

**Notes to item No.1 of the agenda of the General Shareholders' Meeting: Allocation of profit of PJSC "Bank "Saint-Petersburg" for 2020.**

Bank's net profit determined in accordance with the Russian accounting standards (the "RAS") for 2020 amounted to RUB 10,944,568,172.60 compared to the similar item for the previous year the profit increased by 90.3% (by 5,194,126,620.99). The following order of allocation of the Bank's net profit determined in accordance with the RAS has been proposed to the Annual General Shareholders' Meeting:

- 19.81% of profit for payment of dividends on ordinary shares;
- 0.04% of profit for payment of dividends on preference shares;
- 0.69% for payment of remuneration to the members of the Supervisory Board;
- to allocate 79.46 % of 2020 profit to retained earnings accounts.

In accordance with the effective laws the Record Date (Dividends) shall be determined by Resolution of the General Shareholders' Meeting and may not be less 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 General Shareholders' Meeting, i.e. May 27, 2021, the Record Date (Dividends) may not be earlier than the 7th of June and later than the 16th of June 2021. It is proposed to approve June 7, 2021 as the Record Date (Dividends).

**Notes to item No.2 of the agenda of the Annual General Shareholders' Meeting: Payout (declaration) of dividends for 2020 (approval of dividend amount and form of dividend payment for 2020) and determination of the Record Date (Dividends).**

For 2020, "Bank "Saint-Petersburg" demonstrated the following key financial results under IFRS:

- Net profit amounted to RUB 10.8 billion (+ 36.9% compared to 2019);
- Net interest income amounted to RUB 25.5 billion (+ 9.6% compared to 2019);
- Net fee and commission income amounted to RUB 7.5 billion (+ 10.6% compared to 2019);
- Loans to customers for 2020 grew by 14.0% and amounted to RUB 419.5 billion;
- Core capital adequacy ratio as of January 1, 2021 was 10.6%, capital adequacy ratio was 13.3%.

Annual General Meeting of Shareholders of PJSC "Bank "Saint-Petersburg" is recommended to pay dividends in the following amount (the amount of dividends on ordinary shares was calculated based on 20% of the Bank's net profit under IFRS for 2020):

- RUB 4.56 per 1 ordinary share;
- RUB 00.22 per 1 preference share; per 1 preference share;

\* The Bank has to pay dividends on preference shares in the amount at least equal to the amount set forth in the Bank's Charter.

**Notes to item No.3 of the agenda of the General Shareholders' Meeting: Approval of the auditor of PJSC "Bank "Saint-Petersburg" for 2021.**

In accordance with Article 86 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995 the auditor shall examine the financial and business operations of the Company in accordance with the regulations of the Russian Federation based on the agreement entered into with such an auditor.

Approval of the company's auditor is within the exclusive competence of the General Shareholders' Meeting.

The Bank's Supervisory Board recommends to the Annual General Shareholders' Meeting to approve JSC Deloitte & Touche CIS as the Bank's auditor for 2021.

Deloitte is one of the Big Four accounting organizations and a leader in the innovation technologies of audit and data analysis. The Deloitte group which provides audit services to financial institutions in Russia serves more than 60 companies.

**Notes to item No.4 of the agenda 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 2020-2021.**

In accordance with clause 2 Article 64 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995 the members of the Supervisory Board may receive remuneration for the period of their membership by Resolution of the General Shareholders' Meeting.

The Supervisory Board is a management 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 key 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 the workforce strategy determination.

16 meetings of the Supervisory Board and 54 meetings of the committees of the Supervisory Board were held during the reporting period.

On the basis of the Regulations on Remunerations and Compensations Paid to the Members of the Supervisory Board of PJSC "Bank "Saint-Petersburg" and 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 2020-2021 in the total amount of RUB 74,970,000.

**Notes to item No.5 of the agenda 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 clause 2 Article 64 of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995 the members of the Supervisory Board may receive compensation of the costs incurred while acting in their professional capacities by 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 10 mln.

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 2021-2022 until the following Annual General Shareholders' Meeting within the amount specified.

