

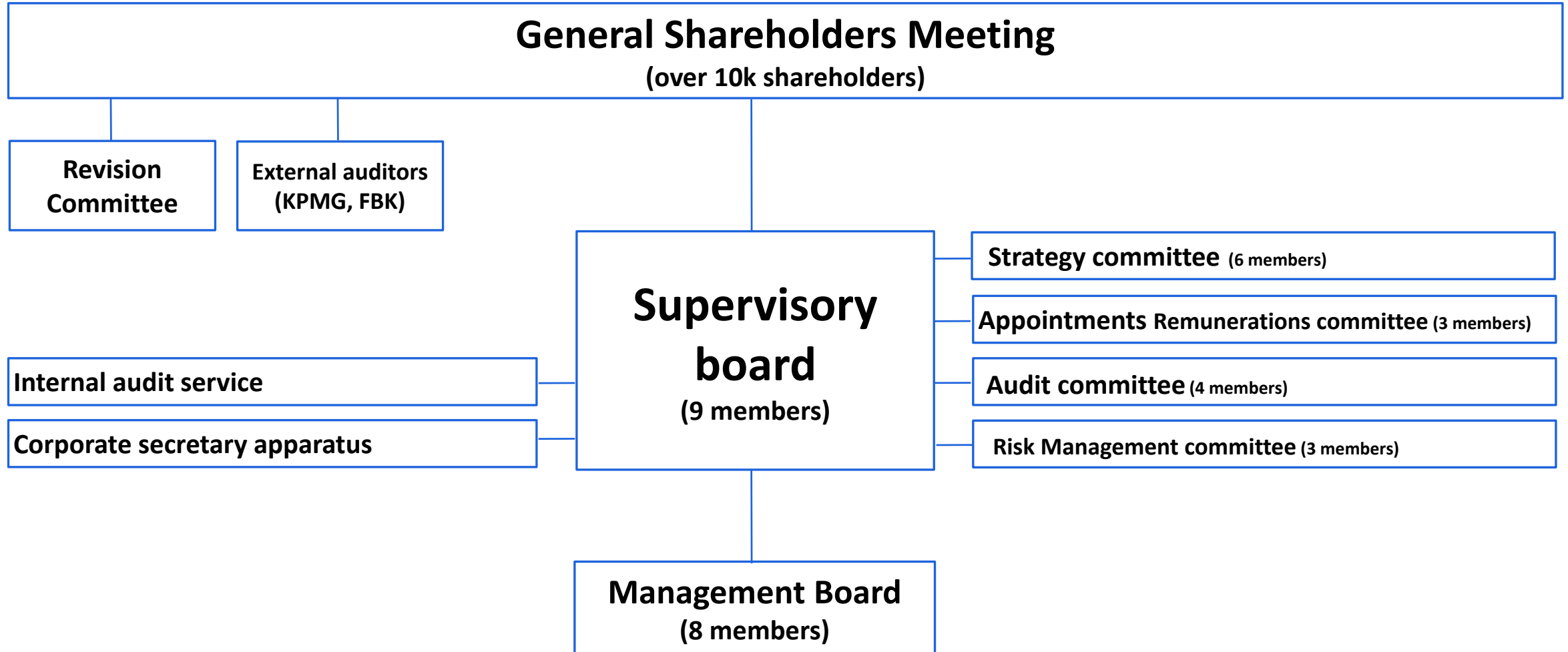
**BANK  
SAINT PETERSBURG**

## Corporate governance



Investor Day, Moscow, April 5 2019

# Best practice corporate governance structure (1/2)



# Best practice corporate governance structure (1/2)

- ✓ Since 2016 The Bank's shares are listed at Level A MICEX
- ✓ 4 out of 9 Supervisory Board members are independent directors
- ✓ Supervisory Board Chairperson Elena Ivannikova is top-25 best Board of Directors Chairpersons\*, Supervisory Board member Alexey Germanovich is top-50 best independent directors\*
- ✓ During 2018 12 Supervisory Board (8 intramural) and 43 Committee sessions conducted
- ✓ International level professionals involved in the Supervisory Board operation – Supervisory Board member Susan Gail Buyske and external consultant Indrek Neivelt



**Elena Ivannikova**  
Chairperson of the Supervisory Board



**Alexey Germanovich**  
Professional independent director



**Susan Gail Buyske**  
Risk Management Committee Chairperson



**Indrek Neivelt**  
Independent consultant, Involved in the Supervisory Board  
Supervisory Board Chairman 2005-2014

# Supervisory Board members



**Elena Ivannikova**  
Chairperson of the Supervisory Board

- Over 25 years in banking and finance experience



**Alexander Savelyev**  
Chairman of the Management Board

- The largest shareholder of the Bank



**Vladislav Guz**  
Deputy Chairman of the Supervisory Board

- Chairman of the Management Board 2014-2016



**Alexander Polukeyev**  
Vice-Governor in SPB from 2006 to 2009

- Vast experience in corporate governance

## Independent directors



**Andrey Bychkov**  
VEB Nominee  
Audit committee chairman

- Over 15 years in banking and finance experience



**Alexey Germanovich**  
East Capital Nominee

- Over 15 years of BoD experience in Russian and international banks



**Andrey Zvyozdochkin**  
CEO of ATON LLC

- 20 years of innovational banking experience



**Pavel Kiryukhantsev**  
Founder and partner  
Zest Leaders

- Corporate governance, HR management

## International specialists



**Susan Gail Buyske**  
EBRD Nominee  
Risk Management Committee  
Chairperson

- Over 35 years in financial risks management

# Committees of the Supervisory Board

	Strategy Committee	Appointments and Remuneration Committee	Audit Committee	Risk Management Committee
Alexander V. Savelyev	√			
Elena V. Ivannikova	√			√
Vladislav S. Guz	√	☆		
Susan Gail Buyske				☆
Andrey P. Bychkov		√	☆	√
Alexey A. Germanovich	√		√	
Alexander I. Polukeyev	√			
Andrey M. Zvyozdochkin	☆		√	
Pavel A. Kiryukhantsev		√	√	

# Capitalization growth – key strategic goal

## Capital Management Principles

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On October 25, 2018, the Supervisory Board approved the Capitalization Growth Action Plan with the following Capital Management Principles:

- ✓ The Bank has no intention to keep excessive capital
- ✓ The Bank will distribute excessive capital in case of RAS Tier 1 capital adequacy ratio (N1.2) is over 9.75%
- ✓ The Supervisory Board is planning to consider an option of share buyback depending on the share price and availability of excessive capital at least twice a year
- ✓ The Bank confirms its intention to cancel the acquired shares

## New Dividend Policy

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On November 29, 2018, in accordance with the best market practice the Supervisory Board has approved the transition from RAS-based dividend payout to IFRS-based payout.

- ✓ 20%+ of IFRS net profit
- ✓ Expected dividend yield ~7.2% in 2019

## 2018 Buy-back

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In 3Q 2018, the Bank launched a buy-back for 2.4% of ordinary shares.

# Annual general shareholders meeting 2019

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## Annual general shareholders meeting

May 4, 2019 – Record Date (AGM)

May 29, 2019 – Annual general shareholders meeting

## Dividends

20% of IFRS FY 2018 net profit:

- RUB 3,71 per 1 ordinary share (x2,3 compared with 2017; dividend yield ca. 7%)
- RUB 0,11 per 1 preferred share
- Total dividend payout: RUB 1,8 bn (35 bp effect on Tier 1 CAR)

June 10, 2019 – Record Date (dividends)