

Annexes

SHARE CAPITAL

In 2019, the structure of VTB Bank's share capital did not undergo significant changes. There was also no change in the amount of the Bank's charter capital, remaining at RUB 651,033,883,623.38, which is divided into ordinary and preference shares.

SHARE CAPITAL

Type of shares	Number of shares	Nominal value
Ordinary shares	12,960,541,337,338	RUB 0.01
Type 1 preference shares	21,403,797,025,000	RUB 0.01
Type 2 preference shares	3,073,905,000,000	RUB 0.1
Total	37,438,243,362,338	

In accordance with its Charter, the Bank has the right to issue a maximum number of 14,000,000,000,000 ordinary shares with a par value of RUB 0.01 each. The state registration number of ordinary shares 10401000B. The record date for the state registration of the Bank's issue of ordinary shares is 29 September 2006.

The state registration number of the Bank's Type 1 preference shares is 20301000B. The record date for the state registration of the issue is 13 December 2016. All shares of this type are placed at the disposal of a sole purchaser, the Russian Federation, as represented by the *Ministry of Finance of the Russian Federation*.

The state registration number of the Bank's Type 2 preference shares is 20401000B. The record date for the state registration of the issue is 13 December 2016. All shares of this type are placed at the disposal of a sole purchaser, the *State Corporation Deposit Insurance Agency* (hereinafter, the "*Deposit Insurance Agency*").

VTB Bank's ordinary shares trade on *Moscow Exchange* and on the *London Stock Exchange* in the form of *global depository receipts (GDRs)*. *Moscow Exchange* has included VTB Bank's shares in its Tier 1 list. One lot is 10,000 shares.

VTB Bank Type 1 and Type 2 preference shares are not traded on exchanges and do not offer a fixed dividend for the year. The amount of the dividend is subject to approval at the Annual General Meeting of Shareholders.

In addition, the Bank's Charter provides for the possibility of paying out interim dividends.

The total number of shareholders of the Bank as of 31 December 2019 amounted to 160 thousand, including 159 thousand individuals. In 2019, the number of shareholders of the Bank increased by 31 %, or by 35 thousand individuals.

The Bank's largest shareholders are the Federal Agency for State Property Management (12.13 % of the charter capital, or 60.93 % of ordinary shares) and the *Ministry of Finance of the Russian Federation* (32.88 % of the charter capital), as well as the *Deposit Insurance Agency* (47.22 % of the charter capital).

SHAREHOLDER STRUCTURE: HOLDERS OF VTB BANK'S ORDINARY SHARES as of December 2019

Shareholder	% of ordinary shares	% of charter capital
The Russian Federation as represented by the <i>Federal Agency for State Property Management</i>	60.93	12.13
<i>State Oil Fund of the Republic of Azerbaijan</i>	2.95	0.59
<i>Qatar Holding</i>	2.35	0.47
<i>Bank Otkritie Financial Corporation</i>	9.08	1.81
<i>Management-consulting</i>	4.67	0.93
<i>Sistema Capital</i>	1.03	0.21
<i>OTKRITIE LTD</i>	0.02	0.01
Other minority shareholders	18.97	3.75

DIVIDENDS

One of the main rights of shareholders is the right to receive a share of the Bank's net profit in the form of dividend payments. Dividend payments are approved by the AGM, following recommendations made by the Supervisory Council. In determining the recommended dividend amount, the Supervisory Council is guided by the amount of the Bank's net profit and by the Dividend Policy (approved by VTB Bank Supervisory Council, Minutes No 2 as of 29 January 2011). The Bank's Charter also provides for the possibility of the payment of interim dividends for the first three, six and nine months of the reporting year to holders of issued preference shares.

The record date for persons entitled to a share of the Bank's net profit is determined at the General Meeting of Shareholders, but can be no earlier than 10 days before the date when the decision to pay dividends is due to be made, and no later than 20 days following such a decision. The time period for the payment of dividends depends on the type of registered shareholder. Dividend payments to nominal shareholders and trustees listed on the shareholder register must be made within 10 working days, while dividend payments to other registered shareholders must be made within 25 working days of the date when the list of persons entitled to dividends is compiled.

Shareholders appearing on the register receive dividends by bank transfer to their accounts (if bank details are provided) or by postal order. Shareholders whose rights are registered via nominal shareholders receive dividends in monetary form in accordance with the procedure stipulated in Russian laws on securities. The applicable law does not provide for dividend payments in cash.

Any dividends accrued but unclaimed by shareholders within a period of three calendar years are subject to allocation back to the profit of the Bank. Therefore, if a shareholder does not claim his or her accrued dividends within three years, he or she loses the right to receive them. If dividends are transferred to a shareholder's bank account, they are considered paid.

RECORD OF VTB BANK DIVIDEND PAYMENTS FOR THE LAST FIVE YEARS

	2014	2015	2016 ¹	2017	2018
Total amount of dividend payments (RUB million)	18,000	33,093	62,265	73,516	26,820
DIVIDEND PAYOUT RATIO					
% of VTB Bank's net profit under RAS	91	67	90	73	12
% of VTB Group's net profit under IFRS	2,250	1,947	121	61	15
DIVIDEND PAYMENTS, RUB MILLION					
Ordinary shares	15,164	15,164	15,164	44,759	14,240
Type 1 preference shares ²	2,836	90	11,130	11,804	5,164
Type 2 preference shares ²	–	17,839	35,971	16,953	7,416
DIVIDEND PER ORDINARY SHARE, RUB					
Ordinary shares	0.00117	0.00117	0.00117	≈0.00345	≈0.00110
Type 1 preference shares	–	≈0.000132	≈0.0000042	0.00052	≈0.00024
Type 2 preference shares	–	–	≈0.0058	≈0.01170	≈0.00241
DIVIDEND YIELD, %					
Ordinary shares	2.7	1.7	1.7	5.5	2.4
Type 1 preference shares	–	0.04	5.2	5.5	2.4
Type 2 preference shares	–	5.8	11.7	5.5	2.4

At the Annual General Meeting of Shareholders on 5 June 2019, a decision was made on the payment of dividends based on 2018 results, and the record date for persons entitled to receive a dividend was set at 24 June 2019.

¹ Taking into account interim dividends on Type 2 preference shares for 9M 2016 paid in December 2016.

² In accordance with the decision of the Extraordinary General Meeting of Shareholders of VTB Bank on 8 December 2016, Type 1 and Type 2 preference shares were placed by converting preference shares and Type A registered preference shares.

DIVIDEND PAYMENT IN 2019

Dividends were paid in full for all types of shares. There are no liabilities for the payment of dividends.

	Type of shares held	Deductions for the payment of dividends, RUB	Dividend amount per share, RUB	Amount of dividends paid, RUB	Dividends paid, % of the total amount of deductions for the payment of dividends on shares of a given type	Payment date / planned payment date
Federal Agency for State Property Management	Ordinary shares	14,239,456,640.85	0.00109867761463259	8,676,781,631.77	60.94	3 July 2019/ 26 July 2019
Registered nominal shareholders				5,546,669,639.56	38.95	2 July 2019/ 5 July 2019
Other registered shareholders				13,910,760.62	0.10	10 July 2019/ 26 July 2019
Ministry of Finance of the Russian Federation	Type 1 preference shares	5,164,109,976.47	0.00024127074137541	5,164,109,976.47	100	3 July 2019/ 26 July 2019
Deposit Insurance Agency	Type 2 preference shares	7,416,433,382.68	0.0024127074137541	7,416,433,382.68	100	3 July 2019/ 26 July 2019


Dividends in the amount of RUB 2,094,608.90, or 0.01 % of the total amount of deductions for the payment of dividends on ordinary shares, were not paid due to the failure on the part of the persons with the right to receive dividends to provide the Bank or the Bank's registrar with the necessary address details or bank information.

Funds were sent by bank transfer to the accounts provided to the registrar by registered shareholders and nominal shareholders. In cases where bank details were not provided to the registrar, dividends were sent by postal order.

Dividend taxation

When calculating dividends for the year, a tax agent calculates and withholds tax from the amount of dividends accrued. Since 1 January 2014, when income is distributed in the form of dividends on shares issued by a Russian organisation, not only may the issuer of these shares be considered a tax agent, but, in cases stipulated by law, so may trustees, depositaries and so on. Taking into account that the income tax is calculated and withheld by a tax agent, mutual funds, foreign institutional investors and individual investors can apply for a tax exemption or a reduced tax rate on dividends received by submitting documents that demonstrate that they have the right to preferential tax treatment to the Bank's registrar, VTB Registrar, or to the depositary where their shares are registered. In the case of share transfer to beneficial ownership, documents should be submitted to a trust manager.

The tax rate on dividends for both individuals and legal entities that are residents of the Russian Federation is 13 %, and it is 15 % for non-residents. This rate applies to the total dividend sum, which can be less than the total volume of payments based on the income received by VTB Bank as dividends from participating in other companies, as tax has already been paid on these amounts. If a double taxation agreement applies, tax payments are made in accordance with the rate specified in the agreement, taking into account Russian legislation.

 A complete list of the required documents can be found [in the Investor Relations section of the Bank's website \(Dividends subsection\)](#).