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

In accordance with requirements of Federal Law No. 208-FZ "On Joint Stock Companies" dated December 26, 1995 a number of the members of the Board of Directors (Supervisory Board) of the company shall be determined by its Charter or by Resolution of the General Shareholders' Meeting. The board of directors (Supervisory Board) of the company having more than ten thousand shareholders who own voting shares shall consist of at least nine members. At present the number of the Bank's shareholders who own voting shares exceeds ten thousand.

In accordance with the recommendations of the Corporate Governance Code the issue was considered at the Meeting of the Bank's Supervisory Board held on February 04, 2021 (Minutes No. 12 dated February 04, 2021) on compliance of the number of members of the Bank's Supervisory Board with the company's demands and shareholders' interests.

As a result of the issue consideration the Bank's Supervisory Board made the following resolution: "To declare that the number of members of the Bank's Supervisory Board meets the company's demands and shareholders' interests".

After getting the proposals of the Bank's shareholders on inclusion of the candidates in the Bank's Supervisory Board election voting list the Human Resources and Remuneration Committee carried out the pre-appraisal of the candidates' compliance with the required qualifications and expertise as well as with independence criteria.

Based on the results of the appraisal and subject to the requirements of the laws, the Bank's Supervisory Board made a resolution (Minutes No. 13 dated March 04, 2021) on inclusion of nine persons to the Bank's Supervisory Board election voting list for the Annual General Shareholders' Meeting in 2021.

The Resolution of the Bank's Supervisory Board of March 04, 2021 (Minutes No. 13 dated March 04, 2021) is also available at: <https://e-disclosure.ru/portal/event.aspx?EventId=gpdSoqa5kUWAm608sXjcUQ-B-B>

#### **Notes to item No. 7 of the agenda of the Annual 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 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. Such nominations must be received by the Bank no later than 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 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, business and personal reputation, and recommended to the Bank's Supervisory Board to make a resolution on inclusion of the following persons to PJSC "Bank "Saint-Petersburg"'s Supervisory Board election voting list for the Annual General Shareholders' Meeting in 2021:

1. Alexander Vasilyevich Savelyev
2. Andrey Pavlovich Bychkov
3. Alexey Andreyevich Germanovich
4. Vladislav Stanislavovich Guz
5. Andrey Mikhailovich Zvyozdochkin
6. Elena Viktorovna Ivannikova
7. Yury Genrikhovich Levin
8. Sergey Petrovich Nazarov
9. Thomas M. Veraszto.

Moreover, the Human Resources and Remuneration Committee has preliminarily declared that the following four candidates meet the independence criteria: Alexey Andreyevich Germanovich, Andrey Mikhailovich Zvyozdochkin, Thomas M. Veraszto, Yury Genrikhovich Levin.

The Bank's Supervisory Board considered the proposals received from the shareholders on nomination of the candidates for election as members of the Supervisory Board as well as recommendations of the Human Resources and Remuneration Committee at the meeting held on March 04, 2021.

The Resolution of the Bank's Supervisory Board of March 04, 2021 (Minutes No. 13 dated March 04, 2021). is also available at: <https://e-disclosure.ru/portal/event.aspx?EventId=gpdSoqa5kUWAm608sXjcUQ-B-B>

**Notes to item No. 8 of the agenda of the Annual General Shareholders' Meeting: Election of the Revision Committee of PJSC "Bank "Saint-Petersburg".**

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

Clause 11.1.1. of the Bank's Charter stipulates for the Bank's Revision Committee to be made of five (5) members.

Persons with higher education, economic, financial and accounting background as well as good command of bookkeeping and accounting shall be elected as members of the Revision Committee.

The Human Resources and Remuneration Committee of the Supervisory Board appraised whether the nominated candidates meet the above requirements.

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, and recommended to the Bank's Supervisory Board to make a resolution on inclusion of the following persons to PJSC "Bank "Saint-Petersburg"'s Revision Committee election voting list for the Annual General Shareholders' Meeting in 2021:

1. Natalia Vladimirovna Burina
2. Nelly Adgamovna Denisova
3. Nikolay Viktorovich Lokay
4. Marina Nikolaevna Novikova
5. Alexander Vadimovich Pustovalov

The Bank's Supervisory Board considered the proposals received from the shareholders on nomination of the candidates for election to the Revision Committee as well as recommendations of the Human Resources and Remuneration Committee at the meeting held on March 04, 2021.

The Resolution of the Supervisory Board as at March 04, 2020 (Minutes No. 13 dated March 04, 2021) is also available at: <https://e-disclosure.ru/portal/event.aspx?EventId=gpdSoqa5kUWAm608sXjcUQ-B-B>

**Notes to item No. 9 of the agenda of the Annual General Shareholders' Meeting: Reduction of the authorized capital of PJSC "Bank "Saint-Petersburg" through cancellation of acquired shares.**

In 2019 the Bank acquired 11,999,935 of its own ordinary shares based on Resolution of the Supervisory Board of PJSC "Bank "Saint-Petersburg" (Minutes No. 3 of July 31, 2019).

In accordance with the effective laws of the Russian Federation (Article 72 of Federal Law "On Joint Stock Companies" No. 208-FZ dated December 26, 1995) the shares specified must be sold by the company no later than one year after their acquisition, otherwise the general shareholders' meeting must pass a resolution on reduction of the company's authorized capital through cancellation of such shares.

Due to the fact that own shares acquired were not sold by the Bank during a year from the acquisition date, the Bank must reduce its authorized capital through cancellation of the shares acquired.

That is why the issue "Reduction of the authorized capital of PJSC "Bank "Saint-Petersburg" through cancellation of acquired shares" has been included in the agenda of the Annual General Shareholders' Meeting of PJSC "Bank "Saint-Petersburg".

As a result of cancellation of 11,999,935 of ordinary shares with a par value of RUB 1 each, the authorized capital of the Bank will amount to RUB 495,654,232 and will consist of:

- 475,554,232 ordinary registered shares with a par value of RUB 1 (one) each;
- 20,100,000 preference registered shares with a par value of RUB 1 (one) each.

Similar procedure of reduction of the authorized capital through cancellation of the shares acquired by the Bank in 2018 was held on the basis of the Resolution of the General Shareholders' Meeting dated May 27, 2020.

11,999,833 ordinary shares were cancelled on June 8, 2020.

**Notes to item No.10 of the agenda of the General Shareholders' Meeting: Approval of the revised Charter of PJSC "Bank "Saint-Petersburg".**

The Charter has been amended due to amendments in the laws of the Russian Federation, the Bank's obligation to make a resolution on reduction of the authorized capital through cancellation of the shares acquired by the Bank, and recommendations of the Bank of Russia as to the need to clarify certain provisions of the Charter:

1. Due to the amendments to the Federal Law "On Joint Stock Companies" the Charter was amended to include the possibility to pay dividends to individual shareholders by crediting funds to their special accounts of financial platforms operators opened in accordance with the Federal Law "On financial transactions with the use of the financial platform" (Clause 8.3. of the Charter).

2. Competences of the Supervisory Board and the Chairperson of the Management Board have been updated to comply with the revised Federal Law "On the Securities Market" (approval of the terms and conditions of separate bond issuance under the bond issuance program has been deleted from the competences as at present such approval is not required).

3. Amendments have been made to the section of the Charter stipulating the specification of the amount of the authorized capital. Due to the obligation of the company set forth by the Federal Law "On Joint Stock Companies" to make a resolution on reduction of the authorized capital through cancellation of the shares acquired, the amount of the authorized capital has been reduced by amount equal to a par value of the shares acquired by the Bank in 2019 (par value of all the shares cancelled is RUB 11,999,935). At present the authorized capital amounts to RUB 507,654,167, after amendments it will amount to RUB 495,654,232 (number of shares outstanding (acquired by the shareholders) now is 487,554,167, after amendments it will be 475,554,232).

4. Besides, the following amendments have been made to the Charter:

- it is specified that the decision on decrease of the authorized capital through reduction in the nominal value of shares shall be made by the General Shareholders' Meeting with a 3/4 majority vote from shareholders with voting shares who participate in the General Shareholders' Meeting (Clause 9.1.6. of the Charter);

- certain wordings of certain clauses of the Charter have been amended to specify that equal number of votes is required for making resolutions by the Supervisory Board and the Management Board both at in-person voting and by absentee voting (clauses 9.2.17, 9.2.23, 9.4.8, 9.4.9 of the Charter);

- powers of an employee responsible for counteractions against criminal income legalization (money laundering), terrorist financing and proliferation of weapons of mass destruction financing (Clause 11.3.18 of the Charter).

5. The issue of approval of transactions where the transaction value is equal to 15 or more percent of the amount of the Bank's equity (capital) has been excluded from the list of competences of the Supervisory Board (Clause 9.2.3.21. of the current version of the Charter).

**Notes to item No.11 of the agenda of the Annual General Shareholders' Meeting: Approval of the Regulations on the Supervisory Board of PJSC "Bank "Saint-Petersburg" as amended and restated.**

The Regulations on the Supervisory Board have been amended in a way similar to the amendments made to the Charter (as to the Supervisory Board) and

- a procedure of making minutes on resolutions made by the Supervisory Board via the absentee voting has been determined,

- adjustments have been made based on the recommendations of the Corporate Governance Code approved by the Bank of Russia (it is specified that members of the Supervisory Board shall have knowledge and expertise required for participation in the activities of the Supervisory Board, the list of powers of the Chairperson of the Supervisory Board has been amended to include the powers to develop the schedule of activities of the Supervisory Board, to arrange timely sending of information for the meetings to the members of the Supervisory Board, to arrange preparation of draft resolutions on issues considered and to control the fulfilment of resolutions made by the Supervisory Board).

**Notes to item No.12 of the agenda of the Annual General Shareholders' Meeting: Approval of the Regulations on the Management Board of PJSC "Bank "Saint-Petersburg" as amended and restated.**

The Regulations on the Management Board have been amended in a way similar to the amendments made to the Charter (as to the Management Board) and the indication to the need to make resolutions to the minutes of the meetings of the Management Board duplicating the contents of the minutes has been excluded.

**Notes to item No.13 of the agenda of the General Shareholders' Meeting: Approval of the authorised signatory of the petition requesting state registration of the revised Charter of PJSC "Bank "Saint-Petersburg".**

In accordance with Instruction of the Bank of Russia No. 135-I the Bank shall submit to the Bank of Russia a set of documents, which includes the minutes of the meeting of the authorized management body containing, inter alia, full name of the authorised signatory of the petition requesting state registration of amendments made to the charter in order to perform state registration of amendments made to the charter and related to reduction of the authorized capital.

Thus, the General Shareholders' Meeting of the Bank shall also approve the candidate for the authorised signatory of the petition requesting state registration of amendments made to the Bank's Charter along with making a resolution on reduction of the Bank's authorized capital.

**Notes to item No.14 of the agenda of the General Shareholders' Meeting: Participation of PJSC "Bank "Saint-Petersburg" in St. Petersburg and the Leningradskaya Region Real Estate Agents Association and Russian Guild of Real Estate Agents, Non-Commercial Partnership.**

The Bank's strategic aims for 2021-2023 concerning mass segment of retail business for attracting of new customers, growing of the loan portfolio and expansion of the partner network make participation of the Bank in these non-commercial organizations desirable for strengthening its positions on the mortgage lending market in all the regions covered by the Bank.

This cooperation is aimed at the following:

1. Increase of the share of secondary housing loans in the loan book of the Bank
2. Increase of the book of letters of credit and escrow accounts used for settlements in real estate transactions
3. Attraction of a new customer segment, i.e. the professional community of real estate agents, for getting Bank's services both in retail and corporate business.
4. Provision of a full range of financial services to partners and customers of the organizations, including via remote channels, thanks to a wide covering of the RF territory.