares will be 445,368,521 following the amendments).

2. Federal Law “On Joint Stock Companies” has been amended so that the Bank's Charter may stipulate that the decision-making on the item of establishment of associations (unions) and other alliances of legal entities, or individuals and legal entities, and of participation, including termination of participation, in associations (unions) and other alliances of legal entities, or individuals and legal entities, is the competence of the Supervisory Board or the Management Board.

Currently, this matter is within the competence of the Bank's General Shareholders' Meeting (Clause 9.1.4.18 of the Charter). Taking into account the strategy and scope of the Bank's activities making resolutions on this matter is proposed to be referred to the competence of the Bank's Management Board (Clause 9.4.2.16 of the Charter).

3. With the purpose of strengthening of control over the real estate transactions via limitation of the powers to dispose of such real estate, it is proposed to amend the Charter so that making of resolutions on approval of transactions of disposal of real estate owned by the Bank and with the value exceeding RUB 50 million would be the competence of the Bank's Management Board (Clause 9.4.2.17 of the Charter).

“Approval of Amendments No. 1 to the 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 Amendments No. 1 to the Charter of PJSC “Bank “Saint-Petersburg” in accordance with the draft put to vote”.

Notes to Item No. 4 of the agenda of the absentee voting for making resolutions by the General Shareholders' Meeting: Approval of the authorised signatory who will sign the

request for state registration of Amendments No. 1 to the Charter of PJSC "Bank "Saint-Petersburg" (the item was included in the agenda 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 Amendments No. 1 to the Bank's Charter shall include the request for state registration of Amendments No. 1 to the Bank's Charter signed by the Bank's authorized signatory and the minutes of the Bank's General Shareholders' Meeting which contains the resolution to approve Amendments No. 1 to the Bank's Charter and full name of the signatory authorized to sign the request for state registration of Amendments No. 1 to the Bank's Charter.

Subject to the aforementioned "Approval of the authorised signatory who will sign the request for state registration of Amendments No. 1 to the 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 Amendments No. 1 to the Charter of PJSC "Bank "Saint-Petersburg".

Notes to Item No. 5 of the agenda of the absentee voting for making resolutions by the General Shareholders' Meeting: Approval of the restated Regulations on the Management Board of PJSC "Bank "Saint-Petersburg" (the item was included in the agenda 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 competence of the Bank's Management Board in matters of participation of the Bank in associations (unions) and other alliances of legal entities, or individuals and legal entities, as well as approval of transactions of disposal of the real estate owned by the Bank).

"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 vote